INDUSIND BANK LIMITED

CIN: L65191PN1994PLC076333
Registered Office: 2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001 Tel: (020) 6901 9000
Secretarial & Investor Services Cell: 701, Solitaire Corporate Park, 167, Guru Hargovindji Marg,
Andheri (East), Mumbai – 400 093; **Tel:** (022) 6641 2487 / 2359
E-mail: investor@indusind.com **Website:** www.indusind.bank.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Members of IndusInd Bank Limited

NOTICE is hereby given that pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") pertaining to holding of general meetings / conducting postal ballot process through voting by electronic means ("remote e-voting") [hereinafter collectively referred to as "MCA Circulars"], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, the Special Resolutions as set out below are proposed to be passed by the Members of IndusInd Bank Limited ("the Bank") by means of Postal Ballot, only by voting through electronic means.

The proposed Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102(1) of the Act read with the Rules and the MCA Circulars, Regulation 17(1) of SEBI Listing Regulations and other applicable provisions are appended below for seeking consent of the Members of the Bank only through remote e-voting.

SPECIAL BUSINESS:

Item No. 1

Appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as the Non-Executive Independent Director of the Bank:

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time ('the Act') and other relevant rules made thereunder, the relevant provisions of Regulations 16(1)(b), 17(1C) and 25(2A) and other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the relevant provisions of Sections 10A(2)(a), 16 and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, regulations, circulars, RBI (Commercial Banks - Governance) Directions, 2025 directions and guidelines issued by the Reserve Bank of India ('RBI'), in this regard (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), provision of the Articles of Association of the Bank, and pursuant to the recommendation of the Compensation and Nomination & Remuneration Committee of Directors of the Bank ('the Committee') and the approval of the Board of Directors of the Bank ('the Board'), Mr. Nilesh Shivji Vikamsey (DIN: 00031213), in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Bank, with effect from April 24, 2026 and holds office as such up to the date of the ensuing General Meeting, be and is hereby appointed as the 'Non-Executive Independent Director' of the Bank for a period of 4 (four) consecutive years with effect from April 24, 2026 up to April 23, 2030 (both days inclusive) AND THAT during the said tenure Mr. Nilesh Shivji Vikamsey shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act.

RESOLVED FURTHER THAT Mr. Nilesh Shivji Vikamsey shall be paid sitting fees and fixed remuneration and reimbursement of expenses for attending the meetings of the Board and Committee, as may be permissible under law and approved by the Board from time to time.

RESOLVED FURTHER THAT the Managing Director & CEO, Chief Financial Officer or the Company Secretary of the Bank be and are hereby severally authorized on behalf of the Bank to execute all such agreements, documents, instruments and writings as may be deemed necessary or desirable for such purpose, file requisite forms or applications with the concerned Statutory/Regulatory Authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, and do all such acts, deeds, matters and things as may be considered necessary and appropriate, to give effect to the said Resolution."

Item No. 2

Appointment of Mr. Ravindra Babu Garikipati (DIN: 00984163) as the Non-Executive Independent Director of the Bank:

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time ('the Act') and other relevant rules made thereunder the relevant provisions of Regulations 16(1)(b), 17(1C) and 25(2A) and other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the relevant provisions of Sections 10A(2)(a), 16, and other applicable provisions, if any, of the Banking Regulation Act, 1949 and the rules, regulations, circulars, RBI (Commercial Banks - Governance) Directions, 2025 directions and guidelines issued by the Reserve Bank of India ('RBI'), in this regard (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), provision of the Articles of Association of the Bank, and pursuant to the recommendation of the Compensation and Nomination & Remuneration Committee of Directors of the Bank ('the Committee') and the approval of the Board of Directors of the Bank ('the Board'), Mr. Ravindra Babu Garikipati (DIN: 00984163) in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Bank, with effect from April 24, 2026 and holds office as such up to the date of the ensuing General Meeting, be and is hereby appointed as the 'Non-Executive Independent Director' of the Bank for a period of 4 (four) consecutive years with effect from April 24, 2026 up to April 23, 2030 (both days inclusive) AND THAT during the said tenure Mr. Ravindra Babu Garikipati shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act.

