

HDFC Bank Limited

Registered office: HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

[CIN: L65920MH1994PLC080618] [E-Mail: shareholder.grievances@hdfcbank.com]

[Website: www.hdfcbank.com] [Tel Nos: 022 24988484] [Fax Nos: 022 24965235]

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF HDFC BANK LIMITED WILL BE HELD AT BIRLA MATUSHRI SABHAGAR, 19, NEW MARINE LINES, MUMBAI - 400 020 ON MONDAY, JULY 24, 2017 AT 2.30 P. M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Bank for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Paresh Sukthankar (DIN 01843099), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kaizad Bharucha (DIN 02490648), who retires by rotation and, being eligible, offers himself for re-appointment.
5. Re-appointment and fixing of the remuneration of Statutory Auditors:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139 and 142 of the Companies Act, 2013, Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules, be and are hereby re-appointed as the Auditors of the Bank to hold office from the conclusion of the 23rd Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank at an annual remuneration / fees of ₹ 1,90,00,000 (Rupees One Crore Ninety Lakhs only) plus out of pocket expenses at actuals and indirect taxes at the applicable rates, for the purpose of audit including reporting on internal financial controls, of the Bank's accounts at its head office, branches and other offices.”

SPECIAL BUSINESS:

6. To appoint Mr. Srikanth Nadhamuni (DIN 02551389) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, and other applicable provisions of the Banking Regulation Act, 1949, Mr. Srikanth Nadhamuni (DIN 02551389), in respect of whom the Bank has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Bank having an expertise in Information Technology, and that he shall be liable to retire by rotation and shall be eligible for remuneration by way of sitting fees, reimbursement of expenses and profit related commission as may be permissible under law from time to time.”

7. To re-appoint Mr. Paresh Sukthankar (DIN 01843099), as Deputy Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, Banking Regulation Act, 1949 and any other applicable laws, or any amendment or modifications or any re-enactment thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (“RBI”) and other concerned authorities or bodies and subject to the conditions as may be prescribed by any of them while granting such approvals, Mr. Paresh Sukthankar (DIN 01843099), in respect of whom the Bank has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Deputy Managing Director of the Bank for a period of three (3) years commencing from June 13, 2017 up to June 12, 2020 or from and / or to such other date as may be approved by the RBI upon such terms and conditions including remuneration as set out in the explanatory statement to the resolution as per Item No. 7 of the Notice of the Annual General Meeting and which is specifically approved and sanctioned with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to alter and vary the terms and

conditions of the said re-appointment and / or agreement including increments and / or any other components of the remuneration, as may be necessary from time to time, in view of any approvals and conditions as may be given / stipulated by the RBI or any other statutory authority, (including authority, from time to time to determine the amount of salary as also the type and amount of perquisites and other benefits payable to Mr. Sukthankar), in such manner as may be agreed to between the Board and Mr. Sukthankar;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this resolution.”

8. To re-appoint Mr. Kaizad Bharucha (DIN 02490648), as Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, Banking Regulation Act, 1949 and any other applicable laws, or any amendment or modifications or any re-enactment thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (“RBI”) and other concerned authorities or bodies and subject to the conditions as may be prescribed by any of them while granting such approvals, Mr. Kaizad Bharucha (DIN 02490648), in respect of whom the Bank has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Executive Director of the Bank for a period of three (3) years commencing from June 13, 2017 up to June 12, 2020 or from and / or to such other date as may be approved by RBI upon such terms and conditions including remuneration as set out in the explanatory statement to the resolution as per Item No. 8 of the Notice of the Annual General Meeting and which is specifically approved and sanctioned with authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of the said re-appointment and / or agreement including increments and / or any other components of the remuneration, as may be necessary from time to time, in view of any approvals and conditions as may be given / stipulated by the RBI or any other statutory authority, (including authority, from time to time to determine the amount of salary as also the type and amount of perquisites and other benefits payable to Mr. Bharucha), in such manner as may be agreed to between the Board and Mr. Bharucha;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and / or officer(s) of the Bank to give effect to this resolution.”

9. To re-appoint Mrs. Shyamala Gopinath (DIN 02362921) as a Part time Non Executive Chairperson and Independent Director of the Bank and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Article 161 of Articles of Association of the Bank, Section 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 along with applicable rules thereunder, Banking Regulation Act, 1949 and any other applicable laws, or any amendment or modifications or any re-enactment thereof, and subject to the approvals, as may be necessary from the Reserve Bank of India (“RBI”) and other concerned authorities or bodies and subject to the conditions as may be prescribed by any of them while granting such approvals, Mrs. Shyamala Gopinath (DIN 02362921), in respect of whom the Bank has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby re-appointed as Part time Non executive Chairperson and Independent Director of the Bank for a period of three (3) years commencing from January 2, 2018 up to January 1, 2021, or till such other earlier or later date(s) as may be approved by the RBI and as may be subsequently extended by RBI from time to time, at a remuneration within a range of minimum of ₹ 30 lakhs to maximum of ₹ 50 lakhs per annum, subject to approval by the RBI, and the Board is authorized to fix the remuneration payable to Mrs. Gopinath and subsequently vary at annual or periodic intervals as per the recommendations of the Nomination and Remuneration Committee (“NRC”), approval of the Board and the RBI from time to time within the aforesaid range, and that she will be entitled for free use of Bank’s car for official and private purposes, as well as sitting fees for attending Board and Committee meetings of the Bank;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any director(s) and/ or officer(s) of the Bank to give effect to this resolution.”

