

**INDUSIND BANK LIMITED****IndusInd Bank**

CIN : L65191PN1994PLC076333

Registered Office: 2401, Gen. Thimmayya Road, East Street, Pune – 411 001, Maharashtra, India. Tel. : (020) 2623 4000/10  
 Secretarial & Investor Services: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093.  
 Tel.: (022) 6641 2487 / 2359; Email: companysecretary@indusind.com; Website: www.indusind.com

**POSTAL BALLOT FORM**

The last date for receipt of Postal Ballot is Monday, December 10, 2018, 5.00 p.m.

Sr. No. :

- 1 Name & registered address of the sole / first named Member (IN BLOCK LETTERS) :
- 2 Name(s) of the joint holder(s) (if any) :
- 3 Registered Folio Number/ DP ID No. and Client ID No.\* :  
\*(Applicable to Members holding shares in dematerialized form)
- 4 Number of Equity Share(s) held :

I / We hereby exercise my / our vote(s) in respect of the Resolution as detailed in the Notice dated November 3, 2018 convening Meeting of the Equity Shareholders of IndusInd Bank Limited on Tuesday, December 11, 2018 at Yashwantrao Chavan Academy of Development Administration (YASHADA), Rajbhavan Complex, Baner Road, Pune-411 007, Maharashtra, India as directed by the Mumbai Bench of the National Company Law Tribunal, vide its Order dated October 31, 2018, by sending my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Description of Resolution	No. of Equity Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
Resolution to approve the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited and IndusInd Bank Limited and IndusInd Financial Inclusion Limited under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013			

Place :

Date :

Signature of Shareholder(s)

**Electronic Voting Particulars**

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
110201		

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.



## GENERAL INSTRUCTIONS:

1. In compliance with the Order and the provisions of Sections 230(4), 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the Equity Shareholders with the facility to cast their votes either by way of Postal Ballot or Remote E-voting or voting at the venue of the Meeting by electronic mode / Ballot.
2. The voting period for Remote E-voting and Postal Ballot shall commence on and from Sunday, November 11, 2018 at 9.00 a.m. IST and end on Monday, December 10, 2018 at 5.00 p.m. IST. Voting shall not be allowed beyond the said time and date. The Remote E-voting module shall be disabled by NSDL for voting on Monday, December 10, 2018 at 5.00 p.m. IST. Once the vote on the Resolution is cast by a Shareholder, he or she will not be allowed to change it subsequently.
3. The Shareholder can opt for only one mode of voting, i.e., either through Remote E-voting or Postal Ballot or voting at the Meeting. If a Shareholder has opted for Remote E-voting, then he / she should not vote through Postal Ballot. However, in case a Shareholder casts votes both via Postal Ballot and Remote E-voting, voting through Remote E-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

## INSTRUCTIONS FOR CASTING VOTES THROUGH ELECTRONIC MODE:

Shareholders desiring to exercise their vote by using the Remote E-voting facility are requested to carefully follow the instructions given in Note No. 29 of the Notice to the Equity Shareholders of IndusInd Bank Limited dated November 3, 2018.

## INSTRUCTIONS FOR CASTING VOTES THROUGH POSTAL BALLOT:

1. Shareholders desiring to cast vote by Postal Ballot are requested to send duly completed and signed form in the enclosed pre-paid Business Reply Envelope to the Scrutinizer so as to reach not later than Monday, December 10, 2018 by 5.00 p.m. IST. Any Postal Ballot Form received after the said date and time period shall be treated as if the reply from the Shareholder has not been received.
2. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
3. Postal Ballot Forms deposited in person or sent by Post or Courier at the expense of the Shareholder will also be accepted. The Forms may also be deposited personally at the Bank's Registrar and Share Transfer Agent – Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai – 400 083 or at Secretarial & Investor Services Cell of the Bank - 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (E), Mumbai - 400 093.
4. Please convey your assent in column "FOR" or dissent in column "AGAINST" by a placing a tick (✓) mark in appropriate column in the Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
5. Shareholders are requested to fill Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. The Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Applicant Company). In case shares are jointly held, this Form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the Postal Ballot mentioning the Registration Number of the PoA with the Applicant Company or enclosing a copy of the PoA authenticated by a Notary.
7. In case of shares held by companies, societies etc., the duly completed form should be accompanied by a Certified Copy of the Board Resolution / Authorisation giving the requisite authority to the person voting on the Postal Ballot Form. There will be only 1 (One) Postal Ballot Form for every Registered Folio / Client ID irrespective of the number of joint holders.
8. Equity shareholders are requested not to send any other document (other than the Resolution / Authority as mentioned under "Process for Equity Shareholders opting for voting by Postal Ballot") along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
9. The vote on Postal Ballot cannot be exercised through a Proxy.
10. The voting rights of an Equity Shareholder shall be in proportion to their shareholding as on Friday, October 26, 2018. The voting rights of persons whose shares have been transferred to the Unclaimed Suspense Account / Investor Education and Protection Fund have been frozen. A person who is not a Member as on cut-off-date should treat the Notice for information purposes only.
11. A Shareholder may request for a duplicate Postal Ballot Form, if so required, from the Bank or the Bank's Registrar and Share Transfer Agent – Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai – 400 083.
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the Downloads section of NSDL's e-voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries / grievances relating to e-voting to Link Intime India Pvt. Ltd., at C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai – 400 083. Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number 1800 222 990 or by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
14. Voting by Postal Ballot or Remote E-voting does not disentitle any Shareholder from attending the Meeting. A Shareholder, after exercising his / her right to vote through Postal Ballot or Remote E-voting shall not be allowed to vote again at the Meeting.

## INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- i) A Form other than the one issued by the Bank has been used;
- ii) It has not been signed by or on behalf of the Shareholder(s);
- iii) Signature on the Postal Ballot Form does not match with the specimen signatures with the Bank / Depository;
- iv) It is not possible to determine without any doubt the assent or dissent of the Member;
- v) Neither assent nor dissent is mentioned;
- vi) Any competent authority has given directions in writing to the Bank to freeze the Voting Rights of the Member;
- vii) The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
- viii) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a Certified Copy of the relevant specific authority;
- ix) It is defaced or mutilated.