

HDFC Bank Limited

Registered office: HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
[CIN No: L65920MH1994PLC080618] [E-Mail: shareholder.grievanves@hdfcbank.com]
[Website: www.hdfcbank.com] [Tel Nos: 022 24988484] [FaxNos: 022 24965235]

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH 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 WEDNESDAY, JUNE 25, 2014 AT 2:30 P. M. TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, Profit and Loss Account for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Renu Karnad, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a director in place of Mr. Keki Mistry, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint auditors and to fix their remuneration 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, subject to the provisions of Section 139 and 142 of the Companies Act, 2013, Section 30 of the Banking Regulations Act, 1949 and guidelines issued by Reserve Bank of India and subject to the approval of the Reserve Bank of India, M/s Delloitte Haskins & Sells, Chartered Accountants (FR No. 117365W), be and are hereby appointed as the Auditors of the Bank to hold office from the conclusion of the 20th Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank at an annual remuneration / fees of ₹ 1,10,00,000/- (Rupees One Crore Ten Lakhs Only) plus out of pocket expenses at actuals and indirect taxes at the applicable rates, for the purpose of audit of the Bank's accounts at its head office, branches and other offices.”

SPECIAL BUSINESS:

6. 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 149 of the Companies Act, 2013 and pursuant to Section 10A(2-A)(i) of the Banking Regulation Act, 1949, Mr. Partho Datta, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank and shall hold office up to September 29, 2018 AND THAT he shall not be liable to retire by rotation.”
7. 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 149 of the Companies Act, 2013 and pursuant to Section 10A(2-A)(i) of the Banking Regulation Act, 1949, Dr. Pandit Palande, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank and shall hold office up to April 23, 2015 AND THAT he shall not be liable to retire by rotation.”
8. 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 149 of the Companies Act, 2013 and pursuant to Section 10A(2-A)(i) of the Banking Regulation Act, 1949, Mr. Bobby Parikh, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank and shall hold office up to January 26, 2019 AND THAT he shall not be liable to retire by rotation.”

9. 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 149 of the Companies Act, 2013 and pursuant to Section 10A(2-A)(i) of the Banking Regulation Act, 1949, Mr. A. N. Roy, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank and shall hold office up to January 26, 2019 AND THAT he shall not be liable to retire by rotation.”

10. 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 149 of the Companies Act, 2013 and pursuant to Section 10A(2-A)(i) of the Banking Regulation Act, 1949, Mr. C. M. Vasudev, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank and shall hold office up to August 26, 2014 AND THAT he shall not be liable to retire by rotation.”

11. 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 149 of the Companies Act, 2013 and pursuant to Section 10A(2-A)(i) of the Banking Regulation Act, 1949, Mr. Vijay Merchant, in respect of whom the Bank has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank and shall hold office up to October 4, 2015 AND THAT he shall not be liable to retire by rotation.”

12. 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 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) (the “Act”), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Bank and subject to the regulations/guidelines, if any, prescribed by the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and all other concerned or other relevant authority/(ies) from time to time to the extent applicable, and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or made, in granting such consents and approvals and which may be agreed to by the Board, the consent of the Bank be and is hereby accorded to the Board to create, issue, offer in the course of one or more public or private offerings in domestic or one or more international markets, equity shares and/or equity shares through depository receipts and/or securities convertible into equity shares at the option of the Bank and/or the holders of such securities, and/or securities linked to equity shares and/or any instrument or securities representing equity shares and/or convertible securities linked to equity shares (all of which are hereinafter collectively referred to as “Securities”) to investors (whether residents and/or non-residents and/or strategic investors and/or institutions or banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilization agents or otherwise and irrespective of whether or not such investors are members or not) through a prospectus and/or an offer letter and/or a circular and/or on private/preferential placement basis, for, or which upon exercise or conversion of all securities so issued and allotted could give rise to the issue of additional share capital of up to an aggregate value of INR 10,000 crore, (including green shoe option) at the relevant time(s) of issue of securities, such issue and allotment to be made at such times, in one or more tranches at such price or prices, at a discount, equal to or at a premium to market price or prices, in such manner and where necessary in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue;

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any terms or combination of terms in accordance with prevalent market practice including but not limited to terms and conditions relating to payment of dividend at the option of the Bank and/or holders of any securities, including terms for issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or the terms pertaining to voting rights;

“RESOLVED FURTHER THAT the Bank and/or any agencies or body authorised by the Board may issue depository receipts representing the underlying equity shares in the capital of the Bank or such other securities with such features or attributes as may be required and to provide the tradeability and free transferability thereof as per market practices and regulations (including listing on one or more stock ex-change(s) in or outside India);

“RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of equity shares as may be required to be issued upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, also shares ranking in all respects, pari passu inter se and with the then existing equity shares of the Bank in all respects;

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, 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, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document(s) and sign on applications, filings, deeds, documents, writings, and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit.”

