

NOTICE

INDUSIND BANK LIMITED

CIN: L65191PN1994PLC076333

Registered Office: 2401, Gen. Thimmayya Road (Cantonment), Pune - 411 001

Tel: (020) 2623 4000-10

Secretarial & Investor Services Cell: 731, 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.com

NOTICE is hereby given that the Twenty-fifth Annual General Meeting (AGM) of the Members of Indusind Bank Limited (the 'Bank') will be held at 2.00 p.m. on Friday, August 16, 2019, at Hotel Sheraton Grand, Raja Bahadur Mill Road, Pune – 411 001, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2019, 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, 2019.
3. To appoint a Director in place of Mr. Romesh Sobti (DIN: 00031034), 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, and in that connection to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and applicable provisions of the Banking Regulation Act, 1949, and the approval of the Reserve Bank of India, M/s Haribhakti & Co. LLP (Firm Regn. Number 103523W / W100048), be and are hereby appointed as Statutory Auditors for FY 2019-20, for a period commencing from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on remuneration (including terms of payment) to be fixed by the Board of Directors, based on the recommendations of the Audit Committee."

SPECIAL BUSINESS:

5. **Appointment of Mrs. Akila Krishnakumar (DIN: 06629992) as Non-Executive Independent Director**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Sections 10A, 16, 20 and other applicable provisions of the Banking Regulation Act, 1949 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee, Mrs. Akila Krishnakumar, who was appointed as 'Additional Director' of the Bank with effect from August 10, 2018, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Bank has received a Notice in writing, be and is hereby appointed as 'Non-Executive Independent Director' of the Bank, for a period of four consecutive years from the date of her appointment by the Board, and shall not be liable to retire by rotation, and shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law from time to time."

6. **Appointment of Mr. Arun Tiwari (DIN: 05345547) as Non-Executive Independent Director**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Sections 10A, 16, 20 and other applicable provisions of the Banking Regulation Act, 1949 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as

amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee, Mr. Arun Tiwari, who was appointed as 'Additional Director' of the Bank with effect from August 10, 2018, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Bank has received a Notice in writing be and is hereby appointed as 'Non-Executive Independent Director' of the Bank, for a period of four consecutive years from the date of his appointment by the Board, and shall not be liable to retire by rotation, but shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law from time to time."

7. Appointment of Mr. Siraj Chaudhry (DIN: 00161853) as Non-Executive Independent Director

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Sections 10A, 16, 20 and other applicable provisions of the Banking Regulation Act, 1949 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee, Mr. Siraj Chaudhry, who was appointed as 'Additional Director' of the Bank with effect from January 3, 2019 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Bank has received a Notice in writing be and is hereby appointed as 'Non-Executive Independent Director' of the Bank, for a period of four consecutive years from the date of his appointment by the Board and shall not be liable to retire by rotation, but shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law from time to time."

8. Appointment of Mr. Rajiv Agarwal (DIN: 00336487) as Non-Executive Independent Director

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Sections 10A, 16, 20 and other applicable provisions of the Banking Regulation Act, 1949 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee, Mr. Rajiv Agarwal, who was appointed as 'Additional Director' of the Bank with effect from March 15, 2019, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Bank has received a Notice in writing be and is hereby appointed as 'Non-Executive Independent Director' of the Bank, for a period of four consecutive years from the date of his appointment by the Board, and shall not be liable to retire by rotation, but shall be eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law from time to time."

9. Issue of Long-Term Bonds / Non-Convertible Debentures on Private Placement Basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, any amendment, modification, variation, or re-enactment thereto from time to time and the relevant references given under the Articles of Association of the Bank and subject to receipt of such other approvals, consents, permissions and sanctions required to be obtained from the Statutory Authorities, including but not limited to Reserve Bank of India, consent of the Members be and is hereby accorded to the Board (hereinafter referred to as "Board" and which term shall be deemed to include any Committee of the Board or any other persons to whom powers may be delegated by the Board) for borrowings / raising of funds in Indian / Foreign currency by way of issue of securities, in the nature of Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Infrastructure Bonds, Non-Convertible Debentures (NCDs) / Bonds / Medium Term Notes or any other listed debt security eligible to be included as Additional Tier I (AT1) and Tier II (T2) Capital of the Bank or otherwise or any other instrument of a similar nature, aggregating up to an amount not exceeding ₹ 20,000 crores (Rupees Twenty thousand crores only), whether Secured / Unsecured, on Private Placement basis, in domestic and / or overseas market, under one or more Shelf Disclosure Documents 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, interest, etc. as deemed fit by the Board, in its absolute discretion within the limits in aggregate not exceeding ₹ 20,000 crores, without being required to seek any further consent or approval from Members which be and hereby shall be deemed to have given their approval thereto expressly by the authority of the resolution, during a period of one year from the date of passing of this Resolution, and the said borrowing shall be within the overall borrowing limits of the Bank, as approved by the members from time to time;

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute all such agreements, documents, instruments and writings and to do all such acts and deeds, matters and things as may be required, and to delegate all or any of its powers herein conferred to any of the Committee of the Board (including the Finance Committee) or any personnel of the Bank, to act on their behalf as they may deem fit to give effect to this Resolution.”

