

24th July, 2017

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

Sub: Result of the e-voting at the 23rd Annual General Meeting (AGM) 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 23rd AGM 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 23rd AGM dated 29th May, 2017.

Date of the 23 rd AGM	24 th July, 2017
Total no. of shareholders as on the record date	485627
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter Group	3
b) Public	327
No. of shareholders who attended the meeting through video conferencing:	
a) Promoters and Promoter Group	NIL
b) Public	NIL

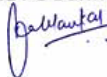
All the resolutions at the AGM were passed with overwhelming majority. The Report of M/s. BN & Associates, Scrutinizers, is enclosed herewith.

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.





We understand your world

HDFC BANK LTD - AGM Date 24th July, 2017

Date of the AGM/EGM	24th July, 2017
Total number of shareholders on record date	485627
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	3
Public:	327
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/Special)

Ordinary (1) To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Bank for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

NO

Whether promoter/ promoter group are interested in the agenda/resolution?

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	$(3)=\frac{(2)}{(1)} \times 100$	4	5	$(5)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
Promoter and Promoter Group	Total	543216100	536087497	98.688	536087497	0	100.000	0.000
	E-Voting		991954813	84.760	991954813	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
Public - Institutions	Total	1170303683	991954813	84.760	991954813	0	100.000	0.000
	E-Voting		40433916	4.700	40433901	15	100.000	0.000
	Poll		120016	0.014	116516	3500	97.084	2.916
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
Public - Non Institutions	Total	860363534	40553932	4.714	40550417	3515	99.991	0.009
Total		2573883317	1568596242	60.940	1568592727	3515	99.999	0.001



Resolution required: (Ordinary/Special)		Ordinary (2) To declare dividend on equity shares.						
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 (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes Polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	1	2	98.688	536087497	5	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	536087497	98.688	536087497	0	100.000	0.000
Public - Institutions	E-Voting		992151056	84.777	992151056	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	1170303683	992151056	84.760	992151056	0	100.000	0.000
Public - Non Institutions	E-Voting		40434368	4.700	40434126	242	99.999	0.000
	Poll		120016	0.014	116516	3500	97.084	2.916
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	860363534	40554384	4.714	40550642	3742	99.991	0.009
Total		2573883317	1568792937	60.940	1568789195	3742	99.999	0.001



Resolution required: (Ordinary/Special)		Ordinary (3) To appoint a director in place of Mr. Paresh Sukthankar (DIN 01843099), who retires by rotation and, being eligible, offers himself for re-appointment.									
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			
Promoter and Promoter Group	E-Voting	1	2	$(3)=\{(2)/(1)\} \times 100$	4	5	$(6)=\{(4)/(2)\} \times 100$	$(7)=\{(5)/(2)\} \times 100$			
	Poll		536087497	98.688	536087497	0	100.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	543216100	536087497	98.688	536087497	0	100.000	0.000			
	E-Voting		992151056	84.777	967772177	24378879	97.543	0.000			
Public - Institutions	Poll		0	0.000	0	0	0.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	1170303683	992151056	84.760	967772177	24378879	100.000	0.000			
	E-Voting		40433758	4.700	40423498	10260	99.975	0.000			
Public - Non Institutions	Poll		120016	0.014	116516	3500	97.084	2.916			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	860363534	40553774	4.714	40540014	13760	99.966	0.034			
Total		2573883317	1568792327	60.940	1544399688	24392639	98.445	1.555			



Paresh Sukthankar

Resolution required: (Ordinary/Special)		Ordinary (4) To appoint a director in place of Mr. Kaizad Bharucha (DIN 02490648), who retires by rotation and, being eligible, offers himself for re-appointment.						
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 (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
Promoter and Promoter Group	E-Voting Poll	1	2	98.688	536087497	5	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	543216100	536087497	98.688	536087497	0	100.000	0.000
	E-Voting Poll		0	0.000	776642098	209988662	78.717	0.000
Public - Institutions	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	1170303683	986630760	84.760	776642098	209988662	100.000	0.000
	E-Voting Poll		40433758	4.700	40423505	10253	99.975	0.000
	Postal Ballot (If Applicable)		120016	0.014	116516	3500	97.084	2.916
Public - Non Institutions	Total	860363534	40553774	4.714	40540021	13753	99.966	0.034
	Total	2573883317	1563272031	60.940	1353269616	210002415	86.565	13.434