10. To ratify and approve the related party transactions with Housing Development Finance Corporation Limited (“HDFC Limited”) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions of law, including any re-enactment / modification / amendment thereof, the members of the Bank do hereby ratify as also accord further approval to the Board of Directors of the Bank (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee duly constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution) for, carrying out and / or continuing with arrangements and transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with Housing Development Finance Corporation Limited (“HDFC Limited”), being a related party within the meaning of the Listing Regulations, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise, including the banking transactions, transactions for sourcing of home loans for HDFC Limited against the consideration of the commission agreed upon or as may be mutually agreed upon from time to time, purchase / securitization of such percentage of home loans sourced and disbursed as may be agreed from time to time mutually between the Bank and HDFC Limited, servicing by HDFC Limited of home loans assigned by it / securitized against the consideration of the fee agreed upon or as may be agreed upon from time to time and any other transactions, including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all these transactions within the financial year 2017-18 in aggregate may exceed 10% of the annual consolidated turnover of the Bank as per the Bank’s last audited financial statements or any materiality threshold as may be applicable from time to time;

RESOLVED FURTHER THAT the members of the Bank do hereby ratify as also accord further approval to the Board of Directors of the Bank to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and / or director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution.”

11. To ratify and approve the related party transactions with HDB Financial Services Limited (“HDBFSL”) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions of law, including any re-enactment / modification / amendment thereof, the members of the Bank do hereby ratify as also accord further approval to the Board of Directors of the Bank (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee duly constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution) for carrying out or continuing with the transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with HDB Financial Services Limited (“HDBFSL”), being a related party, including transactions of purchase / securitization of loans, servicing arrangements, if any, banking transactions and any other arrangements / transactions whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise, against such consideration agreed upon or as may be mutually agreed upon from time to time between the Bank and HDBFSL, including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all these transactions within the financial year 2017-18 in aggregate may exceed 10% of the annual consolidated turnover of the Bank as per the Bank’s last audited financial statements or any materiality threshold as may be applicable from time to time;

RESOLVED FURTHER THAT the members of the Bank do hereby ratify as also accord further approval to the Board of Directors of the Bank to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and / or director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution.”

12. To Issue Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds on a private placement basis and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013, Rule 14 and other applicable provisions, if any, of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, any other applicable provisions of law, any amendment, modification, variation or re-enactment thereto from time to time, and the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities / regulators / Statutory Authority(ies), including Reserve Bank of India ("RBI") the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "Board" and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013 or Rules thereunder) for borrowing / raising funds in Indian currency by issue of Perpetual Debt Instruments (part of Additional Tier I Capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds in domestic market on a private placement basis and / or for making offers and / or invitations therefor and / or issue(s) / issuances therefor, on private placement basis, for a period of one (1) year from the date hereof, in one or more tranches and / or series and under one or more shelf disclosure documents and / or one or more issues / letters of offer or such other documents or amendments / revisions thereof and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, of an amount in aggregate not exceeding ₹ 50,000 crore;

RESOLVED FURTHER THAT the Members of the Bank do hereby accord approval to the Board of Directors of the Bank to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and / or director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution.”

By order of the Board

Sanjay Dongre
Executive Vice President (Legal)
& Company Secretary
(Membership No. ACS 5966)

Date : May 29, 2017

NOTES

1. **A member entitled to attend and vote at the Annual General Meeting (“meeting / AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Bank. Provided that a proxy shall not have the right to speak at the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. However, a member holding more than 10% of the total share capital of the Bank carrying voting rights may appoint a single person as proxy provided that such person shall not act as proxy for any other person or shareholder. The instrument appointing proxy in order to be valid and effective should be lodged / deposited at the office of Registrar and Share Transfer Agents (“R&T agents”) of the Bank or at the registered office of the Bank not later than forty-eight (48) hours before the commencement of the meeting.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the meeting.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Item Nos. 6 to 12 of this Notice is annexed herewith and the same should be taken as part of this Notice.

4. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slips along with their copy of the Annual Report at the meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number(s) and those who hold shares in physical form are requested to write their Folio Number(s) on the attendance slip for attending the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
7. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Bank on all working days between 10.00 a. m. to 12.00 noon up to July 23, 2017 and at the meeting. The notice and the Annual Report are also available on the Bank's website www.hdfcbank.com
8. The record date for determining the names of members eligible for dividend on equity shares, if declared at the Meeting, is June 30, 2017.
9. Dividend as recommended by the Board of Directors, if approved at this meeting, will be paid on or after July 26, 2017 by way of electronic credit and on or after July 27, 2017 by way of physical dividend warrants to those members who hold shares:
 - (a) in dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on June 30, 2017.
 - (b) in physical mode, if their names appear in the Bank's Register of Members at the close of business hours of June 30, 2017. The instruments of transfer in respect of shares held in physical form should be lodged with the R&T agents so as to reach them on or before June 30, 2017.
10. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective depository participants with whom they are maintaining demat accounts before June 30, 2017.
11. Members holding shares in physical form are requested to send a communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agents / Bank along with the self-attested copy of their PAN Card(s) and Aadhar Card, unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting document evidencing change in address. Communication details of R&T agents are as under:

M/s. Datamatics Financial Services Limited, Unit: HDFC Bank Limited, Plot No. B5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai - 400 093; Tel No: 022-66712213-14; Fax No: 022-66712011; E-mail: hdinvestors@dfssl.com
12. As per Section 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2008-09 was transferred to the IEPF in August, 2016. The unclaimed dividend in respect of financial year 2009-10 is in the process of being transferred to the IEPF in accordance with the provisions of Section 125 of the Companies Act, 2013.
13. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of amount, the amount to which each person is entitled, due date for transfer to IEPF fund, etc is provided by the Bank on its website and on the website of the IEPF. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Bank's R&T agents, before the unclaimed dividends are transferred to the IEPF. The Bank's R&T agents in this regard has also intimated by sending a communication to all the shareholders whose dividend has remained un-encashed, with a request to send the requisite documents to them for claiming the un-encashed dividends.

14. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 in duplicate, duly filled in, to the R&T agents at the address mentioned at point no. 11 in the Notes. The prescribed form in this regard may also be obtained from the R&T agents at the address mentioned at point no. 11 in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
15. Members desiring any information relating to the annual accounts of the Bank are requested to write to the Bank at least ten (10) days before the meeting to enable the Bank to keep the information ready at the meeting.
16. In support of the "Green Initiative" announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Bank / Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.

Instruction for Remote Electronic Voting (Remote E-voting)

17. The Bank is providing remote e-voting facility to all its members to enable them to cast their vote on the matters listed in the Notice by electronic means. The Bank has engaged the services of the Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility.
 - Remote e-voting facility will be available on the website www.evotingindia.com from 9:30 a.m. on July 20, 2017 till 5:00 p.m. on July 23, 2017, after which the facility will be disabled by CDSL.
 - The members may contact the R&T agents as per the contact details mentioned at point no. 11 in the Notes.
 - Instructions for e-voting are given at point no. 22 in the Notes.
 - Shareholders shall not be allowed to change their vote, once casted. The voting right of shareholders shall be in proportion to the amount paid up on the total number of shares held by the respective shareholder with the total share capital issued by the Bank as on the cut-off date (record date) i.e. July 17, 2017. Cut-off date is for determining the eligibility to vote by electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - Details of Scrutinizers: Mr. B. Narasimhan of M/s. B. N. & Associates, Practicing Company Secretaries, and in his absence, Mr. V. V. Chakradeo of M/s. V. V. Chakradeo & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The resolutions as set out in this Notice are since being conducted through e-voting, the said resolutions will not be decided on a show of hands at the AGM.
19. The facility for voting, through electronic voting system shall also be made available at the meeting for members who have not already cast their vote prior to the meeting. In case of any unforeseen technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, members would be provided the ballot paper for casting their votes at the meeting.
20. The members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again or change their vote at the meeting.
21. The route map of the venue of the meeting is given on page no. 16 of the notice. The prominent landmark for the venue is, 'near Bombay Hospital'.
22. The instructions for shareholders voting electronically are as under:
 - (i) All the shareholders should log on to the e-voting website: www.evotingindia.com
 - (ii) Click on "Shareholders / Members" tab

- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Bank.
- (iv) Next, enter the characters as displayed and click on “LOGIN”.
- (v) Members holding shares in demat form and who have logged in for an earlier instance of e-voting and voted on www.evotingindia.com should use their existing login and password. Such members who have already logged in earlier would be required to enter only the password after entering the user ID and characters displayed. If the members have forgotten their password, they can enter the User ID and the characters verification code and click on “Forgot Password” to retrieve their password.
- (vi) If you are a first time user, follow the steps given below: (which are common for shareholders holding shares in physical form and in Demat form)
 - I. Fill up the following details in the appropriate boxes:
 - a) PAN - Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Bank’s R&T agents / Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
 - b) Any one detail from the following values:
 - Enter the Dividend Bank Account Details as recorded in your demat account or in the R&T agent’s records for the said demat account / folio or
 - Enter the Date of Birth (DOB) as recorded in your demat account or in the R&T agent’s records for the said demat account or folio. Format for reporting is dd/mm/yyyy.

Shareholders should note that either the Bank Account Details or DOB has to be entered to login. If both the details are not recorded with the depository or the R&T agents, please enter the member ID / folio number in the Dividend Bank account details field as mentioned at instruction (iii).
 - II. After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in Demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and members are requested to take utmost care in keeping their password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN '170602006'** of **“HDFC Bank Limited”** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES /NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xiii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take print out of the voting done by you by clicking on “**Click here to print**” option on the voting page.
 - (xv) Members can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone user can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xvi) **Note for Non - Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which the non-individual shareholders have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under the “Help” section or may contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or can call on the toll free no. 18002005533. You may also send an email to prajakta.bhat@hdfcbank.com or contact on 022-2498 8484 Extn: 3414.
23. The result of the voting will be announced within forty eight (48) hours after the conclusion of the meeting on the Bank's website at www.hdfcbank.com and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 6

Brief profile of Mr. Srikanth Nadhamuni in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard on the General Meetings has also been given in this Explanatory Statement hereinafter.

The Board of Directors of the Bank, on recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Srikanth Nadhamuni, as an Additional Director of the Bank with effect from September 20, 2016 to hold office up to the ensuing Annual General Meeting.

Mr. Srikanth Nadhamuni, aged 53 years, holds a Bachelor's degree in Electronics and Communications from National Institute of Engineering and a Master's degree in Electrical Engineering from Louisiana State University. Mr. Nadhamuni is a technologist and an entrepreneur with 28 years of experience in the areas of CPU design, Healthcare, e-Governance, National ID, Biometrics, Financial Technology and Banking sectors.

