

### **Terms and Conditions of Equity Shares of HDFC Bank**

<b>Sr. No.</b>	<b>Criteria</b>	<b>Terms of common shares of HDFC Bank</b>
1	Voting shares	Equity shares of HDFC Bank are voting shares
2	Limit on voting rights	Limits on voting rights, if any, are applicable as per provisions of the Banking Regulation Act, 1949
3	Position in subordination hierarchy	<p>Represent the most subordinated claim in liquidation of the Bank.</p> <p>The paid up amount is neither secured nor covered by a guarantee of the issuer or related entity nor subject to any other arrangement that legally or economically enhances the seniority of the claim.</p>
4	Claim on residual assets	Entitled to a claim on the residual assets, which is proportional to its share of paid up capital, after all senior claims have been repaid in liquidation.
5	Perpetuity	<p>Principal is perpetual and never repaid outside of liquidation (except discretionary repurchases / buy backs or other means of effectively reducing capital in a discretionary manner that is allowable under relevant law as well as guidelines, if any, issued by RBI in the matter).</p> <p>The Bank does nothing to create an expectation at issuance that the instrument would be bought back, redeemed or cancelled nor do the statutory or contractual terms provide any feature which might give rise to such an expectation.</p>
6	Distributions	<p>Distributions are paid out of distributable items (retained earnings included). The level of distributions is not in any way tied or linked to the amount paid up at issuance and is not subject to a contractual cap (except to the extent that a bank is unable to pay distributions that exceed the level of distributable items).</p> <p>There are no circumstances under which the distributions are obligatory. Non-payment is therefore not an event of default.</p> <p>Distributions are paid only after all legal and contractual obligations have been met and payments on more senior capital instruments have been made.</p>
7	Loss absorption	It is the paid up capital that takes the first and proportionately greatest share of any losses as they occur. Within the highest quality capital, each instrument absorbs losses on a going concern basis proportionately and paripassu with all the others.
8	Accounting classification	The paid up amount is classified as equity capital. It is clearly and separately disclosed in the Bank's balance sheet.
9	Directly issued and paid-up	Shares are directly issued and paid up. The Bank cannot directly or indirectly fund the purchase of its own common shares
10	Approval for issuance	Paid up capital is only issued with the approval of the owners of the Bank, either given directly by the owners or, if permitted by applicable law, given by the Board of Directors or by other persons duly authorised by the owners.