CIN L65191PN1994PLC076333

IndusInd Bank

May 15, 2015

The Asst. Vice President
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra–Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sir / Madam,

Notice of Postal Ballot for increase in Authorised Capital and Augmentation of Capital

Further to our letter dated April 17, 2015, please find attached herewith Notice of the Postal Ballot dated April 30, 2015 in connection with above mentioned subject, along with the Postal Ballot Forms and Instructions for Ballot and electronic voting.

We request you to kindly take the information on record.

In terms of the requirements of the Listing Agreement, hard copies of the Notice have been couriered separately.

Yours faithfully,

For IndusInd Bank Limited

Haresh K. Gajwani
Company Secretary

Encl: A/a

IndusInd Bank Limited

(CIN L65191PN1994PLC076333)
Registered Office: 2401, Gen. Thimmayya Road, Pune 411 001. Tel.: (020) 30461600/603 Fax: (020) 2634 3231
Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093.
Tel.: (022) 6641 2487 / 83; **Fax:** (022) 6641 2347. **Website:** www.indusind.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") [including any statutory modification or re-enactment thereof for the time being in force], for seeking the consent of the Members of IndusInd Bank Limited ("the Bank") and to pass the Resolutions in respect to following matters by way of Postal Ballot:

(a) Increase in the Authorised Share Capital of the Bank from the existing level of Rs.550 crores divided into 55 crores Equity Shares of Rs.10/- each to Rs.600 crores divided into 60 crores Equity Shares of Rs.10/- each, with consequential amendment to the Memorandum of Association and Articles of Association of the Bank; and

(b) Augmentation of Capital through Further Issue / Private Placement of securities, including through Qualified Institutional Placement, etc. for upto 6,00,00,000 Equity Shares of Rs.10/- each, at an aggregate issue size of not exceeding Rs. 60 crores in face value.

The proposed Resolutions and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating the material facts and the reasons thereof are appended. The Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Bank at their meeting held on April 16, 2015 have appointed Mr. S.N. Bhandari, Practicing Company Secretary, or failing him Ms Manisha Maheshwari, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Bank with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Bank is pleased to provide electronic voting ("e-voting") facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Forms.

The Bank has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the Members. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

Members, who opt to vote physically using Postal Ballot Papers or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The e-voting facility will be available at the link: https://www.evoting.nsdl.com/ starting from 9.00 a.m. on Friday, May 8, 2015 until 5.00 p.m. on Saturday, June 6, 2015.

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and return the Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer **by 5.00 p.m. on Saturday, June 6, 2015**.

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Chairman of the Bank or in his absence, to any person authorized by him, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced **at 5.00 p.m. on Monday, June 8, 2015,** at the Corporate Office of the Bank at 8th Floor, Tower 1, One Indiabulls Centre, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 and shall thereafter be published in newspapers. The result of the Postal Ballot shall also be displayed at the Registered / Secretarial & Investor Services Office of the Bank and hosted on the Bank's website www.indusind.com, besides being communicated to the Stock Exchange(s) where the securities of the Bank are listed. The Resolution, if approved, will be taken as effectively passed on the date of declaration of Results.

Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number **1800 222 990** or by email at evoting@nsdl.co.in.

Following Resolutions are requested to be passed by the Members through Postal Ballot:

1. Increase in the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Bank:

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Bank be and is hereby increased from Rs. 550,00,00,000/- (Rupees Five Hundred Fifty Crores Only) divided into 55,00,00,000 Equity Shares of Rs. 10/- each to Rs. 600,00,00,000/- (Rupees Six Hundred Crores only) divided into 60,00,00,000 Equity Shares of Rs.10/- each by creation and issue of 5,00,00,000 (Five Crore) Equity shares of Rs.10/- each, ranking pari-passu with the existing shares of the Bank.

RESOLVED FURTHER THAT the existing Clause V (Capital Clause) of the Memorandum of Association of the Bank be and is hereby substituted as follows:

V. The Authorised Share Capital of the Bank is Rs.600,00,00,000 (Rupees Six Hundred Crores only) divided into 60,00,00,000 Equity Shares of Rs.10/- each, with power to increase or decrease the Share Capital in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Haresh Gajwani, Company Secretary, be and is hereby authorized to represent the Bank before, and to file the necessary returns with, the Registrar of Companies, Maharashtra, Pune and to seek approvals from any authority wherever necessary for giving effect to this resolution."

