

NOTICE**INDUSIND BANK LIMITED**

CIN: L65191PN1994PLC076333

Registered Office: 2401, Gen. Thimmayya Road (Cantonment), Pune - 411 001

Secretarial & Investor Services: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093

Tel: (022) 6641 2487 / 2400 / 2361

E-mail: investor@indusind.com, **Website:** www.indusind.com

NOTICE is hereby given that the Twenty-third Annual General Meeting (AGM) of the Members of IndusInd Bank Limited (the 'Bank') will be held on Wednesday, July 26, 2017, at 2.00 p.m., at Hotel Sheraton Grand (formerly, Hotel Le Meridien), Raja Bahadur Mill Road, Pune – 411 001, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Bank for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Mr. Romesh Sobti (DIN: 00031034), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors of the Bank and authorise the Board of Directors to fix their remuneration, and in that connection to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, applicable provisions of the Banking Regulation Act, 1949, and subject to the approval of the Reserve Bank of India, M/s Price Waterhouse Chartered Accountants LLP, Mumbai, Chartered Accountants (Firm's Regn. No. 012754N / N500016), be and are hereby appointed as Statutory Auditors of the Bank, for a period commencing from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on remuneration (including terms of payment) to be fixed by the Board of Directors, based on the recommendations of the Audit Committee, plus Service Tax and such other Taxes as may be applicable, and reimbursement of out-of-pocket expenses in connection with the audit of the Financial Statements of the Bank.”

SPECIAL BUSINESS:

5. **Re-appointment of Mr. R. Seshasayee (DIN: 00047985), as Part-time Non-Executive Chairman of the Bank**
To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 10A, 35B and other applicable Sections of the Banking Regulation Act, 1949, including any amendments thereof and Rules, Circulars and Guidelines issued by the Reserve Bank of India, provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to Article 121 of the Articles of Association of the Bank, and subject to approval of the Reserve Bank of India, consent of the Members be and is hereby accorded for the re-appointment of Mr. R. Seshasayee (DIN: 00047985) as 'Part-time Non-Executive Chairman' of the Bank for a period of two years, with effect from July 24, 2017, on existing terms (including payment of remuneration in the form of Profit-related Commission), or on such terms and conditions as may be decided by the Board and approved by the Reserve Bank of India.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board (including Nomination and Remuneration Committee) to give effect to this Resolution.”

6. **Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of earlier resolutions pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, and the relevant references given under the Articles

of Association of the Bank, and subject to receipt of such other approvals, consents, permissions, sanctions required to be obtained from Statutory Authorities including but not limited to Reserve Bank of India, consent of the members be and is hereby accorded for borrowings by the Board of Directors from time to time, of such sum or sums of monies, in Indian and Foreign Currency, as they may deem necessary, for the purpose of carrying on the business of the Bank, so however, that apart from temporary loans obtained from the bankers in the ordinary course of business and acceptance of deposits of money from public repayable on demand or otherwise and / or temporary loans obtained in the ordinary course of business, whether in India or outside India, the total amount of such borrowings outstanding at any time shall not exceed ₹ 50,000 crores (Rupees Fifty Thousand crores only), notwithstanding that the monies to be borrowed along with the monies already borrowed by the Bank (including temporary loans, if any, obtained for the purpose of financing expenditure of Capital nature) will exceed the aggregate of the Paid-Up Share Capital of the Bank and its Free Reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings, and to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred, to any Committee of the Board (including the Finance Committee / Committee of Directors) or any personnel of the Bank to act on their behalf as they may deem fit to give effect to this Resolution."