Mr. Nadhamuni is presently the Chairman of Novopay Solutions Private Limited, a company involved in the area of mobile payments and is the CEO of Khosla Labs Private Limited, a start-up incubator. He has also been a co-founder of e-Governments Foundation with Mr. Nandan Nilekani which work on the objectives to improve governance in Indian cities, creation of Municipal ERP suite which improves service delivery of cities, etc.

Mr. Nadhamuni was the Chief Technology Officer of Aadhaar (UID Authority of India) during 2009-2012 where he participated in design and development of the world's largest biometric based ID system. He was instrumental in development of Aadhaar technology, several banking and financial protocols including MicroATM, Aadhaar Enabled Payment System (AEPS) and Aadhaar Payment Bridge (APB).

Mr. Nadhamuni spent 14 years in the Silicon Valley (California, US) working for several global companies such as Sun Microsystems (CPU design), Intel Corporation (CPU design), Silicon Graphics (Interactive TV) and WebMD (Internet Healthcare).

Mr. Nadhamuni holds expertise in the field of Information Technology. He shall be liable to retire by rotation.

Mr. Nadhamuni will be entitled to remuneration by way of sitting fees, reimbursement of expenses and profit related commission as permissible under law and as applicable for the Bank from time to time. Presently the limit on sitting fees is ₹ 1,00,000 (Rupees One Lakh) per Board meeting and ₹ 50,000 (Rupees Fifty Thousand) per Committee meeting.

During the year 2016-17, he was paid ₹ 5,50,000 as sitting fees for attending the Board and Committee meetings of the Bank. Mr. Nadhamuni has attended all the four Board meetings of the Bank during F. Y. 2016-17 held post his appointment as an Additional Director.

Mr. Nadhamuni also holds directorships on Govanation Solutions Private Limited and CK 12 Software and Technology Consulting India Private Limited.

Mr. Nadhamuni does not hold any shares in the Bank. He is not related to any director of the Bank.

Your Board of Directors recommend the passing of the resolution in Item No. 6 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Srikanth Nadhamuni and his relatives, are concerned / interested in passing of this resolution.

Item No. 7

Brief profile of Mr. Paresh Sukthankar in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on the General Meetings has been given in this Explanatory Statement hereinafter.

Mr. Paresh Sukthankar, aged 54 years, completed his graduation from Sydenham College, Mumbai and holds a Bachelor of Commerce (B.Com) degree from University of Mumbai. He has done his Masters in Management Studies (MMS) from Jamnalal Bajaj Institute (Mumbai). Mr. Sukthankar has also completed the Advanced Management Program (AMP) from the Harvard Business School.

Mr. Sukthankar has been associated with the Bank since its inception in 1994 and has total banking experience of over 31 years. At the Bank, he has contributed in and effectively steered the various key areas including Credit, Risk Management, Finance, Human Resources, Investor Relations, Corporate Communications, Corporate Social Responsibility and Information Security verticals of the Bank. He was appointed as Executive Director on the Bank's Board in October 2007. In June 2014, Mr. Sukthankar was elevated to the post of Deputy Managing Director.

Prior to joining the Bank, Mr. Sukthankar worked in Citibank for around 9 years, in various departments including corporate banking, risk management, financial control and credit administration. Mr. Sukthankar has been a member of various Committees formed by Reserve Bank of India ("RBI") and Indian Banks' Association. At present, Mr. Sukthankar is the Deputy Managing Director of the Bank and is doing a commendable job in maintaining the overall portfolio quality of the Bank.

The RBI vide its letter dated June 13, 2014 approved the appointment of Mr. Paresh Sukthankar as Deputy Managing Director for a period of three (3) years from June 13, 2014 to June 12, 2017. The current term of the Deputy Managing Director is due to expire on June 12, 2017. The Board of Directors recommend re-appointment of Mr. Paresh Sukthankar on the following terms and conditions.

The tenure of appointment of Mr. Paresh Sukthankar as Deputy Managing Director shall be for a further period of three (3) years commencing from June 13, 2017 up to June 12, 2020, subject to the approval of the RBI and conditions subject to which such approval is granted.

The remuneration currently drawn by Mr. Sukthankar as approved by the RBI is as follows:

Salary	₹ (per annum)
Basic Salary	2,19,28,752/-
Allowances	1,04,92,416/-
Total	3,24,21,168/-

The remuneration, perquisites and all other benefits payable to Mr. Sukthankar shall remain unchanged, however, Mr. Sukthankar shall be entitled to receive the annual increments / revision in the remuneration, perquisites and all other benefits as may be recommended by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors with effect from April 1, 2017, subject to the approval of the RBI and conditions subject to which such approval is granted. Thereafter, for each financial year during his tenure, Mr. Sukthankar will be eligible for an annual salary revision as part of the salary review exercise as per the Bank's policies. The increase in salary on account of annual increment will be subject to the approval of the NRC, Board and the RBI and conditions subject to which such approval is granted.

In addition to the aforesaid salary, Mr. Sukthankar shall, subject to the approval of the NRC, Board and the RBI, also continue to be eligible for perquisites inclusive of fully maintained residential accommodation, hard furnishing, use of cars, telephones at residence, club membership or allowances in lieu thereof, medical reimbursement, medical insurance, housing and personal loans, travel allowance, leave travel concession (up to one month's salary) and other perquisites and benefits in accordance with the policies / scheme (s) and rule(s) applicable to the members of the staff and directors from the time to time for the aforesaid perquisites and benefits or allowances in lieu thereof. The perquisites and benefits shall be evaluated as per the Income Tax Rules, 1962, wherever applicable, or at actual cost to the Bank.

