



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 No.: +91-22-66316000
 Website: www.hdfc.com, E-mail: investorcare@hdfc.com

Notice

NOTICE IS HEREBY GIVEN THAT THE **FORTY FOURTH ANNUAL GENERAL MEETING** OF HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (THE “CORPORATION”) WILL BE HELD ON **TUESDAY, JULY 20, 2021**, AT **11:00 A.M.**, THROUGH TWO-WAY VIDEO CONFERENCE TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Corporation for the financial year ended March 31, 2021 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, 2021 together with the report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Keki M. Mistry (DIN:00008886), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution** for revision in the salary range of Ms. Renu Sud Karnad, Managing Director of the Corporation:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder, the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 revise the range of salary payable to Ms. Renu Sud Karnad (DIN:00008064), Managing Director of the Corporation such that the upper limit of the salary payable to her be increased from ₹ 27,00,000 per month to ₹ 36,00,000 per month, with effect from January 1, 2021, with authority to the Board of Directors of the Corporation (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution), to determine her salary, from time to time, within the aforesaid limit.”

“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 in relation to the above as it may in its sole and absolute discretion deem fit 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.”

5. To consider, and if thought fit, to pass the following resolution as an

Ordinary Resolution for revision in the salary range of Mr. V. Srinivasa Rangan, Whole-time Director (designated as ‘Executive Director’) of the Corporation:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 revise the range of salary payable to Mr. V. Srinivasa Rangan (DIN:00030248), Whole-time Director (designated as ‘Executive Director’) of the Corporation such that the upper limit of the salary payable to him be increased from ₹ 20,00,000 per month to ₹ 30,00,000 per month, with effect from January 1, 2021, with authority to the Board of Directors of the Corporation (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution), to determine his salary, from time to time, within the aforesaid limit.”

“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 in relation to the above as it may in its sole and absolute discretion deem fit 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.”

6. 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder read with Schedule V to the Act, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Corporation, and in partial modification of the resolution passed by the Members of the Corporation at the 41st Annual General Meeting of the Corporation held on July 30, 2018, 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 3 (three) years with effect from May 7, 2021, who shall be liable to retire by rotation, upon the terms and conditions including those relating to remuneration more specifically set out

in the statement pursuant to Section 102(1) of the Act, annexed to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) 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 nature 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 and Mr. Keki M. Mistry, subject to the maximum limit approved by the Members of the Corporation in this regard and the limits prescribed under Section 197 of the Act 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 relation to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

7. 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, an associate company of the Corporation:

“**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’), Section 188 of the

Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Corporation do hereby accord their 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 by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Corporation, 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 as a fresh and independent transaction or otherwise including 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, agreed upon or as may be mutually agreed upon from time to time, (iii) servicing of home loans assigned/securitised against the consideration agreed upon or as may be mutually agreed upon, from time to time, (iv) any transaction(s) with HDFC Bank for the sale of securities held by the Corporation in any of its

subsidiary and/or associate companies with such rights and subject to the terms and conditions including such consideration as may be mutually agreed between the Corporation and HDFC Bank subject to a maximum limit of 5% of the paid-up share capital of the concerned company, and (v) any other transactions including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding that all these transactions in aggregate, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable, 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 in relation to the above as it may in its sole and absolute discretion deem fit 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.”

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

“RESOLVED THAT in supersession of the resolution passed by the Members of the Corporation at the 41st Annual General Meeting of the Corporation held on July 30, 2018, the approval 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 it 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 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 Corporation (apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business) and remaining outstanding at any point of time shall 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 ₹ 6,00,000 crore (Rupees Six lac crore only).”

“RESOLVED FURTHER THAT the Board be and is hereby empowered and authorised to arrange or finalise 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 fit 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.”

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 a private placement basis:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, Reserve Bank of India (RBI) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), 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 thereof and other applicable guidelines, directions or laws, the approval 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 RBI-HFC Directions, 2021, for cash either at par or premium or at a discount to the face value, for an aggregate amount not exceeding ₹ 1,25,000 crore (Rupees One lac Twenty 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 shall be within the overall limit of borrowings as approved by the Members of the Corporation, 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 in relation to the above as it may in its sole and absolute discretion deem fit 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."

By Order of the Board

MUMBAI
June 18, 2021

Ajay Agarwal
Company Secretary
FCS: 9023

NOTES:

- i. **In view of the continuing restrictions on the movement of persons at several places in the country due to COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as 'MCA circulars') read with various circulars issued by Securities and Exchange Board of India (SEBI) allowed the companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2021. Accordingly,**

the Corporation would be conducting this meeting through two-way VC and in this connection it has availed the services of National Securities Depository Limited (NSDL) for providing the VC and e-voting facility.

ii. **Process for e-voting and participation at the AGM through VC**

A. E-voting

In compliance with the provisions of Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, MCA circulars and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Corporation is providing a facility to all its Members to enable them to cast their vote on the resolutions listed in this Notice by electronic means i.e. remote e-voting prior to the AGM and also during the AGM (for those Members who have not exercised their votes through remote e-voting).

