

May 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
Scrip Code: HDFCBANK

Dear Sir,

Sub: Result of the Postal Ballot and e-voting on resolutions of HDFC Bank Limited

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the results of the e-voting pursuant to the Postal Ballot of the Bank, for all resolutions as specified in the Postal Ballot Notice dated March 28, 2022.

Period of Postal Ballot	April 15, 2022 to May 14, 2022
Total no. of shareholders as on the cut-off date	22,34,937

All the resolutions placed through the Postal Ballot were passed with the requisite majority. The resolutions are deemed as passed on the last date of the e-voting period, i.e. Saturday, May 14, 2022.

The Report of the Scrutinizer viz., M/s. BN & Associates, is enclosed herewith.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For HDFC Bank Limited

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

Encl: a/a

HDFC BANK LTD - VOTING RESULTS OF POSTAL BALLOT-2022

Date of declaration of result of Postal Ballot	16th May, 2022
Total number of shareholders on cut off date (08.04.2022)	2234937
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Resolution required: (Ordinary/Special)			Special (01) : Approval and adoption of Employee Stock Incentive Plan 2022.					
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
Public - Institutions	E-Voting		2541203497	93.286	2125348424	415855073	83.636	16.364
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		2724100801	2541203497	93.286	2125348424	415855073	83.636
Public - Non Institutions	E-Voting		23439957	1.415	23021284	418673	98.214	1.786
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1656814341	23439957	1.415	23021284	418673	98.214
Total		5545540976	3729269288	67.248	3312995542	416273746	88.838	11.162



SCUTINIZER'S REPORT

May 16, 2022

To,
The Chairman
HDFC Bank Limited
HDFC Bank House,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013.

Sub: HDFC Bank Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results

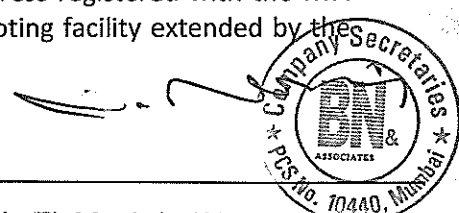
The Board of Directors of HDFC Bank Limited (*hereinafter referred to as "the Bank"*) at their meeting held on March 28, 2022, have appointed me as the Scrutinizer to scrutinize the Postal Ballot e-voting process in a fair and transparent manner in respect of all the Resolutions as stated in the Postal Ballot Notice dated March 28, 2022 (the "**Postal Ballot Notice**").

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and other applicable laws and regulations, and the guidelines prescribed by the Ministry of Corporate Affairs (the "**MCA**"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (the "**MCA Circulars**") in view of COVID-19 pandemic the special businesses mentioned in the Postal Ballot Notice dated March 28, 2022, were proposed to be passed by the Members of HDFC Bank Limited through Postal Ballot via remote electronic voting (e-voting) only. The Bank had, accordingly, provided facility of e-voting to all Members of the Bank to enable them to cast their votes electronically on the special businesses mentioned in the Notice.

The Bank has engaged the services of National Securities Depositories Ltd, as the Electronic Voting Service Provider ("**NSDL**" or "**EVSP**") who had made necessary arrangements to facilitate e-voting by the shareholders of the Bank on their website at www.evoting.nsdl.com. Datamatics Business Solutions Limited are the Registrar and Share Transfer Agents for the Bank (the "**RTA**").

Accordingly, the Bank had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their votes, in electronic form only to all those Members who had registered their e-mail addresses with the Bank / RTA / Depository Participants, as on Friday April 8, 2022 (being the cut-off date for this purpose). The communication of the assent or dissent of the Members was sought through the e-voting system only.

In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the shareholders to get their email address registered with the RTA prior to the cut-off date so that they could also participate in the e-voting facility extended by the Bank.



The Bank and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. www.hdfcbank.com and www.evoting.nsdl.com and Electronic Voting Sequence Number "119673." ('EVSN') was generated for casting the votes through e-voting mode. The Bank and the EVSP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder and the MCA Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on or before April 11, 2022 through e-mail to all the Members of the Bank who had registered their e-mail addresses as on April 8, 2022.

The Management of the Bank is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the Notice, based on the data generated from the e-voting system provided by EVSP.