Ballant

Resolution required: (Ordinary/Special)		Ordinary (5) Re-appointment and fixing of the remuneration of Statutory Auditors:									
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)={(2)/(1)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100			
	Poll		536087497	98.688	536087497	0	100.000	0.000			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
Promoter and Promoter Group	Total	543216100	536087497	98.688	536087497	0	100.000	0.000			
	E-Voting		992053815	84.769	991958729	95086	99.990	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			
Public - Institutions	Total	1170303683	992053815	84.760	991958729	95086	100.000	0.000			
	E-Voting		40433968	4.700	40424599	9369	99.977	0.000			
	Poll		120016	0.014	115516	3500	97.084	2.916			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
Public - Non Institutions	Total	860363534	40553984	4.714	40541115	12869	99.968	0.032			
Total		2573883317	1568695296	60.940	1568587341	107955	99.993	0.007			



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Resolution required: (Ordinary/Special)		Ordinary (6) To appoint Mr. Srikanth Nadhamuni (DIN 02551389) as a Director of the Bank.									
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 (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			
Promoter and Promoter Group	E-Voting	1	2	536087497	536087497	5	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	536087497	98.688	536087497	0	100.000	0.000			
Public - Institutions	E-Voting		978157529	83.582	953251409	24906120	97.454	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	1170303683	978157529	84.760	953251409	24906120	100.000	0.000			
Public - Non Institutions	E-Voting		40433758	4.700	40431414	2344	99.994	0.000			
	Poll		120016	0.014	115591	4425	96.313	3.687			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	860363534	40553774	4.714	40547005	6769	99.983	0.017			
Total		2573883317	1554798800	60.940	1529885911	24912889	98.398	1.602			



Signature

Resolution required: (Ordinary/Special)		Ordinary (7) To re-appoint Mr. Paresh Sukthankar (DIN 01843099), as Deputy Managing Director of the Bank.									
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 (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			
Promoter and Promoter Group	E-Voting	1	2	98.688	4	5	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	536087497	98.688	536087497	0	100.000	0.000			
Public - Institutions	E-Voting		975974282	83.395	975491209	483073	99.951	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	1170303683	975974282	84.760	975491209	483073	100.000	0.000			
Public - Non Institutions	E-Voting		40433758	4.700	40432665	1093	99.997	0.000			
	Poll		120016	0.014	116516	3500	97.084	2.916			
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	860363534	40533774	4.714	40549181	4593	99.989	0.011			
Total		2573883317	1552615553	60.940	1552127887	487666	99.969	0.031			



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Resolution required: (Ordinary/Special)		Ordinary (8) To re-appoint Mr. Kaizad Bharucha (DIN 02490648), as Executive Director of the Bank.						
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 (3)=[(2)/(1)]*100	No. of Votes in Favour	No. of Votes - Against	% of Votes in favour on votes Polled (5)=[(4)/(2)]*100	% of Votes against on votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1	2	98.688	4	5	100.000	0.000
	Poll		536087497	0.000	536087497	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	543216100	536087497	98.688	536087497	0	100.000	0.000
Public - Institutions	E-Voting		973143933	83.153	966284270	6859663	99.295	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	1170303683	973143933	84.760	966284270	6859663	100.000	0.000
Public - Non Institutions	E-Voting		40433738	4.700	40432645	1093	99.997	0.000
	Poll		120016	0.014	116516	3500	97.084	2.916
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	860363534	40553754	4.714	40549161	4593	99.989	0.011
Total		2573883317	1549785184	60.940	1542920928	6864256	99.557	0.443



