

| | | | |
|-----|-------------------------------------|-----|--------------------------|
| MD | <input checked="" type="checkbox"/> | BKC | <input type="checkbox"/> |
| CS | <input checked="" type="checkbox"/> | DPY | <input type="checkbox"/> |
| RO | <input checked="" type="checkbox"/> | OLV | <input type="checkbox"/> |
| TRA | <input checked="" type="checkbox"/> | AC | <input type="checkbox"/> |
| ACM | <input checked="" type="checkbox"/> | SH | <input type="checkbox"/> |
| YE | <input checked="" type="checkbox"/> | | |



ANNUAL REPORT 1997-98

| PART I | | |
|--------------------------|----------------------|----------------------------------|
| FE-BRIS Survey - Feb '98 | | |
| Overall Rank 1996-97 | Overall Rank 1995-96 | Bank |
| 1 | 1 | IndusInd Bank |
| 2 | 10 | Bank of America |
| 3 | 10 | Deutsche Bank AG |
| 4 | 5 | Bank of Tokyo-Mitsubishi |
| 5 | 41 | Global Trust Bank |
| 6 | 72 | ICICI Bank |
| 7 | 24 | ABN-Amro Bank NV |
| 8 | 18 | Karnataka Bank |
| 9 | 15 | Oman International Bank S.A.O.C. |
| 10 | 3 | Sakura Bank |
| 11 | 18 | Corporation Bank |
| 12 | 3 | Sakura Bank |

BUSINESS BARONS - BRIS ANNUAL BANK RANKING SURVEY

INDIA'S MOST OUTSTANDING BANKS

| PART II | | |
|--------------------------|---------------------------|-----------------------------|
| FE-BRIS Survey - Feb '97 | | |
| Overall Rank | Bank | Overall Score (1996 - 1996) |
| 1 | IndusInd Bank | 5561.00 |
| 2 | Bank of Tokyo-Mitsubishi | 5550.00 |
| 3 | Sakura Bank | 5444.50 |
| 4 | Standard Chartered Bank | 5388.75 |
| 5 | ICICI Banking Corporation | 5305.50 |
| 6 | Bank NA | 5143.50 |
| 7 | Oriental Bank of Commerce | 4940.75 |

THE TOP 10 B.

| Overall 1996-97 Static Rank | BANK | Aggregate Static Weighted Score 1996-97 |
|-----------------------------|--------------------------|---|
| 1 | IndusInd Bank | 6341 |
| 2 | Deutsche Bank AG | 6039 |
| 3 | Bank of Tokyo-Mitsubishi | 5958 |
| 4 | Bank of America | 5823 |
| 5 | Sakura Bank | 5807 |

THE 10 BEST PRIV

| Overall 1996-97 Static Rank | BANK | Aggregate Static Weighted Score 1996-97 |
|-----------------------------|---------------------------|---|
| 1 | IndusInd Bank | 6341 |
| 6 | Global Trust Bank | 5692 |
| 7 | ICICI Banking Corporation | 5542 |
| 11 | Tamilnad Mercantile Bank | 5328 |
| 14 | Karnataka Bank | 5145 |

The Business Today '98



| RANK '98 | BANK | Overall Score (1996-97) |
|----------|-----------------|-------------------------|
| 1 | Bank of America | 5550.00 |
| 2 | IndusInd Bank | 5561.00 |
| 3 | Deutsche Bank | 5958.00 |
| 4 | Bank of Tokyo | 5823.00 |
| 5 | ICICI Bank | 5305.50 |

IndusInd Bank Limited

By setting high standards. Providing service that bears the stamp of flexibility and rapid response. Products typifying innovativeness. Offering customers our undivided attention. Creating value for shareholders....we have left no stone unturned in our pursuit of excellence.

The No.1 overall ranking among all banks in the country for second year in succession (Financial Express - BRIS Survey, February '97 and December '97 and Business Barons - BRIS Survey January '98) has only strengthened our resolve further. To remain No.1 where it matters most. In your mind. Always.

