

NOTICE

INDUSIND BANK LIMITED

(CIN: L65191PN1994PLC076333)

Secretarial & Investor Services: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400093.

Tel: (022) 6641 2487 / 2483; Fax: (022) 6641 2347,

E-mail ID: investor@indusind.com; Website: www.indusind.com

NOTICE is hereby given that the Twenty-first Annual General Meeting (AGM) of the Members of IndusInd Bank Limited will be held at 2.00 p.m. on Monday, August 17, 2015, in Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411001, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on equity shares for the financial year ended March 31, 2015.
3. To appoint Statutory Auditors and fix their remuneration.

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

“RESOLVED THAT subject to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, applicable provisions of the Banking Regulation Act, 1949 and subject to the approval of the Reserve Bank of India, M/s Price Waterhouse Chartered Accountants LLP, Mumbai Firm Regn. No. (012754N / N500016), be and are hereby appointed as Statutory Auditors of the Bank in place of retiring auditors M/s B S R & Co. LLP, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on a remuneration (including terms of payment) to be fixed by the Board of Directors, based on the recommendation of the Audit Committee, plus Service Tax and such other taxes, as may be applicable, and reimbursement of out-of-pocket expenses in connection with the audit of the Financial Statements of the Bank.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. R. Seshasayee as Part-time Non-executive Chairman of the Bank

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

“RESOLVED THAT pursuant to provisions of Section 10-B(1-A) of the Banking Regulation Act, 1949, applicable provisions of the Companies Act, 2013, pursuant to Article 121 of the Articles of Association of the Bank, and subject to approval of the Reserve Bank of India (RBI), consent of the Members be and is hereby accorded for re-appointment of Mr. R. Seshasayee (DIN 00047985) as Part-time Non-executive Chairman of the Bank, not liable to retirement by rotation, for a further period of two years, with effect from July 24, 2015, on such terms and conditions as may be approved by the Reserve Bank of India.”

5. Re-appointment of Mr. Romesh Sobti as Managing Director & CEO

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, Sections 10A, 35B and other applicable Sections of the Banking

Regulation Act, 1949, relevant references given under the Articles of Association of the Bank and approval of RBI, consent of the Members be and is hereby accorded for re-appointment of Mr. Romesh Sobti (DIN 00031034) as Managing Director and CEO of the Bank, not liable to retirement by rotation, for a period of three years with effect from February 1, 2015, on such terms and conditions as may be decided by the Board of Directors and approved by the Reserve Bank of India;

RESOLVED FURTHER THAT the Board of Directors (including any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

6. Re-appointment of Mrs. Kanchan Chitale as Independent Director

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

“**RESOLVED THAT** Mrs. Kanchan Chitale (DIN 00007267) who was appointed Director with effect from October 18, 2011 for a term of four years, and is continuing as Independent Director and who meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Independent Director in terms of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and Section 10A(2A) and other applicable provisions of the Banking Regulation Act, 1949, to hold office for another term of four years with effect from October 18, 2015, immediately upon conclusion of her first term of four years.”

7. Re-appointment of Mr. Vijay Vaid as Independent Director

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

“**RESOLVED THAT** Mr. Vijay Vaid (DIN 00219709) who was appointed Director with effect from October 18, 2011 for a term of four years, and is continuing as Independent Director and who meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Independent Director, in terms of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act and Section 10A(2A) and other applicable provisions of the Banking Regulation Act, 1949, to hold office for another term, with effect from October 18, 2015, up to February 3, 2018, i.e., the date of his attaining the age of 70 years, immediately upon conclusion of his first term of four years.”