Mr. Sukthankar shall also be eligible for retiral benefits like provident fund, superannuation and gratuity as per relevant policies / schemes / rules of the Bank. He will also be entitled to other retiral benefits in the form of medical and use of car in accordance with the policies / schemes / rules approved by the NRC, Board and the RBI.

Additionally, Mr. Sukthankar would also be eligible for an annual performance bonus as may be determined by the Board / NRC as per the Compensation Policy of the Bank and in terms of guidelines on compensation of Whole Time Directors / Chief Executive Officers / Risk Takers and Control function staff, etc. issued by the RBI on January 13, 2012, and as amended / as may be amended from time to time, subject to necessary approval of the RBI.

In view of the said guidelines and to ensure flexibility between fixed and variable pay, suitable adjustments may be made in the individual components of compensation viz., Basic Salary, Allowances and Variable Pay and deferrals thereof while maintaining the aggregate of the three components as constant in compliance with the said guidelines or in compliance with any suggestions that RBI may have in this regard.

Mr. Sukthankar shall also be eligible for stock options under Employee Stock Option Schemes as may be approved by the NRC of the Board from time to time and avail of stock options already granted to him as an employee, subject to necessary approvals from the RBI.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Sukthankar as minimum remuneration.

Mr. Sukthankar has attended all the seven meetings of the Board held during F.Y. 2016-17. Mr. Sukthankar is not on the Board of any other company other than the Bank. Mr. Sukthankar, along with his relatives, holds 8,14,405 equity shares in the Bank as on March 31, 2017. He is not related to any of the Directors of the Bank.

Your Board of Directors recommend passing of the resolution set out in Item No. 7 of the accompanying notice.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Paresh Sukthankar and his relatives, are concerned / interested in passing of this resolution.

Item No. 8

Brief profile of Mr. Kaizad Bharucha in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on the General Meetings has been given in this Explanatory Statement hereinafter.

Mr. Kaizad Bharucha, aged 52 years, holds a Bachelor of Commerce degree from University of Mumbai. He has been associated with the Bank since 1995. In his current position as Executive Director, he is responsible for Wholesale Banking covering areas of Corporate Banking, Emerging Corporate Group, Business Banking, Capital Markets & Commodities Business, Agri Lending, Investment Banking, Financial Institutions & Government Business and Department for Special Operations. He has driven significant growth and profitability in aforesaid areas of Wholesale Banking segment.

In his previous position as Group Head - Credit & Market Risk, he was responsible for the Risk Management activities in the Bank viz., Credit Risk, Market Risk, Debt Management, Risk Intelligence and Control functions.

Mr. Bharucha has been a career banker with over 30 years of banking experience. Prior to joining the Bank, he worked in SBI Commercial and International Bank in various areas including Trade Finance and Corporate Banking.

He has represented HDFC Bank as a member of the working group constituted by the RBI to examine the role of Credit Information Bureau and on the sub-committee with regard to adoption of the Basel II guidelines.

The RBI vide its letter dated June 13, 2014 approved the appointment of Mr. Bharucha as Executive Director for a period of three (3) years from June 13, 2014 to June 12, 2017. The current term of the Executive Director is due to expire on June 12, 2017.

In view of Mr. Bharucha's contribution being important for the future growth of the Bank, the Board of Directors recommend re-appointment of Mr. Kaizad Bharucha on the following terms and conditions.

The tenure of appointment of Mr. Kaizad Bharucha as Executive Director shall be for a further period of three (3) years commencing from June 13, 2017 up to June 12, 2020, subject to approval of the RBI and conditions subject to which such approval is granted.

The remuneration currently drawn by Mr. Bharucha, as approved by the RBI is as follows:

Salary	₹ (per annum)
Basic Salary	1,47,00,000/-
Allowances	1,28,18,400/-
Total	2,75,18,400/-

The remuneration, perquisites and all other benefits payable to Mr. Bharucha shall remain unchanged, however, Mr. Bharucha shall be entitled to receive the annual increments / revision in the remuneration, perquisites and all other benefits as may be recommended by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors with effect from April 1, 2017, subject to the approval of the RBI and conditions subject to which such approval is granted. Thereafter, for each financial year during his tenure, Mr. Bharucha will be eligible for an annual salary revision as part of the salary review exercise as per the Bank's policies. The increase in salary on account of annual increment will be subject to the approval of the NRC, Board and RBI and conditions subject to which such approval is granted.

In addition to the aforesaid salary, Mr. Bharucha shall, subject to the approval by the NRC, Board and the RBI, also continue to be eligible for perquisites inclusive of fully maintained residential accommodation, hard furnishings, use of cars, telephones at residence, club memberships or allowances in lieu thereof, medical reimbursement, medical insurance, housing and personal loans, travel allowance, leave travel concession (up to one month's salary) and other perquisites and benefits, in accordance with the policies / scheme(s) and rule(s) applicable to the members of the staff and directors from time to time for the aforesaid perquisites and benefits or allowances in lieu thereof. The perquisites and benefits shall be evaluated as per the Income Tax Rules, 1962, wherever applicable, or at actual cost to the Bank.

Mr. Bharucha shall also be eligible for retiral benefits like provident fund, superannuation and gratuity as per relevant policies / schemes / rules of the Bank. He will also be entitled to other retiral benefits in the form of medical and use of car in accordance with the policies / schemes / rules as approved by the NRC, Board and the RBI.