RESOLVED FURTHER THAT Mr. Ravindra Babu Garikipati shall be paid sitting fees and fixed remuneration and reimbursement of expenses for attending the meetings of the Board and Committee, as may be permissible under law and approved by the Board from time to time.

RESOLVED FURTHER THAT the Managing Director & CEO, Chief Financial Officer or the Company Secretary of the Bank be and are hereby severally authorized on behalf of the Bank to execute all such agreements, documents, instruments and writings as may be deemed necessary or desirable for such purpose, file requisite forms or applications with the concerned Statutory/Regulatory Authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, and do all such acts, deeds, matters and things as may be considered necessary and appropriate, to give effect to the said Resolution."

By Order of the Board of Directors
For IndusInd Bank Limited

Sd/-
Anand Kumar Das
Company Secretary
Membership No. F6950

Date: June 8, 2026
Place: Mumbai

Registered Office:
2401 Gen. Thimmayya Road (Cantonment),
Pune - 411 001.
CIN: L65191PN1994PLC076333
Tel: (020) 6901 9000.

Secretarial & Investor Services Cell:
701, Solitaire Corporate Park, Building No. 7, Ground Floor,
167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093.
Tel: (022) 6641 2487 / 2359
Email: investor@indusind.com
Website: www.indusind.bank.in

Notes:

1) In compliance with Regulation 44 of SEBI Listing Regulations, and Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, this Notice of Postal Ballot of the Bank is being sent only through email and has extended only the remote e-voting facility for its Members, to enable them to cast their votes through remote e-voting electronically instead of submitting the Postal Ballot form. The instructions for remote e-voting are appended to this Notice of Postal Ballot.

2) The Explanatory Statement setting out material facts as required in terms of Section 102(1) of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard on General Meeting (SS-2), wherever applicable and Regulation 17(1) of SEBI Listing Regulations, setting out material facts for the proposed Resolution forms part of this Notice.

3) The MCA vide its Circulars, has permitted the companies to conduct the Postal Ballot by sending the notice in electronic form only. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

4) Relevant documents referred to in the accompanying Notice of Postal Ballot and Explanatory Statement shall be available for inspection by Members of the Bank, on requests sent by them through e-mail to investor@indusind.com from the date of circulation of this Notice up to the last day of receipt of assent/dissent date on the proposed Resolution.

   Member who wish to inspect the documents are requested to send an email to investor@indusind.com mentioning their Name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN Card attached in the e-mail.

5) The Notice of Postal Ballot is being sent to all the Members via e-mail, whose names appear in the Register of Members / List of Beneficial Owner as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on the cut-off date i.e. **Friday, June 5, 2026** and whose e-mail addresses are registered with the Depositories/ Bank's Registrar & Transfer Agent viz 'MUFG Intime India Private Limited' erstwhile 'Link Intime India Private Limited'.

   The Members can download the Notice of Postal Ballot from the website of the Bank at www.indusind.bank.in or website of NSDL at www.evoting.nsdl.com or from the website of BSE Limited on www.bseindia.com or from the website of National Stock Exchange of India Limited on www.nseindia.com or write to the Bank at email id i.e. investor@indusind.com.

   A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

6) Pursuant to Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, as amended from time to time, the Bank is pleased to make available remote e-voting facility to all the Members of the Bank.

7) The Bank has engaged services of NSDL for providing the remote e-voting facility to the Members.

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

   Commencement of remote e-voting : At 9.00 a.m. on Thursday June 11, 2026

   End of remote e-voting : At 5.00 p.m. on Friday, July 10, 2026

   Remote e-voting shall not be allowed beyond **5.00 p.m. on Friday, July 10, 2026**. During the remote e-voting period, Members of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date may cast their votes electronically. The cut-off date for determining the Members entitled to vote through remote e-voting is **Friday, June 5, 2026**.

8) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Bank, as on **Friday, June 5, 2026** subject to the provisions of the Banking Regulation Act, 1949 and relevant RBI guidelines.

9) The Board, at its meeting held on June 8, 2026 has appointed Mr. Alwyn D'Souza holding Membership No. FCS 5559 and COP No. 5137 or failing him Mr. Jay D'Souza holding Membership No. FCS 3058 and COP No. 6915 of Alwyn Jay & Co., Company Secretaries, as the Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. IST on **Friday July 10, 2026,** failing which it will be strictly considered that no reply has been received from the Members.

