

**HDB FINANCIAL SERVICES LIMITED**

[CIN: U65993GJ2007PLC051028]

**Registered Office:** Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad - 380 009

Tel. No.: 022-3958 6300, Fax No.: 022-3958 6666, Email ID: compliance@hdbfs.com, Website: www.hdbfs.com

**NOTICE OF 8<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE is hereby given that the Eighth Annual General Meeting of HDB Financial Services Limited will be held on Wednesday, June 17, 2015 at 12 Noon at 404, 4th Floor, Pushpak Landmark Building, Anandnagar, Satellite, Ahmedabad - 380015, Gujarat, to transact the following business:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended on March 31, 2015.
3. To appoint a Director in place of Mr. Anil Jaggia (DIN: 00317490), who retires by rotation and being eligible has offered himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. B S R & Co., LLP, Chartered Accountants (ICAI Registration No. 101248W/W-100022), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2016.”

**SPECIAL BUSINESS:****5. APPOINTMENT OF MR. VENKATRAMAN SRINIVASAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mr. Venkatraman Srinivasan, (DIN: 00246012) who was appointed as an Additional Independent (Non-Executive) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto March 11, 2020 and shall not be liable to retire by rotation.”

**6. APPOINTMENT OF MS. SMITA AFFINWALLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Ms. Smita Affinwalla, (DIN: 07106628) who was appointed as an Additional Independent (Non-Executive) Director of the Company pursuant to the provisions of Sections 149, 152 and 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto March 11, 2020 and shall not be liable to retire by rotation.”

## 7. APPOINTMENT OF MR. G. SUBRAMANIAN AS CHAIRMAN OF THE COMPANY

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

**“RESOLVED THAT** pursuant to the provisions of the Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act including the rules framed thereunder and subject to the approval of the Central Government, if any, and conditions and restrictions as may be prescribed while granting such approval(s), Mr. G. Subramanian (DIN: 00712803), Director of the Company be and is hereby appointed as Non Executive Chairman of the Company for a period of 1 (one) year with effect from May 1, 2015, on the remuneration (consultancy fees) and perquisites as follows:

Remuneration	:	₹ 18,00,000/- per annum drawn on monthly basis
Perquisites	:	<ul style="list-style-type: none"> <li>- ₹ 6,00,000/- per annum towards car allowance drawn on monthly basis</li> <li>- Medical Expenses for self and family upto a limit of ₹ 1,50,000/- per annum</li> <li>- Hospitalization for self and family at actual</li> <li>- Telephone, Mobile and other communication related expenses upto a maximum limit of ₹ 60,000/- per annum</li> </ul>
Tax	:	Tax in the nature of service tax on the aforesaid remuneration and perquisites, as may be applicable, shall be borne by the Company in full.

**RESOLVED FURTHER THAT** in case of absence or inadequacy of profit in any financial year the aforesaid remuneration shall be paid to Mr. G. Subramanian as minimum remuneration (consultancy fees);

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any Directors and/or Officers of the Company, to give effect to this Resolution.”

## 8. AUTHORITY TO ISSUE SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES

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

**“RESOLVED THAT** pursuant to the provisions of Section 71 read with Section 42 and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014, and Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to offer and/or invite for issue of secured redeemable non-convertible debentures (NCDs) on private placement, in one or more tranches, with the consent being valid for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person so authorized by the Board of Directors), based on the prevailing market condition;

**RESOLVED FURTHER THAT** the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the limit of ₹ 2,206 crore (Rupees Two Thousand Two Hundred and Six crore only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

## 9. AUTHORITY TO ISSUE UNSECURED REDEEMABLE NON-CONVERTIBLE SUBORDINATED BONDS

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

**“RESOLVED THAT** pursuant to the provisions of Section 71 read with Section 42 and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014, and Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to make private placement offers, invitations and issue of Unsecured Redeemable Non-Convertible Subordinated Bonds (Subordinated Bonds) in one or more tranches, with the consent being valid for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person so authorized by the Board of Directors), based on the prevailing market condition;

**RESOLVED FURTHER THAT** the aggregate amount to be raised through the issuance of Subordinated Bonds pursuant to the authority under this Resolution shall not exceed the limit of ₹ 670 crore (Rupees Six Hundred and Seventy crore only);

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

### Registered Office:

Radhika, 2nd Floor,  
Law Garden Road, Navrangpura,  
Ahmedabad - 380 009

**By order of the Board  
For HDB Financial Services Limited**

**Harsh Bajpai**  
**Company Secretary**  
ACS No.: A32436  
Mumbai, April 17, 2015

### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument of Proxy, in order to be effective, should be duly completed and lodged with the Company at its registered office not less than forty-eight hours before the scheduled time for commencement of the Meeting.
4. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution pursuant to the Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the said Meeting (including through e-voting).
5. Members/Proxies/Representatives should bring the enclosed duly filled Attendance Slip, for attending the Meeting.
6. All the documents referred to in the Notice are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from June 09, 2015 to June 17, 2015 (both days inclusive) for determining the name of the members eligible for payment of dividend, if approved by the members in the ensuing Annual general Meeting.