8. Appointment of Mr. T. Anantha Narayanan as Independent Director

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 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Mr. T. Anantha Narayanan (DIN 00007227), who was appointed as ‘Additional Director’ of the Bank with effect from April 9, 2015, in the category of ‘Independent Non-Executive’ and in respect of whom the Bank has received Notice under Section 160 of the Act, be and is hereby appointed as ‘Independent Director’ to hold office up to June 23, 2018, in line with the approval received from the Reserve Bank of India”

9. Appointment of Mr. Ranbir Singh Butola as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Mr. Ranbir Singh Butola (DIN 00145895), who was appointed as ‘Additional Director’ of the Bank on January 13, 2015 in the category of ‘Independent Non-Executive’ and in respect of whom the Bank has received Notice under Section 160 of the Act, be and is hereby appointed as ‘Independent Director’ of the Bank, for a term of four years, to hold office up to January 12, 2019”.

10. Appointment of Mr. Yashodhan M. Kale as Non-executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Mr. Yashodhan M. Kale (DIN 00013782), who was appointed as ‘Additional Director’ of the Bank on April 16, 2015, in the category of ‘Non-Executive Director’, liable to retire by rotation, and in respect of whom the Bank has received Notice under Section 160 of the Act, be and is hereby appointed as Director of the Bank.

11. 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 other applicable provisions, if any, of the Companies Act, 2013 and approval of Reserve Bank of India, the Authorized Share Capital of the Bank be and is hereby increased from ₹ 600,00,00,000/- (Rupees Six hundred crores only) divided into 60,00,00,000 Equity Shares of ₹ 10/- each to ₹ 700,00,00,000/- (Rupees Seven hundred crores only) divided into 70,00,00,000 Equity Shares of ₹10/- each by creation and issue of 10,00,00,000 Equity Shares of ₹ 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 ₹ 700,00,00,000 (Rupees Seven hundred crores only) divided into 70,00,00,000 Equity Shares of ₹ 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. Romesh Sobti, Managing Director & CEO and Mr. Haresh Gajwani, Company Secretary, be and are hereby authorized to file necessary returns with, the Registrar of Companies, Maharashtra, Pune and to seek approvals from any authority wherever necessary for giving effect to this Resolution.”

12. 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 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 ₹ 700,00,00,000 (Rupees Seven hundred crores only) divided into 70,00,00,000 Equity Shares of ₹ 10/- each.

RESOLVED FURTHER THAT Mr. Romesh Sobti, Managing Director & CEO and Mr. Hareesh Gajwani, Company Secretary, be and are hereby authorized to file necessary returns with, the Registrar of Companies, Maharashtra, Pune and to seek approvals from any authority wherever necessary for giving effect to this Resolution.”

13. Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the relevant provisions of the Articles of Association of the Bank, consent of the members be and is hereby accorded to borrowings by the Board of Directors from time to time such sum or sums of monies as they may deem necessary for the purpose of carrying on the business of the Bank, so however, that apart from temporary loans obtained from the bankers in the ordinary course of business and acceptances of deposits of money from public repayable on demand or otherwise and / or temporary loans obtained in the ordinary course of business, whether in India or outside India, the total amount of such borrowings outstanding at any time shall not exceed ₹ 35,000 crores (Rupees Thirty-five thousand crores only), notwithstanding that the monies to be borrowed along with the monies already borrowed by the Bank (including temporary loans, if any, obtained for the purpose of financing expenditure of a capital nature) will exceed the aggregate of the paid up share capital of the Bank and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings and to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board (including Finance Committee) to give effect to this Resolution.”

14. Issue of Long Term Bonds / Non-convertible Debentures on Private Placement basis

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

“RESOLVED THAT pursuant to the provisions of Section 42 and such other applicable provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time and the relevant references given under Memorandum and Articles of Association of the Bank and other applicable laws, if any, subject to receipt of such other approval(s), consent(s), permission(s), sanction(s) required to be obtained from statutory authorities including but not limited to Reserve Bank of India, consent of the Members of the Bank be and is hereby accorded for borrowings / raising of funds by the Bank in the Indian / foreign currency, by way of issue of securities including but not limited to Bonds and Non-convertible Debentures (NCDs)

i.e. Long-Term Infrastructure Bonds and Subordinated Non-convertible Debentures / Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank, up to ₹ 5,000 crores (Rupees Five Thousand crores only) on Private Placement basis, in domestic and / or overseas market, under one or more shelf disclosure document and / or under one or more letters of offer as may be issued by the Bank and in one or more tranches and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as deemed fit by the Board during a period of one year from the date of passing of this Resolution within the overall borrowing limits of the Bank, as approved by the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings and to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board (including Finance Committee) to give effect to this Resolution.”