SEBI vide circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, has enabled e-voting for all the individual demat account holders by way of a single login credential through their demat accounts and/or website of the depositories/depository participants (DP), in an attempt to increase the participation of the shareholders as also improve the efficacy of the voting process.

I. Process for remote e-voting

Individual Shareholders holding shares in electronic form			Shareholders holding shares in physical form or shareholders other than individual	
NSDL	CDSL	Log in through DP	NSDL	CDSL
<p>Members already registered for NSDL IDEAS facility :</p> <p>Please visit the e-Services website of NSDL: https://eservices.nsd.com either on a Personal Computer or on a mobile.</p> <p>May register at the option available at https://eservices.nsd.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</p> <p>Alternatively, the Members may visit the e-Voting website of NSDL at https://www.evoting.nsd.com either on a Personal Computer or on a mobile.</p> <p>Click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section on the homepage of e-services.</p> <p>Kindly enter your User ID and Password.</p> <p>After successful authentication, you will be able to see e-voting services.</p>	<p>Members who have opted for Easi/ Easiest facility :</p> <p>Please click on https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>Kindly enter your User ID and Password.</p> <p>After successful login of Easi/Easiest, you will be also able to see the E-voting Menu.</p>	<p>Member can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility.</p> <p>After login, you will be able to see e-voting option. Click on e-voting option.</p>	<p>Members not registered for Easi/ Easiest facility :</p> <p>May register at the option available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the Member can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page.</p> <p>An OTP will be sent on the registered mobile number and e-mail id for user authentication.</p> <p>Click on the link of e-voting service provider i.e. NSDL.</p>	<p>Visit the e-voting website of NSDL at https://www.evoting.nsd.com either on a Personal Computer or on a mobile.</p> <p>Click on "Shareholder/Member" login.</p> <p>Kindly enter your User ID and Password/OTP/Verification Code as shown on the screen.</p> <p>Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at https://eservices.nsd.com with your existing IDEAS login. Once you login to NSDL e-services 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.</p> <p>Manner of holding shares i.e. Demat mode (NSDL or CDSL) or Physical mode and the USER ID is:</p>
<p>Kindly enter your User ID and Password.</p> <p>After successful authentication, you will be able to see e-voting services.</p>	<p>Click on "Shareholder/Member" login.</p> <p>Kindly enter your User ID and Password/OTP/Verification Code as shown on the screen.</p> <p>Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at https://eservices.nsd.com with your existing IDEAS login. Once you login to NSDL e-services 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.</p> <p>Manner of holding shares i.e. Demat mode (NSDL or CDSL) or Physical mode and the USER ID is:</p>	<p>Click on "Shareholder/Member" login.</p> <p>After login, you will be able to see e-voting option. Click on e-voting option.</p>	<p>NSDL</p> <p>8 Character DP ID followed by 8 Digit Client ID (For example if your ID is IN300**** and then your user ID is IN300****12*****).</p>	<p>CDSL</p> <p>16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** and then your user ID is 12*****).</p>
<p>Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</p> <p>Click on options available against Housing Development Finance Corporation Limited or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>	<p>Click on the link of e-voting service provider i.e. NSDL.</p> <p>Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.</p> <p>Click on options available against Housing Development Finance Corporation Limited or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>	<p>After successful login as mentioned above, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.</p> <p>Select "EVEN" of Housing Development Finance Corporation Limited i.e. 116024.</p>	<p>Physical</p> <p>116024+ EVEN i.e. 116024+ Folio Number registered with the Corporation (For example, if your Folio Number is 001*** and EVEN is 116024 then your user ID is 116024*****).</p>	<p>After successful login as mentioned above, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.</p> <p>Select "EVEN" of Housing Development Finance Corporation Limited i.e. 116024.</p>

