



## HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, 169, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.  
 Corp. Office: HDFC House, 165-166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.  
 Corporate Identity Number: L70100MH1977PLC019916, Phone: +91-22-66316000, Fax: +91-22-22811203.  
 Website: www.hdfc.com, E-mail: investorcare@hdfc.com

### Notice

NOTICE IS HEREBY GIVEN THAT THE **THIRTY NINTH ANNUAL GENERAL MEETING OF HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED (THE "CORPORATION")** WILL BE HELD **ON WEDNESDAY, JULY 27, 2016, AT 3:00 P.M.**, AT "BIRLA MATUSHRI SABHAGAR", 19, NEW MARINE LINES, MUMBAI 400 020, TO TRANSACT THE FOLLOWING BUSINESSES:

#### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the audited financial statement of the Corporation for the financial year ended March 31, 2016, together with the reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statement for the financial year ended March 31, 2016, together with the report of the Auditors thereon.
- To confirm the payment of interim dividend on equity shares and to declare final dividend on equity shares for the financial year ended March 31, 2016.
- To appoint a Director in place of Mr. D. M. Sukthankar (DIN: 00034416), who retires by rotation and, being eligible, offers himself for re-appointment.
- To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the Corporation hereby ratifies the appointment of Messrs Deloitte

Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018 issued by The Institute of Chartered Accountants of India) as Auditors of the Corporation to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Corporation at an annual remuneration of ₹ 1,67,00,000 (Rupees One Crore Sixty Seven Lac only) plus applicable service tax and reimbursement of out of pocket expenses incurred by them during the course of the audit as aforesaid for the financial year 2016-17, for the purpose of audit of the Corporation's accounts at the head office in Mumbai, all its branch offices in India and its offices at London and Singapore and such other branches that may be opened by the Corporation outside India."

- To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the Corporation hereby ratifies the appointment of Messrs PKF, Chartered Accountants (Firm Registration No. 10 issued by the Ministry of Economy, U.A.E.), as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Corporation, for the purpose of audit of the accounts of the Corporation's office at Dubai for the financial year 2016-17, on such terms and conditions including remuneration

payable to them, as may be fixed by the Board of Directors of the Corporation."

#### SPECIAL BUSINESS:

- To consider, and if thought fit, to pass the following resolution as a Special Resolution for issuance of Redeemable Non-Convertible Debentures and/or other hybrid instruments on a private placement basis:

**"RESOLVED THAT** in terms of the provisions of Section 42 and other applicable provisions, if any, of the Companies Act 2013, the Housing Finance Companies issuance of Non-Convertible Debentures on a private placement basis (NHB) Directions, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable guidelines, directions or laws, the consent of the Members of the Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to issue Redeemable Non-Convertible Debentures ("**NCDs**") secured or unsecured and/or any other hybrid instruments (not in the nature of equity shares) which can be classified as being Tier II capital under the provisions of the Housing

Finance Companies (NHB) Directions, 2010, for cash either at premium or discount to the face value, up to an aggregate amount not exceeding ₹ 85,000 crore (Rupees Eighty Five Thousand Crore only) under one or more shelf disclosure document(s) and/or under one or more letters of offer as may be issued by the Corporation and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary 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.”

**7. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for approval of Related Party Transactions with HDFC Bank Limited:**

**“RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **“Listing Regulations”**) and any other applicable provisions, including any re-enactment, modification, variation or amendment thereof, the Members of the Corporation do hereby ratify as also accord further approval to the Board of Directors of the Corporation (hereinafter

referred to as the **“Board”** which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions with HDFC Bank Limited (**“HDFC Bank”**), being a related party within the meaning of the Listing Regulations, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or otherwise including the banking transactions, transactions for (i) sourcing of home loans for the Corporation by HDFC Bank against the consideration of the commission agreed upon or as may be mutually agreed upon from time to time, (ii) assignment/securitisation of such percentage of home loans sourced by HDFC Bank as may be agreed from time to time mutually between the Corporation and HDFC Bank, (iii) servicing of home loans assigned/securitised against the consideration for a fee agreed upon or as may be agreed upon, from time to time, and (iv) any other transactions including those as may be disclosed in the notes forming part of the financial statement for the relevant period, notwithstanding the fact that all these transactions during the financial year 2016-17, in aggregate, may exceed 10% of the annual consolidated turnover of the Corporation as per its last audited financial statement or any materiality threshold as may be applicable, from time to time, under the Listing Regulations.”

**“RESOLVED FURTHER THAT** the Members of the Corporation do hereby ratify as also accord further approval to the Board to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto 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.”

