



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020
 Corp. Office: HDFC House, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020
 Corporate Identity Number: L70100MH1977PLC019916, Phone: +91-22-66316000, Fax: +91-22-22811203
 Website: www.hdfc.com, E-mail: investorcare@hdfc.com

Notice

NOTICE IS HEREBY GIVEN THAT THE **FORTY FIRST ANNUAL GENERAL MEETING** OF HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (THE “CORPORATION”) WILL BE HELD ON **MONDAY, JULY 30, 2018, AT 2:30 P.M.**, AT “BIRLA MATUSHRI SABHAGAR”, 19, NEW MARINE LINES, MUMBAI 400 020, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Corporation for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements for the financial year ended March 31, 2018 together with the report of the Auditors thereon.
2. To confirm the payment of interim dividend on equity shares and to declare final dividend on equity shares for the financial year ended March 31, 2018.

SPECIAL BUSINESS:

3. **To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Mr. Upendra Kumar Sinha as an Independent Director of the Corporation:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the Articles of Association of the Corporation and approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Mr. Upendra Kumar Sinha (DIN:00010336) be and is hereby appointed as an Independent Director of the Corporation with effect from April 30, 2018 up to April 29, 2023 **AND THAT** he shall not be liable to retire by rotation.”

4. **To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Mr. Jalaj Ashwin Dani as an Independent Director of the Corporation:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the Articles of Association of the Corporation and approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Mr. Jalaj Ashwin Dani (DIN:00019080) be and is hereby appointed as

an Independent Director of the Corporation with effect from April 30, 2018 up to April 29, 2023 **AND THAT** he shall not be liable to retire by rotation.”

5. **To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Mr. B. S. Mehta:**

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Mr. B. S. Mehta (DIN: 00035019) in the Corporation, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. July 20, 2019 on the existing terms and conditions.”

6. **To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Dr. Bimal Jalan:**

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Dr. Bimal Jalan (DIN: 00449491) in the Corporation, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director

i.e. July 20, 2019 on the existing terms and conditions.”

7. To consider, and if thought fit, to pass the following resolution as a Special Resolution for continuation of directorship of Dr. J. J. Irani:

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Dr. J. J. Irani (DIN: 00311104) in the Corporation, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. July 20, 2019 on the existing terms and conditions.”

8. To consider, and if thought fit, to pass the following resolution as a Special Resolution for the re-appointment of Mr. Deepak S. Parekh as a Non-Executive Director of the Corporation:

“RESOLVED THAT Mr. Deepak S. Parekh (DIN: 00009078) be and is hereby re-appointed as a Director of the Corporation liable to retire by rotation **AND THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Mr. Deepak S. Parekh during his tenure of re-appointment as a non-executive Director of the Corporation on attaining the age of seventy five years on October 18, 2019.”

9. To consider, and if thought fit, to pass the following resolution as a Special Resolution for issuance of Redeemable Non-Convertible Debentures and/or other hybrid instruments on private placement basis:

“RESOLVED THAT in terms of the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable guidelines, directions or laws, the consent of the Members of the Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to issue Redeemable Non-Convertible Debentures (NCDs) secured or unsecured and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, for cash either at par or premium or at a discount to the face value, for an aggregate amount not exceeding ₹ 85,000 crore (Rupees Eighty Five thousand

crore only) under one or more shelf disclosure document(s) and/or under one or more letter(s) of offer as may be issued by the Corporation and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments will be within the overall limit of borrowings as approved by the Members, from time to time.”

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

10. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for approval of Related Party Transactions with HDFC Bank Limited:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Corporation do hereby ratify as also accord further

approval to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with HDFC Bank Limited (“HDFC Bank”), being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise including the banking transactions, transactions for (i) sourcing of home loans for the Corporation by HDFC Bank against the consideration of the commission agreed upon or as may be mutually agreed upon from time to time, (ii) assignment/ securitisation of such percentage of home loan sourced by HDFC Bank or others, as may be agreed from time to time mutually between the Corporation and HDFC Bank, (iii) servicing of home loans assigned/ securitised against the consideration agreed upon or as may be mutually agreed upon, from time to time, and (iv) any other transactions including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all these transactions during the financial year 2018-19, in aggregate, may exceed 10% of the annual consolidated turnover of the Corporation as per the Corporation’s last audited financial statements or any other materiality threshold as may be applicable, from time to time.”

“RESOLVED FURTHER THAT the Members of the Corporation do hereby ratify as also accord further approval to the Board to sign

and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

11. To consider, and if thought fit, to pass the following resolution as a Special Resolution for approval of the borrowing limits of the Board of Directors of the Corporation:

“RESOLVED THAT in supersession of the resolution passed at the 39th Annual General Meeting of the Corporation held on July 27, 2016, the consent of the Members of the Corporation be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Corporation, to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Corporation *inter alia* by way of loan/ financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments either in Rupee or any other currency, with or without security, whether in India or abroad, issue of commercial papers, external commercial borrowings and through acceptance of fixed deposits and/

or inter corporate deposits on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Board (apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Corporation, its free reserves and securities premium; provided that the total amount up to which monies may be borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed ₹ 5,00,000 crore (Rupees Five lac crore only).”

“RESOLVED FURTHER THAT the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

12. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as “Vice Chairman & Chief Executive Officer”) of the Corporation:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 and any other rules framed thereunder read with Schedule V to the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Corporation, approval of the Members of the Corporation be and is hereby accorded to the re-appointment of Mr. Keki M. Mistry (DIN: 00008886) as the Managing Director (designated as "Vice Chairman & Chief Executive Officer") of the Corporation for a period of three years, with effect from November 14, 2018, who shall be liable to retire by rotation, upon the terms and conditions including those relating to remuneration more

specifically set out in the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors/Nomination and Remuneration Committee of Directors of the Corporation be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Keki M. Mistry in such manner as may be agreed to between the Board of Directors/Nomination and Remuneration

Committee of Directors and Mr. Keki M. Mistry, subject to the limits prescribed under Section 197 of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution."

