



We understand your world

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

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

June 26, 2014

**Singapore Exchange Securities Trading
Limited**

2 Shenton Way
02-00 SGX Centre 1
Singapore 068804

Dear Sirs,

Re : Outcome of the Annual General Meeting and Clause 35A – Voting Results.

We wish to inform you that the Annual General Meeting of the Bank was held on Wednesday, June 25, 2014 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai – 400020 India and the relevant details are as under:

Sr. No.	Description	Particulars		
A	Date of AGM	June 25, 2014		
B	Book Closure Date	June 7, 2014 to June 25, 2014 (Both days inclusive)		
C	Total no of shareholders on Book Closure Date	414692		
D	No of shareholders present in the meeting either in person or through proxy			
	Shareholders	In Person	Proxy	Total
	Promoters and Group	3	-	3
	Public	264	246	510
	Total	267	246	513

The details of business transacted at the Annual General Meeting are annexed hereto.

You are requested to take the same on your records.

Thanking you,

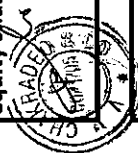
Yours truly,
For HDFC Bank Limited

Sanjay Dongre
Executive Vice President (Legal) &
Company Secretary

Resolution No 1 -- Ordinary Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Adoption of the audited Balance Sheet & Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon	Promoter and Promoter Group Public - Institutional holders Public - Others Grand Total	543216100 401528243 15110818 959855161	467915000 399438243 15110818 882464061	86.14 94.45 100.00 91.94	467915000 399438243 15110736 882463379	0 0 82 82	100.00 100.00 99.98 100.00	0.00 0.00 0.02 0.00

Resolution No 2 -- Ordinary Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Declaration of Dividend on equity shares	Promoter and Promoter Group Public - Institutional holders Public - Others Grand Total	543216100 401528243 15110806 959855149	467915000 399438243 15110806 882464049	86.14 94.45 100.00 91.94	467915000 399438243 15110646 882463889	0 0 160 160	100.00 100.00 99.96 100.00	0.00 0 0.04 0.00

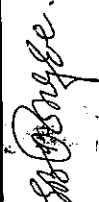
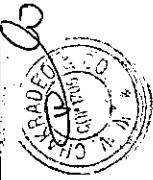
Resolution No 3 -- Ordinary Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Director in place of Mrs. Renu Karnad who retires by rotation and being eligible offers herself for re-appointment	Promoter and Promoter Group Public - Institutional holders Public - Others Grand Total	543216100 386749533 15110818 945076451	467915000 384659533 15110748 867685281	86.14 90.87 99.98 91.81	467915000 384659533 15110116 867684649	0 0 632 632	100.00 100.00 99.83 100.00	0.00 0.00 0.17 0.00



Resolution No 4 -- Ordinary Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Director in place of Mr. Keki Mistry who retires by rotation and being eligible offers himself for re-appointment	Promoter and Promoter Group	Total	543216100	467915000	86.14	467915000	0	100.00
	Public - Institutional holders	Total	386749533	384659533	90.87	384659533	0	100.00
	Public - Others	Total	15110568	15110568	100.00	15110031	537	99.85
	Grand Total		945076201	867685101	91.81	867684564	537	100.00

Resolution No 5 -- Ordinary Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Auditors and fixing of their remuneration	Promoter and Promoter Group	Total	543216100	467915000	86.14	467915000	0	100.00
	Public - Institutional holders	Total	400110589	398020589	94.23	397825039	195550	99.43
	Public - Others	Total	15110568	15110568	100.00	15110556	12	100.00
	Grand Total		958437257	881046157	91.93	880850595	195562	99.98

Resolution No 6 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Mr. Partho Datta as an Independent Director of the Bank	Promoter and Promoter Group	Total	543216100	467915000	86.14	467915000	0	100.00
	Public - Institutional holders	Total	400310348	398220348	94.26	398220348	0	100.00
	Public - Others	Total	15110568	15110528	99.99	15109896	632	99.83
	Grand Total		958637016	881245876	91.93	881245244	632	100.00

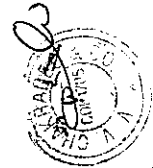




Resolution No 7 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Dr. Pandit Palande as an Independent Director of the Bank	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional holders	400310348	398220348	94.26	398220348	0	100.00	0.00
	Public - Others	15110568	15110495	99.98	15109433	1062	99.71	0.29
	Grand Total	958637016	881245843	91.93	881244781	1062	100.00	0.00

Resolution No 8 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Mr. Bobby Parikh as an Independent Director of the Bank	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional holders	400310348	398220348	94.26	398220348	0	100.00	0.00
	Public - Others	15110568	15110495	99.98	15110033	462	99.87	0.13
	Grand Total	958637016	881245843	91.93	881245381	462	100.00	0.00

Resolution No 9 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Mr. A.N. Roy as an Independent Director of the Bank	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional holders	400310348	398220348	94.26	398220348	0	100.00	0.00
	Public - Others	15110568	15110496	99.98	15110036	460	99.88	0.12
	Grand Total	958637014	881245844	91.93	881245384	460	100.00	0.00





Resolution No 10 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Mr. C. M. Vasudev as an Independent Director of the Bank	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional holders	400310348	398220348	94.26	398220348	0	100.00	0.00
	Public - Others	15110568	15110541	99.99	15109959	582	99.84	0.16
	Grand Total	958637016	881245889	91.93	881245307	582	100.00	0.00

Resolution No 11 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Appointment of Mr. Vijay Merchant as an Independent Director of the Bank	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional	386749533	384659533	90.87	384659533	0	100.00	0.00
	Public - Others	15110558	15110496	99.98	15109874	622	99.83	0.17
	Grand Total	945076191	867685029	91.81	867684407	622	100.00	0.00

Resolution No 12 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Raising of additional capital	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional	401528243	399438243	94.45	399438243	0	100.00	0.00
	Public - Others	15110568	15110556	100.00	15110044	512	99.86	0.14
	Grand Total	959854911	882463799	91.94	882463287	512	100.00	0.00

Resolution No 13 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Increase in foreign shareholding limit up to 74%	Promoter and Promoter Group	543216100	467915000	86.14	467915000	0	100.00	0.00
	Public - Institutional	401528243	399438243	94.45	399438243	0	100.00	0.00
	Public - Others	15110568	15110484	99.98	15109783	701	99.81	0.19
	Grand Total	959854911	882463727	91.94	882463026	701	100.00	0.00

Signature

BANK LIMITED
LEGAL DEPT.

COVINT

V V CHAKRADEO

COMPANY SECRETARIES

B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

26th June, 2014

To

The Chairman

HDFC Bank Limited

HDFC Bank House, Senapati Bapat Marg,

Lower Parel (W), Mumbai 400 013

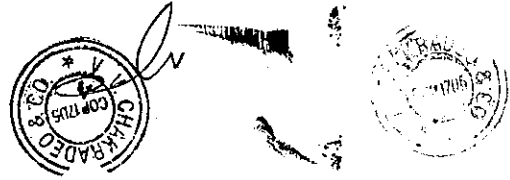
Dear Sir,

Report of the Scrutinizer pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014.

I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutiniser by the Board of Directors of HDFC Bank Ltd., (the Bank) for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 20th Annual General Meeting of the Equity shareholders of the Bank held on 25th June 2014 at @. 30 P. M. at Birla Matushri Sabhagar, 19, New Marin Lines, Mumbai 400 020, submit my report as under:

1. In accordance with the Notice of the 20th Annual General Meeting dated 19th May 2014 sent to the shareholders and the 'Advertisement " published pursuant to the Rule (20 (3) (V) of the Companies (Management and Administration) Rules, 2014 on 12th June 2014 in Free Press Journal in English and Navshakti in Marathi, the E-voting opened at 9.30 a.m on 18th June 2014 and remained open upto 5.30 p.m. on 20th June 2014.
2. The equity shareholders holding shares as on 9th May 2014, "cut off date " were entitled to vote on the resolutions stated in the Notice of the 20th Annual General Meeting of the Company.
3. The votes were unblocked/ considered at 5.40 p.m. on 20th June 2014 in presence of Mr. C. R. Rao and Ms. Manisha Parkar who are not employees of the Bank and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For and Against " were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) and the same are being handed over to the Company secretary.

The result of the e-voting and the ballot forms (received by post/hand delivery) are as under:



V V CHAKRADEO**COMPANY SECRETARIES**

**B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.**

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

Resolution	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
			Held	Favour	Against		% For	% Against
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon	E-voting	581245213	503854031	82	503854113	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	959855161	882463979	82	882464061	100.00	0.00
2	Declaration of Dividend on equity shares	E-voting	581245201	503853941	160	503854101	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	959855149	882463889	160	882464049	100.00	0.00
3	Appointment of Director in place of Mrs. Renu Karnad who retires by rotation and being eligible offers herself for re-appointment	E-voting	566466503	489074701	632	489075333	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	945076451	867684649	632	867685281	100.00	0.00
4	Appointment of Director in place of Mr. Keki Mistry who retires by rotation and being eligible offers himself for re-appointment	E-voting	566466253	489074616	537	489075153	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	945076201	867684564	537	867685101	100.00	0.00
5	Appointment of Auditors and fixing of their remuneration	E-voting	579827309	502240647	195562	502436209	99.96	0.04
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	958437257	880850595	195562	881046157	99.98	0.02
6	Appointment of Mr. Partho Datta as an Independent Director of the Bank	E-voting	580027068	502635296	632	502635928	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	958637016	881245244	632	881245876	100.00	0.00
7	Appointment of Dr. Pandit Palande as an Independent Director of the Bank	E-voting	580027068	502634833	1062	502635895	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	958637016	881244781	1062	881245843	100.00	0.00
8	Appointment of Mr. Bobby Parikh as an Independent Director of the Bank	E-voting	580027068	502635433	462	502635895	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	958637016	881245381	462	881245843	100.00	0.00
9	Appointment of Mr. A.N. Roy as an Independent Director of the Bank	E-voting	580027066	502635436	460	502635896	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	958637014	881245384	460	881245844	100.00	0.00



V V CHAKRADEO

COMPANY SECRETARIES

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10	Appointment of Mr. C. M. Vasudev as an Independent Director of the Bank	E-voting	580027068	502635359	582	502635391	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	958637016	881245307	582	881245889	100.00	0.00
11	Appointment of Mr. Vijay Merchant as an Independent Director of the Bank	E-voting	566466243	489074459	622	489075081	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	945076191	867684407	622	867685029	100.00	0.00
12	Raising of additional capital	E-voting	581244963	503853339	512	503853851	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	959854911	882463287	512	882463799	100.00	0.00
13	Increase in foreign shareholding limit up to 74%	E-voting	581244963	503853078	701	503853779	100.00	0.00
		Ballot	378609948	378609948	0	378609948	100.00	0.00
		Total	959854911	882463026	701	882463727	100.00	0.00

There were no invalid votes in respects of above mentioned resolutions

5. All relevant records of electronics voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and thereafter the said records will be handed over to the Bank.

Thanking you,

Yours faithfully,

V. V. Chakradeo

COP 1705

We the undersigned witnesseth that the votes were unblocked /considered from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) in our presence at 5.40 p.m. on 20th June 2014 at the office of the Bank's Registrar and Share Transfer Agent, i.e. Datamatics Financial Services Limited.

C. R. Rao



Manisha Parkar

Dated 26th June 2014.