**“RESOLVED FURTHER THAT** pursuant to the Listing Regulations, the Members of the Corporation do hereby ratify all the arrangements/transactions with HDFC Bank undertaken in the financial year 2015-16, whether by way of continuation/extension/renewal/modification of earlier arrangements/transactions or otherwise, notwithstanding the fact that all these transactions during the financial year, in aggregate, have exceeded 10% of the annual consolidated turnover of the Corporation as per the audited financial statement of the relevant financial year.”

**8. To consider, and if thought fit, to pass the following resolution as a Special Resolution for approving the limits of borrowing by the Board of Directors of the Corporation:**

**“RESOLVED THAT** in supersession of the resolution passed at the 37<sup>th</sup> Annual General Meeting of the Corporation held on July 21, 2014, the consent of the Members of the Corporation be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Corporation, to the Board of Directors of the Corporation to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Corporation, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Corporation (apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business) and remaining

outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Corporation and its free reserves, that is to say, reserves not set apart for any specific purpose; Provided that the total amount up to which monies may be borrowed by the Board of Directors of the Corporation and which shall remain outstanding at any given point of time shall not exceed the sum of ₹ 3,50,000 crore (Rupees Three Lac Fifty Thousand Crore only).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Corporation be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto 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.”

**9. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as “Vice Chairman & Chief Executive Officer”) of the Corporation:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder read with Schedule V to the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Corporation, approval of the Members

of the Corporation be and is hereby accorded to the re-appointment of Mr. Keki M. Mistry (holding DIN: 00008886) as the Managing Director (designated as “Vice Chairman & Chief Executive Officer”) of the Corporation for a period of 3 (three) years, with effect from November 14, 2015, whose office shall be liable to retire by rotation, upon the terms and conditions including those relating to remuneration more specifically set out in the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors/Nomination & Remuneration Committee of Directors of the Corporation be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Keki M. Mistry in such manner as may be agreed to between the Board of Directors/Nomination & Remuneration Committee of Directors and Mr. Keki M. Mistry, subject to the limits prescribed under Section 197 and Schedule V to the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

By Order of the Board

Ajay Agarwal

Company Secretary

ACS:13257

MUMBAI  
May 2, 2016

#### NOTES:

**i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE CORPORATION. THE PROXY FORM, TO BE VALID AND EFFECTIVE, SHOULD BE LODGED WITH THE CORPORATION AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

ii. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

iii. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Corporation a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.

iv. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

v. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business at Item Nos. 6 to 9 of this Notice is annexed herewith and the same should be taken as part of this Notice.

vi. In accordance with the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”) and the provisions of the Secretarial Standard on General Meetings, a brief profile of Mr. D. M. Sukthankar and Mr. Keki M. Mistry, is set out in this Notice.

vii. The Register of Members and Share Transfer Books of the

Corporation will remain closed from Tuesday, July 19, 2016 to Wednesday, July 27, 2016 (both days inclusive), for the purpose of payment of dividend.

viii. In accordance with the provisions of Section 123 of the Companies Act, 2013, final dividend on equity shares as recommended by the Board of Directors, if declared at the AGM, will be paid to those Members whose names appear in the Register of Members of the Corporation/the statement of beneficial ownership maintained by the Depositories, as at the close of business hours on Monday, July 18, 2016.

ix. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the **Investor Services Department of the Corporation (ISD) at 5<sup>th</sup> Floor, Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.** Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participant(s) (DP).

x. This Notice and the Annual Report of the Corporation for the financial year 2015-16 are 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 DP (in respect of shares held in electronic form).

The Corporation requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form or to the Corporation, in case shares are held in physical form.

xi. The Annual Report 2015-16 of the Corporation is also available on the Corporation's website at [www.hdfc.com](http://www.hdfc.com).

xii. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the AGM.

#### xiii. Voting through electronic means

In compliance with the provisions of Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the Secretarial Standard on General Meetings, the Corporation is providing remote e-voting facility to all its Members to enable them to cast their vote on all matters listed in this Notice by electronic means (e-voting). The Corporation has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility.

Steps for remote e-voting:

a) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.

b) Click on **Shareholders – Login**.

c) If you are already registered with NSDL for e-voting, then use your existing User ID and Password for Login.

d) If you are logging in for the first time, then:

- In case you have received this Notice by e-mail, the User ID and Password is mentioned in the file attached. To open the file, please use your Client ID or Folio No. as password.

- In case you have received this Notice in physical form, then the said details are provided in the Attendance Slip.