**By Order of the Board
For IndusInd Bank Limited**

Sd/-

**Haresh K. Gajwani
Company Secretary
(Membership No. A 18225)**

**Place: Mumbai
Date: July 12, 2019**

Corporate Office:

8th Floor, Tower No.1, One Indiabulls Centre,
841, Senapati Bapat Marg, Elphinstone Road (W),
Mumbai – 400 013, Maharashtra
E-mail: investor@indusind.com, Website: www.indusind.com
Secretarial & Investor Services – Phone +91 (022) 6641 2487 / 2359

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 A PROXY NEED NOT BE A MEMBER OF THE BANK.**

A person can act as Proxy on behalf of Members not exceeding Fifty and holding in the aggregate not more than ten per cent (10%) 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 valid and effective, should be lodged with the Bank at its Registered Office not later than 48 hours before the commencement of the meeting (i.e. on or before Wednesday, August 14, 2019 at 2.00 p.m.).

Corporate Members intending to send their Authorised Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution / Authority, authorising the Representative to attend the meeting.

2. Members / Proxies / Authorised Representatives should bring the Attendance Slip duly filled in for attending the AGM and hand it over at the Registration Counter at the venue. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the Attendance Slip for attending the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the Resolutions stated at Item Numbers 3 to 9 is annexed hereto.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Bank provided that not less than 3 days' notice in writing of the intention so to inspect is given to the Bank.

All documents referred to in the accompanying Notice, Explanatory Statement, and terms and conditions of appointment of Directors / Chairman are available in physical or electronic form and are open for Inspection at the Registered Office / Corporate Office and Secretarial & Investor Services Office of the Bank on all working days except Saturdays, Sundays and Bank holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.

5. The Register of Directors and Key Managerial Personnel and their Shareholdings, 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 (Share Based Employee Benefits) Regulations, 2014 will be available for inspection at the AGM.
6. The Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, August 10, 2019 up to Friday, August 16, 2019 (both days inclusive) for determining the entitlement of the Shareholders for Dividend on Equity Shares for FY 2018-19:
 - i) in case of Members holding shares in physical form, whose names appear in the Register of Members of the Bank, on or before the cut-off date, i.e., Friday, August 9, 2019;
 - 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 Friday, August 9, 2019.
7. Dividend would be made payable on or after Wednesday, August 21, 2019 to the Shareholders whose names appear in the Register of Members on Friday, August 9, 2019.
8. Soft copy of the Notice of AGM along with the copy of Annual Report 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 Bank's 'Green Initiative', Shareholders who have not registered their e-mail addresses may please register the same, along with their contact numbers, with the Bank by sending details to investor@indusind.com or with Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in to enable the Bank to communicate to them the information about various developments in the Bank.

For Members who have not registered their e-mail addresses, physical copies of the Annual Report and the AGM Notice indicating, inter alia, the process and manner of Remote e-voting along with Attendance Slip and Proxy Form shall be sent in the permitted mode.

Further, Shareholders who have registered their e-mail addresses and wish to avail physical copies of the Notice / Annual Report will be provided the same upon request.

9. Brief profile and other relevant information about Directors seeking appointment / re-appointment, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Notice.
10. The Board of Directors of the Bank appointed M/s Haribhakti & Co. LLP as the Statutory Auditors of the Bank for FY 2019-20, due to RBI's direction under their Enforcement Action Framework and the consequent resignation of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai. The details are given in the Explanatory Statement to the Notice.
11. Pursuant to Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2012 which remains unpaid or unclaimed for period of seven years, shall become due for transfer on **August 21, 2019** to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to the Secretarial and Investor Services of the Bank at 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093 or to Link Intime India Pvt. Ltd., Registrars & Share Transfer Agents of the Bank at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 **as early as possible but not later than Saturday, August 10, 2019.**

Intimation Letters were sent on May 13, 2019 to Shareholders who have not claimed their dividends for 2011-12 for seven consecutive years. An Advertisement was also published in Financial Express (all editions) and Loksatta (Pune region) on May 14, 2019 requesting the shareholders to claim the dividends from the Bank by Saturday, August 10, 2019, failing which their shares would be transferred to the IEPF Authority within 30 days from the due date, i.e., August 21, 2019.
12. The Bank has already transferred all shares in respect of which dividend had not been paid or claimed for seven consecutive years or more along with unpaid or unclaimed dividend declared for the financial year ended March 31, 2011 and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed their

dividends for the year 2010-11 may claim their Dividend / Shares from the IEPF Authority, by submitting an application in e-form IEPF 5. The detailed procedure for claiming the Shares / Dividend amount which have been transferred to IEPF is available at: <http://www.iepf.gov.in/IEPFA/refund.html>

