



We understand your world

CIN : L65920MH1994PLC080618
E-mail : shareholder.grievances@hdfcbank.com
Website : www.hdfcbank.com

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

19th January, 2018

BSE Limited
Dept of Corporate Services
PhirozeJeejeebhoy 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
BandraKurla Complex,
Mumbai 400 051
Fax No. 022-26598237 / 38/ 66418124/25/26

Sub: Result of the e-voting at the Extra Ordinary General Meeting (EGM) and remote e-voting on resolutions of the Bank

Dear Sir,

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the results of the e-voting at the EGM of the Bank held today, as well as the results of the remote e-voting conducted for all resolutions as specified in the Notice of the EGM dated 20th December, 2017.

Date of the EGM	19 th January, 2018
Total no. of shareholders as on the record date	514140
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter Group	3
b) Public	175
No. of shareholders who attended the meeting through video conferencing:	
a) Promoters and Promoter Group	NIL
b) Public	NIL

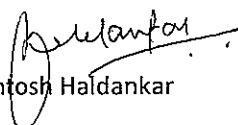
All the resolutions at the EGM were passed with overwhelming majority. The Report of M/s. BN & Associates, Scrutinizers, is enclosed herewith.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For HDFC Bank Limited


Santosh Haldankar

Vice President- Legal & Secretarial

Encl: a/a.



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HDFC BANK LTD - EGM Date 19th JAN, 2018

Date of the EGM	19th JAN, 2018
Total number of shareholders on record date	514140
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group:	3
Public:	175
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/Special)		Special (1) Raising of funds through issue of equity shares and/or equity shares through Depository Receipts and/or Convertible Securities						
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
	E-Voting	1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
	Poll		538523542	99.136	538523542	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	543216100	538523542	99.136	538523542	0	100.000	0.000
Promoter and Promoter Group	E-Voting		1010763902	85.920	1002279670	8484232	99.161	0.839
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1176397884	1010763902	85.920	1002279670	8484232	99.161	0.839
Public - Institutions	E-Voting		77695072	8.925	77692983	2089	99.997	0.003
	Poll		468630	0.054	468630	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	870509633	78163702	8.979	78161613	2089	99.997	0.003
Public - Non Institutions		2590123617	1627451146	62.833	1618964825	8486321	99.479	0.521
Total								





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HDFC BANK LTD - EGM Date 19th JAN, 2018

Ordinary (2) Approval of Related Party transaction

Resolution required: (Ordinary/Special)		YES									
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 (3)={(2)/(1)}*100	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled (6)={(4)/(2)}*100	% of Votes against on votes Polled (7)={(5)/(2)}*100			
	E-Voting	1	2	27.614	4	5	100.000				
	Poll		150005000	0.000	150005000	0	0.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
Promoter and Promoter Group *	Total	543216100	150005000	27.614	150005000	0	100.000	0.000			
	E-Voting		1008383614	85.718	1005244342	3139272	99.689	0.311			
	Poll		0	0.000	0	0	0.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
Public - Institutions	Total	1176397884	1008383614	85.718	1005244342	3139272	99.689	0.311			
	E-Voting		76889967	8.833	76804500	85467	99.889	0.111			
	Poll		468630	0.054	468630	0	100.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
Public - Non Institutions	Total	870509633	77358597	8.887	77273130	85467	99.890	0.110			
Total		2590123617	1235747211	47.710	1232522472	3224739	99.739	0.261			

* - Votes were cast by HDFC Holdings Limited and HDFC Investments Limited, belonging to the Promoter Group but not considered as Related Party as per SEBI Regulations



HDFC BANK LTD - EGM Date 19th JAN,2018

Resolution required: (Ordinary/Special)		Special (3) Preferential Allotment of equity shares									
Whether promoter/ promoter group are interested in the agenda/resolution?		YES									
Category	Made 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	$(3)=\frac{(2)}{(1)}*100$	4	5	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$			
Promoter and Promoter Group *	E-Voting		150005000	27.614	150005000	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	543216100	150005000	27.614	150005000	0	100.000	0.000			
Public - Institutions	E-Voting		1009011452	85.771	1005724989	3286463	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	1176397884	1009011452	85.771	1005724989	3286463	99.674	0.326			
Public - Non Institutions	E-Voting		768900007	8.833	76834338	55669	99.928	0.072			
	Poll		468630	0.054	468630	0	100.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	870509633	77358637	8.887	77302968	55669	99.928	0.072			
	Total	2590123617	1236375089	47.734	1233032957	3342132	99.730	0.270			

* - Votes were cast by HDFC Holdings Limited and HDFC Investments Limited, belonging to the Promoter Group but not considered as Related Party as per SEBI Regulations



**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the Extra-Ordinary
General Meeting of HDFC BANK Limited held on January 19, 2018**

To,
The Chairperson,
HDFC BANK Limited

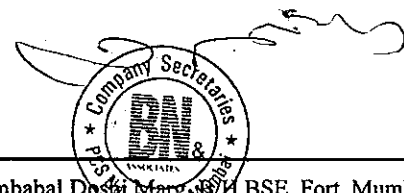
Extra-Ordinary General Meeting of the Equity Shareholders of HDFC BANK Limited held on Friday ,
January 19, 2018 at 02.30 P.M. at BIRLA MATUSHRI SABHAGAR, 19, NEW MARINE LINES MUMBAI -
400020