Parvantal



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Resolution required: (Ordinary/Special)		Special (9) To re-appoint Mrs. Shyamala Gopinath (DIN 02362921) as a Part time Non Executive Chairperson and Independent Director of the Bank.						
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
Promoter and Promoter Group		1	2	$(3)=\frac{(2)}{(1)}*100$	4	5	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
	E-Voting		536087497	98.688	536087497	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	536087497	98.688	536087497	0	100.000	0.000
Public - Institutions	E-Voting		986773964	84.318	985720974	1052990	99.893	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	1170303683	986773964	84.760	985720974	1052990	100.000	0.000
	E-Voting		40433258	4.700	40430473	2785	99.993	0.000
Public - Non Institutions	Poll		120016	0.014	116516	3500	97.084	2.916
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	860363534	40553274	4.714	40545989	6285	99.985	0.015
Total		2573883317	1563414735	60.940	1562355460	1059275	99.932	0.068



Shyamala



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Resolution required: (Ordinary/Special)		Ordinary (10) To ratify and approve the related party transactions with Housing Development Finance Corporation Limited ("HDFC Limited") pursuant to applicable provisions.						
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	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group *	E-Voting	1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
	Poll		150005000	27.614	150005000	0	100.000	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		992069549	84.770	991972308	97241	99.990	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	1170303683	992069549	84.760	991972308	97241	100.000	0.000
Public - Non Institutions	E-Voting		40302718	4.684	40301976	742	99.998	0.000
	Poll		120016	0.014	116516	3500	97.084	2.916
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	860363534	40422734	4.698	40418492	4242	99.990	0.010
Total		2573883317	1182497283	60.940	1182395800	101483	99.991	0.009

* - 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



Signature

Resolution required: (Ordinary/Special)		Ordinary (11) To ratify and approve the related party transactions with HDB Financial Services Limited ("HDBFSL") pursuant to applicable provisions.									
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 Poll		150005000	27.614	150005000	0	100.000	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			
	E-Voting Poll		992069549	84.770	991972308	97241	99.990	0.000			
Public - Institutions	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000			
	Total	1170303683	992069549	84.760	991972308	97241	100.000	0.000			
	E-Voting Poll		40302118	4.684	40301438	680	99.998	0.000			
	Postal Ballot (If Applicable)		120016	0.014	116511	3505	97.080	2.920			
Public - Non Institutions	Total	860363534	40422134	4.698	40417949	4185	99.990	0.010			
	Total	2573883317	1182496683	60.940	1182395257	101426	99.991	0.009			



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Resolution required: (Ordinary/Special) Whether promoter/ promoter group are interested in the agenda/resolution?		Special {12} Raising of additional Capital						
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
Promoter and Promoter Group	E-Voting	1	2	98.688	536087497	5	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	536087497	98.688	536087497	0	100.000	0.000
	E-Voting		992089002	84.772	991563916	525086	99.947	0.000
Public - Institutions	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if Applicable)		0	0.000	0	0	0.000	0.000
	Total	1170303683	992089002	84.760	991563916	525086	100.000	0.000
	E-Voting		40432843	4.700	40431734	1109	99.997	0.000
	Poll		120016	0.014	115221	4795	96.005	3.995
Public - Non Institutions	Postal Ballot (if Applicable)		0	0.000	0	0	0.000	0.000
	Total	860363534	40552859	4.713	40546955	5904	99.985	0.015
	Total	2573883317	1568729358	60.940	1568198368	530990	99.966	0.034



Parvanta

Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 23rd AGM of HDFC

BANK Limited held on July 24, 2017

To,
The Chairperson,
HDFC BANK Limited

23rd Annual General Meeting of the Equity Shareholders of HDFC BANK Limited held on Monday, July 24, 2017 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 May 29, 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 AGM 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 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 (both Ordinary and Special businesses) sought to be transacted in the 23rd Annual General Meeting ('AGM') of the Bank, which was held on Monday, July 24, 2017.
- 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 AGM on the website of the Bank and also it's 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 Doshi Marg, B/H BSE, 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 AGM was June 16, 2017 and as on that date, there were 481741 Members of the Bank. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 326312 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 June 16, 2017. In respect of Members, whose Email Ids were not available, the Notices were sent by courier/speed post/ registered post/ airmail from June 