IndusInd Bank

February 25, 2014

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,

Minutes of Postal Ballot

Please find enclosed certified copy of the minutes of the Results of Postal Ballot announced by the Bank on Monday, February 17, 2014.

Thanking you,

Yours faithfully,
For IndusInd Bank Ltd.

Haresh K. Gajwani
Company Secretary

Encl: as above

MINUTE BOOK

INDUSIND BANK LIMITED
MUMBAI

Minutes of the Results of Postal Ballot announced on Monday, February 17, 2014 at 4.00 p.m. at the Corporate Office of the Bank in the Board Room, 8th Floor, Tower 1, One Indiabulls Centre, Jupiter Mills Compound, 841, S. B. Marg, Elphinstone Road (West), Mumbai – 400 013.

Present:

Mr. Romesh Sobti	-	Managing Director& CEO
Mr. S. V. Zaregaonkar	-	Chief Finance Officer
Mr. Haresh Gajwani	-	Company Secretary

Mr. Zaregaonkar requested Mr. Sobti to Chair the meeting.

Mr. Sobti took the Chair, and declared the meeting in order.

The Company Secretary briefed the membersin respect of the Postal Ballot exercise, as reproduced hereunder:

The Board of Directors of the Bank had, through circulation of Memorandum dated January 7, 2014, appointed Mr. S. N. Bhandari, Practising Company Secretary, as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

The Postal Ballot Notice dated January 8, 2014, pursuant to Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for passing the Special Resolution by Postal Ballot, was despatched to the Members of the Bank on January 15, 2014.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Bank with BSE Limited and National Stock Exchange of India Limited, and the provisions of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, 2011, the Bank had provided electronic ("e-voting") facility as an alternative to its shareholders, to enable them to cast their votes electronically. The Bank had engaged National Securities Depository Limited to provide the e-voting facilities to its Members.

Postal Ballot Forms and self-addressed Business Reply envelopes were also sent for use by Members.

Members were requested to cast their votes electronically or return the Postal Ballot Forms duly completed along with their 'Assent' (Agree) or 'Dissent' (Disagree), so as to reach the Scrutinizer by 5.30 p.m. on Friday, February 14, 2014.

After due scrutiny of all the votes cast electronically and the Postal Ballot Forms received by Mr. S. N. Bhandari upto the close of working hours on February 14, 2014 (being the last date fixed for e-voting / return of the Postal Ballot forms duly filled in by the Members), Mr. S. N. Bhandari submitted his Report as under:

CHAIRMAN'S INITIAL

Description	Number of Members	Number of Votes
Postal Ballot Forms received (Physical)	1,814	130,688,435
Electronic Voting confirmations (Electronic Votes)	585	64,169,949
Less: Invalid Postal Ballot Forms. (Physical and Electronic Votes)	105	3,725,622
Valid Postal Ballot Forms (Physical and Electronic Votes)	2,294	191,132,762

	Number of Members	Number of Votes	Votes (%)
Votes cast in favour of the Resolution *(Physical and Electronic Votes)	2,242	191,120,496	99.99
Votes cast against the Resolution (Physical and Electronic Votes)	52	12,266	0.01
Total	**2,294**	**191,132,762**	**100.00**

* Some of the members have voted for lesser number of shares than the shares held by them.

Further to the above, disclosure of Results of Postal Ballot in terms of Clause 35A of the Listing Agreement is placed below:

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) = [2/1]*100	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in Favour on Votes polled (6) = [4/2]*100	% of Votes in Against on Votes polled (7) = [5/2]*100
Promoter &Promoter Group (*)	79,899,984	71,933,697	90.03	71,933,697	0	100.00	0.00
Public – Institutional Holders	253,698,179	73,253,331	28.87	73,253,331	0	100.00	0.00
Public – Others	190,738,809	37,979,447	19.91	37,967,181	12,266	99.97	0.03
Total	**524,336,972**	**183,166,475**	**34.93**	**183,154,209**	**12,266**	**99.99**	**0.01**

(*) IndusInd International Holdings Ltd., who were holding 60,399,984 equity shares as on 03.01.2014 had exercised voting rights equivalent to their holdings. In compliance with Section 12(2) of the Banking Regulation Act, 1949, their voting rights have been restricted to 52,433,697 votes, being 10% of the Bank's Equity Capital.

Out of the Net Valid Votes:

(i) Total Votes cast in Favour of ('For') the Resolution were 99.99%.
(ii) Total Votes cast 'Against' the Resolution were 0.01%.

Under the authority conferred on him by the Chairman, Mr. Romesh Sobti, Managing Director & CEO, after receiving the Scrutinizer's Report announced that the following Special Resolution pursuant to Section 17 of the Companies Act, 1956, for alteration of the Objects Clause of the Bank's Memorandum of Association by deleting the word 'life' appearing after the words 'to solicit and procure', in sub-Clause 18C under Clause III (A) of the Memorandum of Association of the Bank had been approved by the Members of the Bank with requisite majority and directed that the resolution be recorded in the Minute Book recording the proceedings of General Meetings of

CHAIRMAN'S INITIAL

Members, that the Result of Postal Ballot be displayed at the Corporate and Registered Office of the Bank, that necessary intimation be sent to BSE Limited and to National Stock Exchange of India Limited, and that the Results of the Postal Ballot be hosted on the Bank's website.

The Resolution duly approved by the Members is as under:-

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to "the Act") including any statutory modifications or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and subject to the necessary approvals, consents, permissions and sanctions required, if any, in this regard from Reserve Bank of India ("RBI") and / or Registrar of Companies and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, with terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committee or one or more Directors) is authorised to accept as it may deem fit, approval of the members of the Bank be and is hereby accorded to delete the word 'life' appearing after the words 'to solicit and procure', in sub-clause 18C under Clause III(A) of the Memorandum of Association of the Bank and the said Clause be and is hereby altered / substituted as under:

"18C To solicit and procure insurance business as Corporate Agent and to undertake such other activities as are incidental or ancillary thereto."

RESOLVED FURTHER that the Directors and / or the Company Secretary of the Bank be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any Officer(s) of the Bank and / or any other person(s), to give effect to this Resolution."

The scheduled business having been completed, the meeting ended with a vote of thanks to the Chair.

Place: Mumbai
Date: February 17, 2014

Romesh Sobti
Chairman for the meeting

For IndusInd Bank Limited

Haresh Gajwani
Company Secretary

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