13. The information pertaining to Unpaid or Unclaimed Dividends and the details of such Members and the Shares due for transfer to the IEPF Authority are also available on the Bank's website at www.indusind.com.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited, Registrar & Share Transfer Agent, or to the Secretarial and Investor Services Cell of the Bank.
15. Members holding shares in physical mode are requested to register their email IDs with the Registrar & Share Transfer Agents of the Bank, and Members holding shares in Demat mode are requested to register their e-mail IDs with their respective DP in case the same is still not registered. Members are also requested to notify any change in their e-mail ID or bank mandates or address to the Bank and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Bank. In respect of holdings in electronic form, Members are requested to notify any change of e-mail ID or bank mandates or address to their Depository Participants.
16. Members holding shares in electronic form may please note that their bank details as furnished to the respective Depositories will be printed on their Dividend Warrants as per the applicable regulations. The Bank will not entertain any direct request from such Members for deletion or change of such bank details.

Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.

In order to avoid fraudulent encashment of Dividend Warrants, Members holding shares in physical form are requested to send to the Registrar & Share Transfer Agent of the Bank at the address mentioned in Note No. 11 above, on or before **Monday, August 5, 2019** their Bank Mandate (providing details of name and address of the Bank's branch, PIN Code and particulars of the Bank Account) or changes therein, if not provided earlier, under the signature of the Sole / First holder quoting their Folio Number. This information shall be printed on the Dividend Warrants. Members may also avail of the Electronic Clearing Service ('ECS') mandate facility provided by the Bank.

17. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Bank to consolidate their holdings in one folio.
18. Members holding shares in physical form are advised to dematerialize their shareholding to avail benefits of dematerialization which include easy liquidity, since trading is permitted only in Demat form.
19. Members can avail of the Nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Bank. Blank forms will be supplied on request.
20. Members desirous of getting information related to the Accounts and / or operations of the Bank are requested to write to the Bank at investor@indusind.com at least seven days before the date of the Annual General Meeting.
21. In compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), 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 the Members to cast their votes electronically on the Resolutions mentioned in the accompanying Notice. In case of any unforeseen technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, Members would be provided Ballot Papers for casting their votes at the meeting.

The Bank has engaged the services of "National Securities Depository Limited" ('NSDL') for providing e-voting facility and to enable the Members to cast their vote in a secure manner.

The 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 Tuesday, August 13, 2019

End of remote e-voting: At 5.00 p.m. on Thursday, August 15, 2019

Remote e-Voting shall not be allowed beyond 5.00 p.m. on Thursday, August 15, 2019. During the e-Voting period, Shareholders 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 the purpose of e-voting is Friday, August 9, 2019.

22. Voting Rights of the Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Bank as on the cut-off date, and they may cast their votes electronically.
23. 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) are 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 cut-off date for e-Voting.
24. Members who have registered their e-mail IDs with the Bank / their respective Depository Participants are being forwarded Login ID and Password for Remote e-Voting via e-mail.
25. Any person, who acquires shares of the Bank and becomes a Member of the Bank after dispatch of this Notice and holds shares as of the cut-off date, i.e., Friday, August 9, 2019 may obtain Login ID and Password by sending a request to evoting@nsdl.co.in by mentioning his / her Folio No. / DP ID and Client ID. However, Members already registered with NSDL for e-Voting can use their existing User ID and Password for casting their votes.
26. The Bank has appointed Mr. S. N. Bhandari (C.P. 366), or failing him Ms Manisha Maheshwari (C.P. 11031), Practising Company Secretaries, from M/s Bhandari & Associates, Company Secretaries as 'Scrutinizer', for conducting the Remote e-Voting process, including Electronic Voting at the AGM, in a fair and transparent manner.
27. The person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Friday, August 9, 2019, shall be entitled to avail of the facility of Remote e-Voting as well as electronic voting at the AGM.
28. A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.
29. In addition to Remote e-Voting, the facility for voting through the Electronic Voting System shall also be made available at the AGM. Members attending the AGM and who have not cast their vote through Remote e-Voting may cast their votes at the AGM.
30. 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.
31. 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 48 hours 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 any other Director or any other person authorised in writing, who shall countersign the same.
32. Members who have cast their votes by Remote e-Voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.
33. The results shall be declared on the above resolutions after the Annual General Meeting of the Bank and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Bank at www.indusind.com within 48 hours of passing of the resolutions at the Annual General Meeting of the Bank and shall be communicated to National Stock Exchange of India Limited and BSE Limited.
34. The Route Map of the Venue of the Meeting is provided at the end of the Notice. **The prominent landmark for the Venue is 'Opposite Pune Railway Station'.**
35. Webcast facility: The Bank is pleased to provide the facility of live webcast of proceedings of Annual General Meeting. Members who are entitled to participate in the Annual General Meeting can view the proceeding of the Meeting by

logging on the e-voting website of NSDL at <https://www.evoting.nsdl.com> using their secure login credentials. Members are encouraged to use the webcast facility.

36. **Instructions for Electronic Voting at the AGM / remote e-Voting are as under:**

The way to cast votes electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your votes electronically on NSDL e-Voting system.