7. Issue of Long-Term Bonds / Non-Convertible Debentures on Private Placement Basis

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, if any, and the relevant references given under the Articles of Association of the Bank, and subject to receipt of such other approvals, consents, permissions, sanctions required to be obtained from Statutory Authorities including but not limited to Reserve Bank of India, consent of the Members be and is hereby accorded to the Board of Directors of the Bank (including any Committee of the Board), for borrowings / raising of funds by the Bank in Indian / Foreign Currency, by way of issue of Securities, in the nature of Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Bonds including Infrastructure Bonds / Subordinated Non-Convertible Debentures or Bonds eligible to be included in the Additional Tier I and Tier II Capital of the Bank or any other instrument of a similar nature, aggregating upto an amount not exceeding ₹ 10,000 crores (Rupees Ten thousand crores only), whether secured or unsecured, on Private Placement basis, in Domestic and / or Overseas market, under one or more Shelf Disclosure Documents and / or under one or more Letters of Offer as may be issued by the Bank in one or more tranches and on such terms and conditions including the Price, Coupon, Premium, Discount, Tenor, Interest, Repayment, Security, etc. for each series / tranches as deemed fit by the Board in its absolute discretion, without being required to seek any further consent or approval from members and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution, during a period of one year from the date of passing of this Resolution, and that the said borrowing shall be within the overall borrowing limits of the Bank, as approved by the members from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings and to do all such acts, deeds, matters and things as may be required, and to delegate all or any of its powers herein conferred to any Committee of the Board (including the Finance Committee) or any personnel of the Bank, to act on their behalf as they may deem fit to give effect to this Resolution."

**By Order of the Board
For IndusInd Bank Limited**

Place : Mumbai
Date : May 9, 2017

**Sd/-
Haresh K. Gajwani
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND SUCH A PROXY NEED NOT BE A MEMBER OF THE BANK.**

Corporate members intending to send their Authorised Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution / Authority, authorising the Representative to attend the meeting.

A person can act as Proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than Ten per cent (10%) of the total Share Capital of the Bank.

In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total Share Capital of the Bank carrying voting rights, then such Proxy shall not act as a Proxy for any other person or shareholder.

The Proxy Form, in order to be valid and effective, should be lodged with the Bank at its Registered Office not later than 48 hours before the commencement of the meeting.

2. Members / Proxies should bring the Attendance Slip duly filled in for attending the AGM and hand it over at the Registration Counter at the venue.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the Resolutions stated at Items Numbers 3-7 is annexed hereto.
4. All documents referred to in the accompanying Notice, Explanatory Statement, and Terms and Conditions of appointment of Directors / Chairman are available in physical or electronic form and are open for Inspection at the Registered Office / Corporate Office and Secretarial & Investor Services Office of the Bank on all working days except Saturdays, Sundays and Bank holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, other Statutory Registers prescribed under the Companies Act, 2013 and the Certificate from Auditors of the Bank certifying that the ESOP Scheme of the Bank is in compliance with the SEBI (Shares-Based Employee Benefits) Regulations, 2014, will be available for inspection at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from Thursday, July 20, 2017 to Wednesday, July 26, 2017 (both days inclusive) for determining the entitlement of the shareholders for Dividend on Equity Shares for FY 2016-17:
 - i) in case of Members holding shares in physical form, whose names appear in the Register of Members of the Bank, on or before the cut-off date, i.e., Wednesday, July 19, 2017;
 - ii) in case of Members holding shares in electronic form, to all Beneficial Owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Wednesday, July 19, 2017.
7. Dividend would be made payable on or after Monday, July 31, 2017 to the shareholders whose names appear in the Register of Members on Wednesday, July 19, 2017.
8. Soft copy of the Notice of AGM along with the copy of Annual Report has been sent to those shareholders who have registered their e-mail IDs with the Bank or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Bank's website: www.indusind.com under – Home / Investors / Annual Reports.

To support the "Green Initiative", Shareholders who have not registered their e-mail addresses and contact numbers can register the same with the Bank by sending details to investor@indusind.com or with Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in to enable the Bank to communicate to them the information about various developments in the Bank.

For Members who have not registered their e-mail addresses, physical copies of the Annual Report along with the AGM Notice indicating, inter-alia the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form, will be sent in the permitted mode.

Further, Shareholders who have registered their e-mail addresses and wish to avail physical copies of the Notice / Annual Report will be provided the same upon request.

9. Brief profile and other relevant information about Directors seeking appointment / re-appointment / retiring by rotation in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached to this Notice.
10. Members are requested to note that pursuant to provisions of Section 124 of the Companies Act, 2013, the amounts of Dividend remaining Unpaid or Unclaimed for a period of seven consecutive years or more from the date of their transfer to the Unpaid Dividend Accounts of the Bank are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The amount of Unclaimed Dividend for the Financial Year 2009-10 will be transferred to the IEPF in Financial Year 2017-18.

In terms of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, notified by Ministry of Corporate Affairs on September 5, 2016, members are requested to note that the shares in respect of which Dividend remaining Unpaid or Unclaimed for seven consecutive years or more are required to be transferred to the IEPF.