13. To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the relevant laws, rules and regulations as applicable from time to time and subject to such consents, sanctions and permissions as may be required, approval of the members be and is hereby accorded for acquiring and holding equity shares of the Bank, by the Foreign Institutional Investors (FIIs), Foreign Direct Investment covering ADRs / GDRS and indirect foreign investment up to an aggregate limit of 74% of the paid up equity share capital of the Bank. Provided, however, that the equity shareholding of a single FII or a sub-account of an FII in the Bank shall not at any time exceed 10 percent of the paid up Equity Share Capital of the Bank;

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which it may deem fit in the interest of the Bank.”

By order of the Board

Sanjay Dongre
 Executive Vice President (Legal)
 & Company Secretary

May 19, 2014

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. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE BANK. 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 AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE BANK AT ITS REGISTERED OFFICE AT LEAST 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members / proxies are requested to bring duly filled attendance slips and Ballot Form sent herewith to attend the Meeting.

4. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Entrance Pass and Ballot Form for attending the Meeting.
5. 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.
6. 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 June 25, 2014. This notice and the Annual Report will also be available on the Bank's website www.hdfcbank.com for download.
7. The Register of Members and Share Transfer Books of the Bank shall remain closed from June 07, 2014 to June 25, 2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
8. Dividend as recommended by the Board of Directors, if approved at this Meeting, will be paid on June 27, 2014 or thereafter 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 on June 06, 2014.
 - (b) In physical mode, if their names appear in the Bank's Register of Members at the close of business on June 25, 2014. The instruments of transfer in respect of shares held in physical form should be lodged with the Registrars and Share Transfer Agents so as to reach them on or before June 06, 2014.
9. Members holding shares in dematerialised form are requested to intimate any change in their address or bank account details to their respective depository participants with whom they are maintaining demat accounts.
10. Members holding shares in physical form are requested to advise any change of address immediately to the Bank / Registrars and Share Transfer Agents, M/s. Datamatics Financial Services Limited, Plot No. B5, Part B Cross Lane, MIDC, Marol, Andheri (East), Mumbai - 400 093 along with the self attested copy of their PAN Card, copy of the cheque leaf where an active Bank account is maintained and the copy of the supporting document evidencing change in address.
11. Brief resume of all Directors including those liable to retire by rotation and proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
12. In terms of the provisions of Section 205A of the Companies Act, 1956, the amount of dividend not encashed or claimed within 7 (Seven) 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 2005-06 was transferred to the IEPF in July 2013. The unclaimed dividend in respect of financial year 2006-07 would be transferred to the IEPF in June, 2014 in accordance with the provisions of Section 124 of the Companies Act, 2013.
13. The Ministry of Corporate Affairs has, on May 10, 2012, notified the Investor Protection and Education Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 ("IEPF Rules") with the objective of enabling shareholders to use the information provided by the companies on their websites and the website of the IEPF, to verify the status of unclaimed dividends, if any. 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 Registrars, Datamatics Financial Services Limited, before the same is due for transfer to the IEPF.
14. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Datamatics Financial Services Limited, Plot No. B5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai 400 093. The prescribed form in this regard may also be obtained from Datamatics Financial Services Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their DP 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 10 (Ten) 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 copy of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Bank / Depository Participants unless member has 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 attendance slip and proxy form, will be sent to them in the permitted mode.
17. In compliance with the provisions of section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Bank is pleased to provide members facility to exercise their votes at the 20th AGM by electronic means and the business may be transacted through e-voting as per instructions below:
 - (a) Date and time of commencement of voting through electronic means : June 18, 2014 at 9.30 a. m.
 - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: June 20, 2014 at 5.30 p. m.
 - (c) Details of Website: www.evotingindia.com
 - (d) Details of persons to be contacted for issues relating to e-voting: Datamatics Financial Services Limited Unit : HDFC Bank Limited Plot No B-5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai - 400 093, Tel No: 022-66712151 to 56, Fax No : 022- 28213404, E-mail : hdinvestors@dfssl.com
 - (e) Instructions for e-voting are given on page nos. 9 and 10 of this Notice. Page no. 11 is the Ballot Form.
 - (f) Details of Scrutinizer: V. V. Chakradeo Practising Company Secretary.