Details for Step 1 are given below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., cast your votes 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*****101456001***
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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your votes.
- 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 e-mail ID is registered in your Demat account or with the Bank, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.
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.co.in mentioning your Demat Account number / Folio number, your PAN, your Name and your Registered Address.
 - 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, the Home page of e-Voting will open.

Details for Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Bank to cast your votes.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your votes 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 indusindscrutinizer@gmail.com or iblevoting@indusind.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended that you do not 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 to the 'Frequently Asked Questions' (FAQs) for Shareholders and the e-voting User Manual for Shareholders available at the download section of www.evoting.nsdl.com / call on Toll-free Number 1800-222-990 / send a request at evoting@nsdl.co.in. Alternatively, you may contact Mrs. Pallavi Mhatre, Assistant Manager on 91 22 2499 4600 or may write to her at TradeWorld, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013.

EXPLANATORY STATEMENT IN RESPECT OF ORDINARY / SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointing of a Director in place of Mr. Romesh Sobti (DIN: 00031034), who retires by rotation and, being eligible, offers himself for re-appointment

Section 152 (6) of the Companies Act, 2013 provides that not less than two-thirds of the total number of Directors of a public company shall be liable to retire by rotation, and that one-third of such Directors as are liable to retire by rotation shall retire from office at every Annual General Meeting (AGM) of the company.

Section 149 (13) of the Act provides that provisions pertaining to retirement of Directors by rotation shall not be applicable to Independent Directors.

As on March 31, 2019, the Bank's Board comprised ten Directors of which, three Independent Directors, viz., Mrs. Kanchan Chitale, Mr. Shanker Annaswamy and Dr. T.T. Ram Mohan continue to satisfy the criteria prescribed under Section 149(6) of the Act and are not liable to retire by rotation.

Mr. Yashodhan Kale, Non-Executive Director completed his tenure, and has ceased to be Director w.e.f April 16, 2019.

Mr. R. Seshasayee, Non-Executive Part-time Chairman of the Bank is scheduled to retire on July 24, 2019, on completion of his tenure.

Mrs. Akila Krishnakumar, Mr. Arun Tiwari, Mr. Siraj Chaudhry and Mr. Rajiv Agarwal being 'Additional Directors' shall retire at this AGM, and therefore cannot be subject to Retirement by Rotation.

In terms of Section 152 of the Act, Directors liable to retire by rotation at every AGM shall be those who have been longest in office.

Reserve Bank of India had, vide their letter dated January 16, 2018, conveyed their approval for the re-appointment of Mr. Romesh Sobti as 'Managing Director & CEO' from February 1, 2018 until March 23, 2020.

In view of the above, out of the Directors liable to retire by rotation, Mr. Romesh Sobti, Managing Director & CEO, being longest in Office, retires by rotation and being eligible offers himself for re-appointment.

Brief profile of Mr. Romesh Sobti is included separately in the Notice, in compliance with Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the re-appointment of Mr. Romesh Sobti, set out at Item No. 3 of the Notice for approval by the Members.

Mr. Romesh Sobti is not related to any other Director of the Bank.

None of the Directors other than Mr. Romesh Sobti or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 4

Appointment of Statutory Auditors

M/s S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Bank by the Members at the Twenty-fourth Annual General Meeting (AGM) of the Bank held on July 26, 2018, until the conclusion of this AGM.

Reserve Bank of India had, vide Press Release dated June 3, 2019, in terms of their Enforcement Action Framework decided not to approve M/s S.R. Batliboi & Co. LLP for carrying out Statutory Audit assignments in commercial banks, starting April 1, 2019.

The Board of Directors had accordingly decided not to continue with M/s S.R. Batliboi & Co. LLP for the audit assignment of the Bank for FY 2019-20. M/s S.R. Batliboi & Co. LLP have tendered their resignation as Statutory Auditors of the Bank.

The Board of Directors of the Bank had approved the recommendation of the Audit Committee of the Board for appointment of M/s Haribhakti & Co. LLP as the Statutory Auditors of the Bank for FY 2019-20, subject to approval of Reserve Bank of India and the shareholders, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank.

RBI have vide their letter dated July 8, 2019 approved the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W / W100048) as Statutory Auditors of the Bank for FY 2019-20.

M/s Haribhakti & Co. LLP, Chartered Accountants, 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.

There will be no material change in the proposed fees payable to M/s Haribhakti & Co. LLP, Chartered Accountants, the new Statutory Auditors, from the fees paid to the outgoing Auditor. The Board of Directors of the Bank shall determine the same based on recommendations of Audit Committee of the Board of Directors.

