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HDFC BANK LIMITED

Registered Office: HDFC Bank House, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013.

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

Website: www.hdfcbank.com Tel. No.: 022 6631 6000

NOTICE IS HEREBY GIVEN THAT THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF HDFC BANK LIMITED (THE "BANK") WILL BE HELD ON FRIDAY, AUGUST 8, 2025 AT 02:00 P.M. INDIAN STANDARD TIME ("IST") THROUGH TWO-WAY VIDEO CONFERENCE ("VC") IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (standalone) of the Bank for the financial year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the audited financial statements (consolidated) of the Bank for the financial year ended March 31, 2025 along with the Report of Auditors thereon.
3. To consider declaration of dividend on Equity Shares.
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. To appoint a Director in place of Mrs. Renu Karnad (DIN: 00008064), who retires by rotation and being eligible, offers herself for re-appointment.
6. To appoint M/s. B S R & Co. LLP, Chartered Accountants as one of the Joint Statutory Auditors and to fix the overall remuneration of the Joint Statutory Auditors and in this regard, 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 other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the relevant rules made thereunder and pursuant to Section 30 of the Banking Regulation Act, 1949

and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ("**RBI**") and other applicable provisions of law, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time (collectively "**Applicable Laws**") and pursuant to the approval of the RBI vide its letter dated May 16, 2025, M/s. B S R & Co. LLP Chartered Accountants (ICAI Firm Registration No. 101248W/ W-100022) ("**B S R & Co.**"), who have offered themselves for appointment and have confirmed their eligibility to be appointed as one of the Joint Statutory Auditors in terms of Section 141 of the Act and applicable rules made thereunder and the aforesaid Guidelines, be and are hereby appointed as one of the Joint Statutory Auditors of the Bank, to hold office for a period of 3 (Three) years from FY 2025-26 till and including FY 2027-28, subject to the approval of the RBI as and when required during their tenure, for the purpose of audit including reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices, with power to the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) of the Board or any other persons to whom powers are delegated by the Board as permitted under the Act and / or rules made thereunder), to alter and vary the terms and conditions of appointment and such other things including but not limited to reason of necessity on account of conditions as may be stipulated by the RBI and / or any other authority.

RESOLVED FURTHER THAT pursuant to Applicable Laws and approval of the RBI vide its letter dated May 16, 2025, M/s. Batliboi & Purohit, Chartered Accountants (ICAI Firm Registration No. 101048W) ("**Batliboi & Purohit**"), who were already appointed as one of the Joint Statutory Auditors of the Bank at the 30th AGM held on August 9, 2024, shall continue to act as Joint Statutory Auditors of the Bank for second year i.e. FY 2025-26.

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RESOLVED FURTHER THAT pursuant to Section 142 and other applicable provisions of the Act, the overall audit fees payable to Batliboi & Purohit and B S R & Co. (collectively referred to as the **"Joint Statutory Auditors"**) for FY 2025-26 shall aggregate to ₹ 9,90,00,000 (Rupees Nine Crore Ninety Lakh only) and be allocated between the Joint Statutory Auditors as may be mutually agreed amongst the Board and the Joint Statutory Auditors, depending upon their respective scope of work, and the Joint Statutory Auditors shall additionally be paid out of pocket expenses, outlays and taxes as applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Bank to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise with regard to implementation of the resolution including but not limited to determination of roles and responsibilities / scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank."

SPECIAL BUSINESS:

7. **To issue Long-Term Bonds (financing of infrastructure and affordable housing), Perpetual Debt Instruments (part of additional Tier I capital) and Tier II capital bonds through private placement and in this regard, to consider and if thought fit, to pass the following resolution, as a Special Resolution:**

"RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), Rule 14 and other applicable provisions, if any, of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014, any other applicable rules issued thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and any amendments, modifications, variations or re-enactments thereto from time to time, any other applicable laws and the relevant 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 the 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"** which term shall be deemed to include any Committee(s) of the Board or any other persons to whom powers are delegated by the Board as permitted under the Act and/or rules made thereunder) for borrowing / raising funds by issue of Long-Term Bonds (financing of infrastructure and affordable housing), Perpetual Debt Instruments (part of additional Tier I capital) and Tier II capital bonds through private placement and / or for making offers and / or invitations thereof, even if the amount to be borrowed / raised together with the amounts already borrowed exceeds / will exceed the limit as specified in clause (c) of sub-section (1) of Section 180 of the Act, for a period of 1 (One) year from the date of this Annual General Meeting (**"AGM"**), 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 / tranche / issue including the price, coupon, premium, discount, tenor, listing, etc. as may be deemed fit by the Board from time to time, as per the structure and within the limits permitted by the RBI, if any, for an amount in aggregate not exceeding ₹ 60,000 Crore (Rupees Sixty Thousand Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf 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 with power to settle all questions, difficulties or doubts that may arise with regard to any of the said matters, including but not limited to negotiating, finalising, amending, signing,

delivering, executing the terms of any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.

8. **To appoint M/s. Bhandari & Associates, Company Secretaries as Secretarial Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any modification(s) or re-enactment(s) thereof), Section 204 and other applicable provisions of the Companies Act, 2013 (**“Act”**) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of law, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the Members of the Bank be and is hereby accorded for the appointment of M/s. Bhandari & Associates (**“Bhandari & Associates”**), Company Secretaries (ICSI Firm Registration No. P1981MH043700), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Secretarial Auditors of the Bank, to conduct secretarial audit of the Bank for a period of 5 (Five) years i.e. from FY 2025-26 till and including FY 2029-30 and to provide such other services as permissible under applicable laws and as approved by the Board of Directors of the Bank (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee(s) of the Board or any other persons to whom powers are delegated by the Board as permitted under the Act and / or rules made thereunder).