I report that the Postal Ballot Notice was sent through e-mail to 21,31,322 members whose email address was registered with the Bank / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 22,34,937. The e-voting period commenced from Friday, April 15, 2022 from 9.00 a.m. IST and ended on Saturday, May 14, 2022 at 5.00 p.m. IST. In respect of 1,03,615 members whose email addresses were not available, a Public Notice with regard to the Postal Ballot Notice was published on April 13, 2022 in "Business Standard" English Newspaper, and in "Navshakti", Marathi Newspaper (Mumbai edition) providing requisite information and contact details of the EVSP and the RTA for registering email addresses and addressing queries on e-voting.

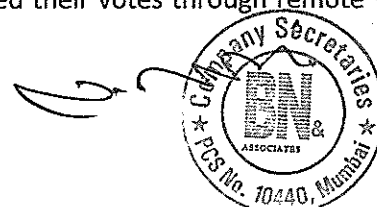
The item for which approval of the Members of the Bank was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	As a Special Resolution	Approval and adoption of Employee Stock Incentive Plan 2022

SUMMARY OF VOTES CAST

The E-voting process concluded at 5 p.m. IST on Saturday, May 14, 2022. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as the Scrutinizer in the presence of Ms. Saroj Narasimhan and Mr. R Mahesh witnesses, not in employment of the Bank, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the Members were duly compiled by NSDL. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL from their website were duly scrutinized.

On scrutiny, I report that out of 22,34,937 . Members holding shares as on the cut-off date, i.e. April 8, 2022, 12,412 Members holding 374,20,95,251 shares have exercised their votes through remote



E-voting. The details of Postal Ballot results for the special businesses placed for consideration and approval of the Members is given below:

Item No 1: As a Special Resolution

Total no. of Members	22,34,937		
Total no. of Equity Shares	554,55,40,976		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Friday April 15, 2022 till 5.00 p.m. IST on Saturday May 14, 2022		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	12412	374,20,95,251
Less: Invalid E-voting <i>abstained/less voted</i> * refer note below	B	-	1,28,25,963
Net E-voting (A-B) considered valid	C	12412	372,92,69,288

NOTE:

1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot
2. Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

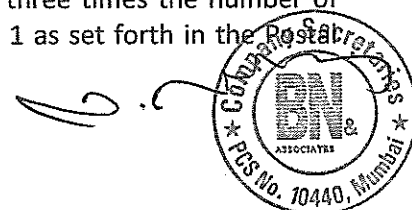
Summary of E-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	116,46,25,834	116,46,25,834	100.00	116,46,25,834	Nil	100.00	Nil
Public-Institutional holders	272,41,00,801	254,12,03,497	93.286	212,53,48,424	41,58,55,073	83.636	16.364
Public-others	165,68,14,341	2,34,39,957	1.415	2,30,21,284	4,18,673	98.214	1.786
Total	554,55,40,976	372,92,69,288	67.248	331,29,95,542	41,62,73,746	88.838	11.162

Percentage of votes cast in Favour: 88.838 Percentage of votes cast Against: 11.162

RESULTS: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 1 as set forth in the



Ballot Notice dated March 28, 2022 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Saturday, May 14, 2022.

I further report that as per the Postal Ballot Notice dated March 28, 2022 and the Board Resolution dated March 28, 2022, the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, within two working days of the closure of the remote e-voting. The result of the Postal Ballot will be displayed on the website of the Bank www.hdfcbank.com and on the website of NSDL www.evoting.nsdl.com. The results shall also be forwarded to the Stock Exchanges and hosted on the websites of BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of the Bank are listed and at the Registered Office of the Bank.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Bank.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Bank.

Thanking you,

Yours faithfully

For BN & Associates
Company Secretaries

CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)



Place: Mumbai
Date: May 16, 2022
UDINNO: F001303 D000324164

The following were the witnesses to the unblocking of the votes on May 14, 2022

A handwritten signature in black ink, appearing to read "Saroj Narasimhan".

1. Saroj Narasimhan
Received the Report

A handwritten signature in black ink, appearing to read "R Mahesh".

2. R Mahesh

For HDFC Bank Limited

A handwritten signature in black ink, appearing to read "Santosh Haldankar".

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