By Order of the Board

MUMBAI
May 21, 2018

Ajay Agarwal
Company Secretary
FCS: 9023

NOTES:

i. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Corporation. The proxy form, to be valid and effective, should be lodged with the Corporation at its Registered Office, duly stamped, completed and signed, not less than forty-eight hours before the commencement of the AGM.**

ii. A person can act as a proxy on behalf of not more than fifty Members and holding in aggregate not more than 10% of the total share capital of the Corporation carrying voting rights. A Member holding more than 10% of the total share capital of the Corporation carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person.

iii. If a person is appointed as proxy for more than fifty Members, he shall choose any fifty Members and confirm the same to the Corporation 24 hours before the commencement of the AGM. In case, the proxy fails to

do so, the Corporation shall consider only the first fifty proxies received in respect of such person as valid.

iv. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

v. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Corporation, a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.

vi. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

vii. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 12 is annexed hereto and forms part of this Notice.

viii. Information with regard to Mr. Upendra Kumar Sinha, Mr. Jalaj Ashwin Dani, Mr. B. S. Mehta, Dr. Bimal Jalan, Dr. J. J. Irani, Mr. Deepak S. Parekh and Mr. Keki M. Mistry, as stipulated

under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and the Secretarial Standard, is annexed hereto.

ix. The Register of Members and Share Transfer Books of the Corporation will remain closed from Saturday, July 21, 2018 to Monday, July 30, 2018 (both days inclusive), for the purpose of payment of dividend.

x. Members holding shares in physical form are requested to promptly notify in writing any change in their address/bank account details, details relating to nomination, PAN, e-mail address etc. to the **Investor Services Department of the Corporation (ISD) at 5th Floor, Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.** Members holding shares in electronic form are requested to notify the above particulars, directly to their Depository Participant(s) (DP).

xi. This Notice and the Annual Report 2017-18 of the Corporation

is placed on the website of the Corporation, www.hdfc.com. The Notice is also placed on the website of National Securities Depository Limited (NSDL), www.evoting.nsdl.com.

xii. In case a Member is desirous of obtaining the Notice or Annual Report in printed form, the Member may write to the Corporation or send an e-mail to investorcare@hdfc.com.

xiii. All documents referred to in this Notice and other statutory registers are open for inspection by the Members at the Registered Office of the Corporation on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. and 12 noon from the date hereof up to the date of the AGM and also at the venue of the AGM. Proxy register would be available for inspection in accordance with the applicable laws.

xiv. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the AGM.

xv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Corporation as on the cut-off date i.e., Monday, July 23, 2018.

xvi. Voting through electronic means

In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings, the Corporation is providing a facility to all its Members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided through e-voting portal of NSDL.

Steps for remote e-voting:

a) Visit the e-voting website of NSDL. Open the web browser and type the following URL: www.evoting.nsdl.com.

b) Once the home page of e-voting is launched, click on the icon “Login” which is available under “Shareholders” section.

c) A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

d) If you are already registered with NSDL for e-voting, then use your existing User ID and Password for Login.

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 login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to cast your vote electronically.

e) If you are logging in for the first time, then:

- In case you have received this Notice by e-mail, the User ID and Password is mentioned in the file attached. To open the file, please use your Client ID or Folio No. as password, as mentioned below:

Manner of holding shares i.e. Electronic (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form.	E-Voting Event Number (EVEN) followed by Folio No. registered with the Corporation. For e.g. : For Folio No. A0002561, the User ID will be 108371A0002561

- In case you have received this Notice in physical form, then the said details are provided in the Attendance Slip.

EVEN	USER ID	PASSWORD/PIN
108371	Refer - Attendance Slip	

- The Password Change Menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. Please take utmost care to keep your password confidential.

f) Once the home page of e-voting opens, click on e-voting: Active Voting Cycles.

g) Select EVEN of Housing Development Finance Corporation Limited, which is provided above.

h) Once you select the EVEN, the Cast Vote page will open. Now you are ready for e-voting.

i) Cast your vote by selecting your favoured option, along with the number of shares for which you wish to cast your vote and then click on “Submit” and also “Confirm” when prompted.

j) Upon confirmation, the message “Vote cast successfully” will be displayed. Please note that once your vote is cast on a selected resolution, it cannot be modified.

k) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant board resolution/authority letter, etc., together with attested specimen signature(s) of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer by e-mail to scrutinizer@hdfc.com with a copy marked to evoting@nsdl.co.in by quoting the DP ID and Client ID or Folio No.

xvii. Voting at AGM:

Members who have not cast their

vote through remote e-voting can exercise their voting rights at the AGM. The Corporation will make arrangements for voting at the AGM venue.

xviii. General Instructions:

- a) In case of any queries, please refer to the FAQs-Shareholders and e Voting User Manual-Shareholder available in the Downloads section at <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990. You can also mail your queries to NSDL by sending an e-mail to evoting@nsdl.co.in or contact Ms. Pallavi Mhatre-Assistant Manager, NSDL at the toll free number or at 022-24994600.
- b) The remote e-voting period shall commence at 10:00 a.m. on Thursday, July 26, 2018 and end at 5:00 p.m. on Sunday, July 29, 2018. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members holding shares of the Corporation either in physical or electronic form, as on Monday, July 23, 2018, may cast their vote. The Members who have cast their vote electronically may participate at the AGM but shall not be entitled to vote again.
- c) Any person, who acquires shares of the Corporation and becomes a

Member of the Corporation after dispatch of this Notice and holds shares as of the cut-off date i.e., Monday, July 23, 2018, may obtain User ID and Password by sending a request to evoting@nsdl.co.in by mentioning his/her Folio No./DP ID and Client ID. However, if you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.

d) A person who is not a Member as on the cut-off date should treat this Notice solely for information purposes.

