

Ref. No. SE/2025-26/75

July 22, 2025

BSE Limited

Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code:500180

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai – 400 051
Scrip Symbol: HDFCBANK

Dear Sir,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Postal Ballot

In continuation of our earlier intimation dated July 19, 2025 and pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated July 19, 2025 (“**Notice**”) together with the Explanatory Statement thereto, seeking approval of the Members of HDFC Bank Limited (“**the Bank**”) on the resolutions specified therein, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and the Securities and Exchange Board of India (“**SEBI**”) in this regard.

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited and whose e-mail addresses are registered with Depositories and / or Datamatics Business Solutions Limited, Registrar & Transfer Agents of the Bank (“**RTA**”) as on Saturday, July 19, 2025 (**cut-off date**). The Notice is also being uploaded on the Bank’s website at <https://www.hdfcbank.com/personal/about-us/postal-ballot>.

The Bank has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The period for remote e-voting on the resolutions set out in the Notice shall commence on **Wednesday, July 23, 2025 at 10:00 A.M. (IST)** and end on **Thursday, August 21, 2025 at 5:00 P.M. (IST)**. The Notice is also being uploaded on the website of NSDL at <https://www.evoting.nsdl.com>.

This is for your information and appropriate dissemination.

Yours truly,
For **HDFC Bank Limited**

Ajay Agarwal
Company Secretary
Group Head – Secretarial & Group Oversight
Encl.: a/a

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs (“MCA”) *inter alia* including General Circular No. 09/2024 on September 19, 2024, issued by MCA (“MCA Circulars”) from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, the following special businesses are proposed to be passed by the Members of HDFC Bank Limited (“Bank”) by way of Postal Ballot through voting by electronic means (“remote e-voting”) only.

Special Businesses:**Resolution No. 1: Increase in the Authorised Share Capital of the Bank and consequential alteration to the Capital Clause of the Memorandum of Association**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), rules made thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of the Banking Regulation Act, 1949, the relevant provisions of the Articles of Association of the Bank and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof and subject to receipt of no-objection from the Reserve Bank of India, if required, approval of the Members of the Bank be and is hereby accorded for increasing the authorised share capital of the Bank from ₹ 1190,61,00,000 (Rupees One thousand One hundred Ninety crore and Sixty One lacs only) divided into 1190,61,00,000 (One thousand One hundred Ninety crore and Sixty One lacs) Equity Shares of Re. 1 (Rupee One only) each, to ₹ 2000,00,00,000 (Rupees Two thousand crore only) divided into 2000,00,00,000 (Two thousand crore) Equity Shares of Re. 1 (Rupee One only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61(1)(a) and other applicable provisions, if any, of the Act read with the relevant rules framed thereunder, including any amendments, modifications, variations or re-enactments thereof from time to time and subject to such approvals as may be necessary, the existing Clause V of the Memorandum of Association of the Bank relating to the Authorized Share Capital be substituted with the following clause:

The Capital of the Bank is Rs. 2000,00,00,000/- (Rupees Two thousand crore only) divided into 2000,00,00,000 (Two thousand crore) Equity Shares of Re. 1/- (Rupee One only) each with a power to increase or reduce the share capital.

RESOLVED FURTHER THAT the Members of the Bank do hereby accord approval 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 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 any agreements or documents in this regard, without being required to seek any further consent or approval of the Members of the Bank.”

Resolution No. 2: Issuance of Bonus Shares

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Bank, Regulations 293, 294 and 295 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members of the Bank be and is hereby accorded for capitalisation of such sum standing to the credit of the securities premium account, for issuance and allotment of bonus equity shares of Re. 1 (Rupee One only) each, credited as fully paid-up equity shares to those

eligible Members of the Bank whose names appear in the Register of Members Beneficial Ownership statement as on Wednesday, August 27, 2025 (“**Record Date**”), in the proportion of 1:1 i.e., 1 (One) bonus equity share for every 1 (One) existing fully paid-up equity share held by the Members of the Bank as on the Record Date.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Bank as on the Record Date, and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Bank.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary demat accounts of the Members maintained with their respective depository participant(s) and with respect to the Members holding equity shares in physical as on the Record Date, the Bank shall credit the bonus equity shares to a new demat escrow account and thereafter credit the bonus equity shares to the beneficiary demat accounts of the respective Members upon receipt of requisite documents.