8. The dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after Thursday, June 18, 2015 to those members whose names appear on the Register of Members of the Company on June 08, 2015. In respect of the shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') for this purpose.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services. For this purpose, the Company has tied up with CDSL for providing e-voting services through CDSL's e-voting platform.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in the e-voting process on the resolutions placed by the Company on the e-voting system.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, June 08, 2015.

The Notice of the 8th AGM of the Company has already been sent to you along with the Annual Report for the year ended March 31, 2015 and the same can be downloaded from the link <https://www.evotingindia.com> or [www.hdbfs.com](http://www.hdbfs.com).

The e-voting period commence on Wednesday, June 10, 2015 (9:00 a.m. IST) and end on Friday, June 12, 2015 (5:00 p.m. IST). During this period, shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the votes on the resolutions are cast and confirmed, the shareholder cannot change it.

**The instructions for members for voting electronically are as under:-**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN i.e. 150424003" along with "COMPANY NAME i.e. HDB Financial Services Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below (which is common for both shareholders holding shares in physical form or in Demat form).
  - a) Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.

\* *Members who have not updated their PAN with the Company/Depository Participant are requested to use the <Default Value> in the PAN field.*

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the **<Default Value>** in the Dividend Bank details field.

- b) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (x) Click on the relevant EVSN “HDB FINANCIAL SERVICES LIMITED” on which you choose to vote.
  - (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
  - (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take prints of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
  - (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - (xviii) The voting period begins on Wednesday, June 10, 2015 (9:00 a.m. IST) and ends on Friday, June 12, 2015 (5:00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter. During aforesaid period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, June 08, 2015, may cast their vote electronically.
  - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## 10. General Instructions:

- (i) Members can opt for only one mode of voting i.e. either physically voting at the AGM or e-voting. In case a member has cast multiple votes, then voting done by e-voting will be considered as valid.
- (ii) The Board of Directors of the Company in its meeting held on April 17, 2015 has, in accordance with Rule 20(3) (ix) of the Companies (Management and Administration) Rules, 2014 appointed Mr. Hiren Lalka, Practising Chartered Accountant, to scrutinize the e-voting process (including the ballot forms received from the members who do not have access to the e-voting process) in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.
- (iii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast for or against, if any, forthwith to the Chairman of the Company.



- (iv) After all the items of the Notice have been discussed, the Chairman will order a poll in respect of all the Items. Poll will be conducted and supervised by the Scrutinizer appointed for e-voting as above. After the conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: [www.hdbfs.com](http://www.hdbfs.com) within two (2) days from the date of the AGM.

The above instructions form an integral part of the Notice for the Eighth Annual General Meeting of the Company to be held on June 17, 2015.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 5

The Board of Directors at its meeting held on March 12, 2015, appointed Mr. Venkatraman Srinivasan (DIN: 00246012), as an Additional Independent (Non - Executive) Director of the Company effective March 12, 2015, pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("Act"). Mr. Venkatraman Srinivasan will hold office upto the date of this AGM.

In terms of the provisions of the Section 149 and 152 of the Companies Act, 2013, an Independent Director of the Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Venkatraman Srinivasan as an Independent Director of the Company for a period of five (5) years i.e. upto March 11, 2020 and who shall not be liable to retire by rotation.

Mr. Venkatraman Srinivasan has given to the Company : (i) his consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013; (iii) Fit and Proper declaration as per the Reserve Bank of India ("RBI") Circular no. DNBR (PD) CC.No.002/03.10.001/2014-15 dated November 10, 2014 on Revised Regulatory Framework for NBFC's and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Mr. Venkatraman Srinivasan is a fellow member of Institute of Chartered Accountants of India since 1981. He is a Partner in M/s. V. Sankar Aiyar & Co., Chartered Accountants, since 1984 and has a work experience in the field for over 30 years. The Company has received a notice in writing along with a deposit of requisite amount under Section 160 of the Act, from a member proposing the candidature of Mr. Venkatraman Srinivasan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Venkatraman Srinivasan fulfills the conditions specified in the Act and the applicable RBI guidelines for his appointment as an Independent Director of the Company and he is independent of the management. A copy of the draft letter of appointment for the appointment of Mr. Venkatraman Srinivasan as an Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays, Sundays and intervening holidays, upto the date of the AGM.

The Board considers that his continued association would be of immense benefit to Company and it is desirable to continue to avail services of Mr. Venkatraman Srinivasan as an Independent Director.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the accompanying Notice for the approval of the members.

Except Mr. Venkatraman Srinivasan, being an appointee and his relatives, to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

## Item No. 6

The Board of Directors at its meeting held on March 12, 2015, appointed Ms. Smita Affinwalla (DIN: 07106628), as an Additional Independent (Non - Executive) Director of the Company with effect from March 12, 2015, pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("Act"). Ms. Smita Affinwalla will hold office upto the date of this AGM.

In terms of the provisions of the Sections 149 and 152 of the Companies Act, 2013, an Independent Director of the Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Ms. Smita Affinwalla as an Independent Director of the Company for a period of five (5) years i.e. upto March 11, 2020 and who shall not be liable to retire by rotation.

Ms. Smita Affinwalla has given to the Company : (i) her consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013; (iii) Fit and Proper declaration as per the Reserve Bank of India ("RBI") Circular no. DNBR (PD) CC.No.002/03.10.001/2014-15 dated November 10, 2014 on Revised Regulatory Framework for NBFC's and (iv) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Ms. Smita Affinwalla is a MBA (Finance) from the Jamnalal Bajaj Institute of Management Studies and a senior fellow, Human Capital with the Conference Board, USA with over 32 years of experience in the human resource field. The Company has received a notice in writing along with a deposit of requisite amount under Section 160 of the Act, from a member proposing the candidature of Ms. Smita Affinwalla for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Ms. Smita Affinwalla fulfills the conditions specified in the Act and the applicable RBI guidelines Rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management. A copy of the draft letter of appointment for the appointment of Ms. Smita Affinwalla as an Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays, Sundays and intervening holidays, upto the date of the AGM.

The Board considers that her continued association would be of immense benefit to Company and it is desirable to continue to avail services of Ms. Smita Affinwalla as an Independent Director.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of the accompanying Notice for the approval of the members.

Except Ms. Smita Affinwalla, being an appointee and her relatives, to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

## Item No. 7

The Company had appointed Mr. G. Subramanian as the Non-Executive Chairman of the Company for a period of 1 (one) year with effect from May 1, 2014. Mr. G. Subramanian's term of office expires on April 30, 2015.

The Board of Directors at its meeting held on April 17, 2015, has approved re-appointment of Mr. G. Subramanian as the Non-Executive Chairman of the Company for a period of 1 (one) year with effect from May 1, 2015, subject to the necessary approval(s).

Mr. G. Subramanian, as the Non-Executive Chairman, has been rendering his valuable services to the Company in areas including internal audit, regulatory compliance, policies and business strategy under a consultancy arrangement with the Company and as a Director. He will continue to provide his valuable services to the Company on areas as recommended by the Board of Directors from time to time under the consultancy arrangement and as a Director, to help the Company achieve consistent and all-round growth. Other information about Mr. G. Subramanian is given below:

Particulars	Details
Age	68 years
Qualifications	B, Sc., CAIIB
Experience	More than 42 years of experience in banking sector. Had been the Head - Internal Controls and Compliance Risk of HDFC Bank for more than 17 years.  Had also been Deputy General Manager of Reserve Bank of India
Date of first appointment	June 04, 2007
Shareholding in the Company	1,95,000 equity shares
No. of Board Meetings attended during the FY 2014 - 15	7
List of Directorships held in other Companies	i. Computer Age Management Services Pvt. Ltd. ii. Atlas Documentary Facilitators Company Pvt. Ltd. (Chairman of Audit Committee) iii. Vayana Pvt. Ltd.

The brief terms of appointment of Mr. G. Subramanian are as follows

- Term : 1 (one) year with effect from May 1, 2015
- Remuneration : ₹ 18,00,000/- per annum drawn on monthly basis
- Perquisites : - ₹ 6,00,000/- per annum towards car allowance drawn on monthly basis.  
- Medical Expenses for self and family upto a limit of ₹ 1,50,000/- per annum  
- Hospitalization for self and family at actual  
- Telephone, Mobile and other communication related expenses upto a maximum limit of ₹ 60,000/- per annum
- Tax : Tax in the nature of service tax on the aforesaid remuneration and perquisites, as may be applicable, shall be borne by the Company in full

The aforesaid terms of appointment are same as approved by the members at their last Annual General Meeting held on June 17, 2014, wherein Chairman was appointed for a period of one year effective May 01, 2014.

The approval of the members is therefore sought for the appointment of Mr. G. Subramanian as Chairman of the Company, for a further period of one year, on the aforesaid terms and conditions.

Accordingly, the Board recommends the resolution as set out at Item No. 7 of the accompanying Notice for the approval of the members.

Except Mr. G. Subramanian, being an appointee and his relatives, to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

## Item No. 8

The Company has been raising funds by issuing Secured Redeemable Non-Convertible Debentures (NCDs) on private placement basis, from time to time.

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 year from the date on which the members have provided the approval by way of the special resolution.



# Notice



Last year, the shareholders at their meeting held on June 17, 2014 had accorded their approval to the Company for issuance of NCDs upto a limit of ₹ 5,000 crore. It may be noted that out of the said limit of ₹ 5,000 crore, the Company had so far raised ₹ 2,794 crore and the limit of ₹ 2,206 crore is available for further issuance.

The Board of Directors at its meeting held on April, 17, 2015, has approved issue of NCDs in one or more tranches, on private placement basis, upto ₹ 2,206 crore and within the limit of ₹ 5000 crore, subject to the approval of the members.

In view of the above, the approval of the members is sought for issue of NCDs on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition.

Accordingly, the Board recommends the resolution as set out at Item No. 8 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

## Item No. 9

The Company has been raising funds by issuing Unsecured Redeemable Non-Convertible Subordinated Bonds (Subordinated Bonds) on private placement basis, from time to time.

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of Subordinated Bonds on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of Subordinated Bonds by the Company for a period of 1 year from the date on which the members have provided the approval by way of the special resolution.

Last year, the shareholders at their meeting held on June 17, 2014 had accorded their approval to the Company for issuance of Subordinated Bonds upto a limit of ₹ 2,000 crore. It may be noted that out of the said limit of ₹ 2,000 crore, the Company had so far raised ₹ 1,330 crore and the limit of ₹ 670 crore is available for further issuance.

The Board of Directors at its meeting held on April 17, 2015, has approved issue of Subordinated Bonds in one or more tranches, on private placement basis, upto Rs. 670 crore and within the overall limit of Rs. 2000 crore, subject to the approval of the members.

In view of the above, the approval of the members is sought for issue of Subordinated Bonds on private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition.

Accordingly, the Board recommends the resolution as set out at Item No. 9 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

## Registered Office:

Radhika, 2nd Floor,  
Law Garden Road, Navrangpura,  
Ahmedabad - 380 009

**By order of the Board  
For HDB Financial Services Limited**

**Harsh Bajpai**  
**Company Secretary**  
ACS No.: A32436  
Mumbai, April 17, 2015

**HDB Financial Services Limited**

CIN: U65993GJ2007PLC051028

Regd. Office: Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad - 380009

**FORM OF PROXY***[Form No. MGT-11 Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member(s) of HDB Financial Services Limited, hereby appoint

Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_ failing him

Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, the 17<sup>th</sup> day of June, 2015 at 12.00 Noon at 404, 4th Floor, Pushpak Landmark Building, Anandnagar, Satellite, Ahmedabad - 380015 Gujarat and/or at any adjournment(s) thereof in respect of all the resolutions to be passed at the said meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Reg. Folio No: \_\_\_\_\_ DP ID No. : \_\_\_\_\_

Client ID No: \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Affix  
₹ 1/-  
Revenue  
Stamp.....  
Signature of Shareholder/Proxy**Notes:**

1. The Proxy Form must be deposited at the Registered Office of the Company at Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad - 380009 at least 48 hours before the time for holding the meeting. The proxy need not be a member of the Company.
2. All alterations made in the Proxy Form should be initialled.
3. In case of multiple proxies, proxy later in time shall be valid and accepted.

**HDB Financial Services Limited**

Regd. Office: Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad - 380009

**ATTENDANCE SLIP****PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**I hereby record my presence at the 8th Annual General Meeting of the Company, convened on Wednesday, the 17<sup>th</sup> day of June, 2015, at 12.00 Noon at 404, 4th Floor, Pushpak Landmark Building, Anandnagar, Satellite, Ahmedabad - 380015 Gujarat

Reg. Folio No : \_\_\_\_\_ DP ID No. : \_\_\_\_\_

Client ID No : \_\_\_\_\_ No. of Shares : \_\_\_\_\_

Name and Address of Equity Shareholder (IN BLOCK LETTERS):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Address of the Proxy (IN BLOCK LETTERS, to be filled in by the proxy attending instead of the Equity Shareholder):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Signature of the Equity Shareholder / Proxy**NOTE:** Equity Shareholders attending the meeting in person or through Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting hall.