Brief Profile of Statutory Auditors

M/s Haribhakti & Co. LLP, Chartered Accountants

- Founded in 1954 by Mr. V B Haribhakti, a visionary leader; firm in operation for 65 years now.
- Large domestic firm with 450+ members including Partners, Directors, Associate Directors, Managers, Associates, Article Trainees, etc.
- Provides a whole range of assurance, accounting, advisory and consulting services, nationally and internationally, through separate service divisions viz., Audit & Assurance, Risk & Advisory, Corporate Finance Advisory, Tax & Regulatory and Global Knowledge Services.
- Nationally integrated firm having own branch network in major cities like Mumbai, Delhi, Bengaluru, Kolkata, Pune, Hyderabad, Chennai and Ahmedabad
- An independent member of Baker Tilly International Network
- Audit experience in various forms of banking companies – Private banks, Public sector banks, Foreign banks and Co-operative banks. Unique experience as statutory auditor of the RBI as well as NABARD, SIDBI and EXIM Bank.
- Amongst peer banks, have audited HDFC Bank earlier and currently are the Statutory Auditors of Axis Bank
- Wide audit experience amongst NBFCs, life and general insurance companies, Mutual Funds and AMCs

The Board of Directors recommends the passing of the Ordinary Resolution for appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Bank for FY 2019-20.

None of the Directors and Key Managerial Personnel of the Bank or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the Ordinary Business of this Notice

ITEM NO. 5

Appointment of Mrs. Akila Krishnakumar (DIN: 06629992) as 'Non-Executive Independent Director'

Mrs. Akila Krishnakumar was inducted in the Board of the Bank on August 10, 2018 as 'Additional Director', pursuant to Section 161 of the Companies Act, 2013, and holds office up to this AGM.

The Nomination & Remuneration Committee of the Board had recommended to the Board of Directors the appointment of Mrs. Akila Krishnakumar as 'Non-Executive Independent Director' for a period of four consecutive years from the date of her appointment in the Bank's Board.

Mrs. Akila Krishnakumar meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 10A of Banking Regulation Act, 1949 and all other applicable laws, as amended from time to time, and is independent of the Bank's Management.

The Board of Directors had accordingly, by Circular Resolution, approved Mrs. Akila Krishnakumar's appointment as 'Additional Director' in the category of 'Non-Executive Independent Director' in the Bank.

The Bank has received Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the Office of Director .

Members are requested to consider Mrs. Akila Krishnakumar's appointment as Director of the Bank in the category of 'Non-Executive Independent' up to August 9, 2022 .

Brief profile of Mrs. Akila Krishnakumar and her remuneration details are included separately in the Notice, as required pursuant

to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

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

Mrs. Akila Krishnakumar is not related to any other Director of the Bank.

None of the Directors other than Mrs. Akila Krishnakumar or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 6

Appointment of Mr. Arun Tiwari (DIN: 05345547) as 'Non-Executive Independent Director'

Mr. Arun Tiwari was inducted in the Board of the Bank on August 10, 2018, as 'Additional Director', pursuant to Section 161 of the Companies Act, 2013, and holds office up to this AGM.

The Nomination & Remuneration Committee of the Board had recommended to the Board of Directors the appointment of Mr. Arun Tiwari as 'Non-Executive Independent Director' for a period of four consecutive years from the date of his appointment in the Bank's Board.

Mr. Arun Tiwari meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 10A of Banking Regulation Act, 1949 and all other applicable laws, as amended from time to time, and is independent of the Bank's Management.

The Board of Directors had accordingly by Circular Resolution, approved Mr. Arun Tiwari's appointment as 'Additional Director' in the category of 'Non-Executive Independent Director' in the Bank.

The Bank has received Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the Office of Director.

Members are requested to consider Mr. Arun Tiwari's appointment as Director of the Bank in the category of 'Non-Executive Independent' up to August 9, 2022.

Brief profile of Mr. Arun Tiwari and his remuneration details are included separately in the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

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

Mr. Arun Tiwari is not related to any other Director of the Bank.

None of the Directors other than Mr. Arun Tiwari or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 7

Appointment of Mr. Siraj Chaudhry (DIN: 00161853) as 'Non-Executive Independent Director'

Mr. Siraj Chaudhry was inducted in the Board of the Bank on January 3, 2019, as 'Additional Director', pursuant to Section 161 of the Companies Act, 2013, and holds office up to this AGM.

The Nomination & Remuneration Committee of the Board had recommended to the Board of Directors the appointment of Mr. Siraj Chaudhry as 'Non-Executive Independent Director' for a period of four consecutive years from the date of his appointment in the Bank's Board.

Mr. Siraj Chaudhry meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 10A of Banking Regulation Act, 1949 and all other applicable laws, as amended from time to time, and is independent of the Bank's Management.

The Board of Directors had accordingly, by Circular Resolution, approved Mr. Siraj Chaudhry's appointment as 'Additional Director' in the category of 'Non-Executive Independent Director' in the Bank.

The Bank has received Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the Office of Director.

Members are requested to consider Mr. Siraj Chaudhry's appointment as Director of the Bank in the category of 'Non-Executive Independent' up to January 2, 2023 .

Brief profile of Mr. Siraj Chaudhry and his remuneration details are included separately in the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

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

Mr. Siraj Chaudhry is not related to any other Director of the Bank.

None of the Directors other than Mr. Siraj Chaudhry or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 8

Appointment of Mr. Rajiv Agarwal (DIN: 00336487) as 'Non-Executive Independent Director'

Mr. Rajiv Agarwal was inducted in the Board of the Bank on March 15, 2019, as 'Additional Director', pursuant to Section 161 of the Companies Act, 2013, and holds office up to this AGM.