2. Alteration of Article 4 of the Articles of Association of the Bank:

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the existing Article 4 of Articles of Association of the Bank be and is hereby substituted as follows:

4. The Authorised Share Capital of the Bank is Rs.600,00,00,000 (Rupees Six Hundred crores only) divided into 60,00,00,000 Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT Mr. Haresh Gajwani, Company Secretary, be and is hereby authorized to represent the Bank before, and to file the necessary returns with, the Registrar of Companies, Maharashtra, Pune and to seek approvals from any authority wherever necessary for giving effect to this resolution."

3. Augmentation of Share Capital:

To consider, and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions, if any [including any amendment thereto or modification(s) or re-enactment(s) thereof], and in accordance with the provisions of the Memorandum and Articles of Association of the Bank, the Listing Agreements entered into by the Bank with the Stock Exchanges where Equity Shares of the Bank are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and in accordance with any other applicable Law or Regulation in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and Rules and Regulations framed there under as amended from time to time and subject to other applicable Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI") and any other concerned authorities from time to time, to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary, from SEBI, Stock Exchange(s), RBI, GoI and any other appropriate authorities, institutions or bodies as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution) to create, offer, issue and allot such number of Equity Shares, in one or more tranches, to Qualified Institutional Buyers ("QIBs") under the Qualified Institutions Placement ("QIP") route, in terms of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, in the domestic or one or more international markets, whether or not such investors are members of the Bank, through Placement Document(s) or Offer Letter(s) not exceeding 10% of the Authorised Share Capital of the Bank, i.e., 6,00,00,000 Equity Shares of Rs.10/- each, at an aggregate issue size of Rs. 60 crores in face value, at such price or prices, whether at a discount or premium to the market price, determined in accordance with the pricing guidelines prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any amendments thereto, and on such terms and conditions as the Board may in its absolute discretion think fit and decide in accordance with the directives / guidelines issued by the appropriate authorities and in consultation with the Merchant Banker(s) and / or Lead Manager(s) and / or Underwriter(s) and / or Advisor(s), etc., but without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT the Relevant Date for determining the Floor Price of the Equity Shares to be allotted pursuant to the QIP Issue shall mean the date of the meeting in which the Board decides to open the QIP Issue.

RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under the applicable Regulations to the QIP Floor Price as determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Merchant Banker(s), Lead Manager(s), Underwriter(s), Depositories, Custodian(s), Registrar(s), Banker(s), Lawyer(s), Advisor(s) and such other agencies as may be required to be appointed, involved or concerned in the QIP Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and also to seek the listing and trading of the Equity Shares being offered in the QIP Issue on the Stock Exchange(s) where the Equity Shares of the Bank are listed.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution shall rank pari-passu with the then existing Equity Shares of the Bank in all respects, including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or securities or instruments representing the same, as described above, the Board be and is hereby authorised, on behalf of the Bank, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, acting as Depository, Custodian, Registrar, Paying and Conversion Agent, Trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors (including the Finance Committee) or to the Managing Director or any Officer(s) of the Bank in such manner as they may deem fit in their absolute discretion;

RESOLVED FURTHER THAT this resolution shall be in vogue for a period of 12 months from the date of passing of this Resolution by the Members or such other time as may be allowed."

By Order of the Board
For IndusInd Bank Limited

Sd/-
Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: April 30, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2224

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Bank between 10.00 a.m. and 12 noon on all working days of the Bank from the date hereof up to Saturday, June 6, 2015.
3. The Notice of Postal Ballot is being sent to all Members whose names appear in the Registrar of Members / List of Beneficial Owners as received from the Depositories as on Friday, April 24, 2015.
4. The Postal Ballot Form, alongwith the instructions for Ballot voting and e-voting, is enclosed separately.
5. The Postal Ballot Notice alongwith the Postal Ballot Form shall also be hosted on Bank's website: www.indusind.com.
6. Shareholders who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided the same upon request.
7. Shareholders can also register their e-mail IDs and contact numbers with the Bank by sending details to investor@indusind.com or with our Registrar and Transfer Agent, viz., Link Intime India Pvt. Ltd. to enable the Bank to communicate to the shareholders, the information about various developments in the Bank via e-mail / SMS.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated Thursday, April 30, 2015.

Items Nos. 1 & 2

Increase in Authorised Share Capital and Alterations to the MoA and AoA

The present Authorized Capital of the Bank is Rs.550 crores, out of which Rs.529.53 crores is paid up as on Friday, April 24, 2015, i.e., cut-off date for reckoning voting rights of the Members.