RESOLVED FURTHER THAT the audit fees payable to Bhandari & Associates, shall be ₹ 15,00,000 (Rupees Fifteen Lakh Only) per annum in addition to out of pocket expenses, and taxes as applicable, for conducting secretarial audit of the Bank as prescribed under relevant provisions of the Act, SEBI Listing Regulations and other applicable provisions of law (including any statutory amendments, modifications, variations or re-enactments thereto, from time to time).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Bank, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Bank, to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities / scope of work of the Secretarial Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.”

By Order of the Board of Directors

Ajay Agarwal
Company Secretary
Group Head – Secretarial & Group Oversight
(Membership No: FCS 9023)

Place: Mumbai
Date: June 20, 2025

NOTICE

NOTES

1. Explanatory Statement and Regulatory disclosures

A statement pursuant to Section 102(1) of the Companies Act, 2013 (“**Act**”), setting out all material facts relating to the relevant businesses as set out in the Notice convening the 31st Annual General Meeting (“**Notice**”) is annexed herewith and the same should be taken as part of this Notice. Explanation to ordinary businesses mentioned under Resolution Nos. 4 to 6 has been provided on a voluntary basis. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI Listing Regulations**”) and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India (“**SS- 2 on General Meetings**”), a brief profile of the Directors proposed to be re-appointed is annexed to this Notice.

2. Availability of Notice and Integrated Annual Report for FY 2024-25

The Notice and the Integrated Annual Report for FY 2024-25 are available on the Bank’s website at - <https://www.hdfcbank.com/personal/about-us/investor-relations/annual-reports> and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice is also available on the website of the e-voting service provider engaged by the Bank viz. National Securities Depository Limited (“**NSDL**”) at <https://www.evoting.nsdl.com>.

3. Queries on Financial Statements

Members desiring any information relating to financial statements of the Bank or responses to any other queries or questions are requested to send an e-mail to the Bank at shareholder.grievances@hdfcbank.com / investor.relations@hdfcbank.com, at least 7 (Seven) days before the Annual General Meeting (“**AGM**”) mentioning their name, folio no. / client ID and DP ID. This would enable the Bank to keep the responses ready at the AGM.

4. Receipt of Notice and Integrated Annual Report

In compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs (“**MCA**”) *inter alia* including General Circular No. 09/2024 dated September 19, 2024, applicable provisions of the Act and the rules made thereunder and in accordance with various circulars issued by SEBI *inter alia* including Circular dated October 3, 2024 (collectively referred to as “**Applicable Circulars**”), electronic copies of this Notice and Integrated Annual Report for FY 2024-25 are being sent by e-mail to those Members whose e-mail addresses have been made available to the Bank’s Registrar and Transfer Agent i.e. Datamatics Business Solutions Limited (“**Datamatics / RTA**”) and Depositories.

Shareholders who have not registered their e-mail address:

A letter providing the web-link, including the exact path, for accessing this Notice and the Integrated Annual Report will be sent by the Bank to such shareholders.

Physical Copy of Notice and Integrated Annual Report:

Shareholders may request for a physical copy of the Notice and Integrated Annual Report for FY 2024-25 by sending a request via e-mail to shareholder.grievances@hdfcbank.com.

5. Meeting through Video Conference

In accordance with the Applicable Circulars, the Bank would be providing two-way Video Conference (“**VC**”) to all its Members to participate virtually in this AGM.

The Bank has engaged NSDL for providing VC facility and for facilitating remote e-voting to enable the Members to cast their votes electronically for this AGM.

Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Deemed Venue

The venue of the AGM shall be deemed to be the Registered Office of the Bank i.e. HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013.

7. Procedure for registration of e-mail address by shareholder

Since the physical copies of this Notice and the Integrated Annual Report are not required to be sent in accordance with the Applicable Circulars, the Members who have not yet registered their e-mail address, are requested to register the same on the website of the RTA at the link <https://hbemailregistration.datamatics.bpm.com> so as to receive this Notice and Integrated Annual Report through electronic mode.

It is clarified that for permanent registration, Members are requested to register their e-mail address as follows:

Physical Mode	By sending the relevant documents to the RTA in Form ISR-1 available on the Bank's website at https://www.hdfcbank.com/personal/about-us/corporate-governance/shareholders-information-and-helpdesk and also on the website of the RTA at https://www.datamatics.bpm.com/register-and-transfer-agent/information-to-shareholders/
Electronic Mode	By contacting the Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by DP.

8. Dividend Related Information

- The Record Date for determining the Members eligible for dividend on equity shares, if approved at the AGM, is Friday, June 27, 2025.
- Dividend as recommended by the Board of Directors, if approved at the AGM, will be paid **on or after Monday, August 11, 2025**, to those Members whose names appear on the Register of Members / statements of beneficial position received from Depositories at the close of business hours on Friday, June 27, 2025.

9. Tax Deducted at Source (TDS) on Dividend

Members may be aware that as per the Income Tax Act, 1961 ("**IT Act**"), as amended by the Finance Act, 2020, dividends paid or distributed by the Bank after April 1, 2020, shall be taxable in the hands of the shareholders and the Bank shall be required to deduct tax at source (**TDS**) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of dividend by the shareholders at this AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Bank. In order to enable the Bank to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, in accordance with the provisions of the IT Act.

10. E-voting and participation at the AGM through VC

• E-voting

In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the SS-2 on General Meetings, the Bank is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in this Notice by electronic means i.e. remote e-voting prior to the AGM and also during the AGM (for those members who have not exercised their votes through remote e-voting).