e) Mr. N. L. Bhatia, Company Secretary (Membership No. FCS 1176), Managing Partner, Messrs N L Bhatia & Associates, Practising Company Secretaries (C.P. No. 422) has communicated his willingness and has been appointed by the Corporation to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

f) The Scrutinizer shall submit a consolidated report of the total votes cast in favour of or against, if any, on each of the resolutions set out in this Notice, not later than 48 hours from the conclusion of the AGM, to the Chairman of the

Corporation. The Chairman, or any Director authorised by the Board or the Company Secretary shall declare the result of the voting forthwith.

g) The result, along with the Scrutinizer's Report shall be placed on the website of the Corporation and NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

h) 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., July 30, 2018.

i) For security reasons and for proper conduct of the AGM, entry to the AGM venue will be regulated by the Attendance Slip, which is annexed to this Notice. Members/proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.

j) Members desiring any information relating to the financial statements of the Corporation are requested to write to the Corporation at least 10 days before the AGM, to enable the Corporation to keep the information ready at the AGM.

Annexure to the Notice

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned under Item Nos. 3 to 12 of this Notice.

Item Nos. 3 and 4

With the objective of ensuring a phased Board refreshment, the Nomination and Remuneration Committee of Directors at its meeting held on March 16, 2018 and April 30, 2018 had extensive deliberation on the criteria for the appointment of new directors as also the manner of selection of the potential candidates. The Nomination and Remuneration Committee after being satisfied that Mr. Upendra Kumar Sinha (DIN: 00010336) and Mr. Jalaj Ashwin Dani (DIN: 00019080) meet the various criteria enumerated in the Policy on Appointment of Directors and Members of Senior Management, recommended to the Board of Directors their appointment as the Independent Directors of the Corporation for a period of five years with effect from April 30, 2018.

The Board of Directors of the Corporation at its meeting held on April 30, 2018, appointed Mr. Sinha and Mr. Dani as Independent Directors of the Corporation for a term of five consecutive years with effect from April 30, 2018, subject to the approval of the Members. Mr. Sinha and Mr. Dani shall not be liable to retire by rotation.

The Corporation has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from certain Members proposing the candidature of Mr. Sinha and Mr. Dani as Independent Directors of the Corporation under

Section 149 of the Companies Act, 2013.

The Corporation has also received declarations from Mr. Sinha and Mr. Dani confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). They have also confirmed that they satisfy the fit and proper criteria as prescribed under Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016 and that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors of the Corporation.

In the opinion of the Board of Directors of the Corporation, Mr. Sinha and Mr. Dani fulfil the conditions for independence specified in the Companies Act, 2013 and the Listing Regulations.

The letter of appointment issued to Mr. Sinha and Mr. Dani setting out the terms and conditions and other material documents are available for inspection.

Accordingly, the approval of the Members is being sought for the appointment of Mr. Sinha and Mr. Dani as Independent Directors of the Corporation with effect from April 30, 2018 till April 29, 2023 pursuant to the provisions of Sections 149, 152 and Schedule IV to the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules and they shall not be subject to retirement by rotation.

The Board, accordingly, recommends the passing of the ordinary resolutions

as set out at Item Nos. 3 and 4 of this Notice, for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Corporation or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 3 and 4 of this Notice.

Item Nos. 5 to 8

The Members of the Corporation at the 37th Annual General Meeting (AGM) held on July 21, 2014 *inter alia* appointed Mr. B. S. Mehta, Dr. Bimal Jalan and Dr. J. J. Irani as Independent Directors of the Corporation for a period of five consecutive years with effect from July 21, 2014.

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision comes into effect from April 1, 2019.

Since Mr. B. S. Mehta, Dr. Bimal Jalan and Dr. J. J. Irani, Independent Directors of the Corporation have attained seventy five years of age, their directorship can continue from April 1, 2019 only if the Corporation has obtained the approval of its Members by way of a special resolution on or before March 31, 2019.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Corporation, Mr. Deepak S. Parekh is liable to retire as a non-executive Director at this AGM. He is eligible for re-appointment. Mr. Parekh would attain the age of seventy five years on October 18, 2019 and as such Mr. Parekh would be able to continue his directorship in the Corporation post the said date if the Corporation has obtained the approval of its Members by way of a special resolution.

Mr. Mehta is a Chartered Accountant in practice dealing with taxation, accountancy and valuation of mergers and acquisitions. Dr. Jalan is a former Governor of the Reserve Bank and has previously held several positions in the Government including those of Finance Secretary and Chairman of the Economic Advisory Council to Prime Minister. Dr. Irani was conferred Padma Bhushan in 2007 for his services to trade and industry in India and Queen Elizabeth II conferred on him honorary Knighthood (KBE) for his contribution to Indo-British Trade and Co-operation.

Mr. Parekh spearheads the Corporation, which has turned the dream of owning a home into a reality for millions across the country. Mr. Parekh's astute business acumen and foresightedness has not only made the Corporation the leader in mortgages, but has also transformed it into India's leading financial services conglomerate with presence in banking, asset management, life insurance, general insurance, real estate venture fund, education loans and education.

In the opinion of the Board of Directors of the Corporation, Mr. Mehta, Dr. Jalan and Dr. Irani are person of high repute, integrity and have rich and varied experience and hence their directorship is recommended to be continued up to

the expiry of their present term as Independent Directors i.e. July 20, 2019 by passing special resolutions as set out at Item Nos. 5 to 7 of this Notice.

Considering the role played by Mr. Parekh in the growth of HDFC Group and in order to reap the benefits of his continuous guidance, the Board recommends the re-appointment of Mr. Deepak S. Parekh as a non-executive Director liable to retire by rotation and also continuation of his directorship during the tenure of such re-appointment by passing a special resolution as set out at Item No. 8 of this Notice.

None of the Directors or Key Managerial Personnel of the Corporation or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 5 to 8 of this Notice.