In order to enable the Bank to raise additional long-term resources by issue of Equity Shares in the domestic / international markets, the existing Authorised Share Capital may not be sufficient for the purpose. It is therefore considered necessary to increase the Authorised Share Capital of the Bank to Rs.600 crores from the existing level of Rs.550 crores, with the consequential alterations in the Capital Clause of the Memorandum of Association as also in the Articles of Association of the Bank as set out in Items Nos. 1 and 2 of the Notice.

In terms of the requirements of Section 12 of the Banking Regulation Act, 1949, it is required to obtain prior RBI approval for carrying out any amendments to the Memorandum of Association. Accordingly, Reserve Bank of India, vide their letter dated February 25, 2015, has communicated their 'No Objection' to the amendments proposed in the Capital Clause of the Memorandum of Association.

The provisions of the Companies Act, 2013 require seeking approval of the Members for increase in the Authorised Share Capital and for the alteration of Capital Clause of the Memorandum of Association and the Articles of Association of the Bank.

The Board recommends the Resolutions set out at the Items Nos. 1 & 2 of the Notice, to be passed as a Special Resolution by the Members.

The Promoters, Directors and Key Managerial Personnel of the Bank or their relatives are deemed to be interested in the proposed Resolution to the extent of their direct or indirect shareholding in the Bank.

Item No. 3

Augmentation of Share Capital

Your Directors draw your attention to the fact that the Bank is in the process of raising additional capital to meet the needs of its growing business including long term capital requirements of the Bank for pursuing its growth plans.

The Special Resolution contained in the Notice under Item No. 3 is for enabling the Board to create, issue, offer and allot Shares as stated in the resolution (the "Shares"), including by way of a Qualified Institutions Placement (QIP) in accordance with Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in one or more tranches, at such price as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with Merchant Banker(s) / Lead Manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This Special Resolution enables the Board to issue Shares for an aggregate amount not exceeding Rs. 60 crores (Rupees Sixty crores only) in face value or its equivalent in any Indian or foreign currency.

The Board shall issue Shares pursuant to this Special Resolution and utilize the proceeds to meet the Bank's business requirements.

The Special Resolution also seeks to empower the Board to issue Equity Shares by way of QIP to Qualified Institutional Buyers (QIBs) in accordance with SEBI Regulations. The pricing of the Equity Shares that may be issued to QIBs shall be freely determined, subject to such price not being less than the Floor Price calculated in accordance with Chapter VIII of the SEBI (ICDR) Regulations, 2009 ("QIP Floor Price").

Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations, 2009. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

The detailed terms and conditions of the offer will be determined by the Board / Committee of the Board in consultation with the Merchant Banker(s) / Lead Manager(s) and such other person(s) as may be authorized in this regard.

The Equity Shares allotted will be listed on recognized Stock Exchange(s) in India / outside India. The offer / issue / allotment / conversion would be subject to the availability of regulatory approvals, if any. The conversion of securities held by foreign investors into Equity Shares would be subject to applicable ceiling on foreign investment in the Bank. The Board by way of necessary disclosures disseminates the information to the Stock Exchange(s) in terms of the requirements of the Listing Agreement.

Section 42 read with Section 62 of the Companies Act, 2013 and the provisions of Listing Agreements entered into with the Stock Exchange(s), provides, inter alia, that where it is proposed to increase the subscribed Share Capital of the Company by allotment of further shares, such further shares may be offered to the person other than members of the Company, if authorized by the members pursuant to a Special Resolution.

The Special Resolution set out in Item No. 3 of the accompanying Notice is mainly for obtaining the consent and authorization of the members of the Bank in favour of the Board / Committee of the Board for making the proposed issue of Securities, in consultation with the Merchant Banker(s) / Lead Manager(s) / Advisor(s), etc., and in such manner and in accordance with the terms of the issue, keeping in view the prevailing market conditions and with the applicable Rules, Regulations and the Guidelines.

The Board recommends the Resolution set out in Item No. 3 of the accompanying Notice to be passed as a Special Resolution by the Members.

The Promoters, Directors and Key Managerial Personnel of the Bank or their relatives are deemed to be interested in the proposed Resolution to the extent of their direct or indirect shareholding in the Bank.