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of the Members of IndusInd Bank Limited will be held at Hotel Holiday Inn, 262, Bund Garden Road, Pune 411 001, India on Tuesday, the 22nd day of September, 1998, at 3.00 p.m. to transact the following business:

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1998 and the Profit and Loss Account for the financial year ended 31st March, 1998 together with the Report of the Directors' and Auditor's thereon.
- 2) To declare Dividend on Equity Shares for the financial year ended 31st March, 1998.
- 3) To appoint a Director in place of Shri Arjun G Asrani, who retires by rotation, and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Shri R Ramakrishnan, who retires by rotation, and being eligible, offers himself for re-appointment.
- 5) To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :-

"RESOLVED THAT M/s M. P. Chitale & Co. Chartered Accountants, be and are hereby appointed as the Statutory Central Auditors of the Bank, in place of the retiring Auditors, M/s B. K. Khare & Co. Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Bank.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to appoint Branch Auditors, to audit the accounts of the branches/offices of the Bank in consultation with the Statutory Central Auditors and to fix their remuneration."

- 6) To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :-

"RESOLVED THAT Shri Ashok Wadhwa, who was appointed as an Additional Director by the Board of Directors pursuant to Section 10A and 16 of the Banking Regulation Act 1949, and who holds such office until the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956, and in respect of whom the Bank has received a notice in writing as required under Section 257 of the Companies Act, 1956 from a member signifying its intention to propose Shri Ashok Wadhwa as a candidate for the office of Director, be and is hereby elected and appointed as a Director of the Bank, liable to retire by rotation."

- 7) To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :-

"RESOLVED THAT Shri Arun Jaswanti, who was appointed as an Additional Director by the Board of Directors pursuant to Section 10A and 16 of the Banking Regulation Act 1949, and who holds such office until the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956, and in respect of whom the Bank has received a notice in writing as required under Section 257 of the Companies Act, 1956 from a member signifying its intention to propose Shri Arun Jaswanti as a candidate for the office of Director, be and is hereby elected and appointed as a Director of the Bank, liable to retire by rotation."

- 8) To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :-

"RESOLVED THAT Shri Vijay Vaid, who was appointed as an Additional Director by the Board of Directors pursuant to Section 10A and 16 of the Banking Regulation Act 1949, and who holds such office until the ensuing Annual General Meeting under Section 260 of the Companies Act, 1956, and in respect of whom the Bank has received a notice in writing as required under Section 257 of the Companies Act, 1956 from a member signifying its intention to propose Shri Vijay Vaid as a candidate for the office of Director, be and is hereby elected and appointed as a Director of the Bank, liable to retire by rotation."

- 9) To consider and if thought fit, to pass with or without modification the following resolution as a special resolution :-

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the Articles of Association of the Bank be altered in the following manner:

- 1 In Article 3 (1) the following shall be added:

Member

By adding the following words at the end of the definition of Member "....and also every person holding equity shares of the Bank and whose name has been entered as beneficial owner on the records of the Depository."

Addition of the following after the term 'Gender'

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

'Depositories Act' means the Depositories Act, 1996 and shall include any statutory modifications or re-enactment thereof for the time being in force:

'Depository' shall mean a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.

'SEBI' shall mean the Securities and Exchange Board of India.

'Security' shall mean such security as may be specified by RBI/SEBI from time to time

- 2 By addition of a new Article 5A as follows:

Buy back of shares

Notwithstanding anything contained in these Articles, but subject to the approval of the Reserve Bank of India and the provisions of the Act and all other applicable provisions of law, as may be in force at any time and from time to time, the Bank may, as and when it thinks fit, buy back such of its own shares or securities as it may think necessary, subject to such limits, and on such terms and conditions and at such times as the Board may in its discretion decide and deem fit.