By Order of the Board

Sd/-

Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: June 11, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001

Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2347

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE BANK.**

Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc., must be supported by appropriate Resolution / Authority, as applicable. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Bank.

In case a Proxy is proposed to be appointed by a member holding more than 10 % of the total share capital of the Bank carrying voting rights, then such Proxy shall not act as a Proxy for any other person or shareholder.

The Proxy Form, in order to be effective, should be lodged with the Bank at its Registered Office not less than 48 hours before the commencement of the meeting.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the Resolutions stated at the Item Nos. 3 to 14 is annexed hereto.
3. All documents referred to in the accompanying Notice, Explanatory Statement and terms and conditions of appointment of Independent Directors are open for inspection at the Registered Office of the Bank on all working days except Saturdays, Sundays and Bank Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.
4. The Register of Directors and Key Managerial Personnel and their Shareholding and other Statutory Registers prescribed under the Companies Act, 2013 and the Certificate from Auditors of the Bank certifying that the ESOP Scheme of the Bank is in compliance with the SEBI Regulations, will be available for inspection at the AGM.

5. The Register of Members and Share Transfer Books of the Bank will remain closed from Tuesday, August 11, 2015 up to Monday, August 17, 2015 (both days inclusive) for determining the entitlement of the shareholders for Dividend on equity shares for FY 2014-15:
 - i) in case of Members holding shares in physical form, whose names appear on the Register of Members of the Bank, at the close of business hours on Monday, August 17, 2015 after giving effect to all the valid transfers in physical form lodged on or before August 10, 2015 with the Bank / or its Registrar and Share Transfer Agent; and
 - ii) in case of Members holding shares in electronic form, to all beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on August 10, 2015.
6. The Dividend would be made payable on or after Thursday, August 20, 2015 to the shareholders whose names appear in the Register of Members on Monday, August 10, 2015.
7. A soft copy of the Notice of AGM along with the copy of Annual Report for FY 2014-15 has been sent to those shareholders who have registered their e-mail IDs with the Bank or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Bank's website: www.indusind.com under – Home/ Investors/ Annual Reports. To support the "Green Initiative", Shareholders who have not registered their email addresses can also register the same along with the contact number by sending details to investor@indusind.com or Link Intime India Pvt. Ltd. to enable the Bank to communicate to them, the information about various developments in the Bank. Shareholders who wish to avail physical copies of the Notice / Annual Report will be provided the same upon request.
8. A brief profile of the Directors seeking appointment / re-appointment is furnished in the Report on Corporate Governance.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956 (corresponding Section 124(5) of the Companies Act, 2013), Dividends unpaid / unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF).
Members are requested to contact Link Intime (India) Private Limited / Bank's Secretarial and Investor Services for obtaining the unclaimed dividends standing to the credit of their account.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Bank is providing the facility for voting by electronic means, i.e., 'remote e-voting' to all members. In addition to this, the facility for voting through electronic voting system shall also be made available at the AGM, to enable them to cast their vote on the Resolutions mentioned in the accompanying Notice. The Bank has engaged the services of "National Securities Depository Limited" ('NSDL') for providing e-voting facility and enabling the members to cast their vote in a secure manner.

The remote e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the voting period mentioned hereunder:

Commencement of e-voting: From Friday, August 14, 2015 at 9.00 a.m.

End of e-voting: Up to 5.00 p.m. on Sunday, August 16, 2015

Remote e-voting platform shall be disabled by NSDL at 5.00 p.m. on Sunday, August 16, 2015. During the e-voting period, shareholders of the Bank holding shares either in physical form or in dematerialized form as on the Record Date may cast their vote electronically. The Record Date for the purpose of e-voting is Monday, August 10, 2015.