In this connection, the Bank has sent Intimation Letters to members in December 2016 in respect of the shares on which Dividend had remained Unpaid or Unclaimed for seven consecutive years or more, requesting them to claim such dividend so as to avoid the corresponding shares being transferred to the IEPF Authority. An advertisement to this effect was published in leading English and vernacular newspapers on December 6, 2016. The said Rules also prescribe the procedure to be followed by an investor to claim the Shares / Dividend amount transferred to IEPF.

Members are requested to contact Link Intime India Private Limited (Contact Details and Office Address given elsewhere in this Notice) / Bank's Secretarial and Investor Services team for obtaining the unclaimed dividends standing in their names.

Information pertaining to Unpaid or Unclaimed Dividends, and the details of such Members and shares due for transfer to the IEPF Authority are also available on the Bank's website www.indusind.com.

11. Members desirous of getting information related to the Accounts and / or operations of the Bank are requested to write to the Bank at investor@indusind.com at least seven days before the date of the meeting.
12. In compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Bank is providing the facility for voting by electronic means, i.e., 'Remote e-Voting' to all members.

In addition to this, the facility for voting through electronic voting system shall also be made available at the venue of the AGM, to enable the Members to cast their votes electronically on the Resolutions mentioned in the accompanying Notice. The Bank has engaged the services of 'National Securities Depository Limited' ('NSDL') for providing e-Voting facility and to enable the Members to cast their vote in a secure manner.

The e-Voting facility will be available at the link <https://www.evoting.nsdl.com> during the voting period mentioned hereunder:

Commencement of remote e-Voting: At 9.00 a.m. on Sunday, July 23, 2017

End of remote e-Voting: At 5.00 p.m. on Tuesday, July 25, 2017

Remote e-Voting shall not be allowed beyond 5.00 p.m. on Tuesday, July 25, 2017. During the e-Voting period, shareholders of the Bank holding shares either in physical form or in dematerialised form as on the cut-off date may cast their votes electronically. The cut-off date for the purpose of e-Voting is Wednesday, July 19, 2017.

13. Voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Bank as on the cut-off date.
14. Login ID and Password for remote e-Voting along with the physical copy of the Notice of the AGM (explaining the process, manner and instructions for Remote e-Voting) are being sent to the Members who have not registered their e-mail IDs with the Bank or with their respective Depository Participants on or before the cut-off date for e-Voting.

Members who have registered their e-mail IDs with the Bank / their respective Depository Participants are being forwarded the Login ID and Password for Remote e-Voting via e-mail.

Any person, who acquires shares of the Bank and becomes a Member of the Bank after dispatch of this Notice and holds shares as of the cut-off date, i.e., Wednesday, July 19, 2017 may obtain Login ID and Password by sending a request to evoting@nsdl.co.in by mentioning his / her Folio No./ DP ID and Client ID. However, Members already registered with NSDL for e-Voting can use their existing User ID and Password for casting their votes.

15. The Bank has appointed Mr. S.N. Bhandari (C.P. No. 366), or failing him Ms Manisha Maheshwari (C.P. No. 11031), Practising Company Secretaries, from M/s Bhandari & Associates, Company Secretaries as 'Scrutinizer', for conducting the Remote e-Voting process, including Electronic Voting at the AGM, in a fair and transparent manner.
16. The person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Wednesday, July 19, 2017 shall be entitled to avail of the facility of Remote e-Voting as well as electronic voting at the AGM.

A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.

17. In addition to Remote e-Voting, the facility for voting through the Electronic Voting System shall also be made available at the AGM. Members attending the AGM, who have not cast their votes through Remote e-voting, may cast their votes at the AGM through the Electronic Voting System.

Members who have cast their votes by Remote e-Voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.

18. Instructions for electronic voting at the AGM / Remote e-Voting are as under:

(i) GENERAL INFORMATION:

- (a) There will be one USER ID for casting vote through remote e-Voting for every Client ID No. / Folio No., irrespective of the number of joint-holders.
- (b) Members can opt for only one mode of voting, i.e., either through remote e-Voting or electronic voting at the AGM.
- (c) Corporate and Institutional shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorization / PoA.

(ii) PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING:

- (a) Members whose e-mail addresses are registered with the Bank / Depository Participant(s), as the case may be, will receive an e-mail from NSDL informing the USER-ID and Password and the following steps are to be followed:
 - (i) Open e-mail and open PDF file, "IBL e-Voting.pdf" with your Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the Password is an initial Password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "IBL e-Voting.pdf".

