

# IndusInd Bank

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS OF INDUSIND BANK LIMITED ("BANK") HELD ON 25 JUNE 2015 IN THE CORPORATE OFFICE OF THE BANK AUTHORISING THE OPENING OF THE QUALIFIED INSTITUTIONS PLACEMENT AND APPROVING THE PRELIMINARY PLACEMENT DOCUMENT**

**"RESOLVED THAT** pursuant to the resolution of the Board of Directors of the Bank dated April 16, 2015 and special resolution passed by the shareholders through postal ballot on June 08, 2015 for issuing equity shares up to 10% of the Authorised Equity Share Capital of the Bank ("Shareholders Approval"), to create, issue, offer and allot equity shares of face value Rs. 10/- each ("Equity Shares") by way of a Qualified Institutions Placement ("QIP") or any other manner, in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), of an aggregate face value not exceeding 10% of the Authorized Equity Share Capital of the Bank, to be subscribed by Qualified Institutional Buyers (as defined under the ICDR Regulations), and the resolutions of the Board of Directors of the Bank dated April 16, 2015, consent and approval of the Committee be and is hereby accorded to open today, i.e., June 25, 2015, via the QIP route, in terms of the Preliminary Placement Document dated as of June 25, 2015 (the "Issue"), in accordance with the ICDR Regulations."

**"RESOLVED FURTHER THAT** in respect of the Issue, the relevant date for the determination of the minimum price per Equity Share, as calculated based on the pricing formula prescribed under Regulation 85(1) of the ICDR Regulations, shall be the date of these resolutions, i.e., June 25, 2015."

**"RESOLVED FURTHER THAT** in respect of the Issue, the floor price per Equity Share, as calculated in accordance with Regulation 85(1) of the ICDR Regulations, shall be Rs. 821.54".

**"RESOLVED FURTHER THAT** the Preliminary Placement Document, the Placement Agreement dated June 25, 2015 executed by the Bank and the Book Running Lead Managers and the Escrow Agreement dated June 25, 2015 (a copy of each of which was placed before the Committee and initialed by the Chairman for the purpose of identification) be and are hereby approved by the Committee."

**"RESOLVED FURTHER THAT** the Bank may offer a discount of not more than 5% on the floor price per Equity Share."

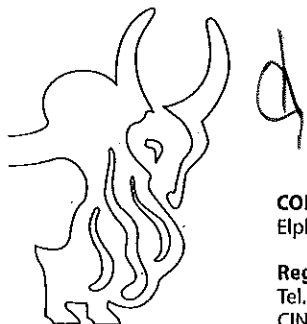
**"RESOLVED FURTHER THAT** a copy of the foregoing resolutions and the Preliminary Placement Document be forwarded to, and filed with, the concerned authorities."

**"RESOLVED FURTHER THAT** each of Mr. Romesh Sobti, Mr. Sanjay Malik, Mr. S.V. Zaregaonkar, Mr J. Sridharan, Mr. Samir Doshi and Mr. Haresh Gajwani, be and are hereby severally authorized:

- i) To submit the requisite applications to various statutory authorities for securing any necessary approvals and to accept all conditions and modifications as may be prescribed by any of them while granting any such approval, consent, permission, sanction, as may be deemed fit in his / her absolute discretion;
- ii) To negotiate, finalize, settle, approve and sign on behalf of the Bank the Preliminary Placement Document, the Placement Document, the Bid-cum-Application form, confirmation of allocation note, the Placement Agreement, the escrow agreement and any other document in connection with the Issue or any modification(s) or amendment(s)

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CIN: L65191PN1994PLC076333



thereto, if any, and to approve or recast any financial statements/projections as may be required including signing of any document or filing thereof with relevant authorities and to take all necessary and incidental actions in relation to the Issue;

- iii) To decide the bid opening and the bid closing dates;
- iv) To apply to the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges") for the permission to list the Equity Shares to be issued and allotted pursuant to the Issue and to do all such acts, deeds, matters and things and to sign all such papers, documents and agreements as may be necessary to seek listing of such shares with the Stock Exchanges with the power to sign and settle any query, questions and doubts that may arise in this regard;
- v) To coordinate with the Stock Exchanges, the Securities and Exchange Board of India (the "SEBI"), the Registrar of Companies, the Reserve Bank of India and any other appropriate authorities with respect to the Issue;
- vi) to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable;
- vii) To represent the Bank before any appropriate authority with respect to the Issue and to sign, execute and deliver all deeds, documents, instruments and writings and to do and perform all such acts, deeds, matters and things that may be necessary to do so to give effect to these resolutions."

"RESOLVED FURTHER THAT the Directors of the Bank and the Company Secretary be and are hereby severally authorized to certify the true copy of these resolutions and forward such resolutions to any person or authority for their record and necessary action."



*H.K. Gajwani*  
(H.K. GAJWANI)  
Company Secretary  
Mem. No. ACS 18225