

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON FEBRUARY 10, 2015 BY THE SHARE ALLOTMENT COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS OF HDFC BANK LIMITED (THE "BANK")

ALLOTMENT OF EQUITY SHARES PURSUANT TO THE ISSUE OF AMERICAN DEPOSITORY RECEIPTS:

"RESOLVED THAT subject to the Memorandum of Association and Articles of Association of the Bank, the Companies Act, 2013 and the rules made thereunder, the Depository Receipts Scheme, 2014 and the provisions of all other applicable laws, rules and regulations, guidelines, circulars and notifications and pursuant to the authority delegated by the Board of Directors by way of its resolution dated May 19, 2014 and January 28, 2015 and the approval of the shareholders of the Bank by way of a special resolution dated June 25, 2014, in respect of the issuance of American Depository Receipts ("ADRs") by the Bank, which opened for subscription on February 4, 2015 and closed for subscription on February 5, 2015 (the "ADR Offering"), 66,000,000 underlying Equity shares of face value of Rs. 2 each bearing distinctive numbers from 2437525268 to 2503525267 be and are hereby allotted in favour of JP Morgan Chase Bank, N.A. as Depository, which are represented by 22,000,000 ADRs to be issued at a price of U.S. \$ 57.76 per ADR pursuant to the ADR Offering, with each ADR representing three underlying Equity Shares."

"RESOLVED FURTHER THAT the name of the allottee be entered into the Register of Members of the Bank."

"RESOLVED FURTHER THAT the Equity Shares allotted as above, subject to the provisions of the Memorandum of Association and the Articles of Association of the Bank, shall rank *pari passu* with the existing equity shares of the Bank and shall be entitled to such dividends and corporate benefits, if any declared by the Bank after the allotment, if applicable."

"RESOLVED FURTHER THAT the Equity Shares allotted as above, be credited to the demat account of the allottees through corporate action with NSDL/CDSL after obtaining necessary approvals from BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE" and together with the BSE, the "Stock Exchanges")."

"RESOLVED FURTHER THAT Mr. Sanjay Dongre, Executive Vice President (Legal) & Company Secretary; Mr. Augustine Quadros, Senior Vice President (Legal); Mr. N. E. Venkitakrishnan, Vice President (Legal & Secretarial) and Mr. Bhagyesh Thakkar, Deputy Vice President (Legal & Secretarial), be and are hereby severally authorised to apply for listing and trading approvals of the Stock Exchanges for the Equity Shares allotted by the Bank in respect of the underlying Equity Shares allotted by the Bank in respect of the ADR Offering, execute corporate action with NSDL/CDSL and to execute necessary documents in connection therewith."

"RESOLVED FURTHER THAT Mr. Aditya Puri, Managing Director; Mr. Paresh Sukthankar, Deputy Managing Director; Mr. Sashidhar Jagdishan, Chief Financial Officer; Mr. Sanjay Dongre, Executive Vice President (Legal) & Company Secretary; Mr. N. E. Venkitakrishnan, Vice President, Legal & Secretarial and Mr. Bhavin Lakhpatwala, Vice President (Finance) be and are hereby severally authorised to do all such acts and deeds as may be deemed necessary to give effect to the aforesaid allotment of Equity Shares including but not limited to filing the return of allotment of the Equity Shares in prescribed form with the Registrar of Companies,





We understand your world

CIN : L65920MH1994PLC080618
E-mail : shareholder.grievances@hdfcbank.com
Website : www.hdfcbank.com

HDFC Bank Ltd.,
3A, Gurusaday Road,
Kolkata 700019

Maharashtra at Mumbai in accordance with the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, issuing such share certificates as may be necessary, payment of applicable stamp duty, credit of shares in demat accounts of investors, signing and submitting the letters of application and other deeds, documents and instruments in connection with the listing/trading of the Equity Shares on the stock exchanges, making necessary disclosures, filings and submissions to the stock exchanges and other regulatory authorities with respect to such allotment as required by law, affixing the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Bank and to do such all acts and deeds as may be required to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT any of the Directors of the Bank or the Company Secretary be and are hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action."

Certified True Copy

For HDFC Bank Limited

Kaizad Bharucha
Executive Director