EVEN	USER ID	PASSWORD/ PIN
103972	Refer – Attendance Slip	

e) The **Password Change Menu** will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. Please take utmost care to keep your password confidential.

f) Once the home page of e-voting opens, click on e-voting: **Active Voting Cycles**.

g) Select EVEN (E-voting Event Number) of Housing Development Finance Corporation Limited, which is provided above.

h) Once you select the EVEN, the Cast Vote page will open. Now you are ready for e-voting.

i) Cast your vote by selecting your favoured option and click Submit. Also Confirm when prompted.

j) Upon confirmation, the message "Vote cast successfully" will be displayed. Please note that once your vote is cast on the selected resolution, it cannot be modified.

k) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter, etc., together with attested specimen signature(s) of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail to [scrutinizer@hdfc.com](mailto:scrutinizer@hdfc.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by quoting the Client ID or Folio No.

#### xiv. Voting at AGM

Members who have not cast their vote by e-voting can exercise their voting rights at the AGM. The Corporation will make arrangements for voting at the AGM Venue.





#### xv. General Instructions

a) In case of any queries, please refer to the FAQs-Shareholders and e-voting user Manual-Shareholder available in the Downloads section at <https://www.evoting.nsdl.com>. You can also mail your queries to NSDL by sending an e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [helpdesk@nsdl.co.in](mailto:helpdesk@nsdl.co.in) or contact Ms. Sarika Mahajan, Deputy Manager-Secretarial of the Corporation at 022-66316241.

b) You can also update your contact number and e-mail address in the user profile details, which may be used for sending future communication(s).

c) The e-voting period shall commence at 10:00 a.m. on Saturday, July 23, 2016 and end at 5:00 p.m. on Tuesday, July 26, 2016. During this period, Members of the Corporation, holding shares either in physical or dematerialised form, as on the cut-off date i.e. Wednesday, July 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

d) The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Corporation as on the cut-off date i.e. Wednesday, July 20, 2016.

e) Any person, who acquires shares of the Corporation and becomes a Member of the Corporation after dispatch of this Notice and holds shares as of the cut-off date i.e. Wednesday, July 20, 2016, may obtain login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [helpdesk@nsdl.co.in](mailto:helpdesk@nsdl.co.in) by mentioning his/her Folio No./ DP ID and Client ID. However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

f) A person who is not a Member as on the cut-off date should treat this Notice solely for information purposes.

g) If you forget your password, you can reset your password by using 'Forget User Details/ Password' option available on <https://www.evoting.nsdl.com>.

h) Mr. N. L. Bhatia, Company Secretary (Membership No. FCS 1176), Partner, Messrs N. L. Bhatia & Associates, Practising Company Secretaries (C.P. No. 422) has been appointed by the Corporation to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

i) The Scrutinizer shall submit a consolidated report of the total votes cast in favour of or against, if any, on each of the resolutions set out in this Notice, not later than 3 days from the conclusion of the AGM, to the Chairman of the Corporation. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

j) The result, along with the Scrutinizer's Report, will be placed on the website of the Corporation and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

xvi. All documents referred to in this Notice and 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 the date of the AGM.

xvii. For security reasons and for proper conduct of the AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members/ Proxies are requested to bring their

Attendance Slip complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.

xviii. Members desiring any information relating to the financial statement of the Corporation are requested to write to the Corporation at least 10 days before the AGM, to enable the Corporation to keep the information ready at the AGM.

**MEMBERS AND PROXIES THEREOF,  
ARE REQUESTED TO BRING THEIR  
DP ID AND CLIENT ID/FOLIO  
NUMBER FOR IDENTIFICATION.**

#### Annexure to the Notice

##### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts.

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 6 to 9 of this Notice.

Explanation to business mentioned under Item Nos. 4 and 5 have been provided on a voluntary basis.

##### Item No. 4

Messrs Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018 issued by The Institute of Chartered Accountants of India), were appointed as auditors of the Corporation for a period of 3 consecutive years at the 37<sup>th</sup> Annual General Meeting (AGM) of the Corporation held on July 21, 2014, to hold office as such until the conclusion of the 40<sup>th</sup> AGM of the Corporation.

As per the provisions of Section 139 of the Companies Act, 2013, the said appointment is required to be ratified by the Members at every AGM.

Messrs Deloitte Haskins & Sells LLP has issued a certificate to the effect that the appointment, if ratified, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Pursuant to the recommendation of the Audit Committee of Directors, your Board recommends the ratification of the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants as the auditors of the Corporation to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Corporation and fixation of their remuneration (which is same as was approved at the last AGM) as set out at Item No. 4 of this Notice, for the approval of the Members.

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.