The Nomination & Remuneration Committee of the Board had recommended to the Board of Directors the appointment of Mr. Rajiv Agarwal as 'Non-Executive Independent Director' for a period of four consecutive years from the date of his appointment in the Bank's Board.

Mr. Rajiv Agarwal meets the criteria under Section 149(6) of the Companies Act, 2013, read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 10A of Banking Regulation Act, 1949 and all other applicable laws, as amended from time to time, and is independent of the Bank's Management.

The Board of Directors had accordingly, by Circular Resolution, approved Mr. Rajiv Agarwal's appointment as 'Additional Director' in the category of 'Non-Executive Independent Director' in the Bank.

The Bank has received Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the Office of Director .

Members are requested to consider Mr. Rajiv Agarwal's appointment as Director of the Bank in the category of 'Non-Executive Independent' up to March 14, 2023 .

Brief profile of Mr. Rajiv Agarwal and his remuneration details are included separately in the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

The Board recommends the Resolution set out in Item No. 8 of the Notice to be passed by the Members as Ordinary Resolution.

Mr. Rajiv Agarwal is not related to any other Director of the Bank.

None of the Directors other than Mr. Rajiv Agarwal or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 9

Issue of Long-Term Bonds / Non-Convertible Debentures on Private Placement Basis

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 mandates 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, by means of a Special Resolution, for each of the offers or invitations. In case of Offers or Invitations for Non-Convertible Debentures, it is 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 Basel III-compliant Additional Tier I / Tier II debt instruments or any other instruments of a similar nature. Resolution under Section 42 of the Act shall be valid for a period of one year from the date of passing. In the last AGM of the Bank held on July 26, 2018, approval

of the Shareholders had been obtained for issuance of Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Bonds including Infrastructure Bonds and Subordinated Non-Convertible Debentures eligible to be included in the Additional Tier I and Tier II Capital of the Bank, upto ₹ 20,000 crores (Rupees Twenty thousand crores only) on Private Placement basis, which is valid for a period of one year from the date of receipt of Shareholders' approval.

Considering the revised guidelines issued by Reserve Bank of India on issue of Long-Term Bonds / Basel III compliant Additional Tier I and Tier II Bonds, and the fact that these Bonds will also assist the Bank in reducing Asset-Liability mismatches, the Board of Directors in their meeting held on July 12, 2019, approved obtaining the consent of the Members for borrowing of monies / raising of funds in Indian / Foreign Currency by way of issue of Securities including but not limited to Long-Term Bonds including Infrastructure Bonds / NCDs / Medium Term Notes (forming part of Tier I / Tier II Capital in accordance with Basel III Capital Regulations) or any other instrument of a similar nature upto ₹ 20,000 crores (Rupees Twenty thousand crores only) in one or more tranches in domestic and / or overseas market in Indian or Foreign Currency, whether Secured or Unsecured as permitted by the Reserve Bank of India, to the eligible investors on Private Placement basis, on such terms and conditions as may be decided by the Board of Directors or any Committee of the Board or such other person(s) as may be authorized by the Board, from time to time. This would form part of the overall borrowing limit as approved by the Members from time to time, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The above-mentioned Bonds / NCDs 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 the Face Value, depending upon the prevailing market conditions and on such terms and conditions including the Interest, Tenor, Coupon, Repayment, Security, etc. or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board shall in its absolute discretion deem fit, without being required to seek any further consent or approval from Members and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution.

Approval of the Members is requested by way of a Special Resolution for issuance of Long-Term Bonds, including Infrastructure Bonds / Subordinated Non-Convertible Debentures (NCDs) / Bonds eligible to be included in the Additional Tier I and Tier II Capital of the Bank in the Domestic / Overseas market, on Private Placement basis, in one or more tranches under one or more Shelf Disclosure Documents and one or more Letters of Offer, and on such terms and conditions for each series / tranches including the Price, Coupon, Premium, Discount, Tenor, Interest, Repayment, Security etc., as deemed fit by the Board for an amount not exceeding ₹ 20,000 crores (Rupees Twenty thousand crores only).

The Board of Directors therefore recommend the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

None of the Directors or the Key Managerial Personnel of the Bank or their relatives are interested, financially or otherwise, in the said Resolution.