SEBI vide Master Circular for Compliance with the provisions of the SEBI Listing Regulations by listed entities dated November 11, 2024 enabled e-voting for all the individual demat account holders by way of a single login credential through their demat accounts and/or website of the depositories in an attempt to increase the participation of the shareholders and also improve the efficacy of the voting process.

NOTICE

- Process and manner for remote e-voting and voting during the AGM and participation at the AGM through VC

I. Process for e-voting

Individual Shareholders holding shares in electronic form				Shareholders holding shares in physical form or shareholders other than individual	
NSDL		CDSL	Login through DP		
Member(s) already registered for NSDL IDEAS Facility	Member(s) not registered for NSDL IDEAS facility	Member(s) who have opted for Easi / Easiest facility	Member(s) not registered for Easi / Easiest facility	Visit the e-voting website of NSDL at https://www.evoting.nsdl.com either on a Personal Computer or on a mobile.	
Please visit the e-Services website of NSDL: https://eservices.nsdl.com either on a Personal Computer or on a mobile	May register at the option available at https://eservices.nsdl.com . Select "Register Online for IDEAS" Portal or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp	Please click on www.cdslindia.com and click on New System Myeasi	Member(s) can login using the login credentials of their demat account through their DP registered with NSDL / CDSL for e-voting facility	Click on "Shareholder/Member" login.	
Click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section on the homepage of e-services	Alternatively, the Members may visit the e-Voting website of NSDL at https://www.evoting.nsdl.com either on a Personal Computer or on a mobile	Kindly enter your USER ID and Password.	After successful authentication, you will be redirected to NSDL / CDSL Depository site, wherein you can see e-voting feature .	Kindly enter your User ID and Password/OTP/ Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at https://eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL e-services after using your login credentials, Click on e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.	
Kindly enter your User ID and Password.	Click on "Shareholder / Member" login.	Kindly enter your USER ID and Password.	After successful login of Easi/ Easiest, you will be able to see the E-Voting Menu .	Manner of holding shares i.e. Demat mode (NSDL or CDSL) or Physical mode and the USER ID is:	
After successful authentication, you will be able to see e-voting services .	Kindly enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen and Click on Login.	An OTP will be sent on the registered Mobile number and e-mail id for user authentication.		NSDL	Physical
				8 Character DP ID followed by 8 Digit Client ID (For example, if your DP ID is IN300*** and then your user ID is IN300***12*****)	16 Digit Beneficiary ID (For example, if your Beneficiary ID is 12*****) then your user ID is 12*****) (For example, if your Folio Number is 001*** then your user ID is 134306*****)
Click on "Access to e-voting" under e-Voting services and you will be able to see e-Voting page.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting services .	Click on the links of e-voting service provider i.e. NSDL .		After successful login as mentioned above, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.	
For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evotinglogin.jsp . The Members will have to enter the 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Thereafter, enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, the Members will be redirected to NSDL Depository site wherein the Members can see e-voting page. Click on "HDFC Bank Limited" or e-voting service provider i.e. NSDL and Members will be redirected to e-voting website of NSDL for casting the vote during the remote e-voting period or joining virtual meeting and voting during the AGM.				Select "EVEN" of HDFC Bank Limited i.e. 134306.	
Click on options available against HDFC Bank Limited or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-Voting period, or joining virtual meeting & voting during the meeting.					

- After successful login, cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Once you cast vote and upon confirmation, the message “Vote cast successfully” will be displayed.
- You shall also receive a confirmatory SMS from NSDL that the Vote has been cast.

In case of any queries, please refer to the FAQs- Shareholders and e-voting User Manual-Shareholder available in the Downloads section at www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

II. Process and manner of e-voting during the AGM

- Necessary arrangements have been made for those Members who have not cast their vote through remote e-voting, for voting during the AGM by electronic means.
- The procedure for e-voting on the day of the AGM is same as the instructions mentioned at point no. 9 (I) i.e. Process for e-voting.
- E-voting at the Meeting would commence once the discussions pertaining to the businesses mentioned in this Notice are concluded and this facility would be made available for 30 minutes thereafter.
- Members who have cast their vote electronically may participate at the AGM but shall not be entitled to vote again.

III. Process for Participation at the AGM through VC

- Members can attend the AGM through VC by following the process for e-voting as mentioned above.
- Members are requested to click on VC link placed under “Join Meeting” menu. The link for VC will be available in Shareholder / Member login where the EVEN i.e. **134306** of HDFC Bank Limited will be displayed.

- Members would be thereafter able to participate in the AGM and their attendance would be counted for the purpose of quorum.
- The link for joining the AGM through VC will be activated 30 minutes before the scheduled start time of the AGM and will remain open throughout the AGM.
- Please note that Members joining the AGM through mobile devices, tablets or through personal computers / laptops connected via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any technical glitches.

Members who need assistance before or during the AGM or facing any problem in attending the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL / Mr. Abhijeet Gunjal, Assistant Manager, NSDL at evoting@nsdl.com or call on 022-4886 7000.

IV. Password for e-voting:

- Password details for Members holding shares in physical form or Members other than individuals are given below:

If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- How to retrieve your ‘initial password’?

- a. If your e-mail address is registered, your ‘initial password’ is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and the attachment i.e. .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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- b. In case you have not registered your e-mail address, you may obtain the user ID and password by sending a request to evoting@nsdl.com.

If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- Click on "Forgot User Details / Password?" (If you are holding shares in electronic mode) option available on www.evoting.nsdl.com.
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, PAN, name and registered address.

- d. Members can also use OTP based login for casting votes on e-voting system of NSDL.