The e-voting module shall be disabled for voting on June 20, 2014 at 5.30 p. m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. **The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Bank as on the cut-off date (record date) as on June 6, 2014.**

Mr. V. V. Chakradeo, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Bank and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Bank. The results shall be declared on or after the AGM of the Bank. The results declared along with the Scrutinizer's Report shall be available on the Bank's website within two (2) days of passing of the resolution at the AGM of the Bank and communicated to the stock exchange.

18. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr. V. V. Chakradeo, Scrutinizer, C/o Datamatics Financial Services Limited Unit : HDFC Bank Limited, Plot No B-5, Part B, Cross Lane, MIDC, Marol, Andheri East, Mumbai - 400 093, Tel No: 022-66712151 to 56 Fax No : 022-28213404 E-mail : hdinvestors@dfssl.com so as to reach him on or before June 20, 2014 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. In the light of the recent judgment of the Bombay High Court, until clarity is available members who have not voted electronically or through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

M/s. BSR & Co., Chartered Accountants have been the statutory auditors of the Bank since the year 2010 and have completed their term of four years from the date of first appointment. As per the regulations of the Reserve Bank of India, the same auditors cannot be re-appointed for a period beyond four years. Accordingly, it is proposed to appoint M/s Delloitte Haskins & Sells as the new statutory auditors of the Bank to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Bank.

The Board of Directors recommends the appointment of M/s Delloitte Haskins & Sells, Chartered Accountants as the Bank's statutory auditors.

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

Item No. 6 to 11:

Pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, every listed public company needs to have at least one-third of the total number of directors as independent directors. As per Section 10A(2-A) (i) of the Banking Regulation Act, 1949, no director (other than managing or whole - time director) of a banking company can continuously hold office for a period exceeding 8 years from the date of appointment. Accordingly it is proposed to appoint the following directors as independent directors of the Bank to hold office up to the dates mentioned against their names.

1. Mr. Partho Datta as an independent director of the Bank up to September 29, 2018. Mr. Datta was first appointed as an additional director on September 30, 2010. Thereafter the shareholders have confirmed the appointment of Mr. Datta as Director on July 6, 2011.
2. Dr. Pandit Palande as an independent director of the Bank up to April 23, 2015. Dr. Palande was first appointed as an additional director on April 24, 2007. Thereafter the shareholders have confirmed the appointment of Dr. Palande as Director on June 16, 2007.
3. Mr. Bobby Parikh as an independent director of the Bank up to January 26, 2019. Mr. Parikh was first appointed as an additional director on January 27, 2011. Thereafter, the shareholders have confirmed the appointment of Mr. Parikh as Director on July 6, 2011.
4. Mr. A. N. Roy as an independent director of the Bank up to January 26, 2019. Mr. Roy was first appointed as an additional director on January 27, 2011. Thereafter, the shareholders have confirmed the appointment of Mr. Roy as Director on July 6, 2011.
5. Mr. C. M. Vasudev as an independent director of the Bank up to August 26, 2014. Mr. Vasudev was first appointed as an additional director on October 17, 2006. Thereafter, the shareholders have confirmed the appointment of Mr. Vasudev as Director on June 16, 2007.
6. Mr. Vijay Merchant as an independent director of the Bank up to October 4, 2015. Mr. Merchant was first appointed as an additional director on March 14, 2013. Thereafter, the shareholders have confirmed the appointment of Mr. Merchant as Director on June 27, 2013.

The background and other details of the above directors have been furnished in Corporate Governance Report and the same be deemed to have been included herein and forms an integral part of this explanatory statement.

The Board of Directors recommends the appointments of the Directors mentioned above as independent director of the Bank. In the opinion of the Board of Directors each of the independent directors mentioned above fulfil the conditions specified in the Companies Act 2013, and the rules made thereunder and is independent of the management. The above independent Directors are not liable to retire by rotation.

None of the Key Managerial Personnel and Directors of the Bank other than the directors who are to be appointed under the respective resolutions and their relatives are concerned or interested in the passing of the respective resolutions. This explanatory statement may also be regarded as a disclosure under clause 49 of the listing agreement with the stock exchanges.

Item 12 :

The Bank has grown consistently over the last several years. Given the market opportunity, in the light of continued economic growth and the Bank's strong positioning in each of its major franchises, it is important that the Bank has adequate capital to support its growth plans. Besides, with the RBI's adoption of Basel III requirements, the minimum

capital requirements for the Bank will increase in a phased manner over the next few years. The Bank's capital adequacy ratio was 16.08% as at March 31, 2014 of which Tier-I capital adequacy ratio was 11.77%. The proposed issue of additional capital will strengthen the Bank's capital adequacy ratio.

The Bank proposes to raise additional capital up to a sum of INR 10,000 crore. The proposed issue of capital is subject to the approvals of the Reserve Bank of India and the applicable SEBI regulations and any other government / regulatory approvals as may be required in this regard.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the Stock Exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares needs to be offered to the existing shareholders in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting. The Bank makes the following disclosures pursuant to Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 in this explanatory statement:

- (i) **the objects of the issue:** Given the market opportunity, in the light of continued economic growth and the Bank's strong positioning in each of the major franchises, it is important that the Bank has adequate capital to support its growth plans as well as to meet regulatory prescriptions with regard to minimum capital requirements. The proposed issue of additional capital will strengthen the Bank's capital adequacy ratio.
- (ii) **the total number of shares or other securities to be issued:** Securities worth up to ₹ 10,000 crore will be allotted and issued. The exact details of such number of Securities can only be decided once the type of issue, price and the prospective purchasers are finalized in accordance with RBI and SEBI rules and regulations on or prior to the issue of Securities.
- (iii) **the price or price band at/within which the allotment is proposed:** Price band will be determined in accordance with applicable laws and regulations including SEBI and RBI rules and regulations on or prior to the issue of Securities.
- (iv) **basis on which the price has been arrived at along with report of the registered valuer:** Such securities will be valued as per the applicable law including SEBI and RBI rules and regulations applicable to the Bank at the time of issue of Securities.
- (v) **relevant date with reference to which the price has been arrived at:** Relevant date will be determined in accordance with applicable law including SEBI and RBI rules and regulations applicable to the Bank at the time of issue of Securities.
- (vi) **the class or classes of persons to whom the allotment is proposed to be made:** At this juncture the class or classes of persons to whom the allotment is proposed is not definitely identified. Such persons will be identified on or prior to the date of issue of such Securities in accordance with applicable law including SEBI and RBI rules and regulations applicable to the Bank.
- (vii) **intention of promoters, directors or key managerial personnel to subscribe to the offer;** At this point in time, the proposed allottees of Securities have not been decided and hence these details cannot be determined at this point.
- (viii) **the proposed time within which the allotment shall be completed;** Proposed time of completion of allotment will be determined in accordance with applicable law including SEBI and RBI rules and regulations applicable to the Bank prior to the issue of Securities, once the type of Securities to be issued are determined. However it is intended that this resolution be acted upon within one year from the date of the resolution.
- (ix) **the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** Depending on the type of Securities issued and the persons to whom it is issued in accordance with applicable law including SEBI and RBI rules and regulations, the post preferential offer capital and names of the proposed allottees will be determined. At this juncture, it is not possible to determine the post preferential offer capital of the Bank or the proposed allottees.
- (x) **the change in control, if any, in the company that would occur consequent to the offer:** There would be no change in control consequent to the offer.
- (xi) **the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price;** During the year apart from allotment of shares pursuant to exercise of employee stock options, no preferential allotment has been made to any other person.
- (xii) **the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;** There will be no Securities issued for consideration other than cash.
- (xiii) **The pre issue and post issue shareholding pattern of the company:** Depending on the type of Securities issued in accordance with applicable law including SEBI and RBI rules and regulations, the pre and post shareholding pattern will be determined. At this stage this cannot be determined.

The consent of the shareholders is therefore being sought pursuant to provisions of Section 62 and other related provisions of the Act and the listing agreements entered into with the stock exchanges, authorizing the Board to raise additional capital by further issue of equity shares, equity linked securities in such manner or on such terms as the Board may deem fit as proposed in the resolution. The raising of capital pursuant to this resolution is subject to force-majeure circumstances and conducive capital market environment.

As per the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the various regulations framed thereunder, as well as the provisions of consolidated FDI Policy issued by the Government of India, Ministry of Commerce & Industry, Department of Industrial Policy and Promotion, the total foreign investment ("FDI") permitted in a private sector bank is 74% of its paid-up capital, within which the cap on aggregate foreign investment by Foreign Institutional Investors (FII) has been stipulated at 24%. This may be enhanced, by way of a special resolution of the shareholders of the concerned bank to 49%, which the Bank has already done. The Bank is also proposing to increase the foreign investment limit vide a separate resolution.

The Directors recommend the resolution at Item No. 12 of the accompanying notice for approval of the members of the Bank.

None of the Key Managerial Personnel (KMP), Directors of the Bank or their relatives are concerned or interested in the proposed resolution except to the extent of his/her holding of equity shares and to the extent of his/her subscribing to equity shares/equity linked securities if and when issued as also to the extent of subscription by a financial institution/company/body corporate in which the KMP, Director or his/her relative may be directly or indirectly interested.

Item 13 :

Pursuant to the Foreign Exchange Management Act, 1999 ("FEMA") and the various regulations framed thereunder, as well as the provisions of consolidated FDI Policy issued by the Government of India, Ministry of Commerce & Industry, Department of Industrial Policy and Promotion, the total foreign investment permitted in a private sector bank is 74% of its paid-up capital, within which the cap on aggregate foreign investment by Foreign Institutional Investors (FII) has been stipulated at 24%. This may be enhanced, by way of a special resolution of the shareholders of the concerned bank to 49%, which the Bank has already done.

The Bank has made ADR/GDR issues amounting to 18.55% of its paid-up capital, which have been approved by the resolutions of the shareholders passed before such issues from time to time. These issues are classified as Foreign Direct Investments (FDIs).

The total FII and FDI limit available for foreign investments in the Bank thus aggregate to 67.55 % of the paid-up capital of the Bank. The policy permits maximum foreign investments in private sector banks up to the limit of 74% of their paid-up share capital. It is therefore proposed to pass an enabling resolution of the shareholders approving an aggregate foreign investment limit (inclusive of FII, FDI and indirect foreign investment) of 74% of the Bank's paid up capital.

The Board of Directors recommend the resolution for approval by the members.

None of the Key Managerial Personnel (KMP), Directors and their relatives are concerned or interested in the passing of this resolution except to the extent of equity shares held by him/her or their relatives and equity shares held by financial institutions/company/body corporate in which the KMP, Directors or his/her relatives may be directly or indirectly interested.

By order of the Board

Sanjay Dongre
Executive Vice President (Legal)
& Company Secretary

May 19, 2014

Place : Mumbai

The instructions for Members for e-voting are as under:

A) In case of Members receiving Postal Ballot intimation by e-mail:

- i) Open the e-mail which contains your shareholding details besides User ID and password for e-voting. Please note that the password is an initial password.
- ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- iii) Now click on “Shareholders” to cast your votes
- iv) Now, select the Electronic Voting Sequence Number 140514001-“EVSN” along with “HDFC BANK LIMITED” from the drop down menu and click on “SUBMIT”
- v) Now, fill up the following details in the appropriate boxes:

User - ID	For Members holding shares in Demat Form:-
	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:-
	Folio Number registered with the Bank
Password	Your Unique password is printed on the Entrance Pass or sent to you by e-mail.
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

*Members who have not updated their PAN with the Registrars / Depository Participant are requested to use default number ‘**HDFCBANK14**’ in the PAN field.

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Members holding shares in Physical form will then reach directly to the voting screen.
- viii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password shall contain minimum eight characters consisting of one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting on resolutions of any other Company where they are eligible to vote, provided that the Company utilizes the CDSL platform for e-voting. It is strongly recommended that your password should not be shared with any other person and utmost care to be taken to keep your password confidential.
- ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case a member forgets the password and the same needs to be reset.
- x) If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.
- xi) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Ballot Form.
- xii) On the voting page, you will see Resolution Description and options ‘YES / NO’ for voting against each resolution. Enter the number of shares (which represents number of votes) under YES / NO
- xiii) Click on the Resolution File Link if you wish to view the entire Notice.
- xiv) 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.