11. Login ID and Password for remote e-voting along with the physical copy of the Notice of the AGM (explaining the process, manner and instructions for remote e-voting) is being sent to the members, who have not registered their e-mail IDs with the Bank or with their respective Depository Participants on or before the Record Date for e-voting, i.e., Monday, August 10, 2015. Those members who have registered their e-mail IDs with the Bank / their respective Depository Participants are being forwarded the Login ID and Password for remote e-voting over e-mail.

Any person, who acquires shares of the Bank and becomes a Member after dispatch of this Notice and holds shares as of the cut-off date, i.e., Monday, August 10, 2015, may obtain Login ID and Password by sending a request to evoting@nsdl.co.in or helpdesk@nsdl.co.in by mentioning Folio No./ DP ID and Client ID. However, those Shareholders already registered with NSDL for e-voting, can use their existing User ID and Password for casting their vote.

12. The Bank has appointed Mr. S.N. Bhandari (C.P. 366), Practising Company Secretary, or failing him Ms Manisha Maheshwari (C.P. 11031), Practising Company Secretary, as 'Scrutinizer', for conducting the remote e-voting process including electronic voting at the AGM in a fair and transparent manner.

13. Instructions for electronic voting at the AGM / remote e-voting are as under:

(i) GENERAL INFORMATION:

- (a) There will be one USER ID for casting vote through remote 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 through remote e-voting or electronic voting at the AGM. Members who have cast their vote through remote e-voting may participate in the AGM even after exercising their vote through remote e-voting but shall not be allowed to vote again.
- (c) Corporate and Institutional shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorization / POA.

(ii) PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING

- (a) Members whose email addresses are registered with the Bank / Depository Participant(s), as the case may be, will receive an email from NSDL informing the USER-ID and Password and the following steps are to be followed:
 - (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 2 (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) Members whose email IDs are not registered with the Bank / Depository Participant(s) and Members who have requested for a physical copy of the Annual Report and Notice of the AGM:

- (i) Initial Password in the format given below is provided at the bottom of the Postal Ballot For

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

- (ii) Please follow all steps from Sl. No. i to x above, to cast your vote.

14. 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.
15. If you have forgotten your Password, you may reset your Password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.
16. 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.
17. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow conducting of voting using electronic system with the assistance of scrutinizer for all those members who are present at the AGM and who have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Bank and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or the authorised person shall declare the Results of the voting forthwith.
19. The Results of the Voting along with the Scrutinizer’s Report will be announced at 5.00 p.m. on Wednesday, August 19, 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 the newspapers.
The Results shall also be displayed at the Registered Office / Secretarial & Investor Services Office of the Bank and hosted on the Bank’s website www.indusind.com and on the website of NSDL, besides being communicated to the Stock Exchange(s) where the securities of the Bank are listed.
20. Members may avail of the Nomination facility as provided under Section 72 of the Companies Act, 2013.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

M/s B S R & Co. LLP, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Bank by the Members at the Seventeenth Annual General Meeting (AGM) of the Bank held on July 15, 2011 and will be completing their term of four years from the date of first appointment at the conclusion of this AGM.

As per the regulations of the Reserve Bank of India, the Auditors cannot be re-appointed for a period beyond four years. Accordingly, it is proposed to appoint M/s Price Waterhouse Chartered Accountants LLP, Mumbai (Firm Regn. No. 012754N/N500016) as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Bank.

M/s Price Waterhouse Chartered Accountants LLP, Mumbai (Firm Regn. No. 012754N/N500016) have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Bank in terms of the applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014. Further, their appointment has been approved by the Reserve Bank of India.

The Board of Directors recommend the appointment of M/s Price Waterhouse Chartered Accountants LLP, Mumbai (Firm Regn. No. 012754N/N500016) as the Statutory Auditors of the Bank for Financial Year 2015-16.

None of the Directors, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 3.

