

July 20, 2020

Singapore Exchange Securities Trading Limited
2 Shenton Way
02-00 SGX Centre 1
Singapore 068804

Dear Sir,

Sub: Result of the e-voting at the 26th Annual General Meeting (AGM) and remote e-voting on resolutions of HDFC Bank Ltd ('the Bank')

We hereby submit the results of the e-voting at the 26th AGM of the Bank held on July 18, 2020 by Video Conference, as well as the results of the remote e-voting conducted for all resolutions as specified in the Notice of the 26th AGM dated June 20, 2020.

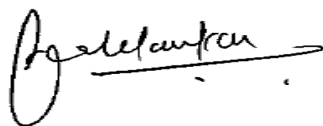
Date of the 26 th AGM	July 18, 2020
Total no. of shareholders as on the record date	14,12,254
No. of shareholders who attended the meeting through video conferencing:	
a) Promoters and Promoter Group	3
b) Public	596

All the resolutions at the AGM were passed with overwhelming majority. The Report of M/s. BN & Associates, Scrutinizers, is enclosed herewith.

This is for your information and appropriate dissemination.

Thanking you,

Yours Truly,
For HDFC Bank Limited



Santosh Haldankar
Sr. Vice President (Legal) & Company Secretary

HDFC BANK LTD - AGM Date 18th July,2020

Date of the AGM	18th July,2020
Total number of shareholders on record date	1412254
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public:	596

Resolution required: (Ordinary/Special)			Ordinary (01) :To receive, consider and adopt the audited financial statements (standalone) of the Bank for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3)=\{(2)/(1)\} \times 100$	4	5	$(6)=\{(4)/(2)\} \times 100$	$(7)=\{(5)/(2)\} \times 100$
Promoter and Promoter Group	E-Voting	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting	2657448352	2295489462	86.379	2295489462	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		2295489462	86.379	2295489462	0	100.000	0.000
Public - Non Institutions	E-Voting	1668204374	44059488	2.641	44053150	6338	99.986	0.014
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		44059488	2.641	44053150	6338	99.986	0.014
Total		5490278560	3504174784	63.825	3504168446	6338	100.000	0.000



Resolution required: (Ordinary/Special)			Ordinary (02) :To receive, consider and adopt the audited financial statements (consolidated) of the Bank for the financial year ended March 31, 2020 and the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2295489462	86.379	2295489462	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2295489462	86.379	2295489462	0	100.000	0.000
Public - Non Institutions	E-Voting		44066038	2.642	44059730	6308	99.986	0.014
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44066038	2.642	44059730	6308	99.986	0.014
Total		5490278560	3504181334	63.825	3504175026	6308	100.000	0.000

Resolution required: (Ordinary/Special)			Ordinary (03) : To confirm the Special Interim Dividend of Rs.5/- per equity share of erstwhile face value of Rs.2/- each fully paid-up, for the financial year 2019-20, approved by the Board of Directors and already paid to eligible shareholders.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2359512187	88.789	2359512187	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2359512187	88.789	2359512187	0	100.000	0.000
Public - Non Institutions	E-Voting		44064642	2.641	44056634	8008	99.982	0.018
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44064642	2.641	44056634	8008	99.982	0.018
Total		5490278560	3568202663	64.991	3568194655	8008	100.000	0.000



Resolution required: (Ordinary/Special)			Ordinary (04) : To appoint a director in place of Mr. Kaizad Bharucha (DIN 02490648), who retires by rotation and, being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2358139264	88.737	2349755699	8383565	99.644	0.356
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2358139264	88.737	2349755699	8383565	99.644	0.356
Public - Non Institutions	E-Voting		44060967	2.641	44045439	15528	99.965	0.035
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44060967	2.641	44045439	15528	99.965	0.035
Total		5490278560	3566826065	64.966	3558426972	8399093	99.765	0.235

Resolution required: (Ordinary/Special)			Ordinary (05) : To approve the fees / remuneration of the Statutory Auditors, M/s. MSKA & Associates, Chartered Accountants					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2359512187	88.789	2359512187	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2359512187	88.789	2359512187	0	100.000	0.000
Public - Non Institutions	E-Voting		44061287	2.641	44033340	27947	99.937	0.063
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44061287	2.641	44033340	27947	99.937	0.063
Total		5490278560	3568199308	64.991	3568171361	27947	99.999	0.001



