



CIN: L65920MH1994PLC080618
Email: shareholder.grievances@hdfc.bank.in
Website: www.hdfc.bank.in

HDFC Bank Limited,
HDFC House,
H T Parekh Marg,
165-166 Backbay Reclamation,
Churchgate, Mumbai- 400 020
Tel. No.:022-66316000

Ref. No. SE/2026-27/132

October 21, 2026

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

National Stock Exchange of India Limited
The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai – 400 051
Scrip Symbol: HDFCBANK

Dear Sir,

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

Pursuant to Regulation 30 of the SEBI Listing Regulations and in furtherance to our intimation dated October 17, 2026, please find enclosed herewith a copy of the Postal Ballot Notice dated October 17, 2026 (“**Notice**”) together with the Explanatory Statement thereto, seeking approval of the Members of HDFC Bank Limited (“**the Bank**”) on the resolution specified therein, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited as on **Friday, October 16, 2026 (cut-off date)** and whose e-mail addresses are registered with Depository Participants and / or Datamatics Business Solutions Limited, Registrar & Transfer Agents of the Bank.

The Bank has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The period for remote e-voting on the resolution set out in the Notice shall commence on **Thursday, October 22, 2026 at 10:00 A.M. (IST)** and end on **Friday, November 20, 2026 at 5:00 P.M. (IST)**. The Notice is being uploaded on the Bank’s website at <https://www.hdfc.bank.in/about-us/corporate-governance/postal-ballot> and on the website of NSDL at <https://www.evoting.nsdl.com>

This is for your information and appropriate dissemination.

Yours faithfully,

For **HDFC Bank Limited**

AJAY GIRIDHARILAL
GIRIDHARILAL AGARWAL
AGARWAL
Date: 2026.10.21 11:41:14
+05'30'

Ajay Agarwal

Company Secretary

Group Head – Secretarial & Group Oversight

Encl.: a/a

cc: New York Stock Exchange
11, Wall Street,
New York,
NY 10005
USA

Singapore Exchange Securities Trading Limited
2 Shenton Way
02-00 SGX Centre 1
Singapore 068804

HDFC Bank Limited**Registered Office:** HDFC Bank House, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013**CIN:** L65920MH1994PLC080618 **E-Mail:** shareholder.grievances@hdfc.bank.in**Website:** www.hdfc.bank.in **Tel No.:** 022 66316000**POSTAL BALLOT NOTICE**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs ("**MCA**") *inter alia* including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the latest being No. 03/2025 dated September 22, 2025, issued by MCA, read with other relevant circulars, issued from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, the following special business is proposed to be passed by the Members of HDFC Bank Limited by way of Postal Ballot through voting by electronic means ("**remote e-voting**") only.

Special Business:**Resolution No. 1: Re-appointment of Mrs. Lily Vadera (DIN: 09400410) as an Independent Director of the Bank**To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152 and 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 ("**Act**") the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 10A(2)(a), 10A(2A) and such other applicable provisions of the Banking Regulation Act, 1949, the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 and any other relevant provisions of the applicable laws, and as each of the above is or may be amended, modified, varied, re-stated or re-enacted, from time to time, the provisions of the Articles of Association of the HDFC Bank Limited ("**Bank**") and pursuant to the recommendation of the Governance, Nomination and Remuneration Committee of Directors of the Bank and approval of the Board of Directors of the Bank (hereinafter referred to as the "**Board**", which term shall be deemed to include the Governance, Nomination and Remuneration Committee of the Bank), approval of the Members be and is hereby accorded for the re-appointment of Mrs. Lily Vadera (DIN: 09400410), having specialised experience *inter alia* in the fields of Banking, Payment & Settlement Systems, Risk Management and Small-Scale Industry and in respect of whom the Bank has received a notice in writing under Section 160 of the Act from a member proposing her candidature as a Director, as an Independent Director of the Bank to hold office for a period of 3 (three) years from November 26, 2026 up to November 25, 2029 (both days inclusive), not liable to retire by rotation.