- 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. Thereafter, you will not be allowed to modify your vote.
 - 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 Toll Free Nos.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.
- ## II. Process for e-voting during the AGM
- Necessary arrangements have been made for those Members who have not cast their vote through remote e-voting, for voting during the AGM by electronic means.
 - The procedure for e-voting on the day of the AGM is same as the instructions mentioned above.
 - Once the Chairman announces the commencement of voting, this facility would be made available for 30 minutes.
 - Members who have cast their vote electronically may participate at the AGM but shall not be entitled to vote again.
- ### B. Participation at the AGM through VC
- Members can attend the AGM through VC by following the process for e-voting as mentioned above.
 - After successful login, members can see link of “VC/OAVM” placed under “Join General Meeting” menu against **Housing Development Finance Corporation Limited**.
 - Members are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN i.e. **116024** of **Housing Development Finance Corporation Limited** will be displayed.
 - You would be able to participate in the AGM and your attendance would be counted for the purpose of quorum.
 - The Members can also view the proceedings of the AGM through the Corporation’s website.
 - Please note that the Members connecting from mobile devices or tablets or laptop via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of technical glitches. Members are encouraged to join the Meeting through laptop for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- The link for joining the AGM through VC will be activated 30 minutes before the scheduled start-time of the AGM and will remain open throughout the AGM.
 - Members facing any problem in attending the AGM through VC can contact Mr. Anubhav Saxena, Assistant Manager at anubhavs@nsdl.co.in or call on Toll Free Nos.: 1800 1020 990 and 1800 224 430.
 - Password details for shareholders holding shares in physical form or shareholders other than individuals are given below:
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

 - a. If your e-mail address is registered in your demat account or with the Corporation, your ‘initial password’ is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.co.in. Open the e-mail and open the attachment i.e. a .pdf file. Open the .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 with the Corporation/DP, you may obtain the User ID and password by sending a request to evoting@nsdl.co.in.

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

a. 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.

b. "Physical User Reset Password?" (If you are holding shares in physical form) 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.co.in mentioning your demat account number/ folio number, PAN, name and registered address.

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

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

- Now, you will have to click on "Login" button.

- After you click on the "Login" button, Home page of e-voting will open.

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

• Helpdesk 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.co.in or call at Toll Free Nos.: 1800 1020 990 and 1800 224 430.
Individual Shareholders holding securities in demat mode with CDSL	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022 - 2305 8738 or 022 - 2305 8542/43.

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

Cut-off date for determining the Members entitled to vote	Tuesday, July 13, 2021
Commencement of remote e-voting period	Friday, July 16, 2021 at 10:00 a.m.
End of remote e-voting period	Monday, July 19, 2021 at 5:00 p.m.

The remote e-voting module will be disabled by NSDL after **5:00 p.m.** on **Monday, July 19, 2021**.

iv. Any person holding shares in physical form and non-individual shareholders, who becomes a Member of the Corporation after dispatch of the Notice of the AGM and holds shares as on the cut-off date or who has not registered his/her e-mail address with the Corporation/DP, may obtain the User ID and password by sending a request to evoting@nsdl.co.in.

In case of Individual Shareholders holding securities in demat mode who becomes a Member of the Corporation after sending of the

Notice and holding shares as on the cut-off date, may follow steps mentioned above for casting his/her vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

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

vi. 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. Tuesday, July 13, 2021.

vii. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Corporation will be entitled to vote at the AGM, provided the votes are not already cast through remote e-voting.

viii. **As per the directions of SEBI and MCA, the option of appointing proxies shall not be available to the Members of the Corporation for this AGM. Accordingly, Proxy Form and Attendance Slip including Route Map are not annexed to this notice.**

ix. Institutional/corporate members intending to participate and vote during the said AGM, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf, to the Scrutinizer by sending an e-mail to scrutinizer@hdfc.com with a copy marked to evoting@nsdl.co.in by quoting the concerned DP ID and Client ID or Folio Number.

- x. Mr. Bhaskar Upadhyay (Membership No. FCS 8663), Partner, Messrs N L Bhatia & Associates, Practising Company Secretaries (C.P. No. 9625) having communicated his willingness, has been appointed by the Corporation to act as the Scrutinizer to oversee the e-voting process.
- xi. The Scrutinizer shall submit a consolidated report on the total votes cast in favour of or against, if any, on each of the resolutions set out in this Notice, not later than 48 hours from the conclusion of the AGM, to the Chairman of the Corporation. The Chairman or any other person authorised by the Chairman shall declare the results of the voting forthwith.
- xii. 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. The results will also be displayed on the notice board at the Registered Office and Corporate Office of the Corporation. 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 20, 2021.
- xiii. In accordance with the MCA circulars and circulars issued by SEBI, the Corporation would be sending the Annual Report for the financial year 2020-21 along with this Notice through e-mail to those Members who have registered their e-mail address with the Corporation/DP. The said Annual Report and this Notice shall also be placed at www.hdfc.com, www.bseindia.com and www.nseindia.com. This Notice shall also be placed on the website of NSDL i.e. www.evoting.nsdl.com.
- xiv. The statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under Resolution Nos. 4 to 9 is annexed to this Notice and forms an integral part hereof.
- xv. Information with regard to the Directors proposed to be re-appointed as well as in respect of whom the remuneration is being revised, is annexed to this Notice in terms of the Listing Regulations and the Secretarial Standard on General Meetings.
- xvi. Members holding shares in physical form are requested to promptly notify in writing their bank account details/any change therein or change in their address, details relating to nomination, e-mail address, mobile number, 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 change in above particulars directly to their DP.
- xvii. Members having any queries or questions may send the same to investorcare@hdfc.com 3 days prior to the date of the AGM. This would enable the Corporation to keep the responses ready at the AGM. Members who wish to raise any query or express their views or speak at the AGM are required to register themselves before 12 noon on Monday, July 19, 2021 by sending an e-mail to investorcare@hdfc.com. Members may also raise queries during the AGM. Members intending to speak at the AGM would require microphone and speakers – built-in or USB plug-in or wireless blue-tooth. The Corporation reserves the right to restrict the number of questions and number of speakers, as appropriate to ensure smooth conduct of the AGM.
- xviii. **Inspection of Documents**
- *Up to the date of AGM*
All documents referred to in this Notice and other statutory registers shall be open for inspection by the Members at the Registered Office of the Corporation on all working days between 10:00 a.m. and 12 noon from the date hereof up to the date of the AGM. The said documents would also be available for virtual inspection on all working days. Members seeking to inspect such documents need to send an e-mail to investorcare@hdfc.com requesting the said inspection.
 - *During the AGM*
The documents would also be available for inspection during the AGM.
 - *General Inspection*
Members seeking to inspect documents, permitted under the Companies Act, 2013, during the year, can inspect the same
 - Physically at the Registered Office of the Corporation on all working