Item No. 9

The Members of the Corporation at the 40th Annual General Meeting (AGM) held on July 26, 2017, approved the issuance of Redeemable Non-Convertible Debentures (NCDs), secured or unsecured and/or any other hybrid instruments (not in the nature of equity shares) which can be classified as being Tier II capital for an amount not exceeding ₹ 85,000 crore within a period of one year from the date of the said AGM. Pursuant to the said authority, the Corporation raised ₹ 17,700 crore by issuance of secured NCDs.

As on March 31, 2018, the outstanding secured NCDs issued by the Corporation was ₹ 1,23,719.20 crore and unsecured NCDs was ₹ 5,500 crore.

In terms of Section 71 which deals with the issue of debentures read

with Section 42 of the Companies Act, 2013, which deals with the offer or invitation for subscription of securities of a company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make private placement of its securities including NCDs only after receipt of prior approval of its shareholders by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014 further provides that the said special resolution must be passed in respect of all offers/invitations for the NCDs to be issued during a year and such a special resolution is required to be passed every year.

The NCDs proposed to be issued by the Corporation will be issued for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No. 9 of this Notice authorising the Board to issue NCDs and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, for an aggregate amount not exceeding ₹ 85,000 crore on private placement basis during a period of one year from the date of this AGM.

The Board, accordingly, recommends the passing of the special resolution as set out at Item No. 9 of this Notice, for the approval of the Members.

Save and except for the equity shares of the Corporation, if any, held by them, none of the Directors or Key Managerial Personnel of the Corporation or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 10

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Under the arrangement between the Corporation and HDFC Bank Limited (hereinafter referred to as "HDFC Bank"), HDFC Bank sources home loans for the Corporation through its branches across India. On receipt of home loan application through HDFC Bank, the Corporation after necessary due diligence (credit, legal and technical appraisals) approves and disburses the loans. The loans form part of the Corporation's loan book. HDFC Bank receives a sourcing fee for the loans sourced by it. Under the current arrangement, HDFC Bank has a right but not an obligation to purchase a maximum of 70% or such percentage as may be mutually agreeable, of the disbursed home loans sourced under this arrangement.

The above arrangement has been approved by the Board of Directors of the Corporation (hereinafter referred to as "Board" which term shall be deemed to include any committee

constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by the said resolution) and HDFC Bank. The arrangement for sourcing of home loans and also the assignment thereof is in the ordinary course of business of the Corporation and on an arm's length basis. The Board is of the opinion that such an arrangement is beneficial to both the companies based on the economic and commercial factors. The Corporation has access to HDFC Bank's wide customer base spread across a network of 4,787 branches. HDFC Bank in turn gets the benefit of an additional retail finance product together with the expertise of the Corporation in credit, legal and technical appraisals of home loans, which has been time tested over last several years. The Corporation continues to service the loans and the synergy of the arrangement makes it beneficial to the shareholders and customers of both the organisations. As per the agreement, the loans continue to be serviced by the Corporation, for which it is paid a consideration on mutually agreeable terms.

In addition to the above, the Corporation enters into various transactions with HDFC Bank including banking transactions and those disclosed in the notes forming part of the financial statements. In the financial year 2017-18, all these aforementioned transactions in terms of aggregate value, have exceeded 10% of the Corporation's annual consolidated turnover for the relevant year for which necessary approval was taken from the Members of the Corporation at the 40th AGM held on July 26, 2017. The transactions have been continued so far in the financial year 2018-19 and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for ratification of the arrangements/ transactions undertaken whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or otherwise so far in the financial year 2018-19. The Audit Committee of Directors of the Corporation has already granted approval for assignment/ sale of home loans to HDFC Bank up to an overall limit of ₹ 32,000 crore for the financial year 2018-19. The Audit Committee of Directors has also granted approval for other types of transactions with HDFC Bank under the omnibus route for the financial year 2018-19.

Accordingly, the Corporation proposes to obtain approval of its Members for ratifying as also for giving further approval to the Board for carrying out and/or continuing with the following arrangements and transactions with HDFC Bank: (i) whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise including banking transactions; (ii) transactions for sourcing of home loans for the Corporation against the consideration of the commission agreed upon or as may be mutually agreed upon, from time to time; (iii) assignment/ securitisation of such percentage of home loans to HDFC Bank sourced by it as may be agreed upon, from time to time, mutually between the Corporation and HDFC Bank; (iv) arrangement of servicing of the home loans assigned/securitised by the Corporation against the consideration agreed upon or as may be mutually agreed upon, from time to time; and (v) any other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period; during the financial year 2018-19.

The above stated arrangements and transactions with HDFC Bank amount to related party transactions falling within the purview of the Listing Regulations and all these transactions in aggregate, within the financial year 2018-19, may exceed 10% of the annual consolidated turnover of the Corporation as per its last audited financial statements or any other threshold for qualifying a transaction as material related party transaction as may be applicable, from time to time, under the Listing Regulations.

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

The Board, accordingly, recommends passing of the ordinary resolution as set out at Item No. 10 of this Notice, for the approval of the Members.

Mr. Keki M. Mistry is a Director of HDFC Bank. None of the other Directors or Key Managerial Personnel of the Corporation or their relatives, other than to the extent of their shareholding in the Corporation and HDFC Bank, if any, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 10 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder will abstain from voting on the resolution under Item No.10.

Item No. 11

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Members of the Corporation at the 39th Annual General Meeting held on July 27, 2016 had granted their approval by way of a special resolution to the Board of Directors of

the Corporation to borrow, from time to time, such sums of money as they may deem necessary for the purpose of the business of the Corporation, provided that the amount outstanding consequent to such monies borrowed by the Board of Directors on behalf of the Corporation does not exceed ₹ 3,50,000 crore, at any point of time.

