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October 13, 2017

The Board of Directors
Bharat Financial Inclusion Limited
Unit No. 410, Madhava
Bandra Kurla Complex
Bandra (East)
Mumbai 400051- India

Members of the Board:

You have requested our opinion (the "**Opinion**") as to the fairness, from a financial point of view, to the holders of the equity shares of Bharat Financial Inclusion Limited ("**BFIL**" and such holders, the "**Holders**") of the Exchange Ratio (defined below) in connection with the merger of BFIL into and with IndusInd Bank Limited ("**IBL**" and such merger, the "**Merger**"), as more fully described in the proposed scheme of arrangement of BFIL and IBL, which provides, *inter-alia*, for the Merger (the "**Scheme of Arrangement**").

As more fully described in the Scheme of Arrangement, pursuant to the Merger, 639 fully paid-up equity share(s) having face value of Rs. 10/- per equity share of IBL (the "**IBL Equity Shares**") will be issued to each holder holding 1,000 fully paid-up equity share(s) having face value of Rs. 10/- per equity share of BFIL (the "**BFIL Equity Shares**") on the record date (the "**Exchange Ratio**"). The terms and conditions of the Merger are more fully described in the Scheme of Arrangement and the above summary is qualified in its entirety by reference to the Scheme of Arrangement.

In arriving at our Opinion, we have reviewed (i) the draft joint valuation report dated October 13, 2017 furnished by S.R. Batliboi & Co. LLP an independent valuer appointed by BFIL, and Deloitte Haskins & Sells an independent valuer appointed by IBL (the "**Draft Report**"); (ii) the draft dated October 13, 2017 of the Scheme of Arrangement (the "**Draft Scheme**"); and (iii) certain publicly available business and financial information relating to BFIL and IBL, including, among other things, the details of shareholding of BFIL and IBL, third party research analysts' reports relating to BFIL and IBL, financial and operating data of BFIL and IBL, capital structure of BFIL and IBL, and the current and historical market prices and trading volumes of BFIL Equity Shares and IBL Equity Shares on BSE Limited and National Stock Exchange of India Limited. We considered, to the extent publicly available, certain other past transactions which we considered relevant in evaluating the Merger and analyzed certain other publicly available information relating to the businesses of other public listed companies whose operations we considered relevant in evaluating those of BFIL and IBL. In arriving at our Opinion, we have not reviewed or used financial forecasts, projections or forward looking statements except those that are publicly available.

In connection with our review, we have not independently verified any of the foregoing information and we have assumed and relied, without independent verification, upon such information being complete and accurate in all material respects. We have further relied upon the assurances of the management of BFIL that it is not aware of any relevant information that has been omitted or that remains undisclosed in its disclosures to us that would make the public information or data examined by, provided to, reviewed by, or discussed with, us inaccurate or misleading in any respect or that would otherwise be relevant in arriving at our Opinion. With respect to the publicly available financial forecasts for BFIL and IBL referred to above, we have assumed that such forecasts represent reasonable estimates and judgments with

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respect to the future financial performance of BFIL and IBL, respectively. We do not assume any responsibility or liability with respect to such information and data.

The issuance of our Opinion has been approved by our authorized internal committee.

We have assumed that the Merger will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals (including approvals of all classes of shareholders and creditors of BFIL, IBL and their respective affiliates, as applicable), consents and releases for the Merger and any other transaction contemplated in the Draft Scheme, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on BFIL, IBL or the contemplated benefits of the Merger. We have further assumed that such approvals, consents and releases will be duly obtained as required pursuant to applicable laws and contractual obligations, without any delays. We have assumed that the final terms of the Scheme of Arrangement will not vary materially from those set forth in the Draft Scheme reviewed by us and that the terms of the final valuation report of S.R. Batliboi & Co. LLP and Deloitte Haskins & Sells will not vary from those set forth in the Draft Report reviewed by us. Further, we have assumed that there will not be any adverse rulings or proceedings whatsoever (whether of any court, regulatory body or otherwise) arising out of or in relation to the Merger as contemplated.