- 3 By deletion of Article 9 (a), and 9 (c) and substituting therefor a new Article 9 (a) and 9 (c) as follows :

Further issue of Shares :

- (a) Where at any time after the expiry of two years from the formation of the Bank or at any time after the expiry of one year from the allotment of shares in the Bank made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Bank by allotment of further shares either out of the unissued capital or out of the increased share capital then :
 - (i) Such further shares of the Bank shall be offered to the persons who at the date of such offer, are holders of the equity shares of the Bank, in the proportion, as near as circumstances and other applicable provisions of the Companies Act, 1956 admit, to the capital paid up on those shares at that date.
 - (ii) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer and the offer, if not accepted, will be deemed to have been declined.
 - (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub clause (ii) hereof shall contain a statement of this right; PROVIDED THAT the Board may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to them.
 - (iv) After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he/she declines to accept the shares offered, the Board may dispose of them in such manner and to such person(s) as it may decide, in its sole discretion, most beneficial to the Bank.
 - (c) Nothing in this Article shall apply to the increase in the subscribed capital of the Bank caused by the exercise of an option attached to the debentures/bonds issued by the Bank ;
 - (i) To convert such debentures/bonds or loans into shares of the Bank ; or
 - (ii) To subscribe for shares of the Bank (whether such option is conferred in these Articles or otherwise);
- PROVIDED THAT the terms of issue of such debentures/bonds include a term providing for such option and such term :
- (a) either has been approved by the Central Government/Reserve Bank of India before the issue of the debentures or bonds or is in conformity with Rules, if any, made by the Government/Reserve Bank of India in this behalf ; and
 - (b) in the case of debentures or bonds issued, has also been approved by the Reserve Bank of India and by a special resolution passed by the Bank in the General Meeting before the issue of the debentures or bonds.
- 4 By insertion of a new Article 9(d) immediately after Article 9(c) as follows :-
- Nothing in sub-clause (iii) of (a) hereof shall be deemed :
- (a) To extend the time within which the offer should be accepted; or
 - (b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- 5 By deletion of Article 10 and substituting therefor a new Article 10 as follows :-

Shares at the disposal of the Board :

Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the Bank for the time being shall be under the control of the Board which may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the

provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Bank in General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Bank on payment in full or part of any property sold and transferred or for any services rendered to the Bank in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares; Provided that the option or right to call for any shares shall not be given to any person or persons without the sanction of the Bank in General Meeting. The Board shall cause to be made the return as to allotment provided for in Section 75 of the Act."

6 Limitation of time for Issue of Certificates :

By deletion of the following words "Every member or allottee... in cases of issue of bonus shares." of Article 15(a) and substituting therefor the following words :-

Every member shall be entitled, without payment, to one or more Certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Board so approves (upon paying such fee as the Board may from time to time determine) to several Certificates, each for one or more of such shares and the Bank shall complete and have ready for delivery such Certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Such Certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Bank its letter of allotment or its fractional coupons or requisite value save in cases of issues against letters of acceptance or renunciation or in cases of issue of bonus shares. Every such Certificate of shares shall specify the number and distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe or approve and shall be under the seal of the Bank.

7 By deletion of the words "For any further Certificate,... shall comply with the provisions of Section 113 of the Act" from Article 15(b) of the Articles of Association

8 Issue of new Certificate in place of one defaced, lost or destroyed

By deletion of Article 16(a) and substituting therefor a new Article 16(a), deletion of the following words from 16(c) and the addition of a new Article 16(i) as follows :-

(a) If any Certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Bank, a new Certificate may be issued in lieu thereof, and if any Certificate be lost or destroyed then upon proof thereof to the satisfaction of the Bank and on execution of such indemnity as the Bank deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles shall be issued without payment of fees if the Board so decides, or on payment of such fees (not exceeding Rs. 2/- for each Certificate) as the Board shall prescribe.

Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer; Provided that notwithstanding what is stated above the Board shall comply with such Rules or Regulations or requirements of any Stock Exchange or the Rules made under the Act or the rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

(c) By deletion of the words "and on such terms....as the Board thinks fit." appearing after the words ".....with the prior consent of the Board"

(i) The provisions of this Article shall mutatis mutandis apply to bonds/debentures of the Bank.

9 Payment in anticipation of Call may carry Interest

By deletion of Article 32(a) and substituting therefor a new Article 32(a) as follows:-

(a) The Board may if it thinks fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called upon, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Bank may pay interest at such rate, as the member paying such sum in advance and the Board agree upon, provided that money paid in advance of calls on any shares shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

10 Payment in anticipation of Call may carry Interest

By addition of new sub clause (c) to Article 32 as follows :-

(c) The provisions of these Articles shall mutatis mutandis apply to the calls on bonds/debentures of the Bank.

11 Bank's Lien on Shares/Bonds/Debentures :

By addition of the words "bonds/debentures" after the word "shares" wherever appearing in Article 33 , by deletion of the words "22 hereof" appearing after

the word "Article", by addition of the word "this" before the word "Article" and by the addition of the following words at the end of Article 33

The Board may at any time declare any shares/bonds/debentures wholly or in part to be exempt from the provisions of this clause.

12 Instrument of Transfer :

By addition of the following words in Article 47 immediately after the words "and all provisions of Section 108 of the Companies Act, 1956":-

"and statutory modifications thereof for the time being"

13 By deletion of Article 50 and substituting therefor a new Article 50 as follows :-

Board may refuse to Register Transfer :

Subject to the provisions of Section 111A of the Act, the Board may, at its own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a member of the Bank But in such cases, the Board shall within one month from the date on which the instrument of transfer was lodged with the Bank, send to the transferee and the transferor, notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Bank on any account whatsoever except when the Bank has a lien on the shares. Transfer of shares/debentures in whatever lot shall not be refused. Transfer of shares shall however, be refused if not acknowledged by Reserve Bank of India, wherever such acknowledgement is required.

14 By deletion of Article 58 and substituting therefor new Article 58 as follows :-

No fee on Transfer or Transmission :

No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

15 By inserting new Article 59A as follows :-

Term of Issue of Bonds, Debentures etc.:

Any bonds, debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Bank in the General Meeting by a Special Resolution subject to the approval of the Reserve Bank of India.

16 By inserting the following Heading and Article as Article 59B after Article 59A: 'Dematerialisation of Securities'

Dematerialisation of Securities

(i) Notwithstanding anything contained in these Articles, the Bank shall be entitled to dematerialise its shares/debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares/debentures and other securities for subscription in a dematerialised form.

Option for investors

(ii) Every person subscribing to securities offered by the Bank, shall have the option to receive security Certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Bank shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of securities.

If a person opts to hold his security with a depository, the Bank shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in Depositories to be held in fungible form

(iii) All securities held in the depository shall be dematerialised and be in the fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners

(iv) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Bank and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Bank. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(d) Save as herein otherwise provided, the Bank shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the person whose name appears as the beneficial owner of the shares in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus or service of notices and all or any other matters connected with the Bank, and accordingly, the Bank shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

Service of Documents

- (v) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Bank by means of electronic mode or by delivery of floppies or discs.

Transfer of Securities

- (vi) Nothing contained in Section 108 of the Act, or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of Securities dealt with in a Depository

- (vii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Bank shall intimate the details thereof to the depository immediately on allotment of such securities.

Distinctive numbers of Securities held in a Depository

- (viii) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Bank shall apply to securities held with a depository.