days between 10:00 a.m. and 12 noon; and

- Virtually on all working days.

Members seeking to inspect such documents need to send an e-mail to *investorcare@hdfc.com* requesting the said inspection and mode thereof.

xix. Tax Deducted at Source (TDS) on Dividend:

Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Corporation would be required to deduct taxes at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Corporation. Further details are available on the Corporation's website.

Annexure to the Notice

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

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the special business mentioned under Resolution Nos. 4 to 9 of this Notice.

Resolution Nos. 4 and 5

The Members of the Corporation at the 43rd AGM held on July 30, 2020, had approved the re-appointment of Ms. Renu Sud Karnad as the Managing Director of the Corporation with effect from January 1, 2020 till September 2, 2022 and the re-appointment of Mr. V. Srinivasa Rangan as the Whole-time Director (designated as 'Executive Director') of the Corporation

for a period of 5 (five) years with effect from January 1, 2020.

The whole-time directors and all other employees of the Corporation were not provided any increase in their salary during the calendar year 2020/financial year 2020-21, as the case may be, on account of COVID-19 pandemic and its resultant impact on the economy and the operations of the Corporation. Considering the contribution of Ms. Renu Sud Karnad and Mr. V. Srinivasa Rangan to the growth in operations and profitability of the Corporation, the growth in business during the financial year 2020-21 and as part of the annual revision, the Nomination and Remuneration Committee of Directors had at its meeting held on March 22, 2021, revised their salaries as under:

- (i) Ms. Renu Sud Karnad - from ₹ 25,80,000 per month to ₹ 28,90,000 per month with effect from January 1, 2021, representing an increase of 12.02%.
- (ii) Mr. V. Srinivasa Rangan - from ₹ 18,85,000 per month to ₹ 21,70,000 per month with effect from January 1, 2021, representing an increase of 15.12%.

However, since the salary of Ms. Renu Sud Karnad and Mr. V. Srinivasa Rangan is beyond the current upper limit of their salary i.e. ₹ 27,00,000 and ₹ 20,00,000 respectively, approved by the Members at the 43rd AGM held on July 30, 2020, Ms. Karnad and Mr. Rangan are being paid ₹ 27,00,000 and ₹ 20,00,000 per month respectively, effective January 1, 2021.

The Nomination and Remuneration Committee accordingly recommended the revision in the upper limit of

the salary of Ms. Karnad from ₹ 27,00,000 per month to ₹ 36,00,000 per month and revision in the upper limit of the salary of Mr. Rangan from ₹ 20,00,000 per month to ₹ 30,00,000 per month with effect from January 1, 2021, for the approval of the Members.

The increase in the upper limit of the salaries of Ms. Renu Sud Karnad and Mr. V. Srinivasa Rangan are only enabling resolutions providing authority to the Board/Nomination and Remuneration Committee to decide on the salary payable to them up to their respective upper limits, from time to time. Subsequent to receipt of the approval of the Members, Ms. Karnad and Mr. Rangan shall be paid the difference i.e. revised salary minus existing upper limit, with effect from January 1, 2021.

The other terms and conditions of the appointment and remuneration of Ms. Renu Sud Karnad and Mr. V. Srinivasa Rangan, as listed out in the statement annexed to the Notice convening the 43rd AGM held on July 30, 2020 and approved by the Members of the Corporation, shall remain unchanged.

