



We understand your world

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

HDFC Bank Limited
Trade House Kamala Mills
Compound, Senapati Bapat
Marg, Lower Parel,
Mumbai - 400 013,
Tel. : 022-2498 8484,
Fax : 022-2496 5235

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON 5TH FEBRUARY, 2015
BY THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF HDFC BANK
LIMITED (THE "BANK") WHICH WAS CONSTITUTED BY THE BOARD OF
DIRECTORS OF THE BANK ON MAY 19, 2014 (THE "SPECIAL COMMITTEE")**

ISSUE CLOSING

"RESOLVED THAT pursuant to the authority delegated by the Board of Directors by way of its resolution dated May 19, 2014 and January 13, 2015 and the approval of the shareholders of the Bank by way of a special resolution dated June 25, 2014 in respect of the issue of equity shares of the Bank of face value of Rs. 2 each (the **"Equity Shares"**), the issue period for the qualified institutions placement of Equity Shares by the Bank in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"SEBI Regulations"**) and Section 42 of the Companies Act, 2013 (the **"Companies Act"**) and rules made thereunder (the **"QIP"**) which opened for subscription on February 4, 2015 be and is hereby declared closed today with immediate effect."

Certified True Copy

For HDFC Bank Limited

Sanjay Dongre
Executive Vice President (Legal) & Company Secretary



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LIMITED (THE "BANK") WHICH WAS CONSTITUTED BY THE BOARD OF
DIRECTORS OF THE BANK ON MAY 19, 2014 (THE "SPECIAL COMMITTEE")**

ISSUE PRICE

"RESOLVED THAT in accordance with Regulation 85(1) of the SEBI Regulations, the issue price of Rs. 1,067 per Equity Share be and is hereby determined and approved in relation to the QIP."

RESOLVED FURTHER THAT in respect of the Issue, the Bank be and is hereby authorised to issue up to 18,744,142 Equity Shares at a price of Rs. 1,067 per Equity Share (including a premium of Rs. 1,065 per Equity Share) for an amount aggregating to Rs. 19,999,999,514.

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For HDFC Bank Limited

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Executive Vice President (Legal) & Company Secretary



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APPROVAL OF THE PLACEMENT DOCUMENT

"RESOLVED THAT the draft of placement document, in respect of the QIP, as per the copy circulated to the Special Committee duly initialed by Mr. Sanjay Dongre, Executive Vice President (Legal) & Company Secretary for the purpose of identification, be and is hereby adopted and approved for filing with BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE" and together with BSE, the "Stock Exchanges")."

"RESOLVED FURTHER THAT the directors of the Bank be and are hereby severally authorised to sign the placement document on behalf of the Bank, make such confirmations and declaration on behalf of the Bank as may be required in relation to the placement document, and make any changes to the placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the placement document as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Aditya Puri, Managing Director, Mr. Paresh Sukthankar, Deputy Managing Director, Mr. Sashi Jagdishan, Chief Financial Officer, Mr. Sanjay Dongre, Executive Vice President (Legal) & Company Secretary, Mr. N. E. Venkitakrishnan, Vice President, Legal & Secretarial, Mr. Bhavin Lakhpatwala, Vice President, Finance be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the placement document to the Stock Exchanges and filing the placement document along with other documents as required under the Companies Act, 2013, with the Registrar of Companies, Maharashtra at Mumbai and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Bank, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014."

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For HDFC Bank Limited

Sanjay Dongre
Executive Vice President (Legal) & Company Secretary



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APPROVAL OF THE CONFIRMATION OF ALLOCATION NOTE

"RESOLVED FURTHER THAT the confirmation of allocation note, as per the copy circulated to the Special Committee for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Aditya Puri, Managing Director, Mr. Paresh Sukthankar, Deputy Managing Director, Mr. Sashi Jagdishan, Chief Financial Officer, Mr. Sanjay Dongre, Executive Vice President (Legal) & Company Secretary, Mr. N. E. Venkitakrishnan, Vice President, Legal & Secretarial, Mr. Bhavin Lakhpatwala, Vice President, Finance, be and are hereby severally authorised to sign and deliver on behalf of the Bank the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any."

"RESOLVED FURTHER THAT the Directors of the Bank, Mr. Aditya Puri, Managing Director, Mr. Paresh Sukthankar, Deputy Managing Director, Mr. Sashi Jagdishan, Chief Financial Officer, Mr. Sanjay Dongre, Executive Vice President (Legal) & Company Secretary, Mr. N. E. Venkitakrishnan, Vice President, Legal & Secretarial, Mr. Bhavin Lakhpatwala, Vice President, Finance, or the Company Secretary be and are hereby severally authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

Certified True Copy

For HDFC Bank Limited

Sanjay Dongre
Executive Vice President (Legal) & Company Secretary