- After entering your password, click on Agree to "Terms and Conditions" by selecting the check box.

- Click on "Login" button.

- After clicking on "Login" button, home page of e-voting will open.

- Kindly follow e-voting process mentioned above for casting your vote.

- Helpdesk for individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on 022 - 4886 7000.
Individual Members holding securities in demat mode with CDSL	Contact CDSL helpdesk by sending a request at helpdeskevoting@cdslindia.com or call on Toll Free No.: 1800 225 533.

- Some of the important details regarding the remote e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote	Friday, August 1, 2025
Commencement of remote e-voting period	Monday, August 4, 2025 at 10:00 A.M.
End of remote e-voting period	Thursday, August 7, 2025 at 05:00 P.M.

The remote e-voting module will be disabled by NSDL at 5:00 P.M. on Thursday, August 7, 2025.

- Any person holding shares in physical form and non-individuals, who becomes a Member of the Bank after dispatch of this Notice and holds shares as on the Cut-Off Date i.e. Friday, August 1, 2025 or who has not registered their e-mail address, may obtain the USER ID and password by sending a request at evoting@nsdl.com. However, 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.

Individuals holding securities in demat mode who become a Member of the Bank after dispatch of this Notice and hold shares as on the Cut-Off Date, may follow steps mentioned above for casting his/her vote during the remote e-voting period or joining the AGM virtually and voting during the meeting.

- A person who is not a Member as on the Cut-Off Date for e-voting should treat this Notice solely for information purposes.
- The voting rights of Members shall be in proportion to the amount paid up on the total number of equity shares held by the respective Member to the total equity share capital issued by the Bank as on the Cut-Off Date. Members may please note that the American Depositary Shares (ADS) of the Bank do not carry any voting rights.
- In case of joint holders, the Member whose name appears higher in order of names will be entitled for remote e-voting / e-voting during the AGM.
- As per the Directions of SEBI and MCA, the option of appointing proxies by the Members shall not be available for this AGM. Further, since the AGM will be held through VC, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

- Mr. B. Narasimhan, Partner of M/s. BN & Associates, Company Secretaries and in his absence, Mr. V. V. Chakradeo of M/s. V. V. Chakradeo & Co., Company Secretaries, having communicated their willingness, have been appointed as the Scrutinizer by the Board of Directors of the Bank to scrutinize the e-voting process in a fair and transparent manner.
- Institutional shareholders/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send a certified scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf, to the Scrutinizer by sending an e-mail to narasimhan.b8@gmail.com with a copy marked to evoting@nsdl.com by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
- The Scrutinizer shall submit a consolidated report on the total votes cast in favour of or against, if any, on each of the resolutions set out in this Notice. The Chairman or any other person authorised by the Chairman shall declare the results of the voting within 2 (Two) working days from the conclusion of the AGM.
- The results, along with the Scrutinizer’s Report will be placed on the Bank’s website at www.hdfcbank.com, and will be communicated to the Stock Exchanges. The results will also be available on the website of NSDL at www.evoting.nsdl.com and the Results will be displayed on the notice board at the registered office of the Bank.
- Subject to the receipt of requisite number of votes, the Resolutions as set out in this Notice shall be deemed to be passed on the date of the AGM i.e. Friday, August 8, 2025.
- Members who would like to express their views or ask questions during the AGM may register themselves as speaker shareholders by accessing the link - <https://hbagmspeakerregistration.datamatics.bpm.com/> from Monday, August 4, 2025 (09:30 A.M. IST) to Wednesday, August 6, 2025 (05:00 P.M. IST) by providing their name, address,

DP ID and Client ID / folio number, PAN, mobile number and e-mail address. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. Members intending to speak at the AGM would require microphone and speakers-built-in or USB plug-in or wireless Bluetooth. The Bank reserves the right to restrict the number of questions and number of speakers as appropriate, to ensure smooth conduct of the AGM.

11. Inspection of Documents

• Up to the date of AGM

All documents referred to in this Notice and other statutory registers shall be open for inspection by the Members at the registered office of the Bank on all working days between 10:00 a.m. and 12 noon from the date hereof up to the date of the AGM. The said documents would also be available for virtual inspection on all working days. Members seeking to inspect such documents need to send an e-mail to shareholder.grievances@hdfcbank.com mentioning their name, folio no. / client ID and DP ID and the documents they wish to inspect.

• During the AGM

The documents would also be available for inspection during the AGM.

• General Inspection

Members seeking to inspect documents permitted under the Act, during the year, can inspect the same

- Physically at the registered office of the Bank on all working days between 10:00 a.m. and 12 noon; and
- Virtually on all working days.

Members seeking to inspect such documents need to send an e-mail to shareholder.grievances@hdfcbank.com requesting the said inspection and mode thereof.

NOTICE

12. Equity Shares of HDFC Limited transferred to escrow demat account

As you may be aware, in accordance with Clause 27.9 of the composite scheme of amalgamation (“**Scheme**”) for amalgamation of: (i) HDFC Investments Limited and HDFC Holdings Limited, wholly owned subsidiaries of Housing Development Finance Corporation Limited (“**HDFC Limited**”), with and into HDFC Limited and (ii) the HDFC Limited with and into HDFC Bank Limited (“**Bank**”), shareholders of the HDFC Limited who held shares in physical mode, post the effective date of amalgamation, were allotted corresponding equity shares of the Bank as per the share exchange ratio, in dematerialized form only.

The said equity shares allotted in dematerialized mode have been transferred into an escrow demat account opened by the Bank. Once the concerned shareholders open demat account with any of the DPs and submit necessary documents to the RTA, the shares would be credited to their accounts.