As on March 31, 2018, the outstanding borrowings of the Corporation amounted to ₹ 3,20,655.46 crore. Considering the future business growth of the Corporation and to meet the funding requirements for its business, the Board of Directors of the Corporation may need to further borrow, from time to time, *inter alia* by way of loan/ financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments either in Rupee or any other currency, with or without security, whether in India or abroad, issue of commercial papers, external commercial borrowings and through acceptance of fixed deposits and/ or inter corporate deposits on such terms and conditions as it may at its sole discretion deem fit.

Accordingly, the approval of the Members is being sought by way of special resolution authorising the Board of Directors to borrow further sums of monies within an overall limit of ₹ 5,00,000 crore outstanding at any point of time. The revised borrowing limit would be within the limits prescribed by National Housing Bank vis-à-vis the net owned funds of the Corporation.

The Board, accordingly, recommends passing of the special resolution as set out at Item No. 11 of this Notice, for the approval of the Members.

Save and except for the equity shares of the Corporation, if any, held by them, none of the Directors or Key Managerial Personnel of the Corporation or their relatives are in

any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 11 of this Notice.

Item No. 12

The Members of the Corporation had vide resolution passed at the 39th Annual General Meeting (AGM) held on July 27, 2016 approved the re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation for a period of three years, with effect from November 14, 2015.

Pursuant to the recommendation of the Nomination and Remuneration Committee of Directors, the Board of Directors of the Corporation at its meeting held on April 30, 2018, unanimously approved the re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation for a period of three years, with effect from November 14, 2018, subject to the approval of the Members.

The main terms and conditions of the re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation including his remuneration, more particularly as set out in the agreement to be executed by and between the Corporation and Mr. Keki M. Mistry are as follows:

- i. The re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation shall be for a period of three years, with effect from November 14, 2018.
- ii. During the term, Mr. Keki M. Mistry shall continue to be a member of the Board and shall be liable to retire by rotation.

- iii. The Board has also designated Mr. Mistry in his capacity as Vice Chairman & Chief Executive Officer of the Corporation as a Key Managerial Person of the Corporation.
- iv. Salary payable to Mr. Keki M. Mistry shall be in the range of ₹ 15,00,000 to ₹ 27,00,000 per month.
- v. Commission per annum shall be equivalent to such sum as may be fixed by the Board of Directors or Nomination and Remuneration Committee of Directors, subject to a ceiling of 1% of the net profits of the Corporation. The net profits shall be computed in the manner as set out under Section 198 of the Companies Act, 2013.
- vi. Perquisites per annum shall be equivalent to his annual salary. Perquisites include rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and family members, furnishings, payment of premium on personal accident and health insurance, club fees and such other perquisites as may be approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time, subject to an overall ceiling of his annual salary.
- vii. Other benefits and allowances include use of car with driver, telephones for the Corporation's business (expenses whereof would be borne and paid by the Corporation), house rent allowance or house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund and all other benefits as are applicable to directors and/or senior employees of

the Corporation including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Corporation and as approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time.

- viii. Subject to fulfilling the eligibility criteria, Mr. Keki M. Mistry shall be entitled to post retirement pension and other post retirement benefit(s) in the form of medical benefits and use of car and all other benefits as are provided to the directors and/or senior employees of the Corporation, in accordance with the schemes framed/to be framed by the Corporation and as approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time. The said retiral benefits will be available to Mr. Mistry on his resignation/ retirement or end of service from the Corporation, whichever is earlier.
- ix. Mr. Keki M. Mistry shall also be eligible for stock options under Employee Stock Option Scheme(s) as may be approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time.

Currently, Mr. Keki M. Mistry is being paid a salary of ₹ 25,30,000 per month. In accordance with the resolution, within the aforesaid limits, the amount of salary, commission, perquisites, other benefits and allowances payable to him (including the types and amount of each type of perquisites, other benefits and allowances) will be decided by the Board of Directors or Nomination and Remuneration Committee of Directors, at such time or times, as it

may deem fit, in its sole and absolute discretion.

The valuation of perquisites will be as per the Income-tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

Mr. Keki M. Mistry has confirmed that he continues to satisfy the fit and proper criteria as prescribed under Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, approval of the Members is sought for re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation on the terms and conditions, including remuneration, as mentioned hereinabove.

The Board, accordingly, recommends passing of the ordinary resolution as set out at Item No. 12 of this Notice, for the approval of the Members.

Mr. Keki M. Mistry and his relatives are interested in the resolution as set out at Item No. 12 of this Notice. None of the other Directors or Key Managerial Personnel of the Corporation or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board

MUMBAI
May 21, 2018

Ajay Agarwal
Company Secretary
FCS: 9023

Information with regard to the Directors mentioned in the resolutions as set out in this Notice

