

IndusInd Bank

December 11, 2018

**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 Dept.
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

Dear Sirs,

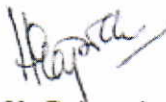
Sub: Regulation 44 of SEBI (Listing of Obligations and Disclosure Requirements) Regulations, 2015.

The National Company Law Tribunal, Mumbai Bench ('NCLT') convened meeting was held today as directed by NCLT vide Order dated October 31, 2018.

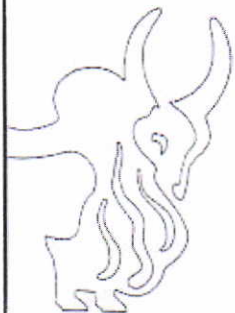
Please find attached Voting Results of the Equity Shareholders Meeting pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report.

This is for your information and records.

For IndusInd Bank Limited


Haresh K. Gajwani
Company Secretary

Encl. a / a



IndusInd Bank Limited, 701-801 Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (E),
Mumbai - 400 093, Maharashtra, India Tel: (022) 66412200 Fax: (022) 66412224

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

Date of the AGM/EGM	December 11, 2018 – NCLT convened meeting
Total number of shareholders on record date (Cut-off date : October 26, 2018)	1,51,761
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group: Public:	0 64 in person and 2 in proxy
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group: Public	

For Industrial Bank Ltd,


Company Secretary

Resolution No.	1							
Resolution Required : (Ordinary / Special)	Special Resolution to approve the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited and IndusInd Bank Limited and IndusIndFinancial Inclusion Limited under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	111	121	$[3]=\{[2]/[1]\} * 100$	141	151	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
	Poll	89827767	89827767	100.0000	89827767	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	335802588	89827767	100.0000	89827767	0	100.0000	0.0000
	Poll		235873309	70.2417	235741150	132159	99.9440	0.0560
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	176037862	235873309	70.2417	235741150	132159	99.9440	0.0560
	Poll		114125072	64.8298	113798955	326117	99.7142	0.2858
	Postal Ballot		151662	0.0862	151662	0	100.0000	0.0000
	Total		321670	0.1827	319667	2003	99.3773	0.6227
Total		601668217	114598404	65.0987	114270284	328120	99.7137	0.2863
			440299480	73.1798	439839201	460279	99.8955	0.1045

For IndusInd Bank Ltd.

Company Secretary



FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Sanjay Asher
The Chairperson appointed by the National Company Law Tribunal, Mumbai Bench
for NCLT convened Meeting of the Equity Shareholders of IndusInd Bank Limited,
held on 11th December 2018 at 2.00 p.m. (1400 hours)
at Yashwantrao Chavan Academy of Development Administration (Yashada),
Rajbhavan Complex, Baner Road, Pune 411 007, Maharashtra, India.

Sub: Consolidated Scrutinizer's Report on the results of voting conducted through Postal Ballot,
Remote E-voting and voting through electronic system at the venue of the meeting in
pursuance of directions issued by Mumbai Bench of National Company Law Tribunal vide
Order dated 31st October, 2018, passed in the Company Scheme Application No. 921 of
2018.

Dear Sir,

I, Bhaskar Soman, Practicing Company Secretary, (Membership No. 2481; CP: 3072), appointed
as the Scrutinizer for the purpose of the meeting conducted as per the order of the Hon'ble
Mumbai Bench of the National Company Law Tribunal dated 31st October, 2018, seeking
approval to the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited
(hereinafter referred to as "Amalgamating Company") and IndusInd Bank Limited (hereinafter
referred to as "Applicant Company"/ "Amalgamated Company") and IndusInd Financial
Inclusion Limited (hereinafter referred to as the "Transferee Company"), (hereinafter referred to
as the "Scheme" or the "Scheme of Arrangement"), pursuant to the provisions of Sections 230 -
232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 or
Companies Act, 1956, as applicable (including any statutory modification(s) or re-enactment
thereof).

I was appointed as Scrutinizer for the purpose of scrutinizing the:

- (a) Postal Ballot Form(s) received upto Monday 10th December , 2018 at 5.00 p.m. (IST);
- (b) Remote E-voting process that commenced on Sunday, 11th November , 2018 at 9.00 a.m.
and ended on Monday 10th December , 2018 at 5.00 p.m. (IST); and
- (c) Electronic voting at the venue of the meeting



on the resolution proposed in the Notice dated 3rd November , 2018.