ITEM NO. 4

Mr. R. Seshasayee was last re-appointed "Part-time Non-executive Chairman" of the Bank on July 24, 2013 for a period of two years. Mr. Seshasayee's tenure accordingly concludes on July 23, 2015. The Board of Directors had, in their meeting held on March 30, 2015, approved the re-appointment of Mr. Seshasayee as "Part-time Non-executive Chairman" of the Bank, for a further period of two years, with effect from July 24, 2015. Reserve Bank of India have since conveyed their approval for re-appointment of Mr. R. Seshasayee for a further period of two years.

Members are requested to consider Mr. Seshasayee's re-appointment as Part-time Non-executive Chairman of the Bank, for a further period of two years w.e.f. July 24, 2015.

Detailed profile of Mr. R. Seshasayee including Directorship and Committee positions held by him in other companies is provided separately in the Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 4 of the accompanying Notice to be passed as Ordinary Resolution by the Members.

No Director other than Mr. R. Seshasayee, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 4.

ITEM NO. 5

The Board of Directors of the Bank had, in their meeting held on April 18, 2013, approved the re-appointment of Mr. Romesh Sobti as Managing Director and CEO of the Bank for a period of three years, with effect from February 1, 2014. Accordingly, the shareholders of the Bank had, in the 19th Annual General Meeting held on June 28, 2013, approved the re-appointment of Mr. Romesh Sobti for a period of three years.

Reserve Bank of India (RBI) had, however, vide their letter dated January 27, 2014, conveyed approval for the re-appointment of Mr. Romesh Sobti as Managing Director and CEO, for a period of one year, viz., from February 1, 2014 to January 31, 2015.

In view of the revision in RBI guidelines, the Board of Directors had, in their meeting held on October 13, 2014, approved the re-appointment of Mr. Romesh Sobti as Managing Director & CEO of the Bank for a period of three years with effect from February 1, 2015, subject to approval of the shareholders. RBI have since conveyed their approval for re-appointment of Mr. Romesh Sobti with effect from February 1, 2015 until January 31, 2018.

Members are requested to consider Mr. Sobti's re-appointment as Managing Director & CEO of the Bank, for a further period of three years, with effect from February 1, 2015.

The Board recommends the Resolution set out at Item No. 5 of the accompanying Notice to be passed as Ordinary Resolution by the Members.

No Director other than Mr. Romesh Sobti, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 5.

ITEM NO. 6

In terms of the requirements of the Companies Act, 2013, approval of the Members had been obtained in the Annual General Meeting of the Bank held on June 27, 2014, for appointment of Mrs. Kanchan Chitale (DIN 00007267) as 'Independent Director' and fixing of her term for four years with effect from the original date of her appointment, viz., October 18, 2011. Accordingly, Mrs. Chitale's term as 'Independent Director' concludes on October 17, 2015.

The Board of Directors had, in their meeting held on May 22, 2015, approved the appointment of Mrs. Chitale as 'Independent Non-Executive Director' for another term of four years with effect from October 18, 2015, subject to approval of the Members at the General Meeting by passing of a Special Resolution.

Mrs. Kanchan Chitale fulfils the criteria of independence specified under the Companies Act.

In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report.

Detailed profile of Mrs. Kanchan Chitale, including Directorships and Committee positions held by her in other companies is provided separately in the Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 6 of the accompanying Notice to be passed as a Special Resolution by the Members.

No Director other than Mrs. Kanchan Chitale, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 6.

ITEM NO. 7

In terms of requirements of the Companies Act, 2013, approval of the Members had been obtained in the Annual General Meeting of the Bank held on June 27, 2014, for appointment of Mr. Vijay Vaid (DIN 00219709) as 'Independent Director' and fixing of his term, for four years, with effect from the original date of his appointment, i.e., October 18, 2011. Accordingly, Mr. Vaid's term as 'Independent Director' concludes on October 17, 2015.

The Board of Directors had, in their meeting held on May 22, 2015, approved the appointment of Mr. Vijay Vaid as 'Independent Non-Executive Director' for another term with effect from October 18, 2015, up to February 3, 2018, i.e., the date of his attaining the age of 70 years, being the maximum permissible age limit for a Director, subject to approval of the Members at the General Meeting by passing of a Special Resolution.