Resolution No.	3	4	5	6
Name of the Director	Mr. Upendra Kumar Sinha	Mr. Jalaj Ashwin Dani	Mr. B. S. Mehta	Dr. Bimal Jalan
Director Identification Number	00010336	00019080	00035019	00449491
Age	66	48	82	76
Qualification	<ul style="list-style-type: none"> Master of Science from Patna University Graduate in Law from Patna University 	<ul style="list-style-type: none"> Chemical Engineering from University of Wisconsin-Madison, USA Advanced Management Program from INSEAD, Fountainebleau, Paris 	Fellow of The Institute of Chartered Accountants of India	<ul style="list-style-type: none"> Bachelor of Economics from Presidency College, Kolkata Master of Arts from University of Cambridge
Experience	<p>Mr. Sinha served as the Chairman of the Securities and Exchange Board of India (SEBI) for a period of over six years between 2011 and 2017. During his stewardship, SEBI is credited with having brought in significant regulatory amendments in areas such as Takeover Code, Foreign Portfolio Investors, Alternative Investment Funds, REITs, InvITs, Corporate Governance etc.</p> <p>Prior to this, he was the Chairman and Managing Director at UTI Asset Management Company Private Limited from 2005 until February 2011.</p> <p>Preceding this, he was the Joint Secretary in Department of Economic Affairs at Ministry of Finance and looked after Banking Division and Capital Markets Division - including external commercial borrowings, pension reforms and foreign exchange management functions.</p> <p>Mr. Sinha was an officer of the Indian Administrative Service in 1976.</p>	<p>Mr. Dani is a co-promoter of Asian Paints Limited and has spent over the last two decades in various capacities with Asian Paints Limited. He is actively involved in Confederation of Indian Industry (CII), Young President's Organisation (YPO), Federation of Indian Chambers of Commerce and Industry (FICCI) and other Business Councils in various capacities. He also serves on Next Generation of Leaders Board (NGLB) in Indian School of Business (ISB), Hyderabad. He was identified as 'Stars 2000' - Potential Leaders in the New Millennium by 'Business India' Magazine in the year 1998.</p>	<p>Mr. Mehta is a Chartered Accountant in practice dealing with taxation, accountancy and valuation of mergers and acquisitions. He is a Director on the boards of several companies in India.</p>	<p>Dr. Jalan is a former Governor of the Reserve Bank. He has previously held several positions in the Government including those of Finance Secretary and Chairman of the Economic Advisory Council to Prime Minister. He was also a nominated Member of Parliament from 2003 to 2009. He was associated with a number of public institutions and was the Chairman of Centre for Development Studies, Thiruvananthapuram.</p>
No. of shares held	Nil	Nil	4,35,000	15,000
Terms and conditions of appointment/re-appointment	5 years with effect from April 30, 2018.	5 years with effect from April 30, 2018.	Continuation of directorship upto his present tenure as Independent Director i.e. upto July 20, 2019, on existing terms.	Continuation of directorship upto his present tenure as Independent Director i.e. upto July 20, 2019, on existing terms.
Remuneration sought to be paid	Sitting fees and commission	Sitting fees and commission	Sitting fees and commission	Sitting fees and commission
Original date of appointment	April 30, 2018	April 30, 2018	June 14, 1988	April 30, 2008

Information with regard to the Directors mentioned in the resolutions as set out in this Notice (contd.)

Resolution No.	3	4	5	6
Name of the Director	Mr. Upendra Kumar Sinha	Mr. Jalaj Ashwin Dani	Mr. B. S. Mehta	Dr. Bimal Jalan
Directorships held in other companies in India	<u>Equity Listed Companies</u> 1. Havells India Limited 2. Vedanta Limited <u>Unlisted Companies</u> 3. Saumitra Research & Consulting Private Limited	<u>Equity Listed Companies</u> 1. Hitech Corporation Limited 2. Havells India Limited <u>Unlisted Companies</u> 3. Gujarat Organics Limited 4. Pragati Chemicals Limited 5. Hydra Trading Private Limited 6. Smiti Holding and Trading Company Private Limited 7. Dani Finlease Limited 8. Haish Holding and Trading Company Private Limited 9. Vijal Holding and Trading Company Private Limited 10. Hitech Specialities Solutions Limited 11. S C Dani Research Foundation Private Limited 12. Addverb Technologies Private Limited 13. Sportscom Association 14. Paints and Coatings Skill Council 15. Piramal Foundation for Education Leadership 16. Piramal Foundation	<u>Equity Listed Companies</u> 1. Century Enka Limited 2. Procter & Gamble Hygiene and Health Care Limited 3. IL & FS Investment Managers Limited 4. Atul Limited 5. Pidilite Industries Limited 6. Sasken Technologies Limited 7. Gillette India Limited <u>Unlisted Companies</u> 8. Thyssenkrupp Industrial Solutions (India) Private Limited	<u>Equity Listed Companies</u> Nil <u>Unlisted Companies</u> Associated Advisory Services Private Limited
Membership/Chairmanship of committees in other companies in India	<u>Audit Committee - Member</u> 1. Vedanta Limited <u>Stakeholders Relationship Committee-Member</u> 2. Vedanta Limited	Nil	<u>Audit Committee - Chairman</u> 1. IL & FS Investment Managers Limited 2. Pidilite Industries Limited 3. Sasken Technologies Limited <u>Audit Committee - Member</u> 4. Gillette India Limited 5. Atul Limited 6. Century Enka Limited 7. Procter & Gamble Hygiene and Health Care Limited	Nil

Information with regard to the Directors mentioned in the resolutions as set out in this Notice (contd.)