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 Board of Directors of HDFC BANK Limited (*hereinafter referred to as the "Bank"*) at its meeting held on December 20, 2017 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the venue of the Extra-Ordinary General Meeting (EGM) 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. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Bank had appointed Central Depository Services (India) Ltd. ('CDSL') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Bank.
- Datamatics Business Solutions Ltd (Formerly known as 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 on all the items of the business sought to be transacted in the Extra-Ordinary General Meeting ("EGM") of the Bank, which was held on Friday, January 19, 2018.
- The Service Provider had set up electronic voting facility on their website, www.evotingindia.com. The Bank had uploaded all the items of the business to be transacted at the EGM on the website of the Bank and also its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.



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C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai Dasta Marg, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

- The internal cut-off date for the dispatch of the Notice of the EGM was December 15, 2017 and as on that date, there were 505774 Members of the Bank. The service provider had sent the Notices of the EGM along with E-voting details by email to 359853 Members whose email Id was made available by the Depositories and for those Members, holding in physical form, who had registered their email Id with the RTA by December 26, 2017. In respect of Members, whose Email Ids were not available, the Notices were sent by /speed post to 34592 holders/ registered post to 111329 holders by December 26, 2017
- The Notices sent (both through email and physical form) 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.
- 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 **Friday , January 12, 2018**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Tuesday, January 16, 2018 at 09.30 A.M. to Thursday, January 18, 2018 at 5:00 P.M.**
- The Bank completed the dispatch of the notices to the members by December 26, 2017.
- 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 EGM in English in 'Business Standard' newspaper having country-wide circulation dated December 28, 2017 and in Marathi in 'Navshakti' newspaper dated December 28, 2017. 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 January 18, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the EGM of the Bank held on January 19, 2018, the facility to vote electronically through polling pads has been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On January 19, 2018, after tabulating the votes conducted at the venue of the EGM electronically, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms.Rishi Jaiswal and Ms.Gouri Patkar who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

After the voting by electronic means at the EGM was concluded, the polling pads were taken over by the service provider and the votes cast electronically was tabulated for the purpose of considering the total votes cast by the shareholders at the venue of the meeting.

- 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 venue of the EGM, the details of which are as follows:



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

Details	Remote E-voting	Voting through electronic means at EGM	Total voting
Number of members who cast their votes	1586	100	1686
Total number of Shares held by them	1632240560	468630	1632709190
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		

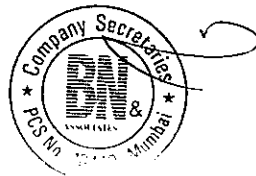
Note:

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 venue of the EGM.
2. As per the applicable provisions of the Banking Regulation Act 1949 and the RBI's Master Direction - Ownership in Private Sector Banks, Directions, 2016 issued on 12th May 2016, the voting rights of a shareholder of a Banking Company are restricted to 15% of the total voting rights in the said company. Housing Development Finance Corporation Limited (HDFC Ltd.), one of the promoter, is holding 393211100 shares in its name, which constitutes 15.18% of the paid up Capital of the Bank. Accordingly the votes cast by this entity for the purpose of valid votes cast is being restricted to 388518542 shares being 15% of the total paid up Capital of the Bank.
3. In respect of item nos. 2 and 3 which required approval of the shareholders where related party transactions and Preferential allotment to the Promoter, the Related Parties were duly identified and were not allowed to vote or, in case they voted, the votes were treated as invalid.

ORDINARY BUSINESS

- 1) Item No. 1 of the Notice (As a Special Resolution):

Raising of Funds through issue of equity shares and/or equity shares through depository receipts and/or convertible securities



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1618496195	99.478	8486321	0.522	5258044
E-voting at the EGM	468630	100.00	Nil	Nil	Nil
TOTAL	1618964825	99.479	8486321	0.521	5258044

Item 1 of Notice stands passed with the requisite majority

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

Approval of Related Party Transaction

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1232053842	99.739	3224739	0.261	396961979
E-voting at the EGM	468630	100.00	Nil	Nil	Nil
TOTAL	1232522472	99.739	3224739	0.261	396961979

Item 2 of Notice stands passed with the requisite majority

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

Preferential Allotment of Equity Shares

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	
Remote E-voting	1232564327	99.730	3342132	0.270	396334101
E-voting at the EGM	468630	100.00	Nil	Nil	Nil
TOTAL	1233032957	99.730	3342132	0.270	396334101

Item 3 of Notice stands passed with the requisite majority



All the Resolutions mentioned in the EGM Notice dated December 20, 2017 as per the details above stands passed under Remote E-voting and voting conducted at EGM Electronically with the requisite majority and hence deemed to be passed as on the date of the EGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically in respect of the votes cast through Remote E-Voting and voting conduct at EGM 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: January 19, 2018

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

1. Ms. Rishi Jaiswal

2. Ms. Gouri Patkar

I have received the report:

Signature

Santosh Haldaekar
Vice President Legal & Secretarial

Place: Mumbai
Date: January 19, 2018