Additionally, Mr. Bharucha would also be eligible for an annual performance bonus as may be determined by the Board / NRC as per the Compensation Policy of the Bank and in terms of the guidelines on compensation of Whole Time Directors / Chief Executive Officers / Risk takers and Control function staff, etc., issued by the RBI on January 13, 2012 and as amended / as may be amended from time to time, or any amendments thereof, subject to necessary RBI approval.

In view of the said guidelines and to ensure flexibility between fixed and variable pay, suitable adjustments may be made in the individual components of compensation viz., Basic Salary, Allowances and Variable Pay and deferrals thereof while maintaining the aggregate of the three components as constant in compliance with the said guidelines or in compliance with any suggestions that RBI may have in this regard.

Mr. Bharucha shall also be eligible for stock options under the Employee Stock Option Schemes as may be approved by the NRC from time to time and to avail of stock options already granted to him as an employee, subject to necessary approvals from the RBI.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Bharucha as minimum remuneration.

Mr. Bharucha has attended five out of seven meetings of the Board held during F.Y. 2016-17. Mr. Bharucha is not on the Board of any other company other than the Bank. Mr. Bharucha, along with his relatives, holds 9,38,551 equity shares in the Bank as on March 31, 2017. He is not related to any of the Directors of the Bank.

Your Board of Directors recommend passing of the resolution set out in Item No. 8 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Kaizad Bharucha and his relatives, are interested in passing of the above resolution.

Item No. 9

Brief profile of Mrs. Shyamala Gopinath in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on the General Meetings has been given in this Explanatory Statement hereinafter.

Mrs. Shyamala Gopinath, aged 67 years, holds a Master's Degree in Commerce and is a CAIIB. Mrs. Gopinath has over 40 years of experience in financial sector policy formulation in different capacities at the Reserve Bank of India ("RBI"). As a Deputy Governor of RBI for seven years, Mrs. Gopinath had been guiding and influencing the national policies in the diverse areas of financial sector regulation and supervision, development of financial markets, capital account management, management of government borrowings, forex reserves management and payment and settlement systems.

During 2001-03, Mrs. Gopinath worked as senior financial sector expert in the then Monetary Affairs and Exchange Department of the International Monetary Fund (Financial Institutions Division). Mrs. Gopinath was a member of the FSAP (Financial Sector Assessment Program) missions to Tanzania, Nigeria, Hungary and Poland and the Foreign Exchange and Reserve Management Team to Turkey and Kosovo. She also served as RBI representative on the Financial Stability Board.

The shareholders and the RBI have approved appointment of Mrs. Shyamala Gopinath as a Part time Non Executive Chairperson for a period of three (3) years commencing from January 2, 2015 till January 1, 2018. The Bank has benefitted greatly from her rich experience as erstwhile Deputy Governor of RBI and her significant contributions to the Board and as member / chair of various Committees of the Board.

The performance evaluation of Mrs. Shyamala Gopinath was undertaken every year. The latest performance evaluation was done on March 14, 2017 at the meeting of the Board of Directors of the Bank wherein the Board had noted that the performance of Mrs. Gopinath had been very good and her professional and personal attributes, especially the leadership and guidance provided by her have been very beneficial to the Bank.

The Bank has received a declaration from Mrs. Gopinath to the effect that she fulfills all criteria for independence stipulated in the Companies Act, 2013 and the Listing Regulations. In the opinion of the Board of Directors of the Bank, Mrs. Shyamala Gopinath is independent of the management of the Bank and fulfills the conditions specified in the Companies Act, 2013, the rules made thereunder and Regulation 16 of the Listing Regulations for re-appointment as an Independent Director. Further the Board of Directors of the Bank is of the opinion that Mrs. Shyamala Gopinath is a person of integrity and has relevant experience and expertise to be re-appointed as Independent Director of the Bank.

Based on the skills, experience, knowledge and performance evaluation of Mrs. Shyamala Gopinath, the Board of Directors recommend re-appointment of Mrs. Gopinath as a Part time Non Executive Chairperson and an Independent Director on the following terms and conditions, subject to approval of Reserve Bank of India.

The tenure of re-appointment of Mrs. Gopinath will be for a period of three (3) years commencing from January 2, 2018 till January 1, 2021 or till such earlier date or later date(s) as may be approved by the RBI and as may be extended by RBI from time to time.

Mrs. Gopinath shall continue to receive sitting fees for attending Board and Committee meetings. Mrs. Gopinath would continue to render extra services of non-executive nature in her capacity as director in the areas of internal audit, inspection, vigilance, compliance, etc.

Mrs. Gopinath shall be entitled to receive a remuneration within a range of minimum of ₹ 30 lakhs to maximum of ₹ 50 lakhs per annum, as may be approved by the RBI, and the remuneration payable to Mrs. Gopinath may be fixed by the Board and subsequently varied at annual or periodic intervals as per the recommendations of the Nomination and Remuneration Committee ("NRC"), approval of the Board and the RBI from time to time within the aforesaid range. Mrs. Gopinath would be provided free use of Bank's car for official and private purpose, in accordance with and subject to provisions of the Banking Regulation Act, 1949 and subject to the approval of the RBI.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration shall be paid to Mrs. Gopinath as minimum remuneration.

Mrs. Gopinath is not related to any of the Directors of the Bank.