We are financial advisors only, and our Opinion does not address, and we have not assessed, any legal, regulatory, taxation or accounting matters, as to which we understand that BFIL has obtained such advice as it deemed necessary from qualified professionals. We have also assumed that all aspects of the Merger and any other transaction contemplated in the Draft Scheme would be in compliance with applicable laws and regulations; and we have issued this Opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance. Without prejudice to the generality of the foregoing, we express no opinion and have assumed that the Merger and the other transactions contemplated by the Draft Scheme will not trigger obligations to make open offers under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and accordingly we have not considered the consequences or impact on BFIL or IBL, if any such open offers are mandated, and we have also assumed that the Merger will not result in any adverse effect on BFIL or IBL or their respective businesses, whether under tax or other laws or under the terms of any license or approval. We also have assumed that the Merger will be treated as a tax-free reorganization for Indian income tax purposes.

Our Opinion, as set forth herein, relates to the relative values of BFIL and IBL. We are not expressing any opinion as to what the value of the IBL Equity Shares actually will be when issued pursuant to the Merger or the price at which the BFIL Equity Shares or IBL Equity Shares will trade at any time including following the announcement of or completion of the Merger. We have been informed, and have assumed, that the Exchange Ratio takes into consideration the entire value of BFIL and IBL, respectively, without exclusion of any undertaking(s). We have accordingly not attempted to ascertain the value of any individual undertakings of either BFIL or IBL.

Our Opinion is restricted to the fairness, from a financial point of view, of the Exchange Ratio, as determined by S.R. Batliboi & Co. LLP and Deloitte Haskins & Sells pursuant to their valuation exercise, to the Holders and express no view as to (i) the fairness (financial or otherwise) to the holders of any other class of securities, creditors or other constituencies of BFIL, IBL or any of their respective affiliates; or (ii) any other aspect or implication of the Merger or any other agreement, arrangement or understanding entered into in connection with the Merger or otherwise, including, without limitation, the fairness of the amount or nature of, or any other aspect relating to, any compensation (whether in respect of vested or unvested

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employee stock options or otherwise) to any officers, directors or employees of any party to the Merger, or class of such persons, relative to the Exchange Ratio or otherwise. Our Opinion also does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance matters, shareholder rights or any other equitable considerations. We have been informed, and have assumed, that, for the purposes of determining the Exchange Ratio, the number of outstanding BFIL Equity Shares and IBL Equity Shares has been calculated on a fully diluted basis assuming full conversion of all outstanding stock options of BFIL and IBL, as the case may be. Further, our Opinion does not take into account any corporate actions of either BFIL or IBL or any of their respective affiliates or undertakings after the date hereof, including payment of dividends. We have not made or been provided with an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of BFIL or IBL or their respective affiliates or undertakings nor have we made any physical inspection of the properties or assets of BFIL or IBL or their respective affiliates or undertakings. We express no opinion as to the solvency or fair value of BFIL or IBL or their respective affiliates or undertakings under any laws, or otherwise, or the realizable value of the properties or assets of BFIL or IBL or their respective affiliates or undertakings. This Opinion (i) has been prepared solely pursuant to the Securities and Exchange and Board of India circular dated March 10, 2017 relating to schemes of arrangement by listed companies and (ii) is not to be treated as a valuation of any securities of BFIL or IBL or their respective affiliates or undertakings under any laws or otherwise. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities to which BFIL or IBL or their respective affiliates or undertakings is or may be a party to or is or may be subject, or of any government investigation of any possible unasserted claims or other contingent liabilities to which BFIL or IBL or their respective affiliates or undertakings is or may be a party or is or may be subject. We express no view as to, and our Opinion does not address, the underlying business decision of BFIL to effect the Merger, the relative merits of the Merger as compared to any alternative business strategies that might exist for BFIL or the effect of any other transaction in which BFIL or IBL or their respective affiliates or undertakings might engage. We express herein no view or opinion as to any terms or other aspects of the Merger or the Scheme of Arrangement other than the Exchange Ratio, as determined by S.R. Batliboi & Co. LLP and Deloitte Haskins & Sells pursuant to their valuation exercise, to the Holders, to the extent expressly specified herein. Our Opinion is necessarily based upon publicly available information available to us on BFIL and IBL, and stock market and other conditions and circumstances existing, as of the date hereof.

