

IndusInd Bank

May 30, 2019

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

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

NSE Symbol: INDUSINDBK

BSE Scrip Code: 532187

Madam / Dear Sir,

Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19

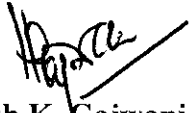
In compliance with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we furnish herewith the Annual Compliance Report for FY 2018-19 issued by Mr. S. N. Bhandari, FCS No. 761, CP No. 366, Partner, Bhandari & Associates, Practicing Company Secretaries.

A copy of this letter is being uploaded on the Bank's website at www.indusind.com

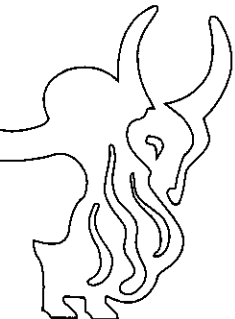
We request you to take the above information on record.

Thanking you,

Yours faithfully,
For IndusInd Bank Limited


Haresh K. Gajwani
Company Secretary

Encl. a/a



IndusInd Bank Limited, Building No. 7, Solitaire Corporate Park, Andheri- Ghatkopar Link Road,
Chakala, Andheri E, Mumbai - 400 093, India. Tel: (0022) 66412200

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

BHANDARI & ASSOCIATES

Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East, Mumbai - 400 059
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303
Email: mumbai@anilashok.com

Secretarial Compliance Report of IndusInd Bank Limited for the year ended March, 31, 2019

*[Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular
CIR/CFD/CMD1/27/2019 dated 08th February, 2019]*

We, Bhandari & Associates, Company Secretaries have examined:

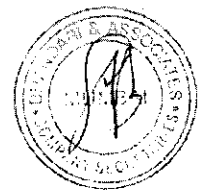
- a) all the documents and records made available to us and explanation provided by **IndusInd Bank Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2019** ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("Listing Regulations")
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;#
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



B&A

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; #
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

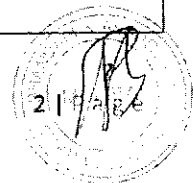
and circulars/ guidelines issued thereunder;

The Regulations or Guidelines, as the case may be were not applicable for the period under review.

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p>Regulation 30 - Disclosure of events or information.</p> <p>As per Regulation 30 (6) of the Listing Regulations read with Schedule III, the listed entity shall disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. Provided that in case the disclosure is made after twenty four hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay.</p> <p>Schedule III, Part A, Para A</p> <p>Point no 2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.</p>	<p>The listed entity had allotted 33,930 equity shares under Employee Stock Option Scheme on February 4, 2019 and the intimation of the allotment was duly filed with NSE but remained to be filed with BSE.</p>	<p>On being informed of the omission, submitted the announcement to BSE on May 29, 2019 with request to condone the delay.</p>



2	Regulation 60 (2) - Record Date (2) The listed entity shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date or of as many days as the stock exchange(s) may agree to or require specifying the purpose of the record date.	The listed entity has filed the intimations of the record date(s) for the purposes of payment of interest in respect of the bonds/NCDs less than seven working days in advance with NSE during the review period. (Bonds/NCDs listed only at NSE.)	Intimations w.r.t. record date for payment of interest were filed with NSE in less than seven working days in advance.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

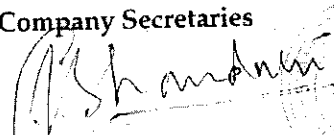
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
There were no such instances.				



d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable.				

For Bhandari & Associates
Company Secretaries


S. N. Bhandari

Partner

FCS No: 761; C P No. : 366

Mumbai | May 30, 2019