I hereby submit my report as under:

The results of the voting by equity shareholders of Company (by way of e-voting at the venue, postal ballot and remote e-voting) are as under:

(i) Voted in favour of the Resolution:

Number of members voted by Postal Ballot / Remote E-voting and e- voting at venue of the meeting	% of total number of members voted by Postal Ballot / Remote E-voting and e- voting at venue of the	Number of votes (cast by them by Postal Ballot / Remote E-voting and e- voting at venue of the meeting)	% of total of number of valid votes cast (Postal Ballot / Remote E-voting and e- voting at venue of the meeting)
1785	95.09%	439839201	99.90

(ii) Voted against the Resolution:

Number of members voted by Postal Ballot / Remote E-voting and e- voting at venue of the meeting	% of total number of members voted by Postal Ballot / Remote E-voting and e- voting at venue of the	Number of votes (cast by them by Postal Ballot / Remote E-voting and e-voting at venue of the meeting)	% of total number of valid votes cast (Postal Ballot / Remote E-voting and e- voting at venue of the meeting)
53	2.82%	460279	0.10

(iii) Invalid votes:

0

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	18947

- (i) The Company on Tuesday, 6th November , 2018 completed the dispatch of the Notice convening the meeting along with Enclosures including the postal ballot forms and postage prepaid envelopes to the equity shareholders of the Company as on the cut-off date of Friday, 26th October , 2018.
- (ii) In compliance with the Order and the provisions of Sections 230(4), 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 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 .



The Company provided the facility of Remote E-voting and Postal Ballot to the eligible Equity Shareholders of the Company from Sunday, 11th November, 2018 at 9.00 a.m. and ended on Monday 10th December, 2018 at 5.00 p.m. (IST). Further, the Company at the meeting facilitated the Shareholders E-voting, who did not participate in the Remote E-voting or did not cast their vote through Postal Ballot.

- (iii) As per Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, I have unblocked the E-voting in the presence of Mr.Rohinton Framroze Batiwala and Mr. Mohan Lal Tejwani, who are not in employment of the Company.
- (iv) Particulars of postal ballot forms received from the members have been entered in the register separately maintained for the purpose.
- (v) The postal ballot forms were kept under my safe custody before commencing the scrutiny for such postal ballot forms.
- (vi) The postal ballot forms received till 10th December 2018, 5.00 pm were opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/List of Beneficial Owners received from the Depositories as on 26th October, 2018.
- (vii) I have downloaded the remote e-voting results report from the National Securities Depository Limited website by using the Scrutinizer's Login ID and password on 10th December, 2018 after 5.00 p.m. Indian Standard Time (IST).
- (viii) All postal ballot forms received upto the close of working hours, i.e. ,5.00 p.m. (IST) on 10th December, 2018, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- (ix) All votes cast by way of remote e-voting upto the close of working hours, i.e. 10th December, 2018 after 5.00 p.m. IST, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- (x) Envelopes containing postal ballot forms which are received after 10th December, 2018 after 5.00 p.m. IST, were not considered for my scrutiny. I have directed the Company to keep them separately.
- (xi) I did not find any defaced or mutilated ballot paper.
- (xii) The postal ballots were signed by any one of the joint holders and in case of corporate members, by their duly authorized representative, in terms of their respective board resolutions.
- (xiii) Sixty Four (64) members holding 465,769 shares were present at the meeting in person and Two (2) members holding 227,901 shares represented by Proxies.



Based on the reports generated from Remote E-voting system provided by NSDL, votes cast through Postal Ballot and votes cast at the venue of the meeting on the Resolution, I submit the Consolidated Results of voting:

Particulars	Remote e-voting		Postal Ballot		E-voting at the NCLT convened meeting		Total invalid votes	Total	
	No. of members	No. of votes cast by them	No. of members	No. of votes cast by them	No. of members	No. of votes cast by them		No. of members	No. of votes cast by them
Total votes cast	1219	439826148	626	321670	32	151662	18947	1877	440318427
Total votes cast in favor of the resolution	1186	439367872	567	319667	32	151662		1785	439839201
% of votes cast in favor	97.29	99.90	90.58	93.85.38	100	100		95.09	99.90
Total votes cast against the resolution	33	458276	20	2003	0	0		53	460279
% of votes cast against	2.71	0.10	3.19	0.59	0	0		2.82	0.10

Based on the foregoing, the resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Equity Shareholders of the Company i.e., 11th December, 2018 with a majority of equity shareholders (including proxies) exercising voting rights representing three-fourths in value in shares held by them and voted in favor through Remote E-voting or Postal Ballot or by way of E-voting at the venue of the NCLT convened meeting.



Out of public shareholders holding 350490660 shares, 99.86% public shareholders holding 350011434 shares voted in favour of the Resolution approving the Scheme and 0.14% public shareholders holding 460279 shares voted against the Resolution. Hence, the votes cast by the public shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the public shareholders against it. This is in terms of Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 issued by the Securities and Exchange Board of India.

A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

The papers relating to voting through postal ballot and through electronic means, and all other relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Bhaskar S. Soman,
Scrutinizer



Place: Pune
Dated: 11th December, 2018

Membership No. 2481;
CP: 3072