13. Updation of details

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile no., PAN, mandates, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode: to their DPs
- b. For shares held in physical mode: to the Bank/ RTA in prescribed Form ISR-1 and other forms.
- c. Address of RTA:

Datamatics Business Solutions Limited RTA
(Plot Nos. A 16 & 17, Part B Cross Lane, MIDC,
Andheri East, Mumbai 400093; Tel. Nos.:
022-66712 213-14; E-mail id: [hdinvestors@
datamaticsbpm.com](mailto:hdinvestors@datamaticsbpm.com)).

14. Nomination Facility

Members holding shares in physical form and desiring to avail this facility may send their nomination details in the prescribed Form SH-13 in duplicate, duly filled in, to RTA at their address as mentioned above. Such Members who desire to opt out or cancel the earlier nomination and record a fresh nomination, may submit the same in Form

ISR-3 or SH-14 as the case may be, and submit the same to RTA. The prescribed form, in this regard, is available on the website of the Bank at <https://www.hdfcbank.com/personal/about-us/corporate-governance/shareholders-information-and-helpdesk> and on the website of the RTA at www.datamaticsbpm.com

Members holding shares in electronic form are requested to contact their DPs for the above purposes.

15. Dispute Resolution

In terms of SEBI circular dated July 31, 2023, SEBI has established a common Online Dispute Resolution Portal (“**ODR Portal**” - <https://smartodr.in/login>) which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Bank directly and through SCORES platform, if the shareholder is not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Bank’s website at <https://www.hdfcbank.com/personal/about-us/stakeholders-information/shareholders-information>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the special businesses mentioned under Resolution Nos. 7 and 8 of this Notice. Explanation to ordinary businesses mentioned under Resolution Nos. 4 to 6 has been provided on a voluntary basis.

Resolution No. 4

On June 11, 2023, the Members of the Bank, by way of Postal Ballot, approved the appointment of Mr. Kaizad Bharucha as a whole-time Deputy Managing Director of the Bank for a period of 3 years commencing from April 19, 2023 up to April 18, 2026 (both days inclusive), liable to retire by rotation.

Accordingly, in terms of the applicable provisions of the Companies Act, 2013, he is liable to retire by rotation at this AGM, and being eligible, offered himself for reappointment.

The Board recommends the passing of an ordinary resolution as set out in Resolution No. 4 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except for Mr. Kaizad Bharucha and his relatives, are concerned or interested, financially or otherwise, in passing of the Resolution No. 4.

Resolution No. 5

At the Annual General Meeting held on August 11, 2023, Members approved the appointment of Mrs. Renu Karnad as a Non-Executive - Non Independent Director of the Bank to hold office from July 1, 2023 to September 2, 2027 (both days inclusive), liable to retire by rotation.

Accordingly, in terms of the applicable provisions of the Companies Act, 2013, she is liable to retire by rotation at this AGM, and being eligible, offered herself for reappointment.

The Board recommends the passing of an ordinary resolution as set out in Resolution No. 5 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except for Mrs. Renu Karnad and her relatives, are concerned or interested, financially or otherwise, in passing of the Resolution No. 5.

Resolution No. 6

The Reserve Bank of India ("**RBI**") issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 ("**RBI Guidelines**"). In terms of the RBI Guidelines, for specified regulated entities with asset size of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore) and above as at the end of the previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms who shall be appointed for a continuous period of 3 (three) years, subject to the firms satisfying the eligibility norms each year. Given that the Bank's asset size is more than the stipulated threshold of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore), the Bank is required to appoint at least two Joint Statutory Auditors.

The Members of the Bank at the 28th AGM held on July 16, 2022, had appointed M/s. Price Waterhouse LLP, Chartered Accountants (ICAI Firm Registration No. 301112E/E300264) ("**Price Waterhouse LLP**"), as the Joint Statutory Auditors of the Bank to hold office for a period of 3 (Three) years from FY 2022-23, till and including FY 2024-25, which was subsequently approved by RBI. Further, the Members of the Bank at the 30th Annual General Meeting held on August 9, 2024, had appointed M/s. Batliboi & Purohit, Chartered Accountants, (ICAI Firm Registration No. 101048W) ("**Batliboi & Purohit**") to act as Joint Statutory Auditors of the Bank, from FY 2024-25 till (and including) FY 2026-27, subject to them continuing to fulfill the applicable eligibility norms. In view of the completion of the term of Price Waterhouse LLP, Batliboi & Purohit, would need to act as Joint Statutory Auditor of the Bank, with such other Joint Statutory Auditor(s) as the Bank may appoint, subject to the approval of the RBI and Members of the Bank.

Pursuant to the recommendation of the Audit Committee and the Board of Directors of the Bank ("**Board**") and application made by the Bank in this regard, the RBI vide its letter dated May 16, 2025 has approved the appointment of M/s. B S R & Co. LLP (Firm Registration No. 101248W/W-100022) (hereinafter referred to as "**BSR & Co.**"), for a period of 1 (One) year i.e. FY 2025-26 and the re-appointment of Batliboi & Purohit for second year i.e. FY 2025-26.

NOTICE

Pursuant to the said RBI approval, the Audit Committee and the Board at their respective meetings held on June 17, 2025 and June 20, 2025 have recommended the appointment of B S R & Co. as Joint Statutory Auditors of the Bank, to hold office for a period of 3 (Three) years from FY 2025-26 till (and including) FY 2027-28 for the purpose of audit including reporting on internal financial controls of the Bank's accounts at its head office, branches and other offices, subject to the approval of the RBI for remaining 2 (Two) years i.e. FY 2026-27 and FY 2027-28.