- (ii) Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on “Shareholder – Login”.
- (iv) Insert User ID and Password as Initial Password noted in Step II (a) (i) above. Click on “Login”.

Note: Shareholders who have forgotten the User Details / Password can use “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

For Shareholders holding shares in Demat mode, User ID is the combination of DP ID and Client ID.

For Shareholders holding shares in Physical mode, User ID is the combination of EVEN (E-Voting Event Number) and Folio No.

- (v) “Password Change” menu appears. Change the Password with new Password of your choice, with minimum 8 digits / characters or combination thereof. Note new Password. It is strongly recommended that your Password be not shared with any other person and utmost care be taken to keep it confidential.
 - (vi) Home page of “e-Voting” opens. Click on “e-Voting: Active Voting Cycles”.
 - (vii) Select “EVEN” of IndusInd Bank Limited.
 - (viii) Now you are ready for e-Voting as “Cast Vote” page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (xii) Corporate and Institutional shareholders (i.e., Companies, Trusts, Societies, etc., other than Individuals, HUFs, NRIs) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the authorized signatory(ies), to the Scrutinizer through e-mail at indusindscrutinizer@gmail.com or iblevoting@indusind.com, with a copy marked to evoting@nsdl.co.in.
- (b) Members whose e-mail IDs are not registered with the Bank / Depository Participant(s) and Members who have requested for a physical copy of the Annual Report and Notice of the AGM:
- (i) Initial Password in the format given below is provided at the bottom of the Attendance Slip.

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

- (ii) Please follow all steps from Sr. No. i to xii above, to cast your vote.

19. 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. 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, Vikhroli (West), Mumbai - 400 083 or via e-mail at rnt.helpdesk@linkintime.co.in.
20. Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number 1800 222 990 or by e-mail at evoting@nsdl.co.in.
21. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your Password, you may reset your Password by using “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

22. Members can also update their Mobile Numbers and e-mail IDs in the User Profile details of the Folio which may be used for sending future communication(s).
23. The remote e-voting period shall commence at 9.00 a.m. on Sunday, July 23, 2017 and shall end at 5.00 p.m. on Tuesday, July 25, 2017.
The e-Voting platform shall be disabled by NSDL at 5.00 p.m. on Tuesday, July 25, 2017.
24. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow conducting of voting using electronic system with the assistance of Scrutinizer for all those members who are present at the AGM and who have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Bank and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director or any other person authorised in writing, who shall countersign the same.
26. The Results of the voting along with the Scrutinizer's Report shall be announced not later than 48 hours from the conclusion of the meeting, thereafter hosted on Bank's website at www.indusind.com.
The Results shall also be displayed at the Registered Office / Secretarial & Investor Services Office of the Bank and hosted on the Bank's website www.indusind.com and on the website of NSDL, besides being communicated to the Stock Exchanges where the securities of the Bank are listed.
27. Members are requested to note that the Bank's Equity Shares are under compulsory Demat trading for all investors, subject to the provisions of SEBI Circular No.21 / 99 dated July 8, 1999. Members are therefore requested to dematerialise their shareholding to avoid inconvenience.
28. Members may avail of the Nomination facility as provided under Section 72 of the Companies Act, 2013.

EXPLANATORY STATEMENT IN RESPECT OF ORDINARY / SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointing of a Director in place of Mr. Romesh Sobti (DIN: 00031034), who retires by rotation and, being eligible, offers himself for re-appointment

Section 152 of the Companies Act, 2013 ('the Act') provides that not less than two-thirds of the total number of Directors of a public company shall be persons whose period of Office is liable to determination by retirement by rotation. It further states that one-third of the Directors out of the two-thirds (except Independent Directors and Additional Directors appointed during the year), liable to retire by rotation, shall retire from Office at every Annual General Meeting. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in Office.

The Bank's Board comprised nine Directors as on March 31, 2017, viz., Mr. R. Seshasayee, Part-time Non-Executive Chairman, six Independent Directors, Mr. Yashodhan M. Kale, Non-Independent Non-Executive Director, and Mr. Romesh Sobti, Managing Director & CEO.

Shareholders had, in the 21st AGM of the Bank held on August 17, 2015, appointed Mr. Yashodhan M. Kale as Director in the category of Non-Independent Non-Executive Director, liable to retire by rotation, and had re-appointed Mr. Romesh Sobti, Managing Director & CEO of the Bank, for a period of three years w.e.f. February 1, 2015, on the basis of approval given by the Reserve Bank of India.

