



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.
Corp. Office: HUL House, 165-166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.
Corporate Identity Number: L70100MH1977PLC019916, Website: www.hdfc.com, E-mail: investorcare@hdfc.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Corporation)

1. Name(s) of the Member(s) [including joint-holder(s), if any] :
2. Registered Address of the sole/first named Member :
3. Registered Folio No./ DP ID/ Client ID* :
(*applicable only to Members holding equity shares in demat form)
4. Number of equity share(s) held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated May 6, 2014, by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Description	No. of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
To authorise the Board of Directors of the Corporation to mortgage, create charges or hypothecation as may be necessary, on such of the assets of the Corporation, both present and future, movable as well as immovable, including the undertaking of the Corporation, under the provisions of Section 180(1)(a) of the Companies Act, 2013.			

Place: _____

Date: _____

#E-mail address: _____

Signature of the Member

To be provided by the Members holding equity shares in physical form

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

Note : Please read the instructions given overleaf and in the Notes to the Postal Ballot Notice dated May 6, 2014, carefully before exercising your vote.

Instructions for filling Postal Ballot Form:

- (i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Corporation. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
- (ii) This Form should be completed and signed by the Member (as per the specimen signature registered with the Corporation/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
- (iii) Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Thursday, July 17, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
- (iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.
- (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by authorised signatory(ies).
- (vi) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Corporation would not be liable to acknowledge or act on the same.
- (vii) A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Corporation as on Friday, May 23, 2014.
- (viii) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- (ix) The Corporation is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated May 6, 2014.
- (x) The result of the Postal Ballot shall be declared on Monday, July 21, 2014. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolution would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made there under.



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.
Corp. Office: HUL House, 165-166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.
Corporate Identity Number: L70100MH1977PLC019916, Website: www.hdfc.com, E-mail: investorcare@hdfc.com

Dear Member(s),

POSTAL BALLOT NOTICE

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

NOTICE is hereby given that the following proposed resolution is being circulated for the approval of the Members of Housing Development Finance Corporation Limited (the Corporation) to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Consent of the Members is being sought for the resolution proposed as follows:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed at the 14th Annual General Meeting of the Members of the Corporation held on July 30, 1991, the consent of the Members of the Corporation be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, to the Board of Directors of the

Corporation (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to mortgage, create charges or hypothecation as may be necessary, on such of the assets of the Corporation, both present and future, movable as well as immovable, including the undertaking of the Corporation (including the Corporation's interest as mortgagee in the various properties belonging to the borrowers of the Corporation), and further to issue covenants for negative pledges/ negative liens in respect of the said assets and properties in such manner as the Board may direct, and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including powers of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, etc., as and by way of security for the due repayment of the sums of money together with interest and other monies due thereon, if any, already borrowed or to be borrowed by the Corporation there from within the overall limits of the borrowing powers

of the Board as determined from time to time by the Members of the Corporation, pursuant to Section 180(1)(c) of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/ Debenture Trustees/ Financial Institutions, the documents/ agreements/ undertakings for creating the aforesaid mortgages, charges and/ or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents/ agreements/ undertakings and to do all such acts and things and to execute all such documents, deeds and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard 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
May 6, 2014

GIRISH V. KOLIYOTE
Company Secretary

NOTES:

- (i) The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
- (ii) The Corporation has appointed Mr. N. L. Bhatia, Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- (iii) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on **Friday, May 23, 2014**.
- (iv) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Corporation (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Corporation by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
- (v) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Corporation is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Corporation has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
- (vi) Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and *vice versa*. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- (vii) In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Corporation or send an e-mail to investorcare@hdfc.com. The Corporation shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
- (viii) The Postal Ballot Notice is also being published in Business Standard and Sakal, Mumbai publication and the same has been uploaded on the Corporation's website viz., www.hdfc.com and www.evoting.nsdl.com.
- (ix) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Corporation between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to Monday, July 21, 2014.
- (x) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Corporation as on **Friday, May 23, 2014**.
- (xi) **Instructions for Voting:**
- A. *Voting through Physical Postal Ballot Form*
1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Corporation. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
 2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on **Thursday, July 17, 2014**. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not

been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.

B. E-Voting Facility

• In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail and open PDF file viz; "HDFC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder - Login.
4. Type user ID and password as initial password noted in step (i) above. Click Login.
5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Housing Development Finance Corporation Limited.

8. Now you are ready for e-Voting as Cast Vote page opens.

9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

10. Upon confirmation, the message "Vote cast successfully" will be displayed.

11. Once you have voted on the resolution, you will not be allowed to modify your vote.

12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at scrutinizer@hdfc.com with a copy marked to evoting@nsdl.co.in.

• In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

2. Please follow all steps from Sl. No. 2 to Sl. No. 12 above, to cast your vote by electronic means.

(xii) The e-voting period will commence on **Wednesday, June 18, 2014 (10:00 a.m.)** and end on **Thursday, July 17, 2014 (5:00 p.m.)** (both days inclusive). During this period Members, holding

shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL there after. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

(xiii) The Scrutinizer will submit his report to the Chairman of the Corporation after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Monday, July 21, 2014 at 11.00 a.m. at the Corporate Office of the Corporation at HUL House, 165-166, Backbay Reclamation, Churchgate, Mumbai - 400 020. The said results will also be intimated to the stock exchanges, published in the said newspapers and uploaded on the Corporation's website viz., www.hdfc.com.

(xiv) General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
2. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
3. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

MANAGEMENT STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

The Members of the Corporation at the 14th Annual General Meeting held on July 30, 1991, had granted its approval by way of special resolution to the Board of Directors to mortgage or to create charge on all or any of the assets of the Corporation and to provide security by issuing negative pledges/ negative liens to create security in favour of the concerned lenders or debenture holders for the purpose of receiving the due repayment of the monies borrowed by the Corporation together with the interest and other monies thereon.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not, without the consent of the Members of the

company accorded at the General Meeting by means of a special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking.

For the purpose of its business operations, the Corporation raises resources, *inter alia*, by borrowing monies from time to time from various persons, firms, bodies corporate, banks, financial institutions, etc. These borrowings are secured by promissory notes and/ or negative liens/ pledges on the assets and properties of the Corporation coupled with power of attorney in favour of such lenders.

Accordingly, the Board of Directors recommends passing of the Special

Resolution as set out in this Postal Ballot Notice.

Save and except for the equity shares of ₹ 2 each of the Corporation held by them, none of the 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.

By Order of the Board

MUMBAI
May 6, 2014

GIRISH V. KOLIYOTE
Company Secretary