B S R & Co. have confirmed their eligibility for their appointment as one of the Joint Statutory Auditors of the Bank.

Further, subject to applicable laws and regulations including the relevant guidelines and circulars of the RBI (as may be amended, restated, modified, replaced from time to time), Batliboi & Purohit and B S R & Co. shall act as Joint Statutory Auditors of the Bank for the remainder of their term and B S R & Co. shall thereafter continue to act as Joint Statutory Auditors of the Bank with such new Joint Statutory Auditor(s) as the Bank may appoint, subject to approval of the RBI and the Members of the Bank.

The overall audit fees for FY 2025-26 payable to the Joint Statutory Auditors shall be same as previous year i.e. aggregating to ₹ 9,90,00,000/- (Rupees Nine Crore Ninety Lakh Only), in addition to out of pocket expenses, outlays and taxes as applicable, with authority to the Board (including any other Committee thereof) to allocate the same between the Joint Statutory Auditors, as may be mutually agreed amongst the Bank and the said Joint Statutory Auditors, depending upon their respective scope of work, in connection with the audit of the accounts of the Bank for FY 2025-26. Further, the details of audit and non-audit fees paid to the Joint Statutory Auditors for the FY 2024-25 has been provided in the Directors' Report.

The Board recommends the appointment of B S R & Co. as one of the Joint Statutory Auditors for a period of 3 (Three) years with effect from FY 2025-26 till and including FY 2027- 28, and payment of overall remuneration of both the Joint Statutory Auditors for the FY 2025-26, based on review of their profile, experience and specialization in audit of banking and financial services sector.

Profile of B S R & Co. LLP.

B S R & Co. was constituted on March 27, 1990 as a partnership firm having registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on October 14, 2013 thereby having a new firm registration no. 101248W/W-1 00022. It is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. It has its head office in Mumbai and has fourteen other branches in India.

B S R & Co. has over 4000 staff, 140+ Partners. B S R & Co. LLP, audits various companies listed on stock exchanges in India including companies in the Financial Services sector.

Profile of Batliboi & Purohit

Batliboi & Purohit, is a well-reputed Firm established in the year 1907 and is registered with the Institute of Chartered Accountants of India (ICAI). It has been in practice for over 115 years in India. It has its head office in Mumbai and has two other branches in India.

Batliboi & Purohit renders Assurance, Tax & Regulatory and Advisory services to clients across various sectors. It has experience in statutory audits of Banks, NBFCs, Insurance Companies, Manufacturing Companies, etc. and is empanelled with various regulatory authorities in India. It holds a valid Peer Review Certificate issued by the ICAI.

The Board recommends the passing of an ordinary resolution as set out in Resolution No. 6 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in passing of the Resolution No. 6.

Resolution No. 7

The Master Circular on Basel III Capital Regulations dated April 1, 2025 and the circular on the Issue of Long-Term Bonds by Banks - Financing of Infrastructure and Affordable Housing dated July 15, 2014 issued by the Reserve Bank of India (collectively "**RBI Circulars**") enable banks to raise Unsecured Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) from the market. Accordingly, the Board of Directors of the Bank at its meeting held

on April 19, 2025, recommended to the Members of the Bank, borrowing / raising funds by issue of Long-Term Bonds (financing of infrastructure and affordable housing), Perpetual Debt Instruments (part of additional Tier I capital) and Tier II capital bonds through private placement mode and / or for making offers and / or invitations therefor and / or issue(s) / issuances therefor, for a period of 1 (One) year from the date of this AGM , in one or more tranches of an amount in aggregate, not exceeding Rs. 60,000 Crore (Rupees Sixty Thousand Crore Only) even if the amounts proposed to be raised together with the amounts already borrowed exceed/ will exceed the limit as specified in clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013 (the “**Act**”).

Section 42 of the Act 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 way of a special resolution.

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, even if the amount to be borrowed / raised together with the amounts already borrowed exceeds / will exceed the limit as specified in clause (c) of sub-section (1) of Section 180 of the Act. The amounts proposed to be raised together with the amounts already borrowed exceed the total of the Bank’s paid-up share capital, free reserves and securities premium.

The approval by way of a special resolution of the Members is, therefore, sought for issue of aforesaid unsecured NCDs / bonds on a private placement basis, in one or more tranches/ series/ issues and under one or more shelf disclosure documents and / or one or more letters of offer and/or such other documents as may be applicable, for a period of 1 (One) year from the date of the AGM, on such terms and conditions including the price, coupon, premium / discount, tenor, listing (if any), etc., as may be determined by the Board, based on *inter alia* the prevailing market conditions. The offer shall be made to such persons as identified pursuant to Section 42 (2) of the Act.

The said approval shall be the basis for the Board of Directors of the Bank to determine the terms and conditions of any issuance of Long-Term Bonds (financing of infrastructure and affordable housing), Perpetual Debt Instruments (part of additional Tier I capital) and Tier II capital bonds through private placement mode for a period of 1 (One) year from the date of this AGM. The pricing of the Long-Term Bonds (financing of infrastructure and affordable housing), Perpetual Debt Instruments (part of additional Tier I capital) and Tier II capital bonds through private placement mode would be in accordance with the applicable statutory guidelines. These bonds would be raised at a fixed rate or at a floating rate or otherwise, and as may be determined by the Board (including the relevant Committee thereof) from time to time subject to applicable law and regulations.

The proposed issuance would augment overall capital of the Bank for strengthening its capital adequacy, enhance Bank’s long-term resources in compliance with RBI requirement as well as fund infrastructure and affordable housing projects, as applicable. Accordingly, the Board recommends passing of a special resolution as set out in Resolution No. 7 of this Notice.