Mr. Vijay Vaid fulfils the criteria of independence specified under the Companies Act, 2013.

In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's Report.

Detailed profile of Mr. Vijay Vaid, including Directorships and Committee positions held by him, in other companies, is provided separately in the Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 7 of the accompanying Notice to be passed as a Special Resolution by the Members.

No Director other than Mr. Vijay Vaid, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 7.

ITEM NO. 8

Mr. T. Anantha Narayanan (DIN 00007227) was appointed as 'Independent Director' by the shareholders in the Annual General Meeting (AGM) of the Bank held on June 27, 2014 to hold office up to April 8, 2015, up to his attaining the age of 70 years, i.e., the maximum permissible age limit for a Director prescribed by RBI.

The Board of Directors had, in their meeting held on January 13, 2015, decided that the association of Mr. Anantha Narayanan with the Bank is desirable and considered as necessary at this stage. The Board made a recommendation to make a reference to RBI for continuance of Mr. Anantha Narayanan on the Board of the Bank beyond the date of his last appointment, i.e., June 27, 2014 (date of the last AGM).

Reserve Bank of India have, approved continuance of Mr. T. Anantha Narayanan as 'Independent Non-Executive Director' for a period of four years, with effect from June 24, 2014.

Accordingly, Mr. T. Anantha Narayanan was appointed by the Board as 'Additional Director' with effect from April 9, 2015, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Independent Non-Executive' and is continuing as Independent Director. In terms of the aforesaid Section of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a Director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with the Rules made thereunder and Schedule IV of the Act, approval of the shareholders for the appointment of Mr. T. Anantha Narayanan as 'Independent Director' is requested for a term as approved by the Reserve Bank of India i.e. up to June 23, 2018, by passing of a Special Resolution.

Mr. T. Anantha Narayanan fulfils the criteria of independence specified under the Companies Act, 2013.

The Bank has received Notice alongwith the requisite deposit from a Member of the Bank proposing the candidature of Mr. Anantha Narayanan as required under Section 160 of the Companies Act, 2013.

Detailed profile of Mr. T. Anantha Narayanan including Directorships and Committee positions held by him in other companies is provided separately in the Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 8 of the accompanying Notice to be passed as a Special Resolution by the Members.

No Director other than Mr. T. Anantha Narayanan, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 8.

ITEM NO. 9

Mr. Ranbir Singh Butola was appointed as 'Additional Director' in the category of 'Independent Non-executive' in the meeting of the Board of Directors held on January 13, 2015. In terms of Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of a Director at a General Meeting in terms of Section 160 of the Companies Act, 2013.

Mr. Ranbir S. Butola fulfils the criteria of independence specified under the Companies Act, 2013.

The Bank has received Notice alongwith the requisite deposit from a Member of the Bank proposing the candidature of Mr. Ranbir S. Butola as required under Section 160 of the Companies Act, 2013.

Detailed profile of Mr. Ranbir S. Butola including Directorships and Committee positions held by him in other companies is provided separately in the Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 9 of the accompanying Notice for appointment of Mr. Ranbir S. Butola as 'Independent Director' of the Bank, for a term of four years, i.e., up to January 12, 2019, to be passed as an Ordinary Resolution by the Members.

No Director other than Mr. Ranbir S. Butola, Key Managerial Personnel and their relatives are or interested in the Resolution set out at Item No. 9.

ITEM NO. 10

Mr. Yashodhan M. Kale was appointed as 'Additional Director' in the category of 'Non-executive' in the meeting of the Board of Directors held on April 16, 2015. In terms of Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next AGM and be eligible for appointment to the office of Director at the General Meeting in terms of Section 160 of the Companies Act, 2013.

The Bank has received Notice along with a requisite deposit from a Member of the Bank proposing the candidature of Mr. Yashodhan M. Kale as required under Section 160 of the Companies Act, 2013.

