

IndusInd Bank

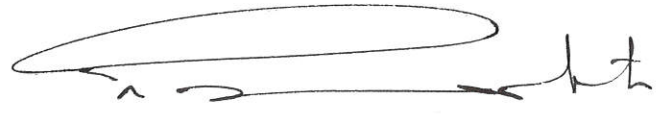
Compliance Report

It is hereby certified that the draft scheme of arrangement involving IndusInd Bank Limited, Bharat Financial Inclusion Limited (formerly SKS Microfinance Limited) and the wholly owned subsidiary of IndusInd Bank Limited (under incorporation) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SI	Reference	Particulars
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2.	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of the Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

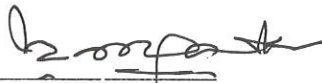


Haresh Gajwani
Company Secretary

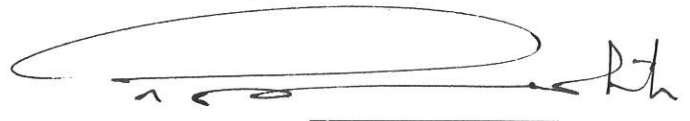



Romesh Sobti
Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving IndusInd Bank Limited, Bharat Financial Inclusion Limited (formerly SKS Microfinance Limited) and the wholly owned subsidiary of IndusInd Bank Limited (under incorporation) are in compliance with all the Accounting Standards applicable to a listed entity.



S. Zaregaonkar
Chief Financial Officer



Romesh Sobti
Managing Director

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CIN: L65191PN1994PLC076333

