

June 11, 2020

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400001

**National Stock Exchange of India
Limited**
Listing Department
Exchange Plaza,
Bandra-Kurla Complex
Mumbai 400051

**Sub: Annual Secretarial Compliance Report of the Bank for the year ended March 31,
2020 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 ("Listing Regulations")**

Dear Sir,

Pursuant to the applicable provisions of Listing Regulations read with SEBI Circular dated February 8, 2019, we attach herewith the Annual Secretarial Compliance Report of the Bank for the year ended March 31, 2020.

This is for your information and appropriate dissemination.

For HDFC Bank Limited

Sd/-

Santosh Haldankar
Senior Vice President- Legal & Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF HDFC BANK LIMITED FOR THE YEAR
ENDED MARCH 31, 2020**

To
The Board of Directors
HDFC Bank Limited ("the Bank")

We, BNP & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by HDFC Bank Limited ("the Bank"),
 - (b) the filings/ submissions made by the Bank to the stock exchanges,
 - (c) website of the Bank,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (g) The Securities and Exchange Board of India (Merchant Bankers) Regulations,



1992;

(h) The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994;

(i) The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The Bank has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(b) The Bank has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the Bank/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



(d) The Bank has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

(e) The Bank has complied with the points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/ supplemental letter issued to the Statutory Auditors.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No: 637/2019



B. Narasimhan
Partner
FCS 1303 / CP No. 10440
UDIN: F001303B000331039

Place: Mumbai
Date: June 10, 2020