#### **Item No. 5**

Messrs PKF, Chartered Accountants, (Firm Registration No. 10 issued by the Ministry of Economy, U.A.E.), were appointed as auditors of the Corporation for the purpose of the audit of the accounts of the office at Dubai for a period of 3 consecutive years at the 37<sup>th</sup> Annual General Meeting (AGM) of the Corporation held on July 21, 2014 to hold office as such until the conclusion of the 40<sup>th</sup> AGM of the Corporation, subject to ratification of said appointment by the Members of the Corporation at every AGM.

Messrs PKF has issued a certificate to the effect that the appointment, if ratified, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Pursuant to the recommendation of the Audit Committee of Directors, your Board recommends the ratification of the appointment of Messrs PKF, Chartered Accountants from the conclusion of this AGM until the conclusion of the next AGM of the Corporation, as set out at Item No. 5 of this Notice, for the approval of the Members.

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.

#### **Item No. 6**

The Members of the Corporation at the 38<sup>th</sup> Annual General Meeting (AGM) held on July 28, 2015, approved the issuance of Redeemable Non-Convertible Debentures (NCDs), secured or unsecured and/or any other hybrid instruments which can be classified as being Tier II capital of an amount not exceeding ₹ 85,000 crore. Pursuant to the said authority, the Corporation raised ₹ 17,925 crore (excluding NCDs raised through the QIP issue) by issuance of secured NCDs.

As on March 31, 2016, the outstanding secured NCDs issued by the Corporation was ₹ 84,097 crore and unsecured NCDs was ₹ 5,975 crore.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities including NCDs under the Companies Act, 2013 only after the receipt of prior approval of its shareholders by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014, further provides that the said special resolution must be passed in respect of all offers/invitations for the NCDs to be issued during a year and such

a special resolution is required to be passed every year.

The NCDs proposed to be issued by the Corporation will be issued for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No. 6 of this Notice authorising the Board to issue NCDs and/or any other hybrid instruments (not in the nature of equity shares) which can be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, up to an aggregate amount not exceeding ₹ 85,000 crore on a private placement basis during a period of one year from the date of this AGM.

Your Board, accordingly, recommends the passing of the special resolution as set out at Item No. 6 of this Notice, for the approval of the Members.

Save and except for the shares 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.

#### **Item No. 7**

The provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”), requires shareholders’ approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm’s length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction/transactions in a contract

to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the company as per the last audited financial statement of the company.

Under the arrangement between the Corporation and HDFC Bank Limited (hereinafter referred to as “**HDFC Bank**”), HDFC Bank sources home loans for the Corporation through its branches across India. On receipt of home loan application through HDFC Bank, the Corporation after necessary due diligence (credit, legal and technical appraisal) approves and disburses the loans. The loans form part of the Corporation’s loan book. HDFC Bank receives a sourcing fee for the loans sourced by it. Under the current arrangement, HDFC Bank has a right but not an obligation to purchase a maximum of 70% or such percentage as may be mutually agreeable of the disbursed home loans sourced under this arrangement.

The above arrangement has been approved by the Board of Directors of the Corporation (hereinafter referred to as “**Board**”) and HDFC Bank. The arrangement for sourcing of home loans and also the assignment thereof is in the ordinary course of business of the Corporation and on an arm’s length basis. Your Board is of the opinion that such an arrangement is beneficial to both the companies based on the economic and commercial factors. The Corporation has access to HDFC Bank’s wide customer base spread across a network of 4,520 branches. HDFC Bank in turn gets the benefit of an additional retail finance product together with the expertise of the Corporation in credit, legal and technical appraisal of home loans, which has been time tested over last several years. The Corporation continues to service the loans and the synergy of the

arrangement makes it beneficial to the shareholders and customers of both the organisations. As per the agreements, the loans continue to be serviced by the Corporation, for which it is paid a fee.

In addition to the above, the Corporation enters into various transactions with HDFC Bank including banking transactions and those disclosed in the Notes forming part of the financial statement. In the financial year 2015-16, all these aforementioned transactions in terms of aggregate value, have exceeded 10% of the Corporation’s annual consolidated turnover for the relevant year. The transactions have been continued so far in the financial year 2016-17.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for ratification of the arrangements/transactions undertaken whether by way of continuation/extension/renewal/modification of earlier arrangements/transactions or otherwise so far in financial year 2016-17. The Audit Committee of Directors has already granted approval for assignment/sale of home loans to HDFC Bank up to an overall limit of ₹ 20,000 crore for the financial year 2016-17. The Audit Committee of Directors has also granted approval for other types of transactions with HDFC Bank under the omnibus route for the financial year 2016-17.