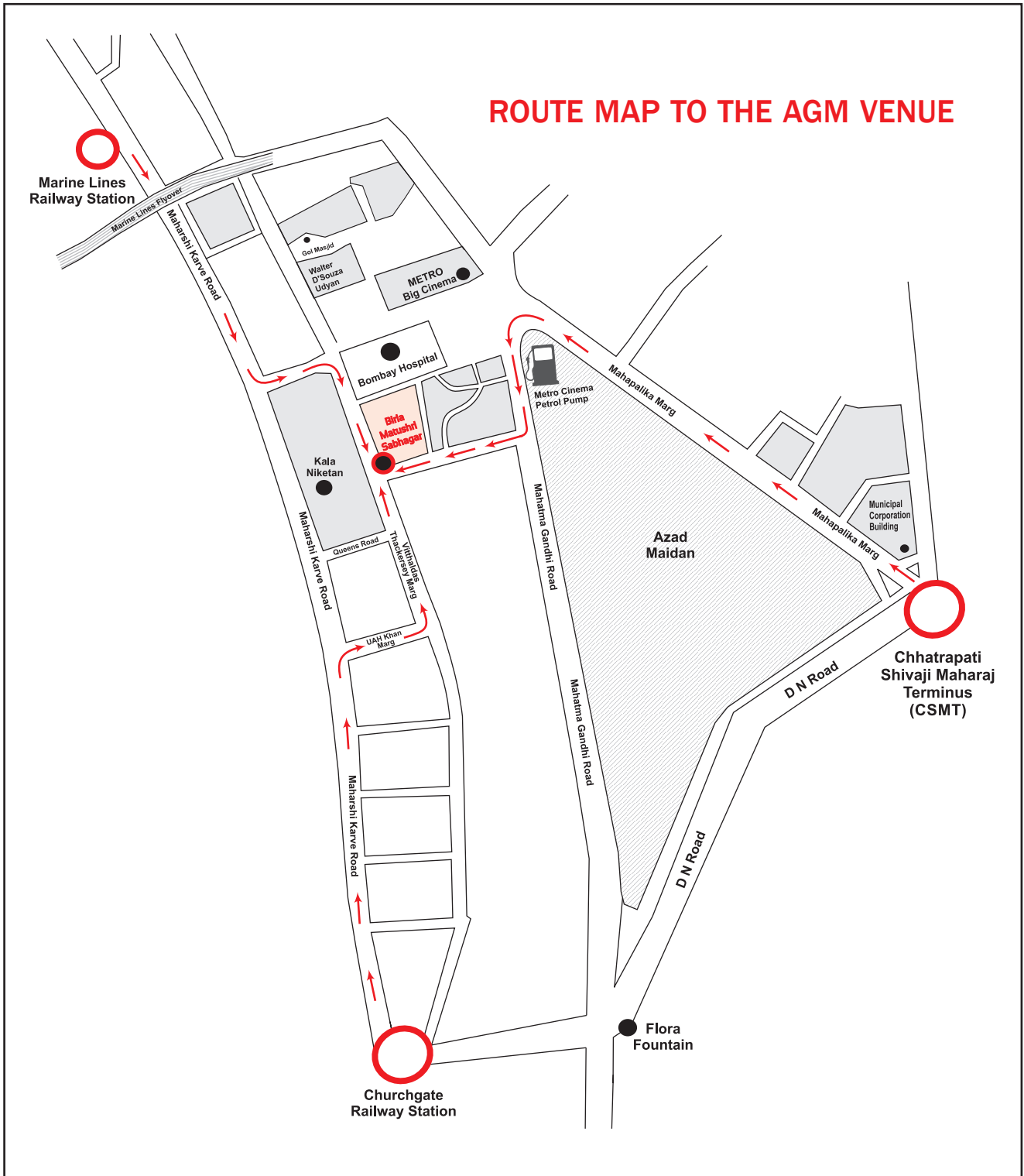
Resolution No.	7	8	12
Name of the Director	Dr. J. J. Irani	Mr. Deepak S. Parekh	Mr. Keki M. Mistry
Director Identification Number	00311104	00009078	00008886
Age	81	73	63
Qualification	<ul style="list-style-type: none"> • Master of Science from Nagpur University • Master of Metallurgy from University of Sheffield, United Kingdom. • Doctorate of Metallurgy from the University of Sheffield, United Kingdom. 	Fellow of The Institute of Chartered Accountants in England and Wales	Fellow of The Institute of Chartered Accountants of India
Experience	Dr. Irani has been conferred with the Padma Bhushan by the President of India in 2007 for his services to trade and industry in India. Queen Elizabeth II conferred on him honorary Knighthood (KBE) for his contribution to Indo-British Trade and Co-operation.	Mr. Parekh joined the Corporation in a senior management position in 1978. He was inducted as a whole-time director of the Corporation in 1985 and subsequently appointed as the Managing Director of the Corporation (designated as 'Chairman') in 1993. He retired as the Managing Director on December 31, 2009. Mr. Parekh was appointed as a non-executive director of the Corporation with effect from January 1, 2010. He is the Chairman of the Board of Directors of the Corporation and its certain group companies. He is also a director on the boards of prominent companies in India.	Mr. Mistry has been employed with the Corporation since 1981. He was appointed as the Executive Director of the Corporation in 1993, as the Deputy Managing Director in 1999 and as the Managing Director in 2000. He was re-designated as the Vice Chairman and Managing Director of the Corporation in October 2007 and as the Vice Chairman & Chief Executive Officer, with effect from January 1, 2010. Mr. Mistry is the Chairman of CII National Council on Corporate Governance and was also a member of the Committee of Corporate Governance (Kotak Committee) set up by Securities and Exchange Board of India. He is a director on the boards of other prominent companies including HDFC Group companies.
No. of shares held	65,000	11,60,000	6,38,845
Terms and conditions of appointment/re-appointment	Continuation of directorship upto his present tenure as Independent Director i.e. upto July 20, 2019, on existing terms.	Non-executive Director, liable to retire by rotation.	3 years with effect from November 14, 2018. For more details refer explanatory statement.
Remuneration sought to be paid	Sitting fees and commission	Sitting fees and commission	Refer explanatory statement
Original date of appointment	January 18, 2008	January 1, 2010	February 1, 1993

Information with regard to the Directors mentioned in the resolutions as set out in this Notice (contd.)