**By Order of the Board
For IndusInd Bank Limited**

Sd/-

**Haresh K. Gajwani
Company Secretary
(Membership No. A 18225)**

**Place: Mumbai
Date: July 12, 2019**

Corporate Office:

8th Floor, Tower No.1, One Indiabulls Centre,
841, Senapati Bapat Marg, Elphinstone Road (W),
Mumbai – 400 013, Maharashtra
E-mail: investor@indusind.com, Website: www.indusind.com
Secretarial & Investor Services – Phone +91 (022) 6641 2487 / 2359

Annexure to the Items Numbers 3 and 5 to 9 of the Notice:
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE TWENTY-FIFTH ANNUAL GENERAL MEETING

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

1. Mr. Romesh Sobti, Managing Director & CEO

DIN	00031034
Date of Birth	March 24, 1950
Age	69 years
Date of first Appointment on the Board of the Bank	February 1, 2008
Qualifications	B.E. (Hons.) in Electrical Engineering; and Diploma in Corporate Laws and Secretarial Practice.
Brief Resume including experience	<p>Mr. Romesh Sobti has been Managing Director & CEO of the Bank since February 1, 2008.</p> <p>Mr. Sobti is a career banker with 44 years of experience in all 3 sectors of banking - public, foreign and private.</p> <p>Mr. Sobti was the Executive Vice President – Country Executive, India and Head, UAE and Sub-Continent, at ABN AMRO Bank N.V. He joined ABN AMRO Bank N.V. in November 1990 and over a 17 year period, was CEO for 12 years.</p> <p>In his banking career, Mr. Sobti has also been associated with ANZ Grindlays Bank plc (now Standard Chartered Bank) and State Bank of India in the past.</p>
Nature of his Expertise in specific functional areas	Banking
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed entities)	None
No. of Equity Shares held in the Bank as on March 31, 2019	7,30,000
No. of Board meetings attended during the year	11 / 12
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be decided by the Board of Directors, and approved by the Reserve Bank of India, from time to time.
Remuneration paid per annum	As approved by Reserve Bank of India.
Remuneration last drawn	Details of Remuneration paid to the Managing Director & CEO during FY 2018-19, is given in the 'Report on Corporate Governance' which forms an integral part of this Annual Report.

2. Mrs. Akila Krishnakumar, Additional Director

DIN	06629992
Date of Birth	March 31, 1962
Age	57 years
Date of first Appointment on the Board of the Bank	August 10, 2018
Qualifications	Masters in Management Studies
Brief Resume including experience	<p>Mrs. Akila Krishnakumar was 'President of Global Technology and Country Head' until February 2013 at SunGard – a Fortune 500 Company and a global leader in Financial Services Software.</p> <p>During her career of 30 years, she has led Technology-driven companies which were building enterprise-scale solutions across the world.</p> <p>Her focus has been on operational excellence, talent engagement and customer relevance, which has repeatedly delivered robust returns for many businesses that she has managed.</p> <p>She had been on the Board of State Bank of Mysore from June 1, 2016 to March 31, 2017.</p>
Nature of his Expertise in specific functional areas	Information Technology & Payments Systems
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed entities)	
1. Directorships in other listed entities:	<p>(i) Heidelberg Cement India Ltd.</p> <p>(ii) Matrimony.com Ltd.</p>
2. Chairmanships of the Committees' of other Boards:	NIL
3. Membership of Committees of other Boards	(i) Risk Management Committee
No. of Equity Shares held in the Bank as on March 31, 2019	NIL
No. of Board meetings attended during the year	5/6 *
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Sitting Fees and Commission on the profit within the limits stipulated by law.
Remuneration last drawn	<p>Remuneration for the period from Date of Appointment until March 31, 2019.</p> <p>Sitting Fees: ₹ 7,20,000/-</p> <p>Commission: ₹ 6,41,304/-</p>

*Note: The number of Board Meetings attended by Additional Directors is as per their individual dates of appointment.

3. Mr. Arun Tiwari, Additional Director

DIN	05345547
Date of Birth	July 1, 1957
Age	61 years
Date of first Appointment on the Board of the Bank	August 10, 2018
Qualifications	M. Sc. in Chemistry
Brief Resume including experience	<p>Mr. Arun Tiwari has over 38 years of experience in Banking and Financial Market Operations.</p> <p>Mr. Tiwari had been Chairman & Managing Director of Union Bank of India from December 2013 to June 2017.</p> <p>Prior to that, Mr. Tiwari was Executive Director of Allahabad Bank from June 2012 to December 2013.</p> <p>He has, in the past, also held the position of Deputy Chairman of Indian Bank's Association, and has been Member of Governing Council of Indian Institute of Banking & Finance.</p> <p>Mr. Tiwari is Member of the Governing Council, Bankers Institute of Rural Development.</p>
Nature of his Expertise in specific functional areas	Banking
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed entities)	
1. Directorships in other listed entities:	(i) Setco Automotive Ltd.
2. Chairmanships of the Committees of other Boards:	NIL
3. Membership of Committees of other Boards	(i) Audit Committee
No. of Equity Shares held in the Bank as on March 31, 2019	Nil
No. of Board meetings attended during the year	5/6*
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Sitting Fees and Commission on the Profit within the limits stipulated by law.
Remuneration last drawn	<p>Remuneration for the period from Date of Appointment until March 31, 2019.</p> <p>Sitting Fees: ₹ 13,70,000/-</p> <p>Commission: ₹ 6,41,304/-</p>

*Note: The number of Board Meetings attended by Additional Directors is as per their individual dates of appointment.