The salary payable to managing directors and whole-time director is commensurate with the performance of the Corporation, which is in accordance with the remuneration policy, and is reviewed every year by the Nomination and Remuneration Committee. The Committee based on the performance and growth of the Corporation and various other factors, decides on annual increment.

The Board unanimously recommends the ordinary resolutions as set out at Resolution Nos. 4 and 5 of this Notice, for the approval of the Members.

Ms. Renu Sud Karnad and her relatives are interested in the matter as set out at Resolution No. 4 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.

Mr. V. Srinivasa Rangan and his relatives are interested in the matter as set out at Resolution No. 5 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.

Resolution No. 6

The Members of the Corporation at the 41st AGM held on July 30, 2018 had 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 3 (three) years, with effect from November 14, 2018.

The Nomination and Remuneration Committee of Directors after considering the meritorious services and significant contribution made by Mr. Keki M. Mistry to the growth and profitability of the Corporation recommended the re-appointment of Mr. Mistry as the Managing Director (designated as the 'Vice Chairman & Chief Executive Officer') of the Corporation for a period of 3 (three) years with effect from May 7, 2021. The Board of Directors at its meeting held on May 7, 2021 considered and unanimously approved the same, subject to the approval of the Members of the Corporation.

Mr. Keki M. Mistry has confirmed that he continues to satisfy the fit and proper criteria as prescribed under RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021) and the conditions provided under Part I of Schedule V to the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Mr. Keki M. Mistry is committed to devote enough time that is required by the Corporation in order to fulfil his fiduciary responsibility towards the various stakeholders.

The key terms and conditions of the said re-appointment including the 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 3 (three) years with effect from May 7, 2021.
- (ii) During the term, Mr. 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 the Vice Chairman & Chief Executive Officer as a Key Managerial Person of the Corporation.

- (iv) Salary payable to Mr. Mistry shall be in the range of ₹ 30,00,000 to ₹ 45,00,000 per month. Currently, Mr. Mistry is being paid a salary of ₹ 31,75,000 per month.

The said salary range is only an enabling authority to the Board and/or Nomination and Remuneration Committee to decide on the salary payable to Mr. Keki M. Mistry up to the said upper limit, from time to time. It may be noted that the salary payable to managing directors commensurate with the performance of the Corporation, which is in accordance with the remuneration policy, is reviewed every year by the Nomination and Remuneration Committee.

The Committee based on the performance and growth of the Corporation and various other factors, decides on the annual increments which during the last 3 (three) years have been in the range of 12% to 15%.

- (v) Commission per annum shall be equivalent to such sum as may be fixed by the Board of Directors and/or Nomination and Remuneration Committee, subject to a ceiling of 0.50% 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. It may be noted that this is just an enabling authority to the Board and/or Nomination and Remuneration Committee to decide on the commission payable to Mr. Keki M. Mistry up to 0.50% of the net profits; however, the commission paid to managing directors has never

exceeded 0.11% of the respective year's net profits.

- (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 and/or Nomination and Remuneration Committee 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 and/or Nomination and Remuneration Committee from time to time.
- (viii) Mr. Keki M. Mistry shall continue to be eligible for 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 by the Corporation and as approved by the Board of Directors and/or Nomination and Remuneration Committee 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, or such other day as may be decided by the Board and/or Nomination and Remuneration Committee whichever is earlier, in accordance with the schemes framed/to be framed by the Corporation.

- (ix) Mr. Keki M. Mistry shall also be eligible for stock options under Employees Stock Option Scheme(s) as may be approved by the Board of Directors and/or Nomination and Remuneration Committee from time to time.
- (x) 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.
- (xi) The notice period for termination of the said agreement with Mr. Mistry is 3 (three) months. No severance fee is payable by the Corporation on termination of the agreement.

Pursuant to the provisions of Section 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board unanimously recommends the 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 as mentioned hereinabove for the approval of the Members.

Mr. Keki M. Mistry and his relatives are interested in the matter as set out at Resolution No. 6 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.

Resolution No. 7

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 on 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 one of the arrangement between the Corporation and HDFC Bank Limited (hereinafter referred to as 'HDFC Bank') an associate company of the Corporation, HDFC Bank sources home loans for the Corporation through its branches across India. On receipt of home loan applications through HDFC Bank, the Corporation after necessary due diligence (credit, legal and technical) approves and disburses the loan. 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 the said 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(s) 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 is 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 5,608 banking outlets. 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 the last several years. The Corporation continues to service the loans and the synergy of the arrangement makes it beneficial to the Members and customers of both the organisations. As per the arrangement, 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 transactions which are disclosed in the notes forming part of the financial statements. In the financial year 2020-21, all these aforementioned transactions in terms of aggregate value, have exceeded 10% of the Corporation's annual consolidated turnover for the relevant year and the Members of the Corporation at the 43rd AGM held on July 30, 2020 had approved the entering into of such transactions, from April 1, 2020 till the conclusion of this AGM.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for the arrangements/ transactions undertaken whether by way of continuation/extension/renewal/ modification of earlier arrangements/ transactions or otherwise, during the period from the conclusion of the 44th AGM till the conclusion of the 45th AGM of the Corporation. The Audit and Governance Committee of Directors has already granted its approval for assignment/sale of home loans and other types of transactions with HDFC Bank under the omnibus route for the period beginning April 1, 2021 till the conclusion of the 45th AGM of the Corporation. The Corporation may assign/sell home loans up to an amount of ₹ 42,000 crore to HDFC Bank during the period from the conclusion of the 44th AGM till the conclusion of the 45th AGM of the Corporation.