We have acted as financial advisor to BFIL in connection with the Merger and will receive a fee for our services, a significant portion of which is contingent upon the consummation of the Merger. We also became entitled to receive a fee upon the rendering of our opinion. In addition, BFIL has agreed to indemnify us and certain related parties for certain liabilities and other items arising out of or related to our engagement. We and our affiliates have in the past provided and are currently providing investment banking services to BFIL for which we and our affiliates have received and would expect to receive compensation, including in connection with the initial public offering and the qualified institutional placements by BFIL. We and our affiliates have also in the past provided investment banking services to IBL. We and our affiliates may have provided other financial advice and services, and may in the future provide financial advice and services, to BFIL, IBL and their respective affiliates for which we and our affiliates have received, and would expect to receive, compensation.

We are a full service securities firm engaged in securities trading and brokerage activities as well as providing investment banking and other financial services. In the ordinary course of business, we and our affiliates may acquire, hold or sell, for our and our affiliates own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of BFIL, IBL and any other company that may be involved in the Merger, as well as provide investment

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banking and other financial services to such companies. In addition, we and our affiliates may maintain relationships with BFIL, IBL and their respective affiliates. For the purposes of this Opinion, the term affiliate means, with respect to any entity, any other entity that, directly or indirectly, controls or is controlled by, or is under common control with, such entity. As used in this definition, control and correlative terms have the meanings ascribed to such words under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

It is understood that this letter is for the information of the Board of Directors of BFIL only in connection with its consideration of the Merger or the Scheme of Arrangement and does not constitute a recommendation to any shareholder as to how such shareholder should vote or act on the proposed Merger or the Scheme of Arrangement. Our Opinion may not be quoted, referred to or otherwise disclosed, in whole or part, nor may any public reference to Credit Suisse be made, without our prior written consent. However, BFIL may disclose the Opinion (i) to its legal counsel involved in the Merger on a need-to-know basis only and under conditions of confidentiality with our prior written consent; or (ii) if required by law, regulation, judicial or governmental order, subpoena or other legal process or is requested or required by any governmental authority or regulatory agency, in such form and substance as Credit Suisse shall approve (unless legally prohibited); or (iii) in the information memorandum or similar document prepared in relation to the Transaction which is required to be filed with the Indian stock exchanges under applicable laws, rules or regulations, in such form and substance as Credit Suisse shall approve; or (iv) as may be consented by Credit Suisse in writing. Notwithstanding the above, neither our issuance of the Opinion to the Board of Directors of BFIL, nor our consent to annex or include this Opinion to the information memorandum or disclose otherwise shall permit any third party (including, without limitation, any shareholder, creditor or other person of BFIL, IBL or their respective affiliates) to rely upon, use or derive any rights from, and we shall not be liable to any third party in relation to, the Opinion.

We accept no responsibility to any person other than the Board of Directors of BFIL in relation to the contents of this Opinion even if it is disclosed to such person with our consent. It is understood that this Opinion is given only as of the date hereof, and any subsequent developments, including in relation to any contingent liabilities, may affect this Opinion, and we do not have any obligation to update, revise or reaffirm this Opinion.

Based upon and subject to the foregoing, our experience as investment bankers, our work as described above and other factors we deemed relevant, we are of the opinion that, as of the date hereof, the Exchange Ratio is fair, from a financial point of view, to the Holders.

Very truly yours,

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