Except to the extent of their shareholding in the Bank (if any), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution No. 7.

Resolution No. 8

As per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report, with the annual report of the listed entity.

The Securities and Exchange Board of India vide notification dated December 13, 2024 amended Regulation 24A of SEBI Listing Regulations requiring the appointment/ re-appointment of Secretarial Auditor of a listed entity, to be approved by its shareholders in its Annual General Meeting.

NOTICE

Accordingly, the Audit Committee and the Board of Directors of the Bank at their respective meetings held on April 12, 2025 and April 19, 2025 have recommended the appointment of M/s. Bhandari & Associates ("**Bhandari & Associates**"), Company Secretaries (ICSI Firm Registration No. P1981MH043700), as Secretarial Auditors of the Bank at an overall audit fees of ₹ 15,00,000 (Rupees Fifteen Lakh Only) per annum in addition to out of pocket expenses, outlays and taxes as applicable, to conduct secretarial audit of the Bank for a period of 5 (Five) years i.e. from FY 2025-26 till and including FY 2029-30.

Bhandari & Associates have confirmed that they fulfill the eligibility criteria and independence as mentioned in the SEBI Listing Regulations, the circulars issued in this regard and other applicable laws and regulations.

Profile of Bhandari & Associates

Bhandari & Associates is a prominent Practicing Company Secretaries Firm, established in 1981 with over 40 years of experience in comprehensive corporate secretarial and compliance advisory services. The said firm is Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India having firm registration number as P1981MH043700. It has an excellent track record in the areas of Corporate Laws, Securities Laws, FEMA and Tax Laws supporting businesses of all sizes - from emerging start-ups, to large corporates and multinationals. The Firm has been providing audit/non-audit and consultancy services to clients across various sectors including Banking, Financial Services and Insurance (BFSI) sector, Information Technology, Broking, manufacturing sector, public sector enterprises. The firm has conducted Secretarial Audits for several listed and unlisted companies including entities amongst the Nifty 50 listed entities.

Bhandari & Associates shall conduct the Secretarial Audit of the Bank to check compliance with provisions of the laws/ rules/ regulations/ standards/ procedures applicable to the Bank including but not limited to the maintenance of records relating to approvals or decisions of Board/ Committees/ General meetings.

Accordingly, the approval of Members of the Bank is sought pursuant to the provisions of Regulation 24A of SEBI Listing Regulations and other applicable provisions of law as may be amended, modified, varied or re-enacted from time to time, for the appointment of

Bhandari & Associates, as Secretarial Auditors of the Bank, to conduct secretarial audit for a period of 5 (Five) years i.e. from FY 2025-26 till and including FY 2029-30 at the remuneration mentioned in the resolution.

The Board recommends passing of an ordinary resolution as set out in Resolution No. 8 of this Notice, for appointment of Bhandari & Associates as Secretarial Auditors of the Bank and the remuneration payable to them, based on review of their profile, experience and specialization in audit.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the passing of the resolution No. 8.

By Order of the Board of Directors

Ajay Agarwal
Company Secretary
Group Head – Secretarial & Group Oversight
(Membership No. FCS 9023)

Place: Mumbai
Date: June 20, 2025

Additional information about Directors pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India

Resolution No.	4	5
Name of the Director	Mr. Kaizad Bharucha	Mrs. Renu Karnad
Director Identification Number	02490648	00008064
Age	60 years	72 years
Nationality	Indian	Indian
Qualification	Bachelor of Commerce (University of Mumbai)	<ol style="list-style-type: none"> 1. Master's Degree in Economics from the University of Delhi. 2. Bachelor's degree in Law from the University of Mumbai. 3. Parvin Fellow from Woodrow Wilson School of Public and International Affairs, Princeton University, USA.
Brief Profile and Experience	<p>Mr. Kaizad Bharucha is the Deputy Managing Director (DMD) of the Bank. Mr. Bharucha holds a Bachelor's degree in Commerce (B.Com) from Sydenham College of Commerce and Economics (University of Mumbai).</p> <p>A career banker with more than 39 years of experience, he has been an integral part of HDFC Bank since its inception in 1995. Among his several contributions in building the Bank, he has played a key role in building the credit and risk frameworks that underpin the Bank's operations.</p> <p>Mr. Bharucha joined the Board of the Bank in 2014 and is its longest – serving Executive Board member. During his tenure as the Bank's Executive Director, he managed diverse portfolios incl. Corporate Banking, Capital & Commodities Markets, Emerging Corporates, Business Banking, Healthcare Finance, Agri-lending, Tractor Financing, Commercial Vehicle Finance, Infrastructure Finance and Inclusive Banking Initiatives.</p> <p>Mr. Bharucha also serves as the Designated Director for the Financial Intelligence Unit (FIU) and the Internal Ombudsman Committee. He has been a part of the Reserve Bank of India (RBI) committees, sub committees as well as government appointed inter-ministerial committee. He also regularly engages with regulators and government bodies to provide views on policy.</p> <p>The detailed profile of Mr. Bharucha is provided in the Integrated Annual Report.</p>	<p>Mrs. Renu Sud Karnad, aged 72 years, was the Managing Director of Housing Development Finance Corporation Limited ("HDFC Limited") prior to its amalgamation with the Bank w.e.f. July 1, 2023.</p> <p>She is a post graduate in Economics and Law. She is a Parvin Fellow, Woodrow Wilson School of International Affairs, Princeton University, USA. She brings with her rich experience and enormous knowledge of the mortgage sector, having been associated with real estate & mortgage industry in India for over 40 years.</p> <p>Mrs. Karnad joined HDFC Limited in 1978 and was inducted onto its Board in 2000. She has been instrumental in building the retail distribution network at HDFC Limited and has played key role in introducing several innovative & customer friendly products and services in the mortgage market. Apart from being HDFC Limited's brand custodian, Mrs. Karnad was the guiding force behind formulation of the organisation's communication strategy, digital transformation, and public image.</p> <p>As a part of the management team, Mrs. Karnad has played an important role in the successful transformation of HDFC Limited into India's leading Financial Services Conglomerate. Mrs. Karnad has served as the President of International Union for Housing Finance (IUHF), an association of housing finance firms present across the globe till 2024. She has also served as a Director, Asian Real Estate Society.</p> <p>The detailed provide of Mrs. Karnad is provided in the Integrated Annual Report.</p>
No. of shares held	22,43,241 equity shares as on March 31, 2025.	45,97,949 equity shares as on March 31, 2025.
Terms and conditions of the appointment including details of remuneration sought to be paid and the last remuneration drawn	Mr. Kaizad Bharucha is the DMD and holds office for a period of 3 (Three) years from April 19, 2023 to April 18, 2026 (both days inclusive), liable to retire by rotation. The details relating to remuneration are mentioned in the Report on Corporate Governance.	Mrs. Karnad is a Non-Executive (Non-Independent) Director, and holds office from July 1, 2023 to September 2, 2027 (both days inclusive), liable to retire by rotation. The details relating to remuneration are mentioned in the Report on Corporate Governance.
Date of first appointment on Board	December 24, 2013 (as an Executive Director).	March 3, 2020.