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

Registered office:HDFC Bank House,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013**E-mail:** shareholder.grievances@hdfc.bank.in**Website:** www.hdfc.bank.in**By Order of the Board of Directors****Ajay Agarwal****Company Secretary****Group Head - Secretarial & Group Oversight****ICSI Membership No.: F9023****Place:** Mumbai**Date:** October 17, 2026

Notes

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), setting out all material facts relating to the resolution contained in this Postal Ballot Notice ("**Notice**") is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Members who wish to inspect the documents referred to in this Notice may send an e-mail from their registered e-mail address to shareholder.grievances@hdfc.bank.in mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Friday, November 20, 2026.
3. Mr. B. Narasimhan, Proprietor of M/s. BN & Associates, Company Secretaries and in his absence, Mr. V. V. Chakradeo of M/s. V. V. Chakradeo & Co., Company Secretaries, having communicated their willingness, have been appointed as the Scrutinizer by the Board of Directors of the Bank to scrutinize the e-voting process in a fair and transparent manner.
4. In accordance with the Circulars issued by Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), this Notice is being sent by electronic mode to those Members, whose names appeared in the Register of Members/ Register of Beneficial Owners as on Friday, October 16, 2026 ("**Cut-Off date**") and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Bank, Datamatics Business Solutions Limited ("**RTA**") / Depository Participant ("**DP**").
5. Cut-Off date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only. This Notice is also available at the Bank's website: <https://www.hdfc.bank.in/about-us/corporate-governance/postal-ballot> and the websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com and on the website of National Securities Depository Limited ("**NSDL**") at <https://www.evoting.nsdl.com>.
6. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the applicable MCA Circulars and Regulation 44 of the Listing Regulations as amended from time to time, read with the relevant circulars, the Bank is offering remote e-voting facility to Members to cast their vote electronically.
7. The Bank has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.
8. To facilitate voting by the Members who are eligible to vote and have not registered their e-mail address, the Bank has made arrangements with its RTA, for registration of e-mail address, the process for which is as under:

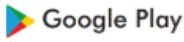
Members holding shares in physical mode	Send relevant documents to the RTA in Form ISR-1 available on the Bank's website https://www.hdfc.bank.in/about-us/corporate-governance/shareholders-information-and-helpdesk and also on the website of the RTA at https://www.datamaticsbpm.com/registrar-and-transfer-agent/information-to-shareholders/
Members holding shares in demat mode	Contact your DP and register/ update e-mail address and mobile number in demat account, as per the process advised by the DP.

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

Step 1: Access to NSDL e-voting system

A. Login method for remote e-voting for Individual Members holding shares in demat mode

Type of Members	Login Method
Individual members holding shares in demat mode with NSDL.	A. For OTP based login - Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp - Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. - Enter the OTP received on registered email id/mobile number and click on login. - After successful authentication, it will be redirected to e-voting page of NSDL Depository site. - Click on HDFC Bank Limited or e-voting service provider i.e. NSDL and it will be redirected to e-voting website of NSDL for casting vote during the remote e-voting period.

Type of Members	Login Method
	B. NSDL IDeAS facility If you are already registered, follow the below steps: - Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com - On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. This will prompt to enter your existing User ID and Password. - After successful authentication, member will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. - Click on HDFC Bank Limited or e-Voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered, follow the below steps: - Option to register is available at https://eservices.nsdl.com - Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp C. E-voting website of NSDL - Visit the e-voting website of NSDL at https://www.evoting.nsdl.com/ - Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. - A new screen will open. Enter User ID (i.e. sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - After successful authentication, it will be redirected to e-voting page of NSDL Depository site. - Click on HDFC Bank Limited or e-voting service provider i.e. NSDL and it will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. D. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Members holding shares in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login to the Easi / Easiest, user will be able to view the e-voting option for the Bank where the e-voting is in progress as per the information provided by the Bank. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com. Thereafter, click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Members	Login Method
Individual Members (holding shares in demat mode) login through their DPs	1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Upon logging in, you will be able to see e-voting option. 3. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 4. Click on options available against HDFC Bank Limited or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forgot User ID/Forgot Password” option available at abovementioned website.