Detailed profile of Mr. Yashodhan M. Kale including Directorships and Committee positions held by him in other companies is provided separately in the Report on Corporate Governance forming part of the Annual Report.

The Board recommends the Resolution set out at Item No. 10 of the accompanying Notice to be passed as an Ordinary Resolution by the Members.

No Director other than Mr. Yashodhan M. Kale, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 10.

ITEM NOS. 11 and 12

The present Authorized Capital of the Bank is ₹ 600 crores, out of which ₹ 531.19 crores is paid up as on date.

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 ₹ 700 crores from the existing level of ₹ 600 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 at Item Nos. 11 and 12 of the Notice.

Section 12 of the Banking Regulation Act, 1949, necessitates obtaining prior approval of Reserve Bank of India for carrying out any amendments to 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 Item Nos. 11 & 12 of the accompanying Notice, to be passed as Special Resolutions 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 shareholding in the Bank.

ITEM NO. 13

In terms of Section 180 (1) (c) of the Companies Act, 2013, which corresponds to Section 293(1)(d) of the Companies Act, 1956 read with relevant provisions of the Articles of Association of the Bank, borrowings by the Bank (apart from the deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the paid-up capital of the Bank and its free reserves, require the approval of the Members by way of Special Resolution.

Until date, the Bank has been borrowing funds to meet the business requirements with the consent of the Board of Directors, within the overall limit prescribed under the Companies Act, 2013, by way of issuance of various debt securities (Bonds / Debentures) as permitted by Reserve Bank of India and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and as permitted under any other applicable laws, from time to time.

Considering the fact that the size of the Balance Sheet and Net worth of the Bank have increased significantly in the last five years and substantial growth in business and operations of the Bank, present and future requirements of capital augmentation for expansion, it is proposed to obtain approval of the Members by way of a Special Resolution in terms of Section 180 (1)(c) of the Companies Act, 2013, total amount of such borrowings outstanding at any time shall not exceed ₹ 35,000 crores (Rupees Thirty-five thousand crores only), notwithstanding that the monies to be borrowed along with the monies already borrowed by the Bank (including temporary loans, if any, obtained for the purpose of financing expenditure of a capital nature) will exceed the aggregate of the paid up share capital of the Bank and its free reserves.

The Bank shall endeavor to maintain a capital structure which would be consistent with its cash flows while optimizing the cost of capital. The Bank shall ensure that the debt equity ratio is within prudent limits.

The Board recommends the passing of the Resolution set out at Item No. 13 of the accompanying Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 13.

ITEM NO. 14

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the company, by means of a Special Resolution, for each of the offers or invitations. In case of offer or invitations for non-convertible debentures, it shall be sufficient if the company passes Special Resolution only once in a year for all the offers or invitations for such debentures on a private placement basis during the year.

The Bank may need to raise additional funds to meet the needs of its growing business requirements including long term capital for pursuing its growth plans. The Bank may also wish to maintain the desired CRAR by issuing Tier 1 and Tier 2 debt instruments and / or other debt instruments.

The Bank has already obtained the approval of Members by way of Postal Ballot on March 27, 2015, for borrowing / raising funds by issuance of debt instruments including but not limited to Non-Convertible Debentures, Bonds (including Bonds forming part of Tier 1 / Tier 2 Capital in accordance with Basel III Capital Regulations prescribed by RBI, Long Term Infrastructure Bonds or such other Bonds as may be permitted by RBI from time to time), up to ₹ 2,000 crores (Rupees Two thousand crores only), in domestic market, on Private Placement basis, in one or more tranches and such approval is valid for a period of one year, i.e., up to March 26, 2016. Pursuant to this, the Bank has raised an amount of ₹ 500 crores (Rupees Five hundred crores only) by way of issue of Senior Unsecured Redeemable Long Term Bonds in the nature of Non-Convertible Debentures to identified parties on a Private Placement basis.