NOTICE

Resolution No.	4		5		
Directorship held in other companies	Listed Companies	1. HDFC Life Insurance Company Limited - Non-Executive (Nominee) Director	Listed Companies	1. HDFC Asset Management Company Limited - Non-Executive Director 2. GlaxoSmithKline Pharmaceuticals Limited - Non-Executive (Non-Independent) Director, Chairperson 3. EIH Limited - Non-Executive (Independent) Director 4. HDFC ERGO General Insurance Company Limited - Non - Executive (Nominee) Director - Debt Listed	
	Unlisted Companies	1. HDFC Capital Advisors Limited - Non-Executive (Nominee) Director 2. HDFC Securities IFSC Limited - Non-Executive (Nominee) Director	Unlisted Companies	1. HDFC Capital Advisors Limited - Non-Executive (Non-Independent) Director 2. Bangalore International Airport Limited – Non-Executive (Nominee) Director 3. PayU Payments Private Limited - Chairperson and Non - Executive (Independent) Director 4. Nudge Lifeskills Foundation - Non - Executive Director	
Membership / Chairmanship of committees in other companies	None		Name of the entity	Name of the committee	Member / Chairman
			GlaxoSmithKline Pharmaceuticals Limited	Audit Committee	Member
				Stakeholders’ Relationship Committee	Chairperson
			HDFC Asset Management Company Limited	Stakeholders’ Relationship and Unit holder Protection Committee	Member
			EIH Limited	Audit Committee	Member
				Stakeholders’ Relationship Committee	Chairperson
			HDFC ERGO General Insurance Company Limited	Audit & Compliance Committee	Member
				Stakeholders’ Relationship cum Allotment Committee	Member
Equity listed companies from which the Director resigned in past 3 (Three) years	NIL		NIL		

For other details, such as number of meetings of the Board attended by the Directors during the year, expertise in specific functional/skill areas and remuneration drawn in respect of the above Directors, please refer to the Report on Corporate Governance. None of the Directors or Key Managerial Personnel of the Bank are related to each other.

Information at a glance

Sr. No.	Particulars	Details
1	Day, Date and Time of AGM	Friday, August 8, 2025 at 02:00 P.M. (IST)
2	Mode	Two-way Video-Conference (VC)
3	Participation through VC	Members can login at https://www.evoting.nsdl.com at any time from 01:30 P.M. (IST) on the date of the AGM
4	Contact information for VC or E-voting related issues	E-mail id: evoting@nsdl.com Tel. No.: 022 - 4886 7000
5	Speaker Shareholder Registration before AGM	Registration link viz. https://hbagmspeakerregistration.datamaticsbpm.com/ is accessible from Monday, August 4, 2025 (09:30 A.M. IST) to Wednesday, August 6, 2025 (05:00 P.M. IST).
6	Cut-Off Date for E-voting	Friday, August 1, 2025
7	EVEN	134306
8	Remote E-voting start date and time	Monday, August 4, 2025 at 10:00 A.M. (IST)
9	Remote E-voting end date and time	Thursday, August 7, 2025 at 05:00 P.M. (IST)
10	Remote E-voting website	https://www.evoting.nsdl.com
11	Name of E-voting Service Provider	National Securities Depository Limited (NSDL)
12	Name, address and contact details of Registrars and Transfer Agents	Datamatics Business Solutions Limited Plot Nos. A 16 & 17, Part B Cross Lane, MIDC, Andheri East, Mumbai 400093; Tel. Nos.: 022-66712 213-14; E-mail id: hdinvestors@datamaticsbpm.com .
13	Registration of Members' e-mail address	The Members who have not yet registered their e-mail address, may kindly follow the process as mentioned in note no. 7 above to receive the Integrated Annual Report and AGM notice.
14	Record date for Dividend	Friday, June 27, 2025
15	Dividend payment date	On or after Monday, August 11, 2025
16	Information of tax on Dividend (FY 2024-25)	The same is available on the Bank's website at https://www.hdfcbank.com/personal/about-us/stakeholders-information/disclosures/other-stock-exchange-disclosures
17	Live webcast of AGM	https://www.evoting.nsdl.com .

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