Helpdesk for Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding shares in demat mode with NSDL	Contact NSDL helpdesk by sending a request to Ms. Pallavi Mhatre, Deputy Vice President at evoting@nsdl.com or call at No.: 022 - 4886 7000
Individual Members holding shares in demat mode with CDSL	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 1800-21-09911

B. Login Method for e-voting other than Individual members holding shares in demat mode and members holding shares in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL at <https://www.evoting.nsdl.com/>
2. Once the home page of e-voting system is launched, click on the “Login” icon which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. Enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (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 For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number i.e. 143318 + Folio Number registered with the Bank (For example, if folio number is 001*** then user ID is 143318001***)

6. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) 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. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Bank, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.
7. 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
 - b) Click on "Physical User Reset Password?", if you are holding shares in physical mode
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, 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.
2. Select "EVEN" of the Bank- 143318, for casting your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available here to reset the password.
 2. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing DP ID and Client ID/Folio no., client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), Aadhaar (self-attested scanned copy).
10. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote	Friday, October 16, 2026
Commencement of e-voting period	Thursday, October 22, 2026 at 10:00 A.M. (IST)
End of e-voting period	Friday, November 20, 2026 at 5:00 P.M. (IST)

The e-voting module will be disabled by NSDL immediately after **5:00 p.m. (IST) on Friday, November 20, 2026**.

11. The voting rights of Members shall be in proportion to the number of equity shares held by the respective Member with the total equity share capital issued by the Bank as on the Cut-Off date i.e. Friday, October 16, 2026.
12. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.

13. Institutional shareholders /Corporate Members (i.e. other than individuals, HUF, NRI etc.), are requested to send a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote on their behalf, to the Scrutinizer by sending an e-mail to narasimhan.b8@gmail.com with a copy marked to evoting@nsdl.com by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded under “**Upload Board Resolution/Authority Letter**” displayed under “**e-voting**” tab.
14. The Scrutinizer will submit the results of the remote e-voting to the Chairman of the Bank or the Authorized Officer(s) of the Bank after completion of the scrutiny of the e-voting.
15. The result of the Postal Ballot along with the Scrutinizer’s Report will be displayed on the Bank’s website <https://www.hdfc.bank.in/about-us/corporate-governance/postal-ballot>, on the website of NSDL at <https://www.evoting.nsdl.com> and shall be communicated to the Stock Exchanges where the Bank’s shares are listed i.e. BSE at www.bseindia.com and NSE at www.nseindia.com, within 2 (two) working days from the end of the e-voting period, and shall be displayed at the Registered Office of the Bank.
16. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. **Friday, November 20, 2026**.

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

The following Explanatory Statement sets out the relevant information as required under Section 102 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

Resolution No. 1

The Members of the Bank, by way of resolution passed through Postal Ballot on March 27, 2022, had approved the appointment of Mrs. Lily Vadera as an Independent Director of the Bank to hold office for a period of 5 (five) years commencing November 26, 2021 to November 25, 2026 (both days inclusive).

The Governance, Nomination and Remuneration Committee ("**GNRC**") noted the outcome of evaluation of Mrs. Lily Vadera's performance over the past five years and that she has been rated consistently high based on her sustained contribution and the strong skills, experience and domain expertise that she brings to the Board. The GNRC also noted that her extensive background in Central banking and financial sector regulation has consistently enabled high quality and meaningful contributions to the Board and Committee deliberations. Her insights have been particularly valuable to the Risk Policy and Monitoring Committee and the Audit Committee, where her experience has supported the effective handling of complex regulatory and risk related matters.

Further, considering the above as well as her eligibility for re-appointment as an Independent Director, the GNRC, at its meeting held on October 16, 2026, recommended the re-appointment of Mrs. Lily Vadera as an Independent Director of the Bank for a term of 3 (three) years, from November 26, 2026 to November 25, 2029 (both days inclusive).