RESOLVED FURTHER THAT 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) be and is hereby authorised to make appropriate adjustments due to bonus issue of equity shares, to the stock options and restricted stock units granted under the Bank’s Employee Stock Option Schemes and Restricted Stock Unit Schemes respectively in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, such that the exercise price for all outstanding stock options and restricted stock units [(i) unvested stock options/ restricted stock units and (ii) vested stock options/ restricted stock units but not yet exercised], the number thereof and the number of stock options/ stock units available for future grant(s) as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to bonus issue of equity shares, to the outstanding American Depository Shares (“**ADS**”) as on the Record Date, subject to any approvals or filings which may be necessary to be obtained/done with RBI, Securities and Exchange Commission (“**SEC**”), New York Stock Exchange (“**NYSE**”), or any other regulatory authorities in India or overseas.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of relevant regulatory authority.

RESOLVED FURTHER THAT the Members of the Bank do hereby accord approval to the Board 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 any other relevant documents with the Registrar of Companies, RBI, SEC, NYSE, stock exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations with regard to the issue of bonus equity shares as aforesaid, and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing, without being required to seek any further consent or approval of the Members of the Bank.”

Registered office:
HDFC Bank House,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013
E-mail: shareholder.grievances@hdfcbank.com
Website: www.hdfcbank.com

By Order of the Board of Directors

Ajay Agarwal
Company Secretary
Group Head - Secretarial and Group Oversight
Membership No. F9023

Place: Mumbai
Date: July 19, 2025

Notes

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), setting out all material facts relating to the resolutions contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Thursday, August 21, 2025. Members who wish to inspect the documents are requested to send an e-mail from their registered e-mail address to shareholder.grievances@hdfcbank.com mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect.
3. Mr. B. Narasimhan, Proprietor 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.
4. In accordance with the Circulars issued by Ministry of Corporate Affairs (“**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Bank is sending the Postal Ballot Notice in electronic form only, instead of dispatching the hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Saturday, July 19, 2025 (“**Cut-Off Date**”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Bank, Datamatics Business Solutions Limited (“**RTA**”), in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Bank’s website: <https://www.hdfcbank.com/personal/about-us/postal-ballot> and 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 and on the website of NSDL at <https://www.evoting.nsdl.com>.
6. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the applicable MCA Circulars and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with the relevant circulars, the Bank is pleased to offer remote e-voting facility to Members to cast their vote electronically.
7. The Bank has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.
8. To facilitate the Members who are eligible to vote as on Cut-Off Date and have not registered their e-mail address, the Bank has made special arrangements with its RTA, for registration of e-mail addresses in accordance with the MCA Circulars. The process for registration of e-mail address is as under:

- a. It is clarified that for registration of e-mail address, Members are requested to register their e-mail addresses 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.datamaticsbpm.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.

- b. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Bank’s RTA, to enable servicing of notices, documents, annual reports and other communications electronically in future.

