

IndusInd Bank

December 11, 2018

**The Asst. Vice President
Listing Department
National Stock Exchange of India Ltd.**
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai – 400 051

NSE Symbol: INDUSINDBK

**The Deputy General Manager
Corporate Relationship Dept.
BSE Ltd.**
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai – 400 001

BSE Scrip Code: 532187

Dear Sirs,

Sub: Outcome of the NCLT Convened Meeting of the Equity Shareholders held on December 11, 2018 in connection with the Composite Scheme of Arrangement amongst Bharat Financial Inclusion Limited and the Bank and IndusInd Financial Inclusion Limited under Sections 230 to 232 of the Companies Act, 2013

Disclosure under Regulation 30(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

We wish to inform you that pursuant to the Order dated October 31, 2018 of the Hon'ble National Company Law Tribunal, Mumbai Bench (“NCLT”), a meeting of the Equity Shareholders of IndusInd Bank Limited (“Bank”) was held on Tuesday, December 11, 2018 at 2.00 p.m. at Yashwantrao Chavan Academy of Development Administration (YASHADA), Rajbhavan Complex, Baner Road, Pune – 411007, Maharashtra, India.

The meeting was held for approval of the Equity Shareholders of the Bank to the Composite Scheme of Arrangement amongst Bharat Financial Inclusion Limited and the Bank and IndusInd Financial Inclusion Limited under Sections 230 to 232 of the Companies Act, 2013 (“Scheme”).

In this regard, the summary of the proceedings of the NCLT Convened Meeting are submitted as Annexure – I to this letter.

Copy of this letter along with the summary of the proceedings of the Meeting is also being hosted on the website of the Bank at www.indusind.com

For IndusInd Bank Limited


**Haresh K. Gajwani
Company Secretary**

IndusInd Bank Limited, 701-801 Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (E),
Mumbai - 400 093, Maharashtra, India Tel: (022) 66412200 Fax: (022) 66412224

Registered Office: 2401 Gen. Thimmayya Road, Pune 411 001, India
Tel.: (020) 2634 3201 Fax: (020) 2634 3241 Visit us at www.indusind.com
CIN: L65191PN1994PLC076333



Annexure 1

Summary of proceedings of the Meeting of the Equity Shareholders of IndusInd Bank Limited convened on December 11, 2018, as per the directions of the National Company Law Tribunal, Mumbai Bench

Pursuant to the Order dated October 31, 2018 passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") under the Company Scheme Application No. 921 of 2018, a meeting of the Equity Shareholders of IndusInd Bank Limited ("Bank") was held on Tuesday, December 11, 2018 at 2.00 p.m. at Yashwantrao Chavan Academy of Development Administration (YASHADA), Rajbhavan Complex, Baner Road, Pune – 411007, Maharashtra, India, for approving the Composite Scheme of Arrangement amongst Bharat Financial Inclusion Limited and the Bank and IndusInd Financial Inclusion Limited under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

As directed by the NCLT, Mr. Sanjay Asher, Practicing Advocate and Solicitor, Senior Partner of M/s Crawford Bayley & Co. chaired the meeting. He informed the Equity Shareholders present that the meeting was being convened to seek approval of the Equity Shareholders for the proposed Scheme.

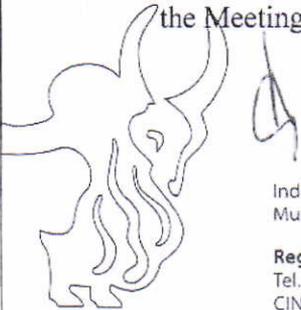
Mr. Haresh K Gajwani, Company Secretary of the Bank informed Mr. Sanjay Asher that as directed by the Hon'ble NCLT, the required quorum was present. 64 Equity Shareholders were present in person, and accordingly, Mr. Sanjay Asher called the meeting to order.

Mr. Sanjay Asher then informed the shareholders that in compliance with the directions of the Hon'ble NCLT, a Notice dated November 3, 2018 for convening the meeting of the Equity Shareholders was dispatched to all Equity Shareholders holding shares of the Bank as on October 26, 2018. The Bank had completed the dispatch of Notices to all Equity Shareholders in physical and electronic mode on November 6, 2018, The Notice was also published once a week for three consecutive weeks in the following newspapers:

- (i) The Indian Express (English language – Pan India),
- (ii) The Times of India (English language – Southern Region), and
- (iii) Loksatta (Marathi language – Maharashtra Region).

Mr. Sanjay Asher also informed that the Bank had provided the Equity Shareholders with the facility to vote through Postal Ballot and Remote E-voting on the Resolution set forth in the Notice, which was kept open from Sunday, November 11, 2018 9.00 a.m. IST to Monday, December 10, 2018, 5.00 p.m. IST.

Shareholders who were present at the meeting and had not cast their votes through Postal Ballot or Remote E-voting were provided the facility to cast votes by Electronic mode at the venue of the Meeting.



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IndusInd Bank

Mr. Sanjay Asher informed that Mr. Bhaskar Soman, Practicing Company Secretary (Membership No. FCS 2481; CP: 3072) had been appointed as Scrutinizer for scrutinizing the entire voting process, i.e., Postal Ballot, Remote E-voting and Voting at the venue by Electronic mode.

Thereafter, the Notice of the meeting was taken as read with the permission of the Equity Shareholders.

Mr. Sanjay Asher then invited the shareholders to express their views, ask questions and seek clarification on the Scheme.

Mr. Sanjay Asher requested Mr. Seshasayee Ramaswami to respond to the queries raised by the shareholders.

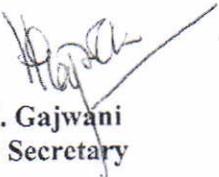
Accordingly, Mr. Seshasayee responded to the queries raised by the shareholders. Following the responses, Mr. Asher thanked the Shareholders for their presence at the meeting.

Mr. Sanjay Asher then put the following Resolution to vote and informed that the combined voting results would be announced within 48 hours of the conclusion of the meeting.

Item No.	Particular	Resolution type
1.	Resolution to approve the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited and IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013	- Majority of shareholders representing three-fourths in value; and - Majority of public shareholders

Mr. Sanjay Asher thanked the Shareholders for attending the meeting and concluded the meeting.

For IndusInd Bank Limited


Haresh K. Gajwani
Company Secretary



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