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HDFC Bank Limited  
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Opp. Race Course Gate 5 & 6,  
Keshavrao Khadye Marg,  
Mahalaxmi, Mumbai - 400034.  
Tel.: 022-39760001 / 0012 / 0556 / 0542

January 20, 2018

**BSE Limited**

Dept of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001  
Fax No. 022-22722037 /39 /41

**The National Stock Exchange of India Limited**

The Listing Department  
Exchange Plaza  
Bandra Kurla Complex,  
Mumbai 400 051  
Fax No. 022-26598237 / 38/ 66418124/25/26

Dear Sir,

**Sub: Proceedings/ Outcome of the Extra-Ordinary General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

We wish to inform you that the Extra-Ordinary General Meeting (EGM) of the Bank was held January 19, 2018 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai- 400020.

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the proceedings of the EGM.

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 overwhelming majority.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For HDFC Bank Limited

Sanjay Dongre

Executive Vice President (Legal) & Company Secretary



**Proceedings of the EGM:**

The EGM of the Bank was held on January 19, 2018 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai- 400020.

Mrs. Shyamala Gopinath, Chairperson, chaired the meeting.

All Directors of the Bank, except Mrs. Renu Karnad and Mr. A. N. Roy were present at the meeting.

The requisite quorum having been present, the Chairperson, Mrs. Shyamala Gopinath called the meeting to order and welcomed the shareholders to the Bank's EGM. Mrs. Shyamala Gopinath stated that the Bank had received 4 proxies for 1,14,74,781 equity shares aggregating to 0.44% of the total voting share capital of the Bank.

Mrs. Gopinath proceeded to update the shareholders on the rationale, mode, manner and details of the proposed capital raising by the Bank. Since the Bank had declared the unaudited financial results for the third quarter ended 31<sup>st</sup> December, 2017 prior to the EGM, Mr. Paresh Sukthankar, Deputy Managing Director, updated the shareholders in brief on the financial performance of the Bank for quarter ended 31<sup>st</sup> December, 2017.

Mrs. Shyamala Gopinath informed the shareholders that the facility for remote e-voting on all the resolutions as set out in the Notice of the EGM had been provided to the shareholders. She also informed that voting by electronic means was also made available at the EGM venue to those shareholders who had not already voted by means of remote e-voting. Mrs. Gopinath further informed 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 and that he was present at the meeting.

The following items as stated in the Notice of EGM were then taken up for consideration:

Item no.	Resolutions
1.	Raising of funds through Issue of equity shares and/or equity shares through depository receipts and/or convertible securities
2.	Approval of Related Party Transaction
3.	Preferential Allotment of Equity Shares

The above resolutions were proposed and seconded for voting by various shareholders.

The Chairperson thereafter invited the shareholders to put forth their views and seek clarifications, if any, relating to the above items of business.

Some of the shareholders present at the meeting expressed their views/sought clarifications on the proposed capital raising by the Bank, the rationale, details, etc. After hearing from the speaker shareholders as above, the Chairperson and the Managing Director responded to their observations and provided clarifications.

The Chairperson then informed that the results of the remote e-voting and e-voting at the EGM, together with the Report of the Scrutinizers thereon, will be disclosed to the Stock Exchanges and displayed on the website of the Bank within 48 hours.

The Chairperson thanked the shareholders for attending the EGM of the Bank and declared the meeting as concluded.