10) After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Bank or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Tuesday, July 14, 2026 and along with the Scrutinizer's report, be displayed at the Registered as well as Corporate Office of the Bank, communicated to the Stock Exchanges and will also be uploaded on the Bank's website at www.indusind.bank.in and on the website of NSDL at www.evoting.nsdl.com. The proposed Resolution if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. **Friday July 10, 2026**.

11) Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

12) THE INSTRUCTIONS FOR REMOTE E-VOTING

THE INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of chapter VI-C on 'e-voting facility provided by listed companies' of SEBI Master Circular for compliance with the provisions of SEBI Listing Regulations dated January 30, 2026 individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the **"Initial password"** or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home Page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.

3. Now you are ready for e-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alwyn.co@gmail.com / dsouza.jay@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution/ Authority Letter" displayed under "e-voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mahatre – AVP at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@indusind.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@indusind.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of chapter VI-C on 'e-voting facility provided by listed companies' of SEBI Master Circular for compliance with the provisions of SEBI Listing Regulations dated January 30, 2026 individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

ITEM NO. 1:

Appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as the Non-Executive Independent Director of the Bank:

The Board of Directors of the Bank ("Board"), based on the recommendation of the Compensation and Nomination & Remuneration Committee ("C&NRC") and pursuant to applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules notified thereunder ("Companies Act") and Articles of Association of the Bank, had approved the appointment of Mr. Nilesh Shivji Vikamsey (DIN: 00031213) as an Additional Director in the category of Non-Executive Independent Director of the Bank for a period of four consecutive years from April 24, 2026 up to April 23, 2030 (both days inclusive).

In the opinion of the Board and based on the declaration of independence submitted by Mr. Nilesh Shivji Vikamsey, he is a person of integrity, has the necessary knowledge, experience and expertise for being appointed as the Non-Executive Independent Director of the Bank and fulfils the necessary conditions specified in the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025**,** Companies Act, 2013, Banking Regulation Act, 1949, SEBI Listing Regulations and other applicable rules and regulations for appointment as the Non-Executive Independent Director.

As per Section 161 of the Companies Act, 2013 ("Act"), an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors or as a Manager is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Bank has also received a notice under Section 160 of the Act from a member proposing the candidature of his appointment as an Independent Director of the Bank.

Whilst considering the appointment of Mr. Nilesh Shivji Vikamsey as a Director, the Compensation and Nomination & Remuneration Committee and the Board have reviewed and confirmed that:

- He is a fit and proper person to be appointed as a Director of the Bank, as per the Fit and Proper norms prescribed by the Reserve Bank of India;
- He is not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank;
- He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority; and
- He has the requisite qualification, skills, experience and expertise in functional areas viz. Accountancy and Finance through qualification or diverse experience, which are beneficial to the Bank;
- Mr. Nilesh Shivji Vikamsey has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to enrolment of his name in the online databank of Independent Directors and the enrollment continues to be in force. Further, he is exempted from passing the online proficiency self-assessment test, as per the aforesaid Rules.

In the opinion of the Board of Directors, Mr. Nilesh Shivji Vikamsey is independent of the Management of the Bank and fulfils the conditions specified in the Act, and the Rules made thereunder, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for appointment as an Independent Director.

A Brief Profile of Mr. Nilesh Shivji Vikamsey, including his remuneration details, Directorships and Committee positions held by him in other companies are provided separately in the Notice, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings.

Mr. Nilesh Shivji Vikamsey is not related to any Director or Key Managerial Personnel of the Bank and shall not be liable to retire by rotation.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members is sought through Postal Ballot by way of a Special Resolution.

None of the Directors other than Mr. Nilesh Shivji Vikamsey or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Special Resolution as set out in Item No. 1 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 1. of the Notice of Postal Ballot for the approval of the Members.

ITEM NO. 2:

Appointment of Mr. Ravindra Babu Garikipati (DIN: 00984163) as the Non-Executive Independent Director of the Bank:

The Board of Directors of the Bank ("Board"), based on the recommendation of the Compensation and Nomination & Remuneration Committee ("C&NRC") and pursuant to applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules notified thereunder ("Companies Act") and Articles of Association of the Bank, had approved the appointment of Mr. Ravindra Babu Garikipati (DIN: 00984163) as an Additional Director in the category of Non-Executive Independent Director of the Bank for a period of four consecutive years from April 24, 2026 up to April 23, 2030 (both days inclusive).

In the opinion of the Board and based on the declaration of independence submitted by Mr. Ravindra Babu Garikipati, he is a person of integrity, has the necessary knowledge, experience and expertise for being appointed as the Non-Executive Independent Director of the Bank and fulfils the necessary conditions specified in the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025**,** Companies Act, 2013, Banking Regulation Act, 1949, SEBI Listing Regulations and other applicable rules and regulations for appointment as the Non-Executive Independent Director.

As per Section 161 of the Companies Act, 2013 ("Act"), an Additional Director shall hold office up to the date of the next Annual General meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors or as a manager is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Bank has also received a notice under Section 160 of the Act from a member proposing the candidature of his appointment as an Independent Director of the Bank.

Whilst considering the appointment of Mr. Ravindra Babu Garikipati as a Director, the Compensation and Nomination & Remuneration Committee and the Board reviewed and confirmed that:

- He is a fit and proper person to be appointed as a Director of the Bank, as per the Fit and Proper norms prescribed by the Reserve Bank of India;
- He is not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act and has given his consent to act as a Director of the Bank.
- He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority; and
- He has the requisite qualification, skills, experience and expertise in functional areas viz. Information Technology and Business Management through qualification or diverse experience, which are beneficial to the Bank.
- Mr. Ravindra Babu Garikipati has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to enrolment of his name in the online databank of Independent Directors and the enrollment continues to be in force. Further, he has passed the online proficiency self-assessment test, as per the aforesaid Rules.

In the opinion of the Board of Directors, Mr. Ravindra Babu Garikipati is independent of the Management of the Bank and fulfils the conditions specified in the Act, and the Rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for appointment as an Independent Director.

A Brief Profile of Mr. Ravindra Babu Garikipati, including his remuneration details, Directorships and Committee positions held by him in other companies are provided separately in the Notice, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings.

Mr. Ravindra Babu Garikipati is not related to any Director or Key Managerial Personnel of the Bank and shall not be liable to retire by rotation.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members is sought through Postal Ballot by way of a Special Resolution.

None of the Directors other than Mr. Ravindra Babu Garikipati or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Special Resolution as set out in Item No. 2 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice of Postal Ballot for the approval of the Members.

By Order of the Board of Directors
For IndusInd Bank Limited

Sd/-
Anand Kumar Das
Company Secretary
Membership No. F6950

Date: June 8, 2026
Place: Mumbai

Registered Office:
2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001.
CIN: L65191PN1994PLC076333 **Tel:** (020) 6901 9000.

Secretarial & Investor Services Cell:
701, Solitaire Corporate Park, Building No. 7, Ground Floor,
167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093.
Tel: (022) 6641 2487 / 2359
Email: investor@indusind.com
Website: www.indusind.bank.in

Annexure to Item Number 1 and 2 of the Notice:

DETAILS OF DIRECTORS SEEKING APPOINTMENT THROUGH POSTAL BALLOT

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Name	**Mr. Nilesh Shivji Vikamsey**	**Mr. Ravindra Babu Garikipati**
DIN	00031213	00984163
Date of Birth	August 16, 1964	July 1, 1965
Age	61 years	60 years
Date of first appointment on the Board of the Bank	April 24, 2026	April 24, 2026
Qualifications	B. Com, FCA	M. S. (Software Systems) M. M. S.
Brief Resume including experience	Mr. Nilesh Shivji Vikamsey has a Bachelor's degree in Commerce from the University of Bombay. He is a member of the Institute of Chartered Accountants of India (ICAI) since 1985. He has completed a post qualification course in Information Systems Audit, also done Certificate courses on Forensic Audit and Fraud detection and Artificial Intelligence from the ICAI and a course in Business Consultancy Studies conducted by Jamnalal Bajaj Institute of Management Studies, University of Mumbai in collaboration with Bombay Chartered Accountants' Society. Mr. Nilesh Vikamsey has experience of more than 40 years in the field of audit & consulting. He is a senior partner at KKC & Associates LLP (formerly Khimji Kunverji & Co. LLP) – a 90-year-old Chartered Accountants firm. He was a Past President of ICAI. He is presently Chairman of Nippon Life India Trustee Ltd. & in the past was Chairman of Federal Bank Limited and 360 WAM Limited and was member of Insurance Regulatory & Development Authority (IRDA). He is presently also serving as a director on the boards of Public Limited Companies, such as - SOTC Travel Limited, Thejo Engineering Limited and Tablespace Technologies Limited. He was also an Independent Director in many Listed and Unlisted Companies across different sectors in the past.	Mr. Ravi Garikipati is a senior technology executive, entrepreneur, and board director with more than 35 years of experience building and scaling technology-led businesses across India and Silicon Valley. Currently, Mr. Ravi serves as a Board Member for Axis Asset Management Company, NIIT Limited and NIIT Managed Training Services (MTS) and RPS Consulting Private Limited. Additionally, Ravi is a Strategic Advisor to ICICI Lombard and also a Founding Advisor at Opptra, an AI native franchising and licencing partner for global brands in GCC, India and SEA. Ravi's executive and leadership track record includes serving as the CTO of Flipkart, President and CTO of 247.ai, VP of Engineering at Andale (an Alibaba company), and Founder and CEO of Davinta, a fintech startup focused on financial inclusion.

Nature of his Expertise in specific functional areas	Accountancy and Finance	Information Technology and Business Management
List of Directorships / Memberships / Chairmanships of Committees of other Boards		
1. Directorships in other entities:	1. SOTC Travel Limited 2. Nippon Life India Trustee Limited 3. Thejo Engineering Limited 4. Tablespace Technologies Limited 5. Indo American Chamber of Commerce	1. NIIT Limited 2. NIIT Learning Systems Limited 3. Axis Asset Management Company Limited 4. RPS Consulting Private Limited
2. Chairmanships of the Committees of other Boards	1. Tablespace Technologies Limited: a) Audit Committee 2. Thejo Engineering Limited : a) Manufacturing Unit Capex Evaluation and Monitoring Committee	Axis AMC: a) Nomination and Remuneration Committee
3. Membership of Committees of other Boards	1. Nippon Life Trustee Limited : a) Audit Committee b) Committee of Directors c) Committee of Trustees d) Risk Management Committee 2. Thejo Engineering Limited a) Audit Committee b) Nomination and Remuneration Committee 3. Tablespace Technologies Limited: a) Stakeholder Relation Committee b) Nomination and Remuneration Committee c) Corporate Social Responsibility Committee	Axis AMC a) Audit Committee b) Risk Management Committee c) IT Committee d) Unit Holder Protection Committee
4. Resignation from the listed/other Entities from the past three years	Blacksoil Pvt. Ltd.	Nil
5. Number of Equity Shares held in the Bank as on June 8, 2026	Nil	Nil

6.	Number of Board meeting attended in the last financial year	Nil	Nil
7.	Relationship between Directors *inter-se,* Managers and Other Key Managerial Personnel of the Bank	None	None
8.	Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the explanatory statement annexed to this Postal Ballot Notice.	As detailed in the explanatory statement annexed to this Postal Ballot Notice.
9.	Terms and conditions of appointment	The terms and conditions of appointment are as proposed in the Resolution relating to appointment mentioned in the Item No. 1 of this Notice.	The terms and conditions of appointment are as proposed in the Resolution relating to appointment mentioned in the Item No. 2 of this Notice.
10.	Remuneration per annum	Fixed remuneration of ₹ 28 lacs per annum in addition to payment of sitting fees for attending meetings of the Board and Committees of the Board.	Fixed remuneration of ₹ 28 lacs per annum in addition to payment of sitting fees for attending meetings of the Board and Committees of the Board.
11.	Remuneration last drawn	Not Applicable as it is initial appointment	Not Applicable as it is initial appointment

By Order of the Board of Directors
For IndusInd Bank Limited

Sd/-
Anand Kumar Das
Company Secretary
Membership No. F6950

Date: June 8, 2026
Place: Mumbai

Registered Office:
2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001.
CIN: L65191PN1994PLC076333 **Tel:** (020) 6901 9000.

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