IndusInd Bank

IndusInd Bank Limited

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 / 6641 2487; Fax: 022 6641 2347.

POSTAL BALLOT FORM

Serial No.:

[Please read the instructions printed overleaf carefully before completing this form]

1. Name and Registered Address of the Sole / First named Shareholder (in BLOCK LETTERS) :

2. Name(s) of Joint–Holder(s), if any (in BLOCK LETTERS) :

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

4. No. of Shares held :

5. I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the notice of the Bank dated January 8, 2014, by sending my / our assent @ / dissent @ to the said Resolution by placing (✓) mark at the appropriate box below: (@ Strike out whichever is NOT applicable).

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.	Special Resolution for alteration of Memorandum of Association of the Bank, by deleting the word 'life' in sub-clause 18C of Clause III (A) of the Memorandum of Association 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."			

Electronic Voting Particulars

EVEN (E-Voting Event Number)	User ID	Password / PIN

Place:
Date :

Signature of the Member

PLEASE SEND YOUR POSTAL BALLOT FORMS IN THE ENVELOPE ENCLOSED HEREWITH

Notes / instructions:

1. A Shareholder desiring to exercise his / her vote by Postal Ballot may complete the attached Form and send it to the Scrutinizer appointed by the Bank, in the attached prepaid self-addressed envelope. However, envelope containing Postal Ballot, if sent through courier at the expense of the Shareholder, will also be accepted. Members residing outside India should stamp the envelopes appropriately.

2. The self-addressed envelope attached to this Notice bears the address to which the duly completed Postal Ballot Forms are to be sent.

3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. A Proxy shall not exercise the Postal Ballot. 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., January 3, 2014.

4. The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this 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 and so on. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authorisation.

5. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than **5.30 p.m. on February 14, 2014.** Postal Ballot Forms received after this date will be treated as if no reply from the shareholder has been received.

6. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company'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 Ballot Paper should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.

7. Incomplete, unsigned or incorrect Postal Ballot Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelop may be destroyed by the Scrutinizer and the Company would not be able to act on the same.

9. Only a member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no rights should treat this notice as intimation only.

10. The date of declaration of the result, i.e., February 17, 2014, shall be the effective date of passing of the Special Resolution.

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Registered Office: 2401, Gen. Thimmayya Road, Pune 411 001. Tel.: (020) 2634 3201 Fax: (020) 2634 3241
Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093. Tel.: (022) 6641 2487 / 6641 2483; Fax: 022 6641 2347. Website: **www.indusind.com**

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time (the "Postal Ballot Rules"), for seeking the approval of the Members of the Bank for alteration of the Memorandum of Association of the Bank by passing the following Resolution as a Special Resolution by way of Postal Ballot.

The Resolution and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 192A of the Companies Act, 1956, setting out the material facts and the reasons thereof is being sent to you along with the Postal Ballot Form for your consideration.

The Bank has appointed Mr. S. N. Bhandari, Practising 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") on which the equity shares of the Bank are listed, and the provisions of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, 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 dispatching the physical Postal Ballot Forms by Post.

The Bank has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the Members of the Bank. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: https://www.evoting.nsdl.com/ until 5.30 p.m. on Friday, February 14, 2014. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode, i.e., sending the Postal Ballot Form, are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith, and return the form duly completed and signed in the attached self-addressed Postage-prepaid envelope so as to reach the Scrutinizer at **Link Intime India Pvt. Ltd.**, C13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 on or before the close of working hours, i.e., 5.30 p.m. on Friday, February 14, 2014. Postage will be borne by the Bank. 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. Members are therefore requested to send their duly completed Postal Ballot Forms well in advance, providing sufficient time for postal transit.

The Scrutinizer will submit his report to the Chairman of the Bank after completion of the scrutiny, and the result of the Postal Ballot will be announced by the Chairman, or by the person authorised by him, at 4:00 p.m. on Monday, February 17, 2014 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 be published in newspapers. The result of the Postal Ballot shall also be displayed at the Registered Office and the Corporate 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.

Text of the Special Resolution to be passed by Members through Postal Ballot:

To consider and if thought fit, to pass the following Resolution as a 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."

By Order of the Board

Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: January 8, 2014

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL

(i) Open e-mail and open PDF file, viz., "IBL Info 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) Put User ID and Password as Initial Password noted in step (i) above. Click Login.
(v) Password change menu appears. Change the Password with the new Password of your choice, with minimum 8 digits / characters or combination thereof. Note the new Password. It is strongly recommended that you do not 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" 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) Institutional shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at indusindPB2014@anbglobal.com or **iblevoting@indusind.com** with a copy marked to **evoting@nsdl.co.in**.

(b) In case of Shareholders 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. (ii) to Sl. No. (xii) above, to cast 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 www.evoting.nsdl.com.

(d) If you are 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).

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ALONG WITH REASONS FOR PROPOSING THE SPECIAL RESOLUTION UNDER SECTION 17 OF THE COMPANIES ACT, 1956.

Our Bank holds the Insurance Regulatory Development Authority ("IRDA") Licence to act as 'Composite Corporate Agent'.

Under the prevailing IRDA Regulations, for renewal of the said Licence, one of the requisite conditions is that the Bank's Memorandum of Association (MoA) should contain, as one of its "Main Objects", the Clause permitting the soliciting or procuring of Life / General or Health insurance business as a Corporate Agent.

Our Bank's 'Main Objects' clause of the Memorandum of Association, presently permits the Bank to act as 'Corporate Agent' for 'Life' insurance business only. The Bank intends to continue to carry on the activity of 'Composite Corporate Agent' in terms of Clause 18C of the Memorandum of Association. The proposed alteration / amendment will enable the Bank to undertake 'Composite Corporate Agency' for all insurance business; hence the amendment in the 'Objects Clause' of the Memorandum of Association.

Reserve Bank of India have conveyed their 'no objection' to the alteration / amendment of the Memorandum of Association by deleting the word 'life' from sub-Clause **18C** under Clause III (A) of the Memorandum of Association.

The alteration in sub-clause **18C**, as set out in the Resolution, will be in line with the requirement of IRDA.

A copy of: (a) The existing Memorandum of Association of the Bank; (b) The Memorandum of Association incorporating the proposed amendments thereto, will be available for inspection by the Members at the Registered Office of the Bank **between 10.00 a.m. and 1.00 p.m. on all working days, until February 14, 2014**, being the last date for the receipt of the Postal Ballots.

Your Directors consider that the Resolution set out is in the interest of the Bank and therefore recommend the same for your approval.

Neither the Directors nor key managerial personnel of the Bank nor their relatives is / are, in any way, concerned or interested in the proposed Resolution except to the extent of their shareholding in the Bank, if any.

By Order of the Board
For IndusInd Bank Limited

Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: January 8, 2014

Enclosures:
1. Postal Ballot Form
2. Self Addressed Postage Pre-paid Envelope.