The Corporation’s transactions in the financial year 2016-17 with HDFC Bank are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions. Accordingly, the Corporation proposes to obtain approval of its Members for ratifying as also for giving further approval to the Board of Directors (which term shall be deemed to include any committee constituted/ to be constituted by the Board,

from time to time, to exercise its powers conferred by the said resolution), for carrying out and/or continuing with arrangements and transactions with HDFC Bank, being a related party within the purview of the Listing Regulations, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or otherwise including banking transactions, transactions for sourcing of home loans for the Corporation against the consideration of the commission agreed upon, from time to time, assignment/securitisation of such percentage of home loans to HDFC Bank sourced by it as may be agreed, from time to time, mutually between the Corporation and HDFC Bank, arrangement of servicing of the home loans assigned/secured by the Corporation against the consideration of the fee agreed upon or as may be agreed upon, from time to time and any other transactions including transactions as may be disclosed in the notes forming part of the financial statement for the relevant period, notwithstanding the fact that all these transactions within the financial year 2016-17 in aggregate may exceed 10% of the annual consolidated turnover of the Corporation as per its last audited financial statement or any other threshold for qualifying a transaction as material related party transaction as may be applicable, from time to time, under the Listing Regulations.

Further, in respect of the transactions and arrangements with HDFC Bank in the year 2015-16, the Corporation seeks to ratify the same in light of the ambiguity in Regulation 23 of the Listing Regulations since the transactions in terms of aggregate value have exceeded 10% of the Corporation’s annual consolidated turnover for the relevant year. Needless to say, all the transactions were carried out in compliance with all the applicable provisions, on an

arm's length basis, in the ordinary course of business and with the approval of the Audit Committee of Directors.

The above transactions are in the ordinary course of business of the Corporation and on an arm's length basis.

Your Board, accordingly, recommends passing of the resolution as set out at Item No. 7 of this Notice, for the approval of the Members.

Mr. Keki M. Mistry and Ms. Renu Sud Karnad are Directors of HDFC Bank. Mr. D. M. Sukthankar is also interested in the said resolution as he is related to Mr. Paresh Sukthankar, who is the Deputy Managing Director of HDFC Bank. None of the other Directors or Key Managerial Personnel of the Corporation or their relatives, other than to the extent of their shareholding in HDFC Bank, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Members may please note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder will abstain from voting on resolution under this Item No. 7.

#### **Item No. 8**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Members of the Corporation at the 37<sup>th</sup> Annual General Meeting held on Monday, July 21, 2014 had granted their approval by way of a special resolution to the Board of Directors of the Corporation to borrow, from time to time, such sums of money as they may deem necessary for the purpose of the business of the Corporation, provided that the amount outstanding consequent to such monies borrowed by the Board of Directors on behalf of the Corporation does not exceed ₹3,00,000 crore, at any point of time.

As on March 31, 2016, the outstanding borrowings of the Corporation amounted to ₹ 2,39,117 crore. The Corporation seeks the approval from its Members by means of a special resolution to borrow further sums of monies not exceeding an amount of ₹ 3,50,000 crore. Accordingly, the Board of Directors recommends passing of special resolution as set out in the resolution at Item No. 8 of this Notice.

Save and except for the equity shares 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.

#### **Item No. 9**

The Members of the Corporation had vide resolution passed at the 34<sup>th</sup> AGM held on July 8, 2011 approved the re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation for a period of 5 (five) years, with effect from November 14, 2010.

Pursuant to the recommendation made by the Nomination & Remuneration Committee of Directors, the Board of Directors of the Corporation at its meeting held on October 26, 2015, unanimously approved the re-appointment of Mr. Keki M. Mistry as the Managing Director of the Corporation (designated as the "Vice Chairman & Chief Executive Officer") for a period of 3 (three) years, with effect from November 14, 2015, subject to the approval of the Members.

The main terms and conditions of re-appointment of Mr. Keki M. Mistry as the Managing Director of the Corporation (designated as the "Vice Chairman & Chief Executive Officer")

including his remuneration, more particularly set out in the agreement are as follows:

i. The re-appointment of Mr. Keki M. Mistry as the Managing Director of the Corporation (designated as the "Vice Chairman & Chief Executive Officer") shall be for a period of 3 (three) years, with effect from November 14, 2015.

ii. During the term, Mr. Keki M. Mistry shall continue to be a member of the Board and shall be liable to retire by rotation.

iii. The Board has also designated Mr. Mistry in his capacity as Vice Chairman & Chief Executive Officer of the Corporation as a Key Managerial Person of the Corporation.

iv. Salary payable to Mr. Keki M. Mistry shall be in the range of ₹ 10,00,000 to ₹ 20,00,000 per month.