Resolution required: (Ordinary/Special)			Ordinary (06) : To ratify the additional fees / remuneration to the Statutory Auditors, M/s. MSKA & Associates, Chartered Accountants					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2359512187	88.789	2359512187	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2359512187	88.789	2359512187	0	100.000	0.000
Public - Non Institutions	E-Voting		44059671	2.641	44013927	45744	99.896	0.104
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44059671	2.641	44013927	45744	99.896	0.104
Total		5490278560	3568197692	64.991	3568151948	45744	99.999	0.001

Resolution required: (Ordinary/Special)			Special (07) :To re-appoint Mr. Malay Patel (DIN 06876386) as an Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	(3)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2354273840	88.592	2348368174	5905666	99.749	0.251
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2354273840	88.592	2348368174	5905666	99.749	0.251
Public - Non Institutions	E-Voting		44062308	2.641	44030431	31877	99.928	0.072
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44062308	2.641	44030431	31877	99.928	0.072
Total		5490278560	3562961982	64.896	3557024439	5937543	99.833	0.167



Resolution required: (Ordinary/Special)			Ordinary (08) : To approve the re-appointment of Mr. Kaizad Bharucha (DIN 02490648) as an Executive Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3)=\{(2)/(1)\} \times 100$	4	5	$(6)=\{(4)/(2)\} \times 100$	$(7)=\{(5)/(2)\} \times 100$
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2358139264	88.737	2350450733	7688531	99.674	0.326
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2358139264	88.737	2350450733	7688531	99.674	0.326
Public - Non Institutions	E-Voting		44062180	2.641	44043073	19107	99.957	0.043
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44062180	2.641	44043073	19107	99.957	0.043
Total		5490278560	3566827278	64.966	3559119640	7707638	99.784	0.216

Resolution required: (Ordinary/Special)			Ordinary (09) : To appoint Mrs. Renu Karnad (DIN 00008064) as a Non-Executive Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3)=\{(2)/(1)\} \times 100$	4	5	$(6)=\{(4)/(2)\} \times 100$	$(7)=\{(5)/(2)\} \times 100$
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2304351904	86.713	1900403777	4.04E+08	82.470	17.530
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2304351904	86.713	1900403777	4.04E+08	82.470	17.530
Public - Non Institutions	E-Voting		43467890	2.606	43443506	24384	99.944	0.056
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	43467890	2.606	43443506	24384	99.944	0.056
Total		5490278560	3512445628	63.976	3108473117	4.04E+08	88.499	11.501



Resolution required: (Ordinary/Special)			Ordinary (10) : To ratify and approve the related party transactions with Housing Development Finance Corporation Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3)=\{(2)/(1)\}*100$	4	5	$(6)=\{(4)/(2)\}*100$	$(7)=\{(5)/(2)\}*100$
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	0	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting		2358550464	88.752	2357824063	726401	99.969	0.031
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2358550464	88.752	2357824063	726401	99.969	0.031
Public - Non Institutions	E-Voting		43468592	2.606	43445716	22876	99.947	0.053
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	43468592	2.606	43445716	22876	99.947	0.053
Total		5490278560	2402019056	43.750	2401269779	749277	99.969	0.031

Resolution required: (Ordinary/Special)			Ordinary (11) : To ratify and approve the related party transactions with HDB Financial Services Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3)=\{(2)/(1)\}*100$	4	5	$(6)=\{(4)/(2)\}*100$	$(7)=\{(5)/(2)\}*100$
Promoter and Promoter Group	E-Voting		0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	0	0.000	0	0	0.000	0.000
Public - Institutions	E-Voting		2358550464	88.752	2357824063	726401	99.969	0.031
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2358550464	88.752	2357824063	726401	99.969	0.031
Public - Non Institutions	E-Voting		43462134	2.605	43438132	24002	99.945	0.055
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	43462134	2.605	43438132	24002	99.945	0.055
Total		5490278560	2402012598	43.750	2401262195	750403	99.969	0.031

The Resolution no 10 & 11 are for the approval of Related Party Transaction, the related parties were duly identified and were not allowed to vote in the favour of resolution. HDFC Investment Ltd and HDFC Holdings Ltd, though not related parties, but part of the promoter group of the Bank, had abstained from voting as a good governance practise.



Resolution required: (Ordinary/Special)			Special (12) : To Issue Unsecured Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) on a private placement basis					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3)=\{(2)/(1)\} \times 100$	4	5	$(6)=\{(4)/(2)\} \times 100$	$(7)=\{(5)/(2)\} \times 100$
Promoter and Promoter Group	E-Voting		1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
Public - Institutions	E-Voting		2359600005	88.792	2358873604	726401	99.969	0.031
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	2657448352	2359600005	88.792	2358873604	726401	99.969	0.031
Public - Non Institutions	E-Voting		44057336	2.641	44040061	17275	99.961	0.039
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1668204374	44057336	2.641	44040061	17275	99.961	0.039
Total		5490278560	3568283175	64.993	3567539499	743676	99.979	0.021



Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 26th AGM of HDFC

BANK Limited held on Saturday July 18, 2020

To,

The Chairperson,

HDFC BANK Limited

26th Annual General Meeting of the Equity Shareholders of HDFC BANK Limited held on Saturday, July 18, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing at 2.00 PM IST

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "Applicable Circulars".

The Board of Directors of HDFC BANK Limited (*hereinafter referred to as the "Bank"*) at its meeting held on June 20, 2020 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended by the **"Applicable Circulars"** issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **Applicable Circulars**.

Report on Scrutiny:

- The Bank had appointed National Securities Depository Ltd. ('NSDL') as the **Service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Bank and for voting electronically at the meeting.
- Datamatics Business Solutions Ltd (formerly Datamatics Financial Services Ltd) are the Registrar and Share Transfer Agents ('RTA') of the Bank.
- The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 26th Annual General Meeting ('AGM') of the Bank, which was held on Saturday, July 18, 2020.



- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Bank had uploaded all the items of the business to be transacted at the AGM on the website of the Bank and also its Service Provider and also on the websites of Stock Exchanges Viz BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL the service provider .
- The internal cut-off date for the dispatch of the Notice of the AGM was June 19, 2020 and as on that date, there were 14,67,690 Members of the Bank. As mentioned in the **Applicable Circulars**, the service provider had sent the Notices of the AGM along with Integrated Annual Report and E-voting details by email to 13,27,123 Members constituting 90.42% of the total members, whose email id was made available by the Depositories. For those Members whose email id was not available, or holding in physical form, who had not registered their email id with the RTA the Notices could not be sent. The Bank had advertised in the newspapers, asking those members who have not provided their email id to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM. In addition, as a matter of good gesture, arrangements were made by the Bank with the service provider to send the Notices in multiple tranches to those members who have acquired the shares from the market subsequently till prior to the actual Cut-off date. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Saturday, **July 11, 2020**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Wednesday, July 15, 2020 at 9.00 A.M. to Friday, July 17, 2020 at 5:00 P.M.**
- The Bank completed the dispatch of the notices by email to the members by June 24, 2020.
- As prescribed in clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the **Applicable Circulars**, the Bank had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Business Standard' newspaper having country-wide circulation dated June 22, 2020 and in Marathi in 'Navshakti' newspaper dated June 22, 2020. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular.



- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper having country-wide circulation dated June 25, 2020 and in Marathi in 'Navshakti' newspaper dated June 25, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on July 17, 2020 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the 26th AGM of the Bank held through VC / OAVM means, on Saturday July 18, 2020, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to record their votes.
- On July 18, 2020, after tabulating the votes cast electronically through the system provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. R Mahesh and Ms. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After unblocking the votes cast, the total votes cast both through remote e-voting and by voting through electronic means at the AGM, were consolidated and the final Scrutinizer's Report was prepared.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at the AGM by way of Electronic means are as under:

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	3,166	171	3,337
Total number of Shares held by them	357,01,21,756	2,79,786	357,04,01,542
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each of the Resolution		

Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. In respect of item nos. 10 and 11 which required approval of the shareholders where related party transactions were involved, the Related Parties were duly identified and were not allowed to vote in favour of the resolution or, in case they voted, the votes were treated as invalid. The voting by HDFC Investments Limited and HDFC Holdings Limited, though not related parties, but part of the promoter group of the Bank, had abstained from voting as a good governance practice.



ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the audited financial statements (standalone) of the Bank for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	350,41,68,446	99.999	6,338	0.001	6,62,26,758

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the audited financial statements (consolidated) of the Bank for the year ended March 31, 2020 and the Reports of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	350,41,75,026	99.999	6,308	0.001	6,62,20,208

Item 2 of Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

To confirm the Special Interim Dividend of Rs 5/- per equity share of the restwhile face value of Rs 2/- each fully paid-up for the financial year 2019-20, approved by the Board of Directors and already paid to the eligible shareholders

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	356,81,94,655	99.999	8,008	0.001	21,98,879

Item 3 of Notice stands passed with the requisite majority



IV) Item No. 4 of the Notice (As an Ordinary Resolution):

To appoint a director in place of Mr. Kaizad Bharucha (DIN 02490648) who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	355,84,26,972	99.765	83,99,093	0.235	35,75,477

Item 4 of Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As an Ordinary Resolution):

To approve the fees / remuneration of the Statutory Auditors M/s MSKA & Associates, Chartered Accountants

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	356,81,71,361	99.999	27,947	0.001	22,02,234

Item 5 of Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

To ratify the additional fees / remuneration to the Statutory Auditors, M/s MSKA & Associates, Chartered Accountants

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	356,81,51,948	99.999	45,744	0.001	22,03,850

Item 6 of Notice stands passed with the requisite majority



SPECIAL BUSINESS**VII) Item No. 7 of the Notice (As a Special Resolution):**

To appoint Mr. Malay Patel (DIN 06876386) as an Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	355,70,24,439	99.833	59,37,543	0.167	74,39,560

Item 7 of Notice stands passed with the requisite majority

VIII) Item No.8 of the Notice (As an Ordinary Resolution):

To approve the re-appointment of Mr. Kaizad Bharucha (DIN 02490648) as an Executive Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	355,91,19,640	99.784	77,07,638	0.216	35,74,264

Item 8 of Notice stands passed with the requisite majority

IX) Item No. 9 of the Notice (As an Ordinary Resolution):

To appoint Ms. Renu Karnad (DIN 00008064) as a Non-Executive Director.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	310,84,73,117	88.499	40,39,72,511	11.501	5,79,55,914

Item 9 of Notice stands passed with the requisite majority



X) Item No. 10 of the Notice (As an Ordinary Resolution):

To ratify and approve the related party transactions with Housing Development Finance Corporation Limited

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid /Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	240,12,69,779	99.969	7,49,277	0.031	116,83,82,486

Item 10 of Notice stands passed with the requisite majority (Refer Note 2)

XI) Item No. 11 of the Notice (As an Ordinary Resolution):

To ratify and approve the related party transactions with HDB Financial Services Limited

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid / Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	240,12,62,195	99.969	7,50,403	0.031	116,83,88,944

Item 11 of Notice stands passed with the requisite majority (Refer Note 2)

XII) Item No.12 of the Notice (As a Special Resolution):

To Issue Unsecured Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) on a private placement basis

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	356,75,39,499	99.979	7,43,676	0.021	21,18,367

Item12 of Notice stands passed with the requisite majority



voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Bank. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairperson signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)

Place: Mumbai

Date: July 18, 2020

The following were the witnesses to the unblocking the votes cast through remote e-voting.

1. Mr. R Mahesh

A handwritten signature in blue ink, appearing to be 'R Mahesh'.

2. Ms. Saroj Narasimhan

A handwritten signature in blue ink, appearing to be 'Saroj Narasimhan'.

I have received the report:

Signature sd/-

Santosh Haldankar

Sr. Vice President (Legal) & Company Secretary)



Place: Mumbai

Date: July 18, 2020