In order to ensure compliance with Section 152(6) of the Act, the Board had considered Mr. Romesh Sobti, Managing Director & CEO, Mr. R. Seshasayee, Part-time Non-Executive Chairman, as liable to retire by rotation, besides Mr. Yashodhan M. Kale, Non-Independent Non-Executive Director.

Accordingly, Shareholders had, in the 22nd AGM of the Bank held on July 1, 2016, re-appointed Mr. R. Seshasayee, Part-time Non-Executive Chairman of the Bank, whose period of office is liable to determination by retirement by rotation in terms of Section 152(6) of the Act.

In terms of Section 149(13) of the Act, Independent Directors are not liable to retire by rotation.

In view of the above, out of three Directors liable to retire by rotation, Mr. Romesh Sobti, Managing Director & CEO, being longest in Office, retires by rotation and, being eligible, offers himself for re-appointment.

Brief profile of Mr. Romesh Sobti is included separately in this Notice.

The Board of Directors therefore recommend the re-appointment of Mr. Romesh Sobti set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors other than Mr. Romesh Sobti or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 4

Appointment of Statutory Auditors of the Bank and authorising the Board of Directors to fix their remuneration

Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, provides that a company can appoint a firm of Auditors for a maximum of two terms of five consecutive years. In other words, the Auditors can be appointed for a period of five years at a time. However, banks are also governed by the provisions of the Banking Regulation Act, 1949, and the guidelines issued by the Reserve Bank of India (RBI). As per extant provisions, approval for appointment of Statutory Auditors is granted by RBI on a yearly basis.

It is mandatory for banks to rotate the Auditors on completion of a term of four years. M/s Price Waterhouse Chartered Accountants LLP, Mumbai (Firm's Regn. No. 012754N / N500016) were appointed Statutory Auditors of the Bank at the 21st AGM of the Bank held on August 17, 2015. As M/s Price Waterhouse Chartered Accountants LLP have completed a term of two years, their appointment is being recommended for one more year. Further, their appointment has been approved by the Reserve Bank of India.

The Board of Directors therefore recommend the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the Members.

None of the Directors or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 5**Re-appointment of Mr. R. Seshasayee (DIN: 00047985), as Part-time Non-Executive Chairman of the Bank**

Mr. R. Seshasayee (DIN: 00047985) was last re-appointed 'Part-time Non-Executive Chairman' of the Bank on July 24, 2015 for a period of two years.

The Board of Directors had, in their meeting held on May 9, 2017, approved the re-appointment of Mr. R. Seshasayee as 'Part-time Non-Executive Chairman' of the Bank, for a further period of two years, with effect from July 24, 2017, subject to approval of Members and the Reserve Bank of India. Application has been submitted to Reserve Bank of India for re-appointment of Mr. R. Seshasayee as 'Part-time Non-Executive Chairman' for a further period of two years.

In compliance with the applicable provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949, approval of the shareholders for the re-appointment of Mr. R. Seshasayee, as 'Part-time Non-Executive Chairman' is requested, by passing of an Ordinary Resolution, for a period of two years w.e.f., July 24, 2017 on existing terms and conditions (including payment of remuneration in the form of Profit-related Commission), or on such terms as may be decided by the Board and approved by Reserve Bank of India.

Brief profile of Mr. R. Seshasayee, including Directorships and Committee positions held by him in other companies is provided separately in this Notice.

The Board of Directors therefore recommend the Resolution set out at Item No. 5 of the accompanying Notice for re-appointment of Mr. R. Seshasayee as 'Part-time Non-Executive Chairman' for a period of two years w.e.f. July 24, 2017, to be passed as an Ordinary Resolution by the Members.

None of the Directors other than Mr. R. Seshasayee or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 6**Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions**

In terms of Section 180(1)(c) of the Companies Act, 2013 and the relevant references given under the Articles of Association of the Bank, borrowings by the Bank (apart from deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the bankers, other than loans raised for the purpose of financing expenditure of Capital nature) in excess of the Paid-Up Capital of the Bank and its Free Reserves, require approval of the Members by way of a Special Resolution.

Shareholders had, in the 21st Annual General Meeting of the Bank held on August 17, 2015, approved the borrowing of such sum or sums of monies as the Board deemed necessary for the purpose of carrying on the business of the Bank, excluding in the ordinary course of business, not exceeding ₹ 35,000 crores (Rupees Thirty-five thousand crores only).

Pursuant to the above-mentioned approval by the Shareholders, until date, the Bank has been borrowing funds to meet the business requirements with the consent of the Board of Directors, within the overall limit prescribed under the Companies Act, 2013, by way of issuance of various debt securities viz., Bonds / Non-Convertible Debentures or any other security of a similar nature as permitted by the Reserve Bank of India and in accordance with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended from time to time, and as permitted under any other applicable laws.

Considering the fact that the size of the Balance Sheet and Net Worth of the Bank have increased significantly in the last five years and the substantial growth in business and operations of the Bank, present and future requirements of Capital augmentation for expansion, approval of the Members is requested by way of a Special Resolution in terms of Section 180(1)(c) of the Companies Act, 2013, that the total amount of such borrowings outstanding at any time shall not exceed ₹ 50,000 crores (Rupees Fifty thousand crores only), notwithstanding that the monies to be borrowed

along with the monies already borrowed by the Bank (including temporary loans, if any, obtained for the purpose of financing expenditure of Capital nature) will exceed the aggregate of the Paid-Up Share Capital of the Bank and its Free Reserves.

The Bank shall endeavour to maintain the Capital Structure that would be consistent with its Cash Flow, while optimizing the Cost of Capital. The Bank shall ensure that the Debt-Equity Ratio is within prudent limits.

The Board of Directors therefore recommend the Special Resolution, set out at Item No. 6 of the accompanying Notice, for approval by Members.

None of the Directors or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 7

Issue of Long-Term Bonds / Non-Convertible Debentures on Private Placement Basis

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, mandates that a company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders, by means of a Special Resolution, for each of the Offers or Invitations. In case of Offers or Invitations for Non-Convertible Debentures, it is sufficient if the company passes Special Resolution only once in a year for all the Offers or Invitations for such debentures on a Private Placement basis during the year.

The Bank may need to raise additional funds to meet the needs of its growing business requirements, including Long-Term capital for pursuing its growth plans. The Bank may also wish to maintain the desired CRAR by issuing Basel III-compliant Additional Tier I / Tier II debt instruments or any other instruments of a similar nature.

In the last AGM of the Bank held on July 1, 2016, approval of the Shareholders had been obtained for issuance of Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Bonds including Infrastructure Bonds and Subordinated Non-Convertible Debentures eligible to be included in the Additional Tier I and Tier II Capital of the Bank, upto ₹ 5,000 crores (Rupees Five thousand crores only) on Private Placement basis, which is valid for a period of one year from the date of receipt of Members' approval.

Out of the above, Bonds / Non-Convertible Debentures of ₹ 3,500 crores (Rupees Three thousand five hundred crores only) [inclusive of Long-Term Bonds of ₹ 1,500 crores, and Additional Tier I Bonds of ₹ 2,000 crores (in two tranches)] have been issued.

Considering the attractive features of the revised guidelines issued by the Reserve Bank of India on issue of Long-Term Bonds / Basel III-compliant Additional Tier I and Tier II Bonds, and the fact that these Bonds will also assist the Bank in reducing Asset-Liability mis-matches, the Board of Directors in their meeting held on May 9, 2017 approved obtaining the consent of the Members for borrowing of monies / raising of funds in Indian / Foreign Currency by way of issue of Securities including but not limited to Long-Term Bonds, including Infrastructure Bonds / NCDs (forming part of Tier I / Tier II Capital, in accordance with Basel III Capital Regulations) or any other instrument of a similar nature upto ₹ 10,000 crores (Rupees Ten thousand crores only), in one or more tranches in Domestic and / or Overseas market in Indian or Foreign Currency, whether secured or unsecured as permitted by the Reserve Bank of India, to the eligible investors on Private Placement basis, on such terms and conditions as may be decided by the Board of Directors or any Committee of the Board or such other person(s) as may be authorized by the Board, from time to time. This would form part of the overall borrowing limit as approved by the Members from time to time, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The above mentioned Bonds / NCDs would be issued by the Bank in accordance with the applicable statutory guidelines, for cash, either at Par or at Premium or at Discount to the Face Value, depending upon the prevailing market conditions and on such terms and conditions including the Interest, Tenor, Coupon, Repayment, Security, etc. or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board shall in its absolute discretion deem fit, without being required to seek any further