9. The process and manner for remote e-voting is explained as below:

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							
Members already registered for NSDL IDeAS Facility	Members not registered for NSDL IDeAS Facility	Members who have opted for Easi / Easiest facility	Members not registered for Easi/ Easiest facility	Members can also login using the login credentials of their demat account through their DP registered with NSDL/ CDSL for e-voting 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	May register at the option available at www.cdslindia.com	After login, you will be able to see e-voting option Click on e-voting option	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	Alternatively, the Member can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page	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. <i>Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in 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</i>						
Kindly enter your User ID and Password	Click on “Shareholder/ Member” login	After successful login of Easi/ Easiest, you will be able to see the E-Voting Menu	An OTP will be sent on the registered Mobile number and e-mail id for user authentication		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				<table><tr><th>NSDL</th><th>CDSL</th><th>Physical</th></tr><tr><td>8 Character DP ID followed by 8 Digit Client ID (For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300*** 12*****)</td><td>16 Digit Beneficiary ID (For example, if your Beneficiary ID is 12***** then your user ID is 12*****)</td><td>EVEN i.e. 134634 + Folio Number registered with the Bank (For example, if your Folio Number is 001*** then your user ID is 134634 *****)</td></tr></table>	NSDL	CDSL	Physical	8 Character DP ID followed by 8 Digit Client ID (For example, if your DP ID is IN300*** and Client ID is 12*****, 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*****)	EVEN i.e. 134634 + Folio Number registered with the Bank (For example, if your Folio Number is 001*** then your user ID is 134634 *****)
NSDL	CDSL	Physical									
8 Character DP ID followed by 8 Digit Client ID (For example, if your DP ID is IN300*** and Client ID is 12*****, 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*****)	EVEN i.e. 134634 + Folio Number registered with the Bank (For example, if your Folio Number is 001*** then your user ID is 134634 *****)									
	After successful authentication, you will be redirected to NSDL Depository site whereinyou can see e-voting services				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 is in active status.						
Click on “Access to e-voting” under e-Voting services and you will be able to see e-Voting page		Click on the links of e-voting service provider i.e. NSDL			Select “EVEN” of HDFC Bank Limited i.e. 134634.						
For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period											
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 e-Voting period, without any further authentication.											

- After successful login as mentioned above, 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 No.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

II. 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 is registered, your ‘initial password’ is communicated to you on your e-mail. 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’.
 - 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 your demat account with NSDL or CDSL) 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 on the check box.
 - Click on “Login” button.
 - After clicking the “Login” button, home page of e-voting will open.
 - Kindly follow the e-voting process mentioned above for casting your vote.
- Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at No.: 022 - 4886 7000. or call at No.: 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800-21-09911.

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

Cut-off date for determining the Members entitled to vote	Saturday, July 19, 2025
Commencement of e-voting period	Wednesday, July 23, 2025 at 10:00 A.M. (IST)
End of e-voting period	Thursday, August 21, 2025 at 5:00 P.M. (IST)

The e-voting module will be disabled by NSDL immediately after **5:00 p.m. (IST) on Thursday, August 21, 2025**.

11. 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 with the total equity share capital issued by the Bank as on the Cut-Off Date i.e. **Saturday, July 19, 2025**.
12. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.
13. Institutional shareholders /Corporate Members (i.e. other than individuals, HUF, NRI etc.), are requested 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 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 under “**Upload Board Resolution/Authority Letter**” displayed under “**e-Voting**” tab in their login.
14. The Scrutinizer will submit the results of the remote e-voting to the Chairman of the Bank or any person authorised by the Chairman after completion of the scrutiny of the e-voting.
15. The result of the Postal Ballot along with the Scrutinizer’s Report will be displayed on the Bank’s website <https://www.hdfcbank.com/personal/about-us/postal-ballot>, on the website of NSDL at <https://www.evoting.nsdl.com> and shall be communicated to the Stock Exchanges where the Bank’s shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, within two (2) working days from the end of the e-voting period, and shall be displayed at the Registered Office of the Bank.
16. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Thursday, August 21, 2025.

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

The following Explanatory Statement sets out the relevant information as required by Section 102 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder as may be amended, modified, replaced, substituted, re-stated and/or re-issued from time to time.

Resolution Nos. 1 and 2:

The Bank was incorporated in August 1994 and received banking licence in January 1995. The equity shares and non-convertible debentures of the Bank are listed and actively traded on BSE Limited and National Stock Exchange of India Limited; and American Depository Shares (“ADS”) in respect of which, J P Morgan Chase NA is the Depository, are listed and actively traded on New York Stock Exchange.