By Order of the Board
For IndusInd Bank Limited

Sd/-
Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: April 30, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2224

IndusInd Bank

IndusInd Bank Limited

(CIN L65191PN1994PLC076333)
Registered Office: 2401, Gen. Thimmayya Road, Pune 411 001, India
Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai - 400 093.
Tel.: (022) 6641 2483 / 87; **Fax:** (022) 6641 2347

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the Form on or before Saturday, June 6, 2015]

Serial No. _____

1. Name(s) and Registered Address of the sole / first-named shareholder **:**

2. Name(s) of Joint-Holder(s), if any **:**

3. Registered Folio No. / DP ID No. / Client ID No.* (*Applicable to investors holding shares in dematerialised form) **:**

4. No. of Shares held **:**

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot as specified in the Notice dated April 30, 2015, by conveying my / our assent / dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put "✓" in the appropriate box below)	
			I / We assent (agree) to the Resolution (Vote in favour)	I / We dissent (disagree) to the Resolution (Vote against)
1.	Increase in the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Bank			
2.	Alteration of Article 4 of the Articles of Association of the Bank			
3.	Augmentation of Share Capital			

Place:
Date:

_____
Signature of the Member

Email ID: …… Contact No: ……..

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

NOTE: Please return your Postal Ballot Form in the Postage-prepaid self-addressed envelope enclosed herewith.

INSTRUCTIONS

1. GENERAL INFORMATION

a) There will be one Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint-holders.
b) Members can opt for only one mode of voting, i.e., either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through Ballot shall prevail and the votes cast through e-voting shall be considered invalid.
c) Voting rights in the Ballot / e-voting cannot be exercised by a Proxy. However, Corporate and Institutional shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorisation, as stated below.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

(a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. S.N. Bhandari, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 in the enclosed Postage-prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelopes appropriately.
(b) There shall be one Postal Ballot for every folio, irrespective of the number of joint-holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date, i.e., **Friday, April 24, 2015**.
(c) In case of joint-holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Bank in respect of shares held in physical form or furnished by NSDL / CDSL to the Bank in respect of shares held in dematerialised form) by the first-named shareholder and failing him, by the next-named shareholder.
(d) In case of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a Certified True Copy of the appropriate Board Resolution / Authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
(e) Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. on Saturday, June 6, 2015.** Postal Ballot Forms received after this date shall be considered invalid.
(f) Postal Ballot Forms which are incomplete / unsigned or defective in any manner shall be rejected. The Scrutinizer's decision in this regard shall be final and binding.
(g) A Member seeking duplicate Postal Ballot Forms or desiring any guidance pertaining to the Ballot Process can write to Bank's Registrar & Transfer Agent - Link Intime India Pvt. Ltd., C13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. It may be noted that the duplicate Postal Ballot Forms, should reach the Scrutinizer not later than **5.00 p.m. on Saturday, June 6, 2015**.
(h) Members are requested not to send any other paper [other than the Resolution / Authority as mentioned under point 2 (d) above] along with the Postal Ballot Form in the enclosed Postage-prepaid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelop would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

(a) In case of Members receiving the Postal Ballot Form by e-mail:

(i) Open e-mail and open PDF file, viz., "IBL e-Voting.pdf" with your Client ID or Folio No. as Password. The said PDF file contains your User ID and password for e-voting. Please note that the Password is an initial Password.
(ii) Launch Internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii) Click on "Shareholder – Login".
(iv) Insert User ID and Password as Initial Password noted in step 3 (a) (i) above. Click "Login".
(v) "Password change" menu appears. Change the Password with new password of your choice, with minimum 8 digits / characters or combination thereof. Note new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep it confidential.
(vi) Home page of "e-Voting" opens. Click on "e-Voting: Active Voting Cycles".
(vii) Select "EVEN" (E-Voting Event Number) of IndusInd Bank Limited.
(viii) Now you are ready for e-Voting as "Cast Vote" page opens.
(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(x) Upon confirmation, the message "Vote cast successfully" will be displayed.
(xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
(xii) Corporate and Institutional shareholders (i.e., Companies, Trusts, Societies, etc., other than individuals, HUFs, NRIs) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the authorized signatory(ies), to the Scrutinizer through e-mail at indusindscrutinizer@gmail.com or iblevoting@indusind.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Members receiving Postal Ballot Form by Post:

(i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl. No. 3 (a) (ii) to (xii) above, to cast your vote.

(c) In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the Downloads section of NSDL's e-voting website: www.evoting.nsdl.com. You can also send your queries / grievances relating to e-voting to Link Intime India Pvt. Ltd. at C13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
(d) If you have already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your vote.
(e) You can also update your mobile number and e-mail ID in the User Profile details of the folio which may be used for sending future communication(s).
(f) The e-voting period shall commence **at 9.00 a.m. on Friday, May 8, 2015 and shall end at 5.00 pm. On Saturday, June 6, 2015** e-voting shall be disabled by NSDL at 5.00 p.m. on Saturday, June 6, 2015.
(g) Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number **1800 222 990** or by email at evoting@nsdl.co.in**.**