v. Commission per annum shall be equivalent to such sum as may be fixed by the Board of Directors or Nomination & Remuneration Committee of Directors, subject to a ceiling of 1% of the net profits of the Corporation. The net profits shall be computed in the manner as set out under Section 198 of the Companies Act, 2013.

vi. Perquisites per annum shall be equivalent to his annual salary. Perquisites include rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and family members, furnishings, payment of premium on personal accident and health insurance, club fees and such other perquisites as may be approved by the Board of Directors or Nomination & Remuneration Committee of Directors, from time to time, subject to an overall ceiling of his annual salary.

vii. Other benefits and allowances include use of car with driver,





telephones for the Corporation's business (expenses whereof would be borne and paid by the Corporation), house rent allowance or house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund and all other benefits as are applicable to directors and/or senior employees of the Corporation including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the schemes of the Corporation and as approved by the Board of Directors or Nomination & Remuneration Committee of Directors, from time to time.

viii. Subject to fulfilling the eligibility criteria, Mr. Keki M. Mistry shall be entitled to post retirement pension and other post retirement benefit(s) in the form of medical benefits and use of car and all other benefits as are provided to the directors and/or senior employees of the Corporation, in accordance with the schemes framed/to be framed by the Corporation and as approved by the Board of Directors or Nomination & Remuneration Committee of Directors, from time to time. The said retiral benefits will be available to Mr. Mistry on his resignation/retirement or end of service from the Corporation, whichever is earlier.

ix. Mr. Keki M. Mistry shall also be eligible for stock options under Employee Stock Option Scheme(s) as may be approved by the Board of Directors or Nomination & Remuneration Committee of Directors, from time to time.

x. In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Keki M. Mistry as minimum remuneration.

Currently, Mr. Keki M. Mistry is being paid a salary of ₹ 19,15,000 per month. In accordance with the resolution, within the aforesaid limits, the amount of salary, commission, perquisites, other benefits and allowances payable to him (including the types and amount of each type of perquisites, other benefits and allowances) will be decided by the Board of Directors or Nomination & Remuneration Committee of Directors, at such time or times, as it may deem fit, in its sole and absolute discretion.

The valuation of perquisites will be as per the Income-tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

Brief profile of Mr. Keki M. Mistry in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided in this Notice.

Pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, approval of the Members is sought for re-appointment of Mr. Keki M. Mistry as the Managing Director of the Corporation (designated as the "Vice Chairman & Chief Executive Officer") on the terms and conditions, including remuneration, as mentioned hereinabove.

The Board, accordingly, recommends passing of the resolution as set out at Item No. 9 of the Notice, for the approval of the Members.

Mr. Keki M. Mistry and his relatives are interested in the resolution at Item No. 9. None of the other Directors or Key Managerial Personnel of the Corporation or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board