With a view to reward the Members for their continued support through all these years and to encourage the participation of investors by making equity shares of the Bank affordable and increasing the liquidity of the equity shares, the Board of Directors of the Bank at its meeting held on July 19, 2025, approved and recommended to the Members, issuance of 1 (One) bonus equity share of face value of Re. 1 (Rupee One only) each for every 1 (One) equity share fully paid-up of Re. 1 (Rupee One only) each held (“**Bonus Issue**”), as on Wednesday, August 27, 2025 being the record date (“**Record Date**”), subject to statutory and regulatory approvals as applicable, by capitalising such sums out of securities premium account.

The proposed issuance of bonus shares is authorised by the Articles of Association of the Bank. In order to accommodate the said bonus issue and for future requirements, the Board of Directors of the Bank, at the said meeting, also approved and recommended to the Members, increase in the authorised share capital from ₹ 1190,61,00,000 (Rupees One thousand One hundred Ninety crore and Sixty One lacs only) divided into 1190,61,00,000 (One thousand One hundred Ninety crore and Sixty One lacs) equity shares of face value of Re. 1 each fully paid-up to ₹ 2000,00,00,000 (Rupees Two thousand crore only) divided into 2000,00,00,000 (Two thousand crore) equity shares of face value of Re. 1 each fully paid-up and consequential changes in the capital clause of the Memorandum of Association, so as to state as under:

The Capital of the Bank is ₹ 2000,00,00,000/- (Rupees Two thousand crore only) divided into 2000,00,00,000 (Two thousand crore) Equity Shares of Re. 1/- (Rupee One Only) each with a power to increase or reduce the share capital.

It is further informed that the Bonus Issue would, *inter alia*, require fair and reasonable adjustment to the stock options and restricted stock units granted under the Bank’s Employee Stock Option Schemes and Restricted Stock Unit Schemes respectively, such that the exercise price for all outstanding stock options and restricted stock units [(i) unvested stock options/ restricted stock units and (ii) vested stock options/ restricted stock units but not yet exercised], the number thereof and the number of stock options/ stock units available for future grant(s) as on the Record Date shall be proportionately adjusted. Further, the Bonus Issue would also necessitate appropriate adjustments to the ADS.

Members are requested to note that in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the Bonus Issue shall be allotted in dematerialised form only. Accordingly, Members holding shares in physical form are requested to dematerialize their existing shares on or before Monday, August 25, 2025 to enable the Bank to issue the bonus equity shares in dematerialised form. The process for dematerialization of shares is explained on the website of the Bank at the weblink: <https://www.hdfcbank.com/content/bbp/repositories/723fb80a-2dde-42a3-9793-7ae1be57c87f/?path=/Footer/About%20Us/Other%20stakeholders%27%20Information/2025/july/Shareholders-FAQ.pdf>

In cases where the Members hold equity shares in physical form as on the Record Date, the said bonus equity shares shall be credited in dematerialised form to a new demat escrow account till they are credited to the beneficiary demat accounts of the respective Members upon receipt of requisite documents. The voting rights on the bonus equity shares held in the said demat escrow account shall remain frozen.

The approval of the Members is being sought for issuance of bonus shares as mentioned above out of the securities premium account and for consequential alteration of Clause V relating to Authorised Share Capital, of the Memorandum of Association of the Bank.

In terms of the proviso to Regulation 295 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue would be implemented by the Bank within two months from July 19, 2025, being the date of the Board Meeting wherein the decision to announce the bonus issue was taken subject to Members’ approval.

The Board is of the opinion that the Bonus Issue is in the interest of the Bank and its existing and potential investors and accordingly, recommends the Resolution Nos. 1 and 2 of this Postal Ballot Notice for the approval of the Members by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Bank or their relatives, other than to the extent of their shareholding in the Bank and outstanding employee stock options, if any, are concerned / interested, financially or otherwise, in the above resolutions.

Registered office:

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Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013

E-mail: shareholder.grievances@hdfcbank.com

Website: www.hdfcbank.com

By Order of the Board of Directors

Ajay Agarwal

Company Secretary

Group Head - Secretarial and Group Oversight

Membership No. F9023

Place: Mumbai

Date: July 19, 2025