

## **IndusInd Bank Ltd.**

### **Shareholders' Rights Policy**

**Shareholders' protection is an integral part of governance at IndusInd Bank. The Shareholders Rights Policy is based on domestic and global best practices, aimed at enhancing Shareholder Experience.**

The Shareholders' Rights Policy defines the rights of the Shareholders of the Bank, as well as specifies the responsibilities of the Bank.

The rights enumerated are in line with the Rights and Responsibilities laid under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Following are the basic rights of the Shareholders:

#### **1. Right to attend General Meetings and to Vote:**

Shareholders of the Bank shall have the right to participate in and to cast vote on the proposed Resolutions. Shareholders can attend the Meetings either in person or by appointing Proxy. Shareholders can cast their votes either through remote e-voting facility or electronic voting facility provided at the General Meeting.

#### **2. Right to Information:**

- i. Shareholders have the right to receive copies of the Bank's Annual Report and Notice of every General Meeting.
- ii. Shareholders have right to information on material events disseminated on the Stock Exchanges' websites as well as hosted on website of the Bank at [www.indusind.com/investors](http://www.indusind.com/investors)
- iii. No individual shareholder shall exercise Voting Rights in excess of 10% of their Shareholding.

#### **3. Right to Share Profitability:**

- i. Shareholders have the right to participate in the Bank's profitability for as long as they own the shares.
- ii. Division of profits would be based on the number of shares owned by the shareholder as on the date designated. The distribution of dividend is governed by the Bank's "*Dividend Distribution Policy*"<sup>1</sup> and as per the recommendation of the Board of Directors of the Bank.

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<sup>1</sup> Available under "Other useful Information" on IndusInd Bank Ltd.'s website

#### **4. Right to Transfer Shares:**

- i. Shareholders of the Bank have the right to freely transfer the shares held by them, except where the transferee is not approved by the Board.
- ii. If a person wants to increase shareholding / voting rights to 5% or more then he shall have to meet the 'fit and proper' criteria of Reserve Bank of India, and would require prior approval of Reserve Bank of India.
- iii. Effective December 5, 2018, Shareholders shall have right to transfer shares only in dematerialised form. (*SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8 2018.*)

#### **5. Right to convene a General Meeting:**

- i. The Board of Directors of the Bank shall convene an Extraordinary General Meeting (EGM) if a request to convene an EGM is received from Shareholders who hold, on the date of receipt of requisition, not less than 1/10<sup>th</sup> of the Paid-Up Capital of the Bank.
- ii. The Board should call for EGM within 21 days of the date of valid request by Shareholders but not later than 45 days from date of valid request for EGM.
- iii. If the Board of Directors fail to call for an EGM within the time provided, then the Shareholders can themselves convene the EGM.

#### **6. Ownership in Private Sector Banks:**

The ownership in the Bank is governed by directions of the Reserve Bank of India (Ownership in Private Sector Banks) Directions, 2016 dated May 12, 2016.

#### **7. Right to Inspect:**

Every Shareholder has the right to inspect Records / Registers of the Bank, as per the Companies Act, 2013. The Shareholders may also ask for a copy of any of them, after paying prescribed charges to the Bank.

#### **8. Right to claim Dividend and Shares transferred to Investor Education and Protection Fund (IEPF):**

Shareholders have right to claim their Dividends which are transferred to IEPF by making online application to MCA in e-form IEPF-5 along with requisite documents and information. Shareholders have to then submit the print of the Form and necessary documents to the Bank for verification and onward submission to IEPF Authority.

Similarly, the Shareholders have right to claim their Shares which have been transferred to IEPF, by following the above mentioned process.

For further details, click on below link:

<http://www.iepf.gov.in/IEPFA/refund.html>

This Policy has been vetted by the Stakeholders Relations Committee of the Board at its Meeting held on September 28, 2018 and has been approved by the Board of Directors at its Meeting held on October 15, 2018.