- xv) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xvi) Institutional members (i. e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through **e-mail at vvchakra@gmail.com** with a copy marked to **helpdesk.evoting@cdslindia.com** and **shareholder.grievances@hdfcbank.com**. File naming convention should be “Corporate Name_EVSN”. The documents should reach the Scrutinizer and such other person on or before the close of working hours on **Friday, June 20, 2014 i.e before 5.30 p.m**

- xvii) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com
- xviii) Members have option to vote either through e-voting or through physical Ballot Form. If a member has opted for e-voting, then he / she should not vote through the physical Ballot Form also and vice-a-versa. However, in case members have cast their votes both via physical ballot and e-voting, then the voting through e-voting shall prevail and the voting done through the physical ballot shall be treated as invalid.
- xix) **The voting period for e-voting module ends on Friday, June 20, 2014 at 5.30 p.m.** The e-voting module shall also be disabled by CDSL at 05:30 p. m. on the same day. Voting through the aforementioned processes should therefore be completed on or before the **close of working hours on Friday June 20, 2014. All votes cast after the said date will not be considered.**

B) In case of members receiving physical Ballot Form :

In terms of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, listed companies shall also provide an option to their members who do not have access to the e-voting facility, to cast their votes by way of a ballot at the Annual General Meeting. The members who are not able to attend the Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Ballot Form to Mr. V V Chakradeo - Scrutinizer, C/o Datamatics Financial Services Limited, Plot No. B5, Part B Cross Lane, MIDC, Marol, Andheri (East), Mumbai - 400 093 so as to reach him on or before June 20, 2014.

- i) Initial password details

EVSN	USER ID	PASSWORD	PAN / Default PAN No
Provided in the Electronic Voting Particulars portion of the Entrance Pass			

- ii) Please follow all steps from A (i) to A (xix) above, to cast vote.
- iii) In case of any queries regarding e-voting you may refer to the User Manual for Shareholders to cast their votes available at **www.evotingindia.com** under "Help".
- iv) Members who have registered their e-mail addresses with the depositories or with the Bank's Registrars are being sent Notice of ballot by e-mail and members who have not registered their e-mail addresses will receive Ballot Form along with the Notice through Courier / Post.
- v) Members can request for a Ballot Form at Datamatics Financial Services Limited having address at Plot No. B 5, Part B Crosslane, MIDC, Marol, Andheri (East), Mumbai 400093 or they may also address their request through e-mail to: hdinvestros@dfssl.com. Contact no 022 - 66712213 - 14
- vi) Kindly note that members can opt for only one mode of voting i.e. either by physical ballot or through e-voting. If Members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
- vii) Members desiring to exercise their votes through the physical Ballot Form are requested to carefully read the instructions printed in the form and return the form duly completed and signed to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Friday 20th June, 2014. All Ballot Forms received after the said date will be treated as if the reply from such members has not been received. **No other form or photocopy of the Ballot Form will be permitted / accepted by the Bank.**
- viii) For the votes to be considered valid, the institutional members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before the close of working hours on Friday, June 20, 2014.

C) General

The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Bank as on Friday, June 6, 2014. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting will be announced within two days after the conclusion of the Annual General Meeting at the Registered Office of the Bank at HDFC Bank House, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013.

HDFC Bank Limited

Registered office: HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
 [CIN No: L65920MH1994PLC080618] [E-Mail: shareholder.grievanves@hdfcbank.com]
 [Website: www.hdfcbank.com] [Tel Nos: 022 24988484] [FaxNos: 022 24965235]

BALLOT FORM

(To be returned to Scrutinizer appointed by HDFC Bank [The "Bank"])

1. Name(s) of Member(s) :
(including joint-holders, if any)
2. Registered Folio No. / DPID No. / Client ID No.* :
(*Applicable to Members holding shares in dematerialised form)
3. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice of the Bank dated **May 19, 2014** to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution (Ordinary / Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon	Ordinary		
2.	Declaration of Dividend on equity shares	Ordinary		
3.	Appointment of Director in place of Mrs. Renu Karnad who retires by rotation and being eligible offers herself for re-appointment	Ordinary		
4.	Appointment of Director in place of Mr. Keki Mistry who retires by rotation and being eligible offers himself for re-appointment	Ordinary		
5.	Appointment of Auditors and fixing of their remuneration	Ordinary		
6.	Appointment of Mr. Partho Datta as an Independent Director of the Bank	Special		
7.	Appointment of Dr. Pandit Palande as an Independent Director of the Bank	Special		
8.	Appointment of Mr. Bobby Parikh as an Independent Director of the Bank	Special		
9.	Appointment of Mr. A.N. Roy as an Independent Director of the Bank	Special		
10.	Appointment of Mr. C. M. Vasudev as an Independent Director of the Bank	Special		
11.	Appointment of Mr. Vijay Merchant as an Independent Director of the Bank	Special		
12.	Raising of additional capital	Special		
13.	Increase in foreign shareholding limit up to 74%	Special		

Place :

Date :

Signature of Member / Beneficial Owner

#E-mail:..... #Tel No:.....