Resolution No.	7	8	12
Name of the Director	Dr. J. J. Irani	Mr. Deepak S. Parekh	Mr. Keki M. Mistry
Directorships held in other companies in India	<u>Equity Listed Companies</u> 1. Repro India Limited 2. HDFC Standard Life Insurance Company Limited <u>Unlisted Companies</u> Nil	<u>Equity Listed Companies</u> 1. GlaxoSmithKline Pharmaceuticals Limited 2. The Indian Hotels Company Limited 3. HDFC Standard Life Insurance Company Limited 4. Siemens Limited 5. Network 18 Media & Investments Limited <u>Unlisted Companies</u> 6. HDFC Asset Management Company Limited 7. Breach Candy Hospital Trust 8. HDFC ERGO General Insurance Company Limited 9. Indian Institute for Human Settlements 10. Bangalore International Airport Limited 11. BAE Systems India (Services) Private Limited 12. H T Parekh Foundation	<u>Equity Listed Companies</u> 1. HDFC Bank Limited 2. HDFC Standard Life Insurance Company Limited 3. GRUH Finance Limited 4. Sun Pharmaceuticals Industries Limited 5. Torrent Power Limited <u>Unlisted Companies</u> 6. HDFC ERGO General Insurance Company Limited 7. HDFC Asset Management Company Limited 8. Greatship (India) Limited 9. H T Parekh Foundation
Membership/Chairmanship of committees in other companies in India	<u>Audit Committee - Member</u> HDFC Standard Life Insurance Company Limited	<u>Audit Committee-Chairman</u> 1. Indian Hotels Company Limited <u>Audit Committee -Member</u> 2. H T Parekh Foundation 3. Siemens Limited 4. GlaxoSmithKline Pharmaceuticals Limited <u>Stakeholders Relationship Committee-Chairman</u> 5. GlaxoSmithKline Pharmaceuticals Limited <u>Stakeholders Relationship Committee-Member</u> 6. HDFC Asset Management Company Limited	<u>Audit Committee - Chairman</u> 1. Greatship (India) Limited 2. Sun Pharmaceuticals Industries Limited 3. Torrent Power Limited <u>Audit Committee - Member</u> 4. GRUH Finance Limited 5. HDFC Standard Life Insurance Company Limited 6. HDFC ERGO General Insurance Company Limited 7. HDFC Asset Management Company Limited 8. H T Parekh Foundation <u>Stakeholders Relationship Committee-Chairman</u> 9. HDFC Standard Life Insurance Company Limited

For other details, such as number of meetings of the Board attended during the year and remuneration drawn in respect of the above directors please refer the Report on Corporate Governance and Form No. MGT - 9. None of the Directors and Key Managerial Personnel are related to each other.

ROUTE MAP TO THE AGM VENUE





HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020
Corp. Office: HDFC House, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020
Corporate Identity Number: L70100MH1977PLC019916, Phone: +91-22-66316000, Fax: +91-22-22811203
Website: www.hdfc.com, E-mail: investorcare@hdfc.com

ATTENDANCE SLIP

(Please hand over this slip at the entrance of the Meeting hall)

Name and Address of the Member	
--------------------------------	--

Folio No./Client ID	
DP ID	

I/We hereby record my/our presence at the 41st Annual General Meeting of the Members of the Corporation held at "Birla Matushri Sabhagar", 19, New Marine Lines, Mumbai 400 020, on Monday, July 30, 2018 at 2:30 p.m.

Full name of the Member/Proxy attending the Meeting	
Member's/Proxy's Signature	

Note: Your entry to the Meeting will be regulated by this attendance slip.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	CUT OFF DATE FOR VOTING	VOTING PERIOD AND TIME
108371			July 23, 2018	July 26, 2018 (10.00 a.m.) to July 29, 2018 (5.00 p.m.)

Note: Please read the instructions given in the Notes to the Notice dated May 21, 2018 convening the 41st Annual General Meeting of the Members of the Corporation carefully before exercising your vote electronically.



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020
 Corp. Office: HDFC House, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020
 Corporate Identity Number: L70100MH1977PLC019916, Phone: +91-22-66316000, Fax: +91-22-22811203
 Website: www.hdfc.com, E-mail: investorcare@hdfc.com

FORM NO. MGT - 11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		E-mail ID :	
Registered Address :		Folio No./Client ID :	
		DP ID :	

I/We being the Member(s) holding _____ equity shares of ₹ 2 each of Housing Development Finance Corporation Limited, hereby appoint:

- Name : _____
 Address : _____
 E-mail ID : _____ Signature : _____, or failing him
- Name : _____
 Address : _____
 E-mail ID : _____ Signature : _____, or failing him
- Name : _____
 Address : _____
 E-mail ID : _____ Signature : _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Corporation, to be held on Monday, July 30, 2018 at 2:30 p.m. at "Birla Matushri Sabhagar", 19, New Marine Lines, Mumbai 400 020 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

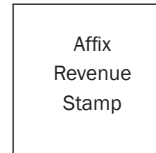
Resolution No.	Brief details of the Resolution	Optional (Refer Note No. iv)	
		For	Against
1(a)	Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.		
1(b)	Adoption of the audited consolidated financial statements for the financial year ended March 31, 2018 together with the report of the Auditors thereon.		
2	Declaration of final dividend on equity shares of the Corporation.		
3	Appointment of Mr. Upendra Kumar Sinha as an Independent Director of the Corporation.		
4	Appointment of Mr. Jalaj Ashwin Dani as an Independent Director of the Corporation.		
5	Approval for continuation of directorship of Mr. B. S. Mehta.		
6	Approval for continuation of directorship of Dr. Bimal Jalan.		
7	Approval for continuation of directorship of Dr. J. J. Irani.		
8	Re-appointment of Mr. Deepak S. Parekh as a Director of the Corporation and continuation of his directorship.		

Resolution No.	Brief details of the Resolution	Optional (Refer Note No. iv)	
		For	Against
9	Approval to issue Redeemable Non-Convertible Debentures and/ or any other hybrid instruments on private placement basis, up to an amount not exceeding ₹ 85,000 crore.		
10	Approval of related party transactions with HDFC Bank Limited.		
11	Authority to the Board of Directors of the Corporation to borrow monies for the purposes of the business of the Corporation, such that the overall outstanding amount does not exceed ₹ 5,00,000 crore.		
12	Re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation, for a period of 3 years, with effect from November 14, 2018.		

Signed: this _____ day of _____, 2018

Signature of Member(s): _____

Signature of the Proxy holder(s): _____



Notes:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Corporation, not less than 48 hours before the commencement of the Meeting.
- ii. A Proxy need not be a Member of the Corporation.
- iii. A person appointed as Proxy shall act on behalf of not more than 50 (Fifty) Members and holding not more than 10% of the total share capital of the Corporation carrying voting rights. However, a Member holding more than 10% of the total share capital of the Corporation carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
- iv. Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.