Ajay Agarwal  
Company Secretary  
ACS:13257

MUMBAI  
May 2, 2016

## BRIEF PROFILE OF DIRECTORS BEING RE-APPOINTED

### 1. Mr. D. M. Sukthankar (DIN: 00034416)

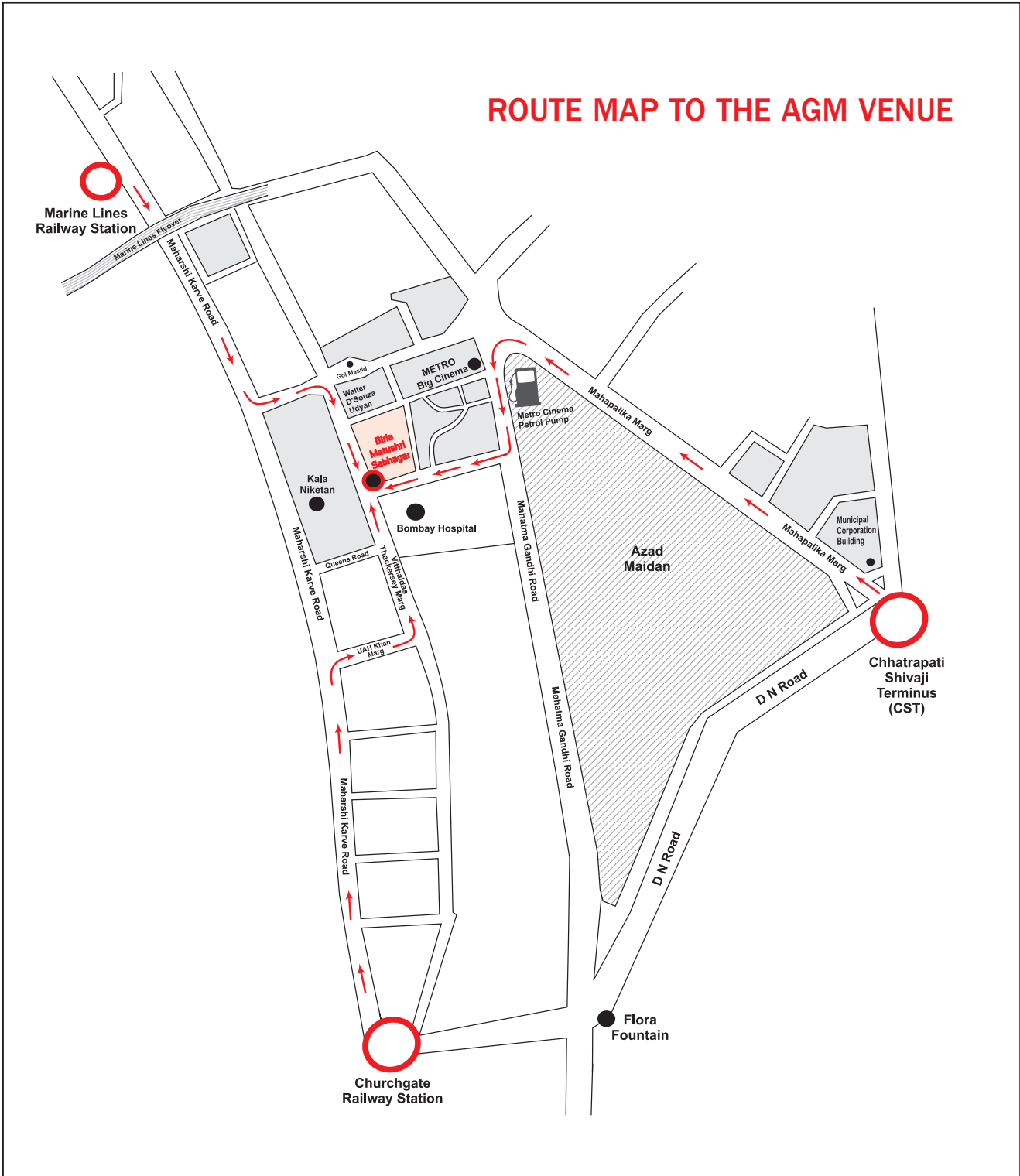
Age	84
Qualification	Ex-Indian Administrative Officer
Experience	Mr. D. M. Sukthankar was an officer of the Indian Administrative Service and was Secretary, Ministry of Urban Development, Government of India and later Chief Secretary to the Government of Maharashtra. Mr. Sukthankar is recognised as an expert on issues related to urban development and management. He has been associated with the housing sector for a number of years.
No. of shares held	Please refer MGT-9, forming part of the Annual Report 2015-16.
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation
Remuneration last drawn	Please refer MGT-9, forming part of the Annual Report 2015-16.
Remuneration sought to be paid	Sitting Fees for attending the meetings of the Board of Directors and committees thereof and commission.
No. of Board meetings attended during the year	5 (all board meetings held during the financial year 2015-16)
Original date of appointment	January 25, 1989
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Directorships held in other companies in India	1. HDFC Developers Limited 2. Phoenix Township Limited
Membership/Chairmanship of committees in other companies in India	Phoenix Township Limited – Audit Committee – Chairman

### 2. Mr. Keki M. Mistry (DIN: 00008886)

Age	61
Qualification	Fellow of The Institute of Chartered Accountants of India
Experience	Mr. Keki M. Mistry has been employed with the Corporation since 1981. He was appointed as the Executive Director of the Corporation in 1993, as the Deputy Managing Director in 1999 and as the Managing Director in 2000. He was re-designated as the Vice Chairman and Managing Director of the Corporation in October 2007 and as the Vice Chairman & Chief Executive Officer, with effect from January 1, 2010. He was re-appointed as the Managing Director (designated as the “Vice Chairman & Chief Executive Officer”) of the Corporation for a period of 5 years, with effect from November 14, 2010.

No. of shares held	Please refer MGT-9, forming part of the Annual Report 2015-16.
Terms and conditions of appointment/re-appointment	The terms and conditions of re-appointment including the remuneration are provided at Item No. 9 forming part of the explanatory statement to this Notice.
Remuneration last drawn	Please refer MGT-9, forming part of the Annual Report 2015-16.
Remuneration sought to be paid	Please refer explanatory statement pertaining to Item No. 9.
No. of Board meetings attended during the year	5 (all board meetings held during the financial year 2015-16)
Original date of appointment	February 1, 1993
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Directorships held in other companies in India	<ol style="list-style-type: none"> <li>1. Greatship (India) Limited</li> <li>2. GRUH Finance Limited</li> <li>3. HCL Technologies Limited</li> <li>4. HDFC Asset Management Company Limited</li> <li>5. HDFC Bank Limited</li> <li>6. HDFC ERGO General Insurance Company Limited</li> <li>7. HDFC Standard Life Insurance Company Limited</li> <li>8. Sun Pharmaceutical Industries Limited</li> <li>9. Torrent Power Limited</li> <li>10. H T Parekh Foundation</li> </ol>
Membership/Chairmanship of committees in other companies in India	<u>Audit Committee – Chairman</u> <ol style="list-style-type: none"> <li>1. Greatship (India) Limited</li> <li>2. Sun Pharmaceutical Industries Limited</li> <li>3. Torrent Power Limited</li> </ol> <u>Audit Committee - Member</u> <ol style="list-style-type: none"> <li>4. GRUH Finance Limited</li> <li>5. HCL Technologies Limited</li> <li>6. HDFC Asset Management Company Limited</li> <li>7. HDFC ERGO General Insurance Company Limited</li> <li>8. HDFC Standard Life Insurance Company Limited</li> <li>9. H T Parekh Foundation</li> </ol>

# ROUTE MAP TO THE AGM VENUE







## HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, 169, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.  
Corp. Office: HDFC House, 165-166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.  
Corporate Identity Number: L70100MH1977PLC019916, Phone: +91-22-66316000, Fax: +91-22-22811203.  
Website: www.hdfc.com, E-mail: investorcare@hdfc.com

### ATTENDANCE SLIP

(Please hand over this slip at the entrance of the Meeting hall)

Name and Address of the Member	
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Folio No./Client ID	
DP ID	

I/We hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Members of the Corporation held at "Birla Matushri Sabhagar", 19, New Marine Lines, Mumbai 400 020, on Wednesday, July 27, 2016 at 3:00 p.m.

Full name of the Member/Proxy attending the Meeting	
Member's/Proxy's Signature	

Note: Your entry to the Meeting will be regulated by this attendance slip.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN
103972		

Note: Please read the instructions given in the Notes to the Notice dated May 2, 2016 convening the 39<sup>th</sup> Annual General Meeting of the Members of the Corporation carefully before exercising your vote electronically.



## HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regd. Office: Ramon House, 169, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.  
 Corp. Office: HDFC House, 165-166, Backbay Reclamation, H. T. Parekh Marg, Churchgate, Mumbai 400 020.  
 Corporate Identity Number: L70100MH1977PLC019916, Phone: +91-22-66316000, Fax: +91-22-22811203.  
 Website: www.hdfc.com, E-mail: investorcare@hdfc.com

### FORM NO. MGT - 11

#### PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		E-mail :	
Registered Address :		Folio No./Client ID :	
		DP ID :	

I/We being the Member(s) of \_\_\_\_\_ equity shares of ₹ 2 each of Housing Development Finance Corporation Limited, hereby appoint:

- Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Corporation, to be held on Wednesday, July 27, 2016 at 3:00 p.m. at "Birla Matushri Sabhagar", 19, New Marine Lines, Mumbai 400 020 and at any adjournment(s) thereof, in respect of such resolutions in the manner as indicated below:

Resolution No.	Brief details of the Resolution	Optional (Refer Note No. 4)		
		For	Against	Abstain
1(a)	Adoption of the audited financial statement of the Corporation for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.			
1(b)	Adoption of the audited consolidated financial statement for the financial year ended March 31, 2016 together with the report of the Auditors thereon.			
2	Declaration of final dividend on equity shares of the Corporation.			
3	Appointment of Mr. D. M. Sukthankar, who retires by rotation and, being eligible, offers himself for re-appointment.			
4	Ratification of the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditors of the Corporation and fixing their remuneration.			
5	Ratification of the appointment of Messrs PKF, Chartered Accountants as the Auditors of the Corporation's office at Dubai.			
6	Approval to issue Redeemable Non-Convertible Debentures on a private placement basis, up to an amount not exceeding ₹ 85,000 crore.			

7	Approval of related party transactions with HDFC Bank Limited.			
8	Authority to the Board of Directors of the Corporation to borrow monies for the purposes of the business of the Corporation up to an amount not exceeding ₹ 3,50,000 crore.			
9	Re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation, for a period of 3 years, with effect from November 14, 2015.			

Signed: this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of Member(s): \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_



**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Corporation, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Corporation.
3. A person appointed as Proxy shall act on behalf of not more than Fifty (50) Members and holding not more than 10% of the total share capital of the Corporation carrying voting rights. However, a Member holding more than 10%, of the total share capital of the Corporation carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
4. Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.