Mrs. Gopinath was first appointed on the Board of the Bank with effect from January 2, 2015. During the year under review, Mrs. Gopinath was paid ₹ 27 lakhs as sitting fees for attending Board and Committee meetings, in addition to ₹ 30 lakhs paid towards remuneration for rendering extra services in her capacity as a director as per the approval of the RBI. Mrs. Gopinath is also a director on other listed companies namely Tata Elxsi Limited and Colgate-Palmolive (India) Limited; unlisted companies namely Vodafone India Limited, not-for-profit companies such as NDDDB Dairy services and Grassroot Trading Network for Women Limited and several other charitable societies / associations. Mrs. Gopinath is the chairperson of Audit Committee of Tata Elxsi Limited and member of Audit Committee of Colgate-Palmolive (India) Limited and Vodafone (India) Limited.

Mrs. Gopinath attended all the seven meetings of the Board held during the F.Y. 2016-17.

Mrs. Gopinath does not hold any shares in the Bank as on March 31, 2017.

Your Board of Directors recommend passing of the resolution set out in Item No. 9 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and their relatives, other than Mrs. Gopinath and her relatives, are interested in passing of the above resolution.

Item No. 10:

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), the shareholders at the Annual General Meeting held on July 21, 2016 had ratified and approved the related party transactions entered in to with Housing Development Finance Corporation Limited ("HDFC Limited.") in the financial year 2016-17 notwithstanding that such transactions on aggregate basis might exceed the applicable materiality threshold. A transaction with a related party shall be considered material if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10 % of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Under the arrangement between the Bank and HDFC Limited, the Bank sources home loans for HDFC Limited through its branches across India and HDFC Limited after necessary due diligence (credit, legal and technical appraisal) approves and disburses the loans. The loans are booked in the books of HDFC Limited and the Bank is paid commission as agreed upon mutually from time to time. As per this arrangement the Bank has a right but not an obligation to buy up to 70% or such percentage as may be mutually agreeable of the sourced and disbursed home loans. The loans are purchased by the Bank from time to time. Further, HDFC Limited is paid a fee as agreed upon mutually from time to time for servicing of the home loans assigned by it / securitized.

The above arrangement has been duly approved by the Board of Directors of the Bank. The arrangement for sourcing of the home loans and also of purchase thereof is in the ordinary course of business of the Bank and on an arm's length basis. The Board is of the opinion that such arrangement is beneficial to the Bank based on economic and commercial factors. The Bank gets the benefit of an additional retail finance product to meet its customers' home loan needs together with the expertise of HDFC Limited in credit, legal and technical appraisal of home loans. The arrangement facilitates the Bank to build its own book of this loan portfolio, helps the Bank in achievement of priority sector lending targets as stipulated by the RBI as well as increasing its asset and customer base. Additionally, the tenure of home loans being relatively longer helps the Bank in better asset liability management over the long term. For both the entities, the arrangement synergizes distribution, product and processing / servicing strengths across the two entities. The customer also gets one of the best home loan products available in the market. The arrangement encompasses the strengths of both institutions and the Bank, its shareholders and its customers benefit from the synergy arising therefrom. As per the arrangement, the home loans assigned by HDFC Limited / securitized continue to be serviced by HDFC Limited, for which it is paid a fee.

There are also other transactions with HDFC Limited, including banking transactions and including those as disclosed in the notes forming part of the financial statements. In the financial year 2016-17, all the aforementioned transactions in terms of aggregate value have exceeded 10% of the Bank's annual consolidated turnover for the relevant year.

The Audit Committee of the Bank has granted omnibus approval for purchase of home loans from HDFC Limited up to a limit of ₹ 20,000 crore each for the financial years 2016-17 and 2017-18. The Audit Committee has also granted approval for other types of transactions with HDFC Limited under the omnibus route for financial years 2016-17 and 2017-18 and has noted that the said transactions are on arm's length basis.

The transactions have been continued so far in the financial year 2017-18. In the financial year 2017-18 as well, these transactions are expected to cross the applicable materiality thresholds. Accordingly, as per the Listing Regulations, approval of the members is sought for ratification of all these arrangements / transactions undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise), whether by way of continuation / extension / renewal / modification of earlier arrangements / transactions or otherwise, so far in financial year 2017-18.

As mentioned above, the Bank's transactions in aggregate in the financial year 2017-18 with HDFC Limited are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions thereunder. The Bank now proposes to obtain approval of the members for ratifying as also granting further approval to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee duly constituted / empowered by the Board from time to time to exercise its powers conferred by the said resolution) for carrying out and / or continuing with arrangements and transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) with HDFC Limited, being a related party within the meaning of the Listing Regulations, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise including banking transactions, transactions for sourcing of home loans for HDFC Limited against the consideration of the commission agreed upon or as may be mutually agreed upon from time to time and of a right but not an obligation to purchase from HDFC Limited such percentage of home loans sourced and disbursed as may be agreed from time to time mutually between the Bank and HDFC Limited, transactions of purchase from time to time of the loans sourced and disbursed, servicing by HDFC Limited of home loans assigned by it / securitized against the consideration of the fee agreed upon or as may be agreed upon from time to time and any other transactions, including transactions as may be disclosed in the notes forming part of financial statements for the relevant period, notwithstanding the fact that all these transactions within the financial year 2017-18 in aggregate may exceed 10% of the annual consolidated turnover of the Bank as per the last audited financial statements or any materiality threshold for qualifying a transaction as material related party transaction as may be applicable from time to time under the law or regulations.

The above transactions are in the ordinary course of business of the Bank and on an arm's length basis.

Accordingly, your Board of Directors recommends the passing of the resolution contained in Item No. 10 of the accompanying Notice.