Accordingly, the Corporation proposes to obtain approval of its Members for carrying out and/or continuing with the following arrangements and transactions with HDFC Bank whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise including banking transactions; (i) 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; (ii) assignment/ securitisation of such percentage of home loans to HDFC Bank sourced by it, agreed upon or as may be mutually agreed upon, from time to time; (iii) 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 (iv) any other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period; during the period from the conclusion of the 44th AGM till the conclusion of the 45th AGM of the Corporation.

The above stated arrangements and transactions with HDFC Bank are related party transactions falling within the purview of the Listing Regulations and all these arrangements and transactions in aggregate, 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 a material related party transaction as may be applicable, from time to time, under the Listing Regulations.

Though the above transactions are in the ordinary course of business of the Corporation and on an arm's length basis and as such the approval of members under Section 188 of the Companies Act, 2013 and rules thereunder is not required, for abundant caution and from a better corporate governance perspective the approval of the Members is also being sought under Section 188 of the Companies Act, 2013 and the

rules thereunder for the aforesaid transactions.

Separately, the Corporation has agreed to sell 3,55,67,724 equity shares of ₹ 10 each of HDFC ERGO General Insurance Company Limited (“HDFC ERGO”) representing 4.99% of the current outstanding equity share capital of HDFC ERGO, for an aggregate consideration of ₹1906,43,00,064 crore (Rupees One Thousand Nine Hundred Six Crore Forty Three Lacs and Sixty Four only) to HDFC Bank. The said consideration has been arrived at based on a valuation report issued by an independent valuer. The proposed transaction is subject to receipt of approvals/no-objections as may be required under law or regulations. Since HDFC Bank is of the view that the Corporation has an important role to play in the growth and development of HDFC ERGO, HDFC Bank has *inter alia* agreed with the Corporation to support and cast votes on the shares of HDFC ERGO in the manner in which the Corporation casts votes on its shareholding in HDFC ERGO. The Audit and Governance Committee of Directors and the Board of Directors of the Corporation have granted their approval for the aforesaid transaction.

The Corporation also proposes to enter into transactions with HDFC Bank for sale of certain number of securities held by it in any of its subsidiary and/or associate company(ies) up to a maximum limit of 5% of the paid-up share capital of the concerned company, with such rights and subject to such terms and conditions including for such consideration as may be mutually agreed upon from time to time between the relevant parties. The said transaction(s) would be carried out at arm’s length basis.

For convenience, the aforesaid transactions of sale of the securities (including of HDFC ERGO) by the Corporation are being referred to as “Securities Sale Transactions”. The approval of Members is being sought under the Listing Regulations for the Securities Sale Transactions along with the other transactions with HDFC Bank, being related party transactions. However, the Securities Sale Transactions will not be clubbed with the other transactions with HDFC Bank (some of which are exempt from Section 188), for the purposes of testing the monetary thresholds prescribed in the rules framed under Section 188, and as such the said thresholds are not being breached by the Securities Sale Transactions. Accordingly, the approval of Members under Section 188 is not required for the same. Despite the said position, for abundant caution, approval of the Members under Section 188 and rules thereunder is still being sought under Resolution No. 7 along with approval under the Listing Regulations.

The Board unanimously recommends passing of the ordinary Resolution as set out at Resolution No. 7 of this Notice for the approval of the Members.

Ms. Renu Sud Karnad 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 matter as set out at Resolution No. 7 of this Notice.

The Members may please note that all the related parties of the Corporation are prohibited from voting on Resolution No. 7 of this Notice.

Resolution No. 8

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Members of the Corporation at the 41st AGM held on July 30, 2018 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 ₹ 5,00,000 crore, at any point of time.

As on March 31, 2021, the outstanding borrowings of the Corporation amounted to ₹4,41,365 crore. Considering the future business growth of the Corporation and to meet the funding requirements for its business, the Board of Directors may need to borrow further, 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 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 a special resolution authorising the Board of Directors to borrow further sums of monies within an overall limit of ₹ 6,00,000 crore outstanding at any point of time. The revised borrowing limit would be within the

limits prescribed by RBI vis-à-vis the net owned funds of the Corporation.

