



We understand your world

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11th May, 2015

BSE Limited

Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai- 400 051

Dear Sirs,

Re: Submission of Code of Practices and Procedures for Fair Disclosure as per SEBI (Prohibition of Insider Trading) Regulations, 2015

With reference to above, please find attached herewith the Code of Practices and Procedures for Fair Disclosure of the Bank, as per Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as approved by the Board of Directors of the Bank.

This is for your information and record.

Thanking you,

Yours faithfully,

For HDFC Bank Limited

Sanjay Dongre

Executive Vice President (Legal) &

Company Secretary

Encl: Code of Practices and Procedures for Fair Disclosure

Code of Practices and Procedures Fair Disclosure

Background:

Pursuant to notification of SEBI (Prohibition of Insider Trading) Regulations 2015 and based on the principles of Fair Disclosure outlined in the said Regulations, HDFC Bank has formulated following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

1. Chief Investor Relations Officer:

Mr. Bhavin Lakhpatwala, working as Senior Vice President- Finance in the Bank has been appointed as Chief Investor Relations Officer, who shall be responsible for and who shall deal with dissemination of information and disclosure of unpublished price sensitive information. In the absence of Chief Investor Relations Officer, **Mr. Vivek Capoor**, working as Senior Vice President- Finance in the Bank shall be responsible for dealing with dissemination of information and disclosure of unpublished price sensitive information.

2. Prompt disclosure:

It will be the responsibility of Chief Investor Relations Officer to make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. Timelines stipulated in the listing agreement entered into with Stock Exchanges with respect to prior intimations / notices / notifications and disclosures shall be strictly observed by the Chief Investor Relations Officer to ensure prompt public disclosure of unpublished price sensitive information.

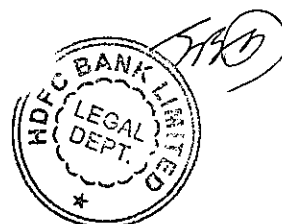
3. Uniform and universal dissemination

It will be responsibility of Chief Investor Relations Officer to ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure of the same. Unpublished price sensitive information shall be immediately disclosed / disseminated to Stock Exchanges / media so that the information is generally available through publication on the website of stock exchanges. It will be ensured that no selective disclosure of unpublished price sensitive information is made by making prompt, uniform and universal dissemination of unpublished price sensitive information.

In case unpublished price sensitive information gets disclosed selectively, inadvertently or otherwise, Chief Investor Relations Officer shall ensure that such information is promptly disseminated to make such information generally available through publication on the website of stock exchanges.

4. Response to news reports

Chief Investor Relations Officer shall ensure that appropriate and fair response is given to queries on news reports related to the Bank. He shall also ensure that appropriate and fair response is given to requests for verification of market rumours by regulatory authorities.



5. Sharing of information with analysts:

Whenever research analyst / research personnel meet or call is organised, Chief Investor Relations Officer shall be informed about such meet / call to ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

Chief Investor Relations Officer shall ensure that immediately after such meet / call, transcripts or records are made of proceedings of meetings with analysts and other investor relations conferences and such transcripts/ records are uploaded on the official website of the Bank to ensure official confirmation and documentation of disclosures made.

6. Chinese-walls

Personnel working in concerned departments of the Bank which are handling unpublished price sensitive information, should not share such unpublished price sensitive information with personnel of other departments of the Bank or with outsiders except on a need-to-know basis. No unpublished price sensitive information shall be communicated by such personnel to any person except in furtherance of his/her legitimate purposes, performance of duties or discharge of his/her legal obligations. For sharing of unpublished price sensitive information with personnel of other departments of the Bank or with outsiders, appropriate wall-crossing procedure as stipulated in Share Dealing Code shall be followed.