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Mandate for Electronic Communication and Direct Credit of dividend in Bank account

I / We hereby authorize you to update the following e-mail ID for receipt of communication in electronic mode and for crediting the dividend amount directly in my Bank account.

E- mail ID :

1. DP ID & Client A/C :

2. Name of the Bank :

3. Name of the Branch :

4. Account No. :

5. Account Type (Saving/Current) :

6. 9 Digit Code No. :

7. IFSC Code :

8. STD Code & Phone No. of Branch :

I / We shall keep my / our Depository Participant informed as and when there is a change in my e-mail address. I am also enclosing the photocopy of a cheque / blank cancelled cheque issued by the Bank for verifying the accuracy of the details furnished overleaf.

.....
Signature of the Beneficiary holder

MAIL TO ➡ "Depository Participant where demat a/c is being maintained"

Mandate for Electronic Communication and Direct Credit of dividend in Bank account

I / We hereby authorize you to update the following e-mail ID for receipt of communication in electronic mode and for crediting the dividend amount directly in my Bank account.

E- mail ID :

1. Folio No. :
2. Name of the Bank :
3. Name of the Branch :
4. Account No. :
5. Account Type (Saving/Current) :
6. 9 Digit Code No. :
7. IFSC Code :
8. STD Code & Phone No. of Branch :

I / We shall keep the Bank's Registrar and Transfer Agent Viz Datamatics Financial Services Ltd. informed as and when there is a change in my e-mail address. I am also enclosing the photocopy of a cheque / blank cancelled cheque issued by the Bank for verifying the accuracy of the details furnished overleaf.

MAIL TO ➡

Datamatics Financial Services Ltd,
 Unit : HDFC Bank, Plot No. B 5,
 Part B Crosslane, MIDC, Marol,
 Andheri (East), Mumbai 400 093.
 E-mail : hdinvestors@dfssl.com

.....
 Signature of the Shareholder

Shareholders holding shares in Physical mode may kindly take note that pursuant to the notification of Section 56 of the Companies Act, 2013 read with Companies (Share Capital and Debenture) Rules 2014 for effecting transfer of shares in physical mode you are requested to execute the Share Transfer Form SH - 4 issued and prescribed by the Ministry of Corporate Affairs, Government of India

The old Share Transfer Form i.e Form 7B will be treated as invalid effective April 01, 2014

To avoid any inconvenience shareholders holding shares in physical mode are requested to execute the new Share Transfer Form SH - 4 (specimen of which is provided overleaf) and ensure that the Self attested copies of the PAN Cards of all the Transferee's (Buyer's) are attached along with the Share certificates in original and that the signatures of the Transferors are attested by the Bank Manager under his / her official Seal.

Form No. SH-4
Securities Transfer Form [Pursuant to section 56 of the Companies Act, 2013 and sub-rule of rule (1) 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L65920MN1994PLC080618, Name of the company : HDFC Bank Limited

Name of the Stock Exchange where the company is listed, _____

DESCRIPTION OF SECURITIES:

Kind / Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity	₹ 2/- each	-	₹ 2/- each

No. of securities being transferred		Consideration received (₹)	
In figures	In words	In words	In figures

Distinctive number	From			
	To			
Corresponding Certificate Nos.				

Transferor's Particulars-
Registered Folio Number:

	Name(s) in full	Signature (s)
1		
2.		
3.		

I / We, hereby confirm that the Transferor has signed before me. Signature of witness name and address

=====

Transferee's Particulars-

Name in full	Father's /mother's / Spouse name	Address, E-mail id and Contact No	Occupation	Existing folio No., if any.	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. of Transferee

Specimen Signature of Transferee's

Value of stamp affixed: (₹) :-

Enclosures:

(1) Share certificates for Equity shares

(2) Self attested copies of the PAN cards of all the Transferees (3) Any Other please specify