4. Mr. Siraj Chaudhry, Additional Director

DIN	00161853
Date of Birth	January 8, 1967
Age	52 years
Date of first Appointment on the Board of the Bank	January 3, 2019
Qualifications	Masters in Business Administration
Brief Resume including experience	<p>Mr. Siraj Chaudhry was Chairman of Cargill India and is currently an advisor to the company. His tenure at Cargill spanned nearly 24 years, and included handling the leadership role in India, as well as a global commodity trading role in Geneva.</p> <p>Under his leadership since 2007, Cargill India successfully built both consumer FMCG businesses in India, and Institutional businesses, backed by world class manufacturing facilities, robust sales and distribution network, and a wide brand portfolio.</p> <p>Mr. Chaudhry is on the Board of Tata Global Beverages Ltd. and Tata Coffee Ltd. as an Independent Director.</p> <p>Mr. Chaudhry holds a MBA from the Indian Institute of Foreign Trade (IIFT) and is a graduate of SRCC, University of Delhi.</p> <p>Mr. Chaudhry has been the past Chair of the National Committee on Food Processing at FICCI and the National Alliance for Edible Oil Fortification, a joint initiative by CII and GAIN to address malnutrition through food fortification.</p> <p>Mr. Chaudhry is presently President of the Food Industry Skill Council under the NSDC. He chairs the Agriculture and Food Committee of USIBC in India and Co- Chairs the Agriculture and Food Committee at American Chambers of Commerce.</p> <p>Mr. Chaudhry has been actively engaged with World Economic Forum on their Agriculture agenda in India. He is a thought leader in the space of Agriculture and Food and is consulted by Central and State Governments for his views in these fields.</p> <p>Mr. Chaudhry is actively involved with several non-governmental organizations, and provides leadership to a few, including India Food Banking Network, United Way of Delhi and Enactus India.</p>
Nature of his Expertise in specific functional areas	Agriculture & Rural Economy
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed entities)	
1. Directorships in other listed entities:	(i) Tata Coffee Ltd. (ii) Tata Global Beverages Ltd.
2. Chairmanships of the Committees' of other Boards:	(i) Risk Management Committee

3. Membership of Committees of other Boards	(i) Audit Committee (ii) M&A Committee (iii) Nomination & Remuneration Committee (iv) Corporate Social Responsibility Committee
No. of Equity Shares held in the Bank as on March 31, 2019	Nil
No. of Board meetings attended during the year	3/ 3*
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Sitting Fees and Commission on the profit within the limits stipulated by law.
Remuneration last drawn	Remuneration for the period from Date of Appointment until March 31, 2019. Sitting Fees: ₹ 4,50,000/- Commission: ₹ 2,44,444/-

*Note: The number of Board Meetings attended by Additional Directors is as per their individual dates of appointment..

5. Mr. Rajiv Agarwal, Additional Director

DIN	00336487
Date of Birth	January 4, 1957
Age	62 years
Date of first Appointment on the Board of the Bank	March 15, 2019
Qualifications	B.SC (Hons.) Physics, Post Graduate – Polymer Science.
Brief Resume including experience	<p>Mr. Rajiv Agarwal, B. Sc. (Physics), completed the 2-year Course in Materials Science in Cranfield Institute of Technology, UK.</p> <p>Mr. Agarwal has about 38 years of experience in 'Small Scale Industries' segment.</p> <p>Mr. Agarwal had started his career in the family business at JG Vacuum Flasks Pvt. Ltd., manufacturers of thermos flasks and vacuum refills, with significant exports to Europe.</p> <p>During his career, Mr. Agarwal has been a Promoter in several small-scale ventures, primarily manufacturing concerns.</p> <p>Mr. Agarwal is presently Director in Rightsource Technologies Pvt. Ltd. and Autopress India Pvt. Ltd. He is also a Partner in Sensory Solutions.</p> <p>Rightsource Technologies Pvt. Ltd. is a Consulting Company working as a local strategic buying office for large international company manufacturing home and kitchen appliances and cookware.</p> <p>Autopress India Pvt. Ltd., a high-end manufacturer of cookware in the Indian market, was one of the first companies to bring "Triply" cookware under the brand name of STAHL. STAHL is present in about 1,400 top retail outlets across India. STAHL has also brought the first Triply Pressure Cooker to the Indian market.</p>
Nature of his Expertise in specific functional areas	Small Scale Industry
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed entities)	None
No. of Equity Shares held in the Bank as on March 31, 2019	Nil
No. of Board meetings attended during the year	1/1*
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
Remuneration sought to be paid	Sitting Fees and Commission on the profit within the limits stipulated by law.
Remuneration last drawn	<p>Remuneration from Date of Appointment until March 31, 2019.</p> <p>Sitting Fees: ₹ 1,20,000/-</p> <p>Commission: ₹ 47,222/-</p>

*Note: The number of Board Meetings attended by Additional Directors is as per their individual dates of appointment.

Bank's Branches

Details of branches are accessible on the Bank's website at:

<https://www.indusind.com/locate-us.html?q1=&q2=branches>

Location Map - Venue of the 25th Annual General Meeting is given below:

