

July 16, 2022

BSE Limited

Dept of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
Scrip Code - 500180

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza
Bandra Kurla Complex,
Mumbai 400 051
Symbol – HDFCBANK

Dear Sir,

Sub: Proceedings / Outcome of the 28th Annual General Meeting (“AGM”) of HDFC Bank Limited (“the Bank”)

We wish to inform you that the 28th AGM of the Bank was held on July 16, 2022 at 02:30 p.m. (IST) through video-conferencing (VC) means.

Please find enclosed herewith the following disclosures pertaining to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”):

1. Proceedings of the 28th AGM as Annexure A and
2. Disclosures under Schedule III of the SEBI Listing Regulations as Annexure B

Please be informed that, pursuant to Regulation 44 of the SEBI Listing Regulations, the Bank has disclosed the combined results of e-voting, along with the Scrutinizer’s report, to the stock exchanges. All resolutions were passed with requisite majority.

You are requested to kindly take the same on your records.

Thanking you,

Yours truly,

For HDFC Bank Limited

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

Encl: a/a

Annexure A

Proceedings of the 28th AGM of the Bank

The 28th AGM of the Bank was held on July 16, 2022 at 02:30 p.m. (IST). In compliance with the applicable provisions, the Bank had provided two-way video-conferencing facility and one-way live webcast of the proceedings of the AGM.

Mr. Atanu Chakraborty, Part-time Chairman of the Board of the Bank, chaired the meeting.

The Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the meeting. The representatives of the joint Statutory Auditors, Secretarial Auditors and legal counsel of the Bank, were also present at the meeting.

At the outset, Mr. Santosh Haldankar, the Company Secretary of the Bank welcomed the members to the AGM. He confirmed that the requisite quorum was present and stated that the Bank had received three (3) corporate representations for 1,16,46,25,834 equity shares aggregating to 20.97% of the total voting share capital of the Bank.

The Company Secretary further informed the members that the joint Statutory Auditors and Secretarial Auditors had issued unqualified Audit Reports and pursuant to the applicable provisions of the Companies Act, 2013 and the Secretarial Standards, he stated that the Audit Reports and the Notice of the AGM would be taken as read.

Thereafter, the Chairman addressed the members of the Bank with a brief speech wherein he apprised them, inter alia, about the macro-economy, economic outlook, the Bank's performance, growth drivers, technological resilience, ESG-related activities, and people-oriented initiatives.

The following items as stated in the Notice of 28th AGM were proposed for consideration:

Item No.	Particulars of the Resolutions	Type of Resolution
	Ordinary Business:	
1	To receive, consider and adopt the audited financial statements (standalone) of the Bank for the financial year ended March 31, 2022 along with the Reports of the Board of Directors and Auditors thereon	Ordinary
2	To receive, consider and adopt the audited financial statements (consolidated) of the Bank for the financial year ended March 31, 2022 along with the Report of Auditors thereon	Ordinary
3	To declare dividend on Equity Shares	Ordinary
4	To appoint a director in place of Mrs. Renu Karnad (DIN 00008064), who retires by rotation and being eligible, offers herself for re-appointment	Ordinary
5	To appoint joint statutory auditors and to fix their overall audit fees	Ordinary
6	To approve the payment of additional audit fees to MSKA & Associates, Chartered Accountants, and M.M. Nissim & Co. LLP, Chartered	Ordinary

	Accountants, collectively joint statutory auditors for FY 2021-22	
	Special Business:	
7	To approve the re-appointment of Mrs. Renu Karnad (DIN 00008064) as a Non-Executive Director of the Bank	Ordinary
8	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	Special

The Chairman thereafter invited the shareholders to put forth their observations and seek clarifications, if any, relating to the annual financial statements, the Integrated Annual Report for FY 2021-22 and matters related thereto.

Some of the shareholders, attending the meeting through video-conferencing means, expressed their views / sought clarifications on various aspects such as financial statements, future plans including branch network, CSR & ESG initiatives, employee welfare, etc. After hearing from the speaker shareholders as above, the Chairman and Mr. Sashidhar Jagdishan, Managing Director & Chief Executive Officer, responded to their queries and provided clarifications.

The Chairman reiterated that the e-voting facility was also available until thirty (30) minutes after the conclusion of the AGM, to those shareholders who had not already voted by means of remote e-voting. He further stated that Mr. B. Narasimhan, M/s. B. N. & Associates, Practising Company Secretaries had been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

The Chairman then stated that the results of the remote e-voting and e-voting at the 28th AGM, together with the Scrutinizer's report, will be disclosed to the stock exchanges and displayed on the website of the Bank within two (2) working days.

The Chairman thanked the shareholders for joining the 28th AGM of the Bank and concluded the meeting at 7.15 p.m. (IST).

For HDFC Bank Limited

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

Annexure B**Disclosure of Material Events under Schedule III of the SEBI Listing Regulations**

1. Appointment of Price Waterhouse LLP, Chartered Accountants (ICAI Firm Registration No. 301112E/E300264) as joint statutory auditors of the Bank and fixing the overall audit fees of the joint statutory auditors
2. Re-appointment of Mrs. Renu Karnad (DIN 00008064) as a Non-Executive Director of the Bank
3. Approval of shareholders was obtained for the issue of 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 of an amount in aggregate not exceeding ₹50,000 crores

For HDFC Bank Limited**Santosh Haldankar****Sr. Vice President (Legal) & Company Secretary**