The Board, unanimously recommends passing of the special resolution as set out at Resolution No. 8 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 to the extent of their shareholding in the Corporation, if any, are in any way, concerned or interested, financially or otherwise, in the matter as set out at Resolution No. 8 of this Notice.

Resolution No. 9

The Members of the Corporation at the 43rd AGM held on July 30, 2020, 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 may or may not be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, for an amount not exceeding ₹ 1,25,000 crore during a period of 1 (one) year from the date of the said AGM. Pursuant to the said authority, the Corporation raised ₹38,593 crore by issuance of secured NCDs.

As at March 31, 2021, the outstanding secured NCDs issued by the Corporation stood at ₹ 1,48,403.75 crore and unsecured NCDs at ₹ 4,000 crore.

In terms of Section 71 of the Companies Act, 2013, which deals

with the issue of debentures read with Section 42 of the said Act, 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 in case the proposed amount to be raised exceeds the limit as specified in Section 180(1)(c) of the Companies Act, 2013 i.e. if it exceeds the aggregate of paid-up capital, free reserves and securities premium of the concerned company. The value of NCDs proposed to be issued by the Corporation is likely to exceed the aforesaid limit. In view of the above requirements, the approval of the Members is being sought by way of a special resolution.

The Board of Directors would offer NCDs to such persons as identified under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as stated above, at such time(s)

as deemed fit, within the limits prescribed by the Members. These NCDs 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 a special resolution authorising the Board of Directors to issue NCDs and/or any other hybrid instruments (not being in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the RBI-HFC Directions, 2021 for an aggregate amount not exceeding ₹1,25,000 crore on private placement basis, in more than one tranche, during a period of 1 (one) year from the date of this AGM.

The Board unanimously recommends passing of the special resolution as set out at Resolution No. 9 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 to the extent of their shareholding in the Corporation, if any, are in any way, concerned or interested, financially or otherwise, in the matter as set out at Resolution No. 9 of this Notice.

By Order of the Board

MUMBAI
June 18, 2021

Ajay Agarwal
Company Secretary
FCS: 9023

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

Resolution No.	4	5	6
Name of the Director	Ms. Renu Sud Karnad	Mr. V. Srinivasa Rangan	Mr. Keki M. Mistry
Director Identification Number	00008064	00030248	00008886
Age	68	61	66
Nationality	Indian	Indian	Indian
Qualification	<ul style="list-style-type: none"> • Bachelor's Degree in law • Master's Degree in Economics • Parvin Fellow – Woodrow Wilson School of Public and International Affairs, Princeton University, USA 	<ul style="list-style-type: none"> • Bachelor's Degree in Commerce • Associate of The Institute of Chartered Accountants of India 	<ul style="list-style-type: none"> • Fellow of The Institute of Chartered Accountants of India
Brief Profile	Ms. Karnad is the Managing Director of the Corporation. She joined the Corporation in 1978 and was appointed as the Executive Director of the Corporation in 2000, re-designated as the Joint Managing Director of the Corporation in October 2007. Ms. Karnad has been the Managing Director of the Corporation with effect from January 1, 2010. Ms. Karnad is currently the President of the International Union for Housing Finance (IUHF), an association of global housing finance firms.	Mr. Rangan is the Executive Director of the Corporation. Mr. Rangan joined the Corporation in 1986 and has served in Delhi Region and was the Senior General Manager – Corporate Planning & Finance function since 2001. Mr. Rangan has been the Executive Director of the Corporation with effect from January 1, 2010. He is also the Chief Financial Officer of the Corporation.	Mr. Mistry is the Vice Chairman & Chief Executive Officer of the Corporation. Mr. Mistry joined the Corporation in 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 & Managing Director of the Corporation in October 2007. Mr. Mistry has been the Vice Chairman & Chief Executive Officer of the Corporation with effect from January 1, 2010. He is currently the Chairman of CII National Council on Corporate Governance and a member of Primary Markets Advisory Committee set up by the Securities and Exchange Board of India (SEBI). He was also a member of the Committee on Corporate Governance set up by SEBI.
No. of shares held	25,50,247	6,94,475	8,05,000
Terms and conditions of appointment/re-appointment	Revision in the upper limit of range of the salary payable to Ms. Karnad from ₹ 27,00,000 per month to ₹ 36,00,000 per month, with effect from January 1, 2021.	Revision in the upper limit of range of the salary payable to Mr. Rangan from ₹ 20,00,000 per month to ₹ 30,00,000 per month, with effect from January 1, 2021.	Mr. Keki. M. Mistry is being re-appointed as the Managing Director (designated as the 'Vice Chairman & Chief Executive Officer') with effect from May 7, 2021 for a period of 3 (three) years liable to retire by rotation upon terms and conditions including those relating to remuneration more specifically set out in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice.
Remuneration sought to be paid	Please refer to the statement for Resolution No. 4.	Please refer to the statement for Resolution No. 5.	Please refer to the statement for Resolution No. 6.
Date of first appointment on Board	May 3, 2000	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.	4	5	6
Name of the Director	Ms. Renu Sud Karnad	Mr. V. Srinivasa Rangan	Mr. Keki M. Mistry
Directorships held in other companies	<p><i>Equity Listed Companies (HDFC Group Companies)</i></p> <ol style="list-style-type: none"> HDFC Asset Management Company Limited HDFC Life Insurance Company Limited HDFC Bank Limited <p><i>Other Equity Listed Companies</i></p> <ol style="list-style-type: none"> ABB India Limited GlaxoSmithkline Pharmaceuticals Limited Unitech Limited (nominee of the Central Government) <p><i>Unlisted Companies (HDFC Group Companies)</i></p> <ol style="list-style-type: none"> HDFC ERGO General Insurance Company Limited H T Parekh Foundation (set up by the Corporation as a Section 8 company) <p><i>Other Unlisted Companies</i></p> <ol style="list-style-type: none"> Bangalore International Airport Limited <p><i>Foreign Companies</i></p> <ol style="list-style-type: none"> HIREF International LLC HIREF International Fund II Pte. Limited HIF International Fund Pte. Limited 	<p><i>Equity Listed Companies</i></p> <ol style="list-style-type: none"> Atul Limited Computer Age Management Services Limited <p><i>Unlisted Companies (HDFC Group Companies)</i></p> <ol style="list-style-type: none"> HDFC Investments Limited HDFC Property Ventures Limited HDFC Trustee Company Limited HDFC Credila Financial Services Limited (erstwhile HDFC Credila Financial Services Private Limited) HDFC Education and Development Services Private Limited H T Parekh Foundation (set up by the Corporation as a Section 8 company) <p><i>Other Unlisted Companies</i></p> <ol style="list-style-type: none"> TVS Credit Services Limited 	<p><i>Equity Listed Companies (HDFC Group Companies)</i></p> <ol style="list-style-type: none"> HDFC Asset Management Company Limited HDFC Life Insurance Company Limited <p><i>Other Equity Listed Companies</i></p> <ol style="list-style-type: none"> Torrent Power Limited Tata Consultancy Services Limited <p><i>Unlisted Companies (HDFC Group Companies)</i></p> <ol style="list-style-type: none"> HDFC ERGO General Insurance Company Limited H T Parekh Foundation (set up by the Corporation as a Section 8 company) <p><i>Foreign Companies</i></p> <ol style="list-style-type: none"> Griha Investments, Mauritius (wholly-owned subsidiary of the Corporation) Griha Pte Limited, Singapore (wholly-owned subsidiary of the Corporation) Flipkart Private Limited, Singapore
Membership/Chairmanship of committees in other companies	<p><i>Audit Committee – Chairperson</i></p> <ol style="list-style-type: none"> Bangalore International Airport Limited <p><i>Audit Committee – Member</i></p> <ol style="list-style-type: none"> ABB India Limited HDFC Life Insurance Company Limited GlaxoSmithkline Pharmaceuticals Limited H T Parekh Foundation <p><i>Stakeholders Relationship Committee – Chairperson</i></p> <ol style="list-style-type: none"> HDFC Asset Management Company Limited Glaxo Smithkline Pharmaceuticals Limited <p><i>Stakeholders Relationship Committee – Member</i></p> <ol style="list-style-type: none"> ABB India Limited Unitech Limited HDFC Bank Limited 	<p><i>Audit Committee – Member</i></p> <ol style="list-style-type: none"> Atul Limited TVS Credit Services Limited HDFC Education and Development Services Private Limited HDFC Investments Limited HDFC Trustee Company Limited H T Parekh Foundation 	<p><i>Audit Committee – Chairperson</i></p> <ol style="list-style-type: none"> Tata Consultancy Services Limited <p><i>Audit Committee – Member</i></p> <ol style="list-style-type: none"> HDFC Life Insurance Company Limited HDFC ERGO General Insurance Company Limited HDFC Asset Management Company Limited Torrent Power Limited H T Parekh Foundation Flipkart Private Limited, Singapore <p><i>Stakeholders Relationship Committee-Chairperson</i></p> <ol style="list-style-type: none"> HDFC Life Insurance Company Limited <p><i>Stakeholders Relationship Committee-Member</i></p> <ol style="list-style-type: none"> Tata Consultancy Services 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 of the Directors on Corporate Governance. None of the Directors and Key Managerial Personnel are related to each other.