The Board of Directors of the Bank, based on recommendation of the GNRC, at its meeting held on October 17, 2026 approved the re-appointment of Mrs. Lily Vadera as an Independent Director of the Bank to hold office for a period of 3 (three) years from November 26, 2026 to November 25, 2029 (both days inclusive), subject to the approval of the Members of the Bank.

It is pertinent to note that, while Section 149 of the Act allows independent directors to be appointed for 2 (two) consecutive terms of maximum 5 (five) years each, the provisions of Section 10A (2A) of the Banking Regulation Act, 1949, restricts a director of a banking company, other than its Chairman or Whole-Time Director, to hold office continuously for a period exceeding 8 years. Hence, in compliance with the latter, the re-appointment of Mrs. Vadera has been proposed only for a period of 3 years.

Mrs. Lily Vadera's re-appointment is expected to benefit the Bank through the deep regulatory, supervisory and policy expertise she brings from over three decades in the Reserve Bank of India ("**RBI**"). As the Executive Director in charge of the Department of Regulation at RBI, Mrs. Lily Vadera oversaw frameworks applicable to banks and non-banking finance companies, giving her unique insight into prudential regulation, compliance expectations, and evolving supervisory priorities. Mrs. Lily Vadera's role in establishing the regulatory sandbox reflects a forward looking approach to technology and innovation to provide an enabling environment for fintech players to foster innovation in financial services, while her experience in managing bank amalgamations demonstrates strong capability in handling complex resolution related matters.

Mrs. Lily Vadera's contributions as a member (representative of RBI) of the Insolvency Law Committee of the Ministry of Corporate Affairs further strengthen her understanding of insolvency, creditor rights and stress resolution processes. Taken together, these experiences provide valuable guidance to the Board of Directors of the Bank on regulatory strategy, governance oversight, risk management, and the Bank's engagement with evolving financial sector reforms. Mrs. Lily Vadera's continued association with the Bank is expected to support the Board of Directors in maintaining robust compliance standards and in navigating the dynamic regulatory environment.

Whilst considering the re-appointment of Mrs. Lily Vadera, the GNRC and the Board reviewed and confirmed that:

- The Bank has received a declaration from Mrs. Lily Vadera to the effect that she continues to fulfil the criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.
- She is fit and proper to be re-appointed as a Director of the Bank, as per the fit and proper criteria prescribed by the RBI and other applicable guidelines / circulars issued from time to time.
- She is not disqualified from being re-appointed as a Director of the Bank, in terms of Section 164 of the Act and has given her consent to act as an independent director of the Bank.
- She is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

Based on the above declarations and in the opinion of the GNRC as well as the Board of Directors, Mrs. Lily Vadera is independent of the management of the Bank and fulfils the conditions specified in the Act, the rules made thereunder, and the Listing Regulations, for re-appointment as an Independent Director of the Bank.

The Bank has also received a notice under Section 160 of the Act from a member proposing the re-appointment of Mrs. Lily Vadera as an Independent Director of the Bank.

The profile including specific areas of expertise and other relevant information as required under Listing Regulations and the Secretarial Standard on the General Meetings ("**SS-2**") are provided separately as part of this Notice.

Accordingly, the approval of the Members is sought by way of passing the Special Resolution as mentioned in this Postal Ballot Notice for the re-appointment of Mrs. Lily Vadera as an Independent Director, not liable to retire by rotation, to hold office for a period of 3 (three) years, from November 26, 2026 up to November 25, 2029 (both days inclusive).

None of the Directors, Key Managerial Personnel of the Bank and their relatives, except for Mrs. Lily Vadera and her relatives, are in any way concerned or interested financially or otherwise in the passing of this Special Resolution.

Your Directors recommend the Special Resolution set forth in Resolution No. 1 for the approval of the Members.

