IndusInd Bank

Certified True Copy of the Minutes of the 19th meeting of the Finance Committee of Directors of IndusInd Bank Limited held on Tuesday, June 30, 2015 at 3.30 p.m. in the Board Room, 8th Floor, Tower 1, One Indiabulls Centre, Jupiter Mills Compound, 841, S. B. Marg, Elphinstone Road (West), Mumbai – 400013.

"**RESOLVED THAT** pursuant to the resolution of the Board of Directors of the Bank dated April 16, 2015 and the special resolution passed by the shareholders of the Bank under Section 62(1)(c) of the Companies Act, 2013 through postal ballot on June 8, 2015 for the issue of equity shares of the Bank of an aggregate face value not exceeding 10% of the authorized share capital of the Bank, the consent and approval of the Finance Committee be and is hereby accorded to close the issue of equity shares of the face value of Rs. 10 each ("**Equity Shares**") of IndusInd Bank Limited (the "**Bank**") to eligible Qualified Institutional Buyers pursuant to a Qualified Institutions Placement (the "**Issue**") in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (the "**SEBI Regulations**") and Section 42 of the Companies Act, 2013, as amended read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and as opened pursuant to the resolution passed by the Finance Committee at its meeting dated June 25, 2015, the Issue be and is hereby declared to be closed today, i.e., June 30, 2015 with immediate effect."

"**RESOLVED FURTHER THAT** the issue price of Rs. 845.00 per equity share of the Bank of face value of Rs. 10/- each (the "Equity Share"), be and is hereby determined and approved in relation to the proposed issue of 5,12,18,640 Equity Shares to eligible Qualified Institutional Buyers ("QIBs"), as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), and Section 42 of the Companies Act, 2013, as amended read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended be and is hereby determined and approved."

"**RESOLVED FURTHER THAT** the Placement Document dated June 30, 2015, and the form of the Confirmation of Allocation Note ("CAN") in respect of the Issue (a copy of which has been placed before the Committee and initialed by the Chairman for the purpose of identification), be and is hereby approved."

"**RESOLVED FURTHER THAT** the serially numbered Placement Document, together with the serially numbered CAN, be sent to such eligible Qualified Institutional Buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated."

"**RESOLVED FURTHER THAT** a copy of the foregoing resolutions be forwarded to, and filed with, the concerned authorities."

"**RESOLVED FURTHER THAT** each of Mr. Romesh Sobti, Mr. Sanjay Mallik, Mr. S.V. Zaregaonkar and Mr. Haresh Gajwani be and are hereby severally authorized to make any amendments, modifications or alterations to the Placement Document as he in his absolute reasonable discretion may deem necessary or desirable, to execute the pricing supplement, the confirmation of allocation notes and any other document with respect to the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above

resolutions, including all acts, deeds, matters and things as may be required by the BSE Limited and/or the National Stock Exchange of India Limited (together, the "Stock Exchanges"), Registrar of Companies, Reserve Bank of India, the Securities and Exchange Board of India or any other governmental or regulatory authority in connection with the Issue."

"**RESOLVED FURTHER THAT** the Directors of the Bank and the Company Secretary be and are severally authorized to certify the true copy of the above resolutions and forward such resolutions to the Stock Exchanges and/or any other relevant regulatory authorities for their record and necessary action."

Certified to be true
For IndusInd Bank Ltd.

Haresh K. Gajwani
Company Secretary
Mem No. 18225