Mr. Keki Mistry and Mrs. Renu Karnad, being Directors on the Board of the Bank as well as on the Board of HDFC Limited, are interested in the above resolution. Mr. Paresh Sukthankar, Deputy Managing Director, is also interested in the said resolution as he is related to Mr. D. M. Sukthankar, who is a director of HDFC Limited.

None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in HDFC Limited, are concerned / interested in the above resolution.

The members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether the member is a related party / party to the aforesaid transactions or not), shall abstain from voting on resolutions under this Item No. 10.

Item No. 11

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the shareholders at the Annual General Meeting held on July 21, 2016 had ratified and approved the related party transactions entered in to with HDB Financial Services Limited (HDBFSL) in the financial year 2016-17 notwithstanding that such transactions on aggregate basis might exceed the applicable materiality threshold. A transaction with a related party shall be considered material if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Bank periodically undertakes asset backed / mortgage backed securitization / loan assignment transactions with various originators. In this regard, the Bank is proposing to undertake securitization / loan assignment transactions, including banking transactions and any other transactions including those as may be disclosed in the notes forming part of financial statements for the relevant period, with HDBFSL, being a subsidiary company of the Bank and a related party of the Bank pursuant to Regulation 23 of the Listing Regulations and under the Companies Act, 2013. The above transactions are in the ordinary course of business of the Bank and on an arm's length basis and are as such exempt from the provisions of Section 188 (1) of the Companies Act, 2013. The Bank benefits from the securitization / loan assignment transactions by acquisition of additional retail loan portfolio on its books and by the meeting of its targets for priority sector lending as stipulated by the RBI.

The Audit Committee of the Bank has granted omnibus approval for the related party transactions proposed to be entered into by the Bank in the financial year 2017-18. The Audit Committee also has noted that the said transactions are on arm's length basis with HDBFSL.

In the financial year 2017-18, the aforementioned transactions in aggregate are expected to exceed the materiality threshold prescribed under the said Listing Regulations. The Bank now proposes to obtain approval of the members for ratifying as also for giving further approval to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee duly constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution) for carrying out / continuing with / undertaking transactions (whether individual transactions or transactions taken together or series of transactions or otherwise) including of securitization / loan assignment transactions, servicing arrangements, if any, banking transactions and any other arrangements / transactions whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or otherwise against such consideration agreed upon or as may be mutually agreed upon from time to time between the Bank and HDBFSL, including those as may be disclosed in the notes forming part of financial statements for the relevant period, notwithstanding the fact that all these transactions within the financial year 2017-18 in aggregate may exceed 10% of the annual consolidated turnover of the Bank as per the last audited financial statements or any materiality threshold for qualifying a transaction as material related party transaction as may be applicable from time to time under the law or regulations.

The above transactions are in the ordinary course of business of the Bank and on an arm's length basis.

Accordingly, your Board of Directors recommends the passing of the resolution contained in Item No. 11 of the accompanying Notice.

Mr. Aditya Puri, being a Director on the Board of the Bank as well as on the Board of HDBFSL, is interested in the above resolution.

None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in HDBFSL, are concerned / interested in the above resolution.

The members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether the member is a related party / party to the aforesaid transactions or not), shall abstain from voting on resolutions under this Item No. 11.

Item No. 12

The Reserve Bank of India ("RBI") has issued guidelines on July 15, 2014 on 'Issue of Long Term Bonds by Banks - Financing of Infrastructure and Affordable Housing' to ensure availability of funding to such sectors. These guidelines enable banks to raise long term funds from the market. Accordingly, the Board of Directors by resolution dated April 21, 2017 has approved to seek the consent of the Members of the Bank for borrowing / raising funds in Indian currency by issue of Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds in domestic market on a private placement basis and / or for making offers and / or invitations therefor and / or issue(s) / issuances therefor, for a period of one (1) year from the date hereof, in one or more tranches of an amount not exceeding ₹ 50,000 crore. Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make private placement of securities subject to the condition that such subscription of securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations. In case of offer or invitation for subscription of non-convertible debentures (NCDs), it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for subscriptions of such debentures during the year.

The approval by way of special resolution of the members is, therefore, sought for issue of aforesaid NCD's / bonds in terms of said RBI guidelines on a private placement basis, in one or more tranches / series and under one or more shelf disclosure documents and / or one or more letters of offer, for a period of one (1) year from the date of passing of the resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board, in the prevailing market conditions.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCD's by the Bank for a period of one (1) year from the date on which the members have provided the approval by way of a special resolution proposed as per Item No. 12 above. The pricing of the Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds would be in accordance with the

applicable statutory guidelines, for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions. These bonds would be raised at fixed rate or at a floating rate.

Your Board of Directors accordingly recommend approval of the resolution set out in Item No. 12 of the accompanying notice.

None of the Directors, Key Managerial Personnel and their relatives are interested in the passing of the above resolution.

By order of the Board

Sanjay Dongre
Executive Vice President (Legal)
& Company Secretary
(Membership No. ACS 5966)

Date : May 29, 2017

Place : Mumbai

Route Map to Venue of the 23rd AGM of HDFC Bank Limited

Venue : Birla Matoshri Sabhagar, 19, New Marine Lines, Mumbai 400020

Date : July 24, 2017

Day and Time : Monday, 2.30 p.m.

Land Mark : Next to Bombay Hospital

Distance from **Churchgate Station** : 1 km

Distance from **Chhatrapati Shivaji Terminus** : 1.2 km

Distance from **Marine Lines Station** : 0.8 km