Registered office:

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

E-mail: shareholder.grievances@hdfc.bank.in

Website: www.hdfc.bank.in

By Order of the Board of Directors

Ajay Agarwal
Company Secretary
Group Head - Secretarial & Group Oversight
ICSI Membership No.: F9023

Place: Mumbai

Date: October 17, 2026

Brief profile and other details of Mrs. Lily Vadera in terms of the Listing Regulations and the Secretarial Standard on the General Meetings (“SS-2”) are as under:

Director Identification Number (DIN)	09400410
Age	65 years
Nationality	Indian
Qualifications	M.A in International Relations
Experience/ Brief Profile	Mrs. Lily Vadera, has over 34 years of experience in Central banking. Mrs. Vadera retired as an Executive Director from the RBI in October 2020. As the Executive Director of the RBI, she was in-charge of the Department of Regulation (DoR) where she dealt with the regulatory framework for various entities in financial sector, covering all categories of banks and non-banking finance companies. During her tenure in RBI, Mrs. Vadera represented the RBI in various international forums such as the Policy Development Group of Basel Committee on Banking Supervision of BIS, Switzerland, Financial Stability Board and the Sub-groups of the G-20 on SME financing and Green financing. Mrs. Vadera also represented RBI on a committee set up by the Government on SME financing. Mrs. Vadera was instrumental in putting in place a framework for a regulatory sandbox to provide an enabling environment for fintech players to foster innovation in financial services and played a significant role in the amalgamation of banks in stress. She represented RBI and played an important role as a member of the Insolvency Law Committee set up by the Ministry of Corporate Affairs.
Date of first appointment on the Board	November 26, 2021
Number of Meetings of the Board attended during the year (FY 2026-27)	Mrs. Vadera attended 15 out of 16 Meetings of the Board of Directors, as of the date of this Notice.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	None
Memberships / chairmanships of committees of the Boards of other companies	None
Listed entities from which the person has resigned from the directorship in the past three years	None
Number of shares held in the Bank (including shareholding as a beneficial owner)	Mrs. Lily Vadera does not hold any equity shares in the Bank as on the date of this Notice.
Terms and conditions of re-appointment including details of remuneration sought to be paid and the last remuneration drawn	Mrs. Lily Vadera is proposed to be re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 3 (three) years, from November 26, 2026 to November 25, 2029 (both days inclusive). In terms of the resolution passed by the Members by way of Postal Ballot on March 29, 2024, which is applicable to all non-executive directors, except the Part-time Independent Chairman, she will be entitled to fixed remuneration of ₹ 30,00,000/- (Rupees Thirty Lakh only) per annum from the date of her re-appointment till the end of her tenure (on proportionate basis) in terms of the Reserve Bank of India (Commercial Banks - Governance) Directions, 2025 dated November 28, 2025, as may be amended, modified or restated from time to time in addition of sitting fees and reimbursement of expenses for attending Board and Committee meetings. During the FY 2025-26, Mrs. Lily Vadera was paid ₹ 69,00,000/- (Rupees Sixty-Nine Lakh only) as sitting fees for attending the Board and Committee meetings and a fixed remuneration of ₹ 30,00,000/- (Rupees Thirty Lakh only). Further, during the FY 2026-27 till the date of this Notice, Mrs. Lily Vadera was paid ₹ 54,00,000/- (Rupees Fifty - Four Lakh only) as sitting fees for attending the Board and Committee meetings of the Bank. She is also eligible for a fixed remuneration of ₹ 30,00,000/- (Rupees Thirty Lakh only) for the FY 2026-27.

Justification for re-appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Bank is of the opinion that Mrs. Lily Vadera is a person of integrity and considering her qualification, extensive knowledge and rich experience, re-appointment of Mrs. Lily Vadera is in the best interest of the Bank. Her association would be of immense benefit and value to the Bank and therefore, the Board recommends re-appointment of Mrs. Lily Vadera as the Independent Director of the Bank to the Members. In the opinion of the Board of Directors, Mrs. Lily Vadera is independent of the management of the Bank and fulfils the conditions specified in the Act, the rules made thereunder, and Listing Regulations, for re-appointment as an Independent Director.
Nature of expertise in specific functional areas	Banking, Payment & Settlement Systems, Risk Management and Small-Scale Industry
Relationship with other directors of the Board, or Key Managerial Personnel of the Bank	None