Considering the attractive features of the revised guidelines issued by Reserve Bank of India on issue of Long Term Bonds / Basel III Tier 1 / Tier 2 Bonds and the fact that these Bonds will also assist the Bank in reducing asset-liability mis-matches, the Board of Directors at their meeting held on May 22, 2015 have proposed to obtain the consent of the Members for borrowing / raising funds in Indian / foreign currency by issue of debt instruments, by issuance of up to ₹ 5,000 crores (Rupees Five thousand crores only), in one or more tranches in domestic and / or overseas market, as per the structure and within the limits permitted by Reserve Bank of India and other regulatory authorities, to eligible investors on Private Placement basis, on such terms and conditions as the Board of Directors or any Committee of the Board or such other persons as may be authorized by the Board, from time to time. This would form part of the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013 as mentioned above, which is to be enhanced to ₹ 35,000 crores (Rupees Thirty-five thousand crores only). The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this Resolution.

The debt instruments, in the form of Long Term Infrastructure Bonds / Non-Convertible Debentures (NCDs) (forming part of Tier 1 / Tier 2 Capital in accordance with Basel III Capital Regulations) would be issued by the Bank in accordance with the applicable statutory guidelines, for cash either at par or at premium or at a discount to face value depending upon the prevailing market conditions.

Approval of the shareholders is sought for issue of Long-Term Infrastructure Bonds and Subordinated Non-Convertible Debentures (NCDs) / Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank in the domestic market, on Private Placement basis, in one or more tranches under one or more shelf disclosure documents and / or one or more Letters of Offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc., as deemed fit by the Board for an amount not exceeding ₹ 5,000 crores (Rupees Five thousand crores only).

The Board recommends the passing of the Resolution set out at Item No. 14 of the accompanying Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 14.

By Order of the Board

Sd/-

Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: June 11, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001
Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2347

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65191PN1994PLC076333

Name of the Company: IndusInd Bank Limited

Registered Office: 2401, General Thimmaya Road (Cantonment), Pune – 411 001

Tel: (022) 6641 2487 / 2483; Fax: (022) 6641 2347,

E-mail ID: investor@indusind.com; Website: www.indusind.com

Name of the Member(s)	:	
Registered Address	:	
E-mail ID	:	
Folio No./Client ID	:	
DP ID	:	

I / We, being the Member(s) of _____ shares of the above named Company, hereby appoint.

1. Name : _____
 Address : _____
 E-mail ID : _____ or failing him / her
 Signature : _____
2. Name : _____
 Address : _____
 E-mail ID : _____ or failing him / her
 Signature : _____
3. Name : _____
 Address : _____
 E-mail ID : _____ Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty-first Annual General Meeting of the Bank, to be held at 2.00 p.m. on Monday, August 17, 2015, in Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2.	To declare Dividend for the year ended March 31, 2015.
3.	To appoint Statutory Auditors and fix their remuneration.

Special Business	
4	Ordinary Resolution: Re-appointment of Mr. R. Seshasayee as Part-time Non-executive Chairman of the Bank.
5	Ordinary Resolution: Re-appointment of Mr. Romesh Sobti as Managing Director & CEO.
6	Special Resolution: Re-appointment of Mrs. Kanchan Chitale as Independent Director.
7	Special Resolution: Re-appointment of Mr. Vijay Vaid as Independent Director.
8	Special Resolution: Appointment of Mr. T. Anantha Narayanan as Independent Director.
9	Ordinary Resolution: Appointment of Mr. Ranbir Singh Butola as Independent Director.
10	Ordinary Resolution: Appointment of Mr. Yashodhan M. Kale as Non-executive Director.
11	Special Resolution: Increase in the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Bank.
12	Special Resolution: Alteration of Article 4 of the Articles of Association of the Bank
13	Special Resolution: Borrowing of monies pursuant to Sec. 180(1)(c) of the Companies Act, 2013 and other applicable provisions.
14	Special Resolution: Issue of Long Term Bonds / Non-Convertible Debentures on Private Placement basis.

Signed this _____ day of _____ 2015

Signature of shareholder _____

Affix Revenue Stamp

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting