

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 / 2359

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:

- Name : _____

Address : _____

E-mail ID : _____

Signature : _____ or failing him / her
- Name : _____

Address : _____

E-mail ID : _____

Signature : _____ or failing him / her
- Name : _____

Address : _____

E-mail ID : _____

Signature : _____

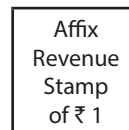
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Twenty-fourth Annual General Meeting of the Bank**, to be held on **Thursday, July 26, 2018, at 2.00 p.m.** at Hotel Sheraton Grand (formerly, Hotel Le Meridien), Raja Bahadur Mill Road, Pune – 411001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

| Ordinary Business | |
|-------------------|--|
| 1. | To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon. |
| 2. | To declare Dividend on Equity Shares of the Bank for the Financial Year ended March 31, 2018. |

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|-------------------------|---|
| 3 | To appoint a Director in place of Mr. R. Seshasayee (DIN: 00047985), who retires by rotation and, being eligible, offers himself for re-appointment. |
| 4 | To appoint the Statutory Auditors of the Bank and authorise the Board of Directors to fix their remuneration. |
| Special Business | |
| 5 | Ordinary Resolution: Re-appointment of Mr. Romesh Sobti (DIN: 00031034), as Managing Director & CEO of the Bank. |
| 6 | Ordinary Resolution: Appointment of Mr. Yashodhan M. Kale as Non-Executive Director |
| 7 | Special Resolution: Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions. |
| 8 | Special Resolution: Issue of Long Term Bonds / Non-Convertible Debentures on Private Placement Basis. |
| 9 | Special Resolution: To increase the shareholding limit for Registered Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") upto an aggregate limit of 74% of the Paid-Up Equity Share Capital of the Bank |

Signed this _____ day of _____ 2018



Signature of Shareholder _____

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. (i.e. on or before Tuesday, July 24, 2018 at 2.00 p.m.)