Register and index of Beneficial Owners

- (ix) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

17. By addition of a new Article 137A as follows:

Power to borrow:

Subject to the relevant provisions of the Act and The Banking Regulation Act, 1949, if any, the Board may from time to time, by a resolution passed at a Meeting of the Board, borrow moneys and may generally raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular the issue of bonds, perpetual or redeemable debentures or debenture stock etc;

Provided that the Board shall not borrow moneys, where moneys to be borrowed together with the moneys borrowed by the Bank, apart from temporary loans obtained and deposits raised in the ordinary course of business of the Bank and except as otherwise provided hereafter, shall exceed the aggregate of the paid up capital of the Bank and its free reserves, that is to say reserves not set apart for any specific purpose, without the prior approval of the Reserve Bank of India;

Provided, however, that:

- (i) nothing contained hereinabove shall apply to any sums of moneys borrowed by the Bank from any other Banking companies or from the Reserve Bank of India, State Bank of India or any other Bank established by or under any law for the time being in force;
- (ii) acceptance by the Bank in the ordinary course of business of deposits of moneys shall not be deemed to be borrowing of moneys by the Bank for the purpose aforesaid;

Provided, further, that the Bank shall not create:

- (i) charge upon any unpaid capital of the Bank and
- (ii) a floating charge on the undertaking or any property of the Bank or any part thereof unless the creation of such floating charge is certified in writing by the Reserve Bank of India as provided in the Banking Regulation Act, 1949.

18. By addition of a new Article 137B as follows:

Bonds, debentures etc to be subject to the control of the Board:

Any bonds, debentures, debenture stock or other securities issued or to be issued by the Bank shall be under the control of the Board who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Bank.

19. By addition of a new Article 137C as follows:

Issue of bonds, debentures etc. at a premium, etc. or with special privileges:

Subject to the provisions of the said Acts, any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or at par and with any special privileges as to redemption, surrender, drawing or allotment of shares.

20. By addition of a new Article 137D as follows:

Register of Charges

The Board shall cause a proper register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages and charges specifically affecting the property of the Bank and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges and in regard to inspection to be given to Creditors or Members of the Register of Charges and of copies of instruments creating charges.

21. By deletion of the words "No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and" from Article 154 and addition of the following words at the end of Article 154 "No unclaimed or unpaid dividend shall be directed by the Board to be forfeited."

22. By substituting the word 'Bank' in place of the word 'Company' wherever it appears in these Articles.

Registered Office : 2401, General Thimmayya Road,
Cantonment, Pune - 411 001, India.

By Order of the Board

V. L. Raju

Dated: 19th June, 1998

Vice President & Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE BANK. The proxy form should be lodged with the Bank at its Registered Office at least 48 hours before the time of the meeting.
2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Bank during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
4. The Register of Members and Transfer Books of the Bank will be closed from Monday 24th August, 1998 to Monday 7th September, 1998 both days inclusive.
5. Dividend on Equity Shares as recommended by the Directors for the year ended 31st March, 1998 if declared at the Meeting, will be payable on or after the 23rd September, 1998 in accordance with the resolution passed by the shareholders of the Bank.
6. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
7. The Unpaid Dividends that are due for transfer to the Central Government are as follows:

| Financial Year ended | | Due for Transfer on |
|----------------------|---------|---------------------|
| 31.03.1995 | Final | 29/07/1996 |
| 31.03.1996 | Interim | 03/03/1999 |
| | Final | 31/08/1999 |
| 31.03.1997 | Interim | 03/03/2000 |
| | Final | 09/08/2000 |

Members who have not encashed their dividend warrants for the aforesaid financial years are requested to approach the Bank's Registrar & Transfer Agents, for revalidating the warrants or for obtaining duplicate warrants.

8. Members who have multiple holdings in identical names or joint holdings in the same order are requested to send all the Share Certificate(s) to the Registrar & Transfer Agent, M/s Spectrum Corporate Services Limited for consolidation of all such shareholdings into one account to facilitate better service.
9. To prevent fraudulent encashment of dividend warrants, shareholders are requested by the Bank to provide their Bank account numbers and names and addresses of the Bank Branches to enable the Bank to incorporate the said details in the dividend warrants. The above information including intimation of change of address, if any, should reach the Bank's Registrar & Transfer Agent before 15th September, 1998 to enable the Bank to give effect to the intimation.
10. Shareholders are requested to kindly bring their copies of the Annual Report to the Meeting.

Explanatory Statement under Section 173 (2) of the Companies Act, 1956

Item no. 5

M/s B. K. Khare & Co. Chartered Accountants, who had been re-appointed as Statutory Auditors of the Bank for the year 1997-98 at the Third Annual General Meeting would be retiring at the conclusion of the forthcoming Annual General Meeting. They have been associated with the Bank as Statutory Auditors for the preceding four financial years, and will be due for change in accordance with the Reserve Bank of India policy of rotation and resting of auditors. The Board has placed on record its deep appreciation of the professional services rendered by M/s B. K. Khare & Co. during their association as auditors of the Bank.

The Bank has received a notice in writing from a member proposing the name of M/s M. P. Chitale & Co. Chartered Accountants Mumbai to be appointed as the Statutory Central Auditors of the Bank for the year 1998-99. The Bank has obtained the approval of the Reserve Bank of India for their appointment. A Certificate from the Auditors has also been received to the effect that their appointment if made would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Board of Directors recommend the resolution for the appointment of M/s Chitale & Co. Chartered Accountants as Statutory Central Auditors, for approval of the Members

None of the Directors of the Bank is in any way concerned or interested in the passing of the Resolution.

Item no. 6

Shri Ashok Wadhwa was appointed as Additional Director of the Bank pursuant to Section 10A and 16 of the Banking Regulation Act, 1949 and the Articles of Association of the Bank in the Board Meeting held on October 16, 1998, and accordingly he shall hold office upto the date of the ensuing Annual General Meeting of the Bank under Section 260 of the Companies Act 1956. The Bank has received a notice in writing along with a deposit of Rs 500, pursuant to Section 257 of the Companies Act, 1956 from a member proposing him as candidate for the office of Director. Shri Ashok Wadhwa has filed with the Bank his consent to act as a Director and his appointment as a Director of the Bank has been approved by the Reserve Bank of India.

Shri Ashok Wadhwa is a Chartered Accountant and it will be advantageous for the Bank to avail of his services and expert advice in the field of Finance and accordingly your Directors recommend the approval of the resolution.

None of the Directors of the Bank, other than Shri Ashok Wadhwa, is in any way concerned or interested in the passing of the Resolution.

Item no. 7

Shri Arun Jaswantlal was appointed as Additional Director of the Bank pursuant to Section 10A and 16 of the Banking Regulation Act, 1949 and the Articles of Association of the Bank in the Board Meeting held on April 17, 1998, and accordingly he shall hold office upto the date of the ensuing Annual General Meeting of the Bank under Section 260 of the Companies Act 1956. The Bank has received a notice in writing along with a deposit of Rs 500, pursuant to Section 257 of the Companies Act, 1956 from a member proposing him as candidate for the office of Director. Shri Arun Jaswantlal has filed with the Bank his consent to act as a Director and his appointment as a Director of the Bank has been approved by the Reserve Bank of India.

Shri Arun Jaswantlal is an Advocate & Solicitor and it will be advantageous for the Bank to avail of his services and expert advice in the field of Law and accordingly your Directors recommend the approval of the resolution.

None of the Directors of the Bank, other than Shri Arun Jaswantlal, is in any way concerned or interested in the passing of the Resolution.

Item no. 8

Shri Vijay Vaid was appointed as Additional Director of the Bank pursuant to Section 10A and 16 of the Banking Regulation Act, 1949 and the Articles of Association of the Bank in the Board Meeting held on June 11, 1998, and accordingly he shall hold office upto the date of the ensuing Annual General Meeting of the Bank under Section 260 of the Companies Act 1956. The Bank has received a notice in writing along with a deposit of Rs 500, pursuant to Section 257 of the Companies Act, 1956 from a member proposing him as candidate for the office of Director. Shri Vijay Vaid has filed with the Bank his consent to act as a Director and his appointment as a Director of the Bank has been approved by the Reserve Bank of India.

Shri Vijay Vaid is an industrialist in the small scale sector and it is mandatory for the Bank to avail of expert advice in the field of small scale industry and accordingly your Directors recommend the approval of the resolution.

None of the Directors of the Bank, other than Shri Vijay Vaid, is in any way concerned or interested in the passing of the Resolution.

Item no. 9

As stipulated by The Stock Exchanges where the Bank's shares are listed a few Articles of the Bank need to be amended. In order to comply with pre-conditions for listing and fall in line with the standard listing agreement with the Stock Exchanges, it is proposed to amend the Articles of Association inter alia to provide for a period of one month for registering or refusing to register the transfer of shares and to provide that any unclaimed or unpaid dividend cannot be directed by the Board to be forfeited. The borrowing powers of the Bank have also been amended to enable the Bank to raise subordinated debt, if required, by the issue of debenture/bonds, to any one, subject however to the approval of the Reserve Bank of India and the shareholders by way of a Special Resolution.

With the introduction of the Depositories Act, 1996 and the Depository System, some of the provisions of the Act, relating to the issue, holding, transfer, transmission of shares and other securities have been amended to bring them in line with the new system. The mode of holding securities in the electronic form is safer and more convenient for holding and trading in the securities of the Bank. The Bank has joined the Depository System and it is therefore proposed to suitably alter the Bank's Articles as set out, to reflect the provisions introduced by the Depositories Act, 1996 and further to detail the rights of the beneficial owners of the securities in such a system.

The Act presently prohibits the Bank from purchasing its own shares and securities. However it is anticipated that the law may in future permit the Bank to buy back its own securities. Subject to the buy back of securities being legally permissible, it is proposed to introduce a new Article 5A in the Articles as set out in the Resolution at item no 9 to enable the Bank to purchase any of its own shares or such other permissible securities as may be permitted by the applicable laws.

The Board of Directors recommend the resolution for approval of the Members.

None of the Directors of the Bank is in any way concerned or interested in the passing of the resolution except to the extent shares are held by them in the Bank.

Registered Office : 2401, General Thimmayya Road,
Cantonment, Pune - 411 001, India.
Dated: 12th June, 1998

By Order of the Board
V. B. Raju
Vice President & Secretary

ELECTRONIC CLEARING SERVICE MANDATE FORMSpectrum Corporate Services Ltd. Unit : **IndusInd Bank Limited** Shri Ganesh Industrial House, 1st Floor, 'B' Wing, Waman Tukaram Petil Marg, Chembur, Mumbai - 400 071

Dear Sir,

Change in mode of dividend payment to Electronic Clearing Service

I hereby consent to have the amount of dividend on my equity shares credited through the Electronic Clearing Service (Credit Clearing) - [ECS].
The particulars are -

1. Folio No./Certificate No. _____
[Folio No. given in equity share certificate(s)]
 2. Members' name : Shri/Smt./Kum. _____
 3. Members' address : _____

 4. Particulars of the bank account :
 - ☐ Bank name : _____
 - ☐ Branch name : _____
 - ☐ Mention the 9 digit-code number of the bank and branch appearing on the MICR cheque issued by the Bank

- (Please attach the photocopy of a cheque or a blank cancelled cheque issued by your bank for verifying the accuracy of the code number)
- ☐ Account type (Please ☒ Savings ☐ Current ☐ Cash Credit ☐
 - ☐ Account number (as appearing on the cheque book) : _____
 - 5 Date from which the mandate should be effective : _____

I, hereby, declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold IndusInd Bank responsible. I also undertake to advise changes, if any, in the particulars of my account to facilitate updation of records for purposes of credit of dividend amount through Electronic Clearing Service.

Signature of the first named/sole Member

Note : 1) In case of more than one folio please complete the details on separate sheets.

2) ECS facility is presently available only for Members having bank account with a bank falling in the Ahmedabad, Bangalore, Bhubaneswar, Calcutta, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Pune and Thiruvananthapuram cheque clearing zones. Additional centres are likely to be added. In which case, Members having accounts at such centres may also opt for ECS facility.

3) Subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

* See overleaf

Electronic Clearing Service (ECS)

Electronic Clearing Service (ECS) is a new method of effecting payment of dividend, interest, etc., wherein dividend due to the investors is directly credited to their respective bank accounts, thereby obviating the necessity of issuing physical dividend warrants. It is a quicker and more efficient mode of effecting payment totally eliminating the scope for fraudulent encashment of warrants or for that matter loss of dividend warrants in transit.

The facility presently can be availed of by Members, having their bank accounts in Ahmedabad, Bangalore, Calcutta, Chennai, Hyderabad, Mumbai, New Delhi, Pune, Bhubaneswar, Chandigarh, Guwahati, Jaipur, Kanpur, Nagpur, Patna and Thiruvananthapuram. Additional centres are likely to be included by the Reserve Bank of India by the end of the financial year.

The Bank has decided to extend this facility to its shareholders in respect of payment of the final dividend 1997-98. Members located at the aforesaid centres and desirous of availing this facility are requested to provide their bank account details by filling up the ECS Mandate Form on reverse, and sending it duly completed to our Registrar & Transfer Agent by 15th September, 1998 to enable the Bank effectively take the same on record. Changes, if any, in the bank account details furnished should be advised in writing to the Registrar & Transfer Agent for suitable updation of the records.

INDUSIND BANK LIMITED

Registered Office : 2401, General Thimmayya Road, Cantonment, Pune - 411 001.

PROXY FORM

Registered Folio No. _____

No. of shares held _____

I/We _____ of _____ in the district of _____ being a member/members of the above named Bank, hereby appoint _____ of _____ in the district of _____, or failing him _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Fourth Annual General Meeting of the Bank to be held at Hotel Holiday Inn, 262, Bund Garden Road, Pune - 411 001 on Tuesday the 22nd September, 1998 at 3.00 p.m. and at any adjournment thereof.

Signed this _____ day of _____, 1998.

Signature _____

| |
|---------|
| REVENUE |
| STAMP |
| 30p |

NOTE : This proxy form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank not less than 48 hours before the commencement of the Meeting.

INDUSIND BANK LIMITED

Registered Office : 2401, General Thimmayya Road, Cantonment, Pune - 411 001.

ATTENDANCE SLIP

22nd September, 1998

4th Annual General Meeting

Please complete this attendance slip and hand it over at the entrance of the venue of the meeting

Registered Folio No. _____

No. of shares held _____

I hereby record my presence at the 4th Annual General Meeting of the Bank held on Tuesday, the 22nd day of September, 1998 at 3.00 p.m. at Hotel Holiday Inn, 262, Bund Garden Road, Pune 411 001.

Name of the shareholder/proxy _____

(in block letters)

Signature of the shareholder/proxy _____

NOTE : Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over to the Bank officials at the entrance of the meeting hall.

INDUSIND BANK LIMITED

Registered Office : 2401, General Thimmayya Road, Cantonment, Pune - 411 001.

BANK ACCOUNT PARTICULARS

Registered Folio No. _____

No. of shares held _____

I/We _____ do hereby authorise IndusInd Bank Ltd. to print the following details on my/our Dividend Warrant.

☐ Bank Name : _____ Branch Name : _____

☐ Account type (please ☒ Savings ☐ Current ☐ Cash Credit ☐

☐ Account Number : _____

☐ Signature of the Member _____

NOTE : Please complete the form, sign and mail to the Spectrum Corporate Services Ltd., Unit : IndusInd Bank Ltd., Shri Ganesh Industrial House, 1st Floor, 'B' Wing, Waman Tukaram Patil Marg, Mumbai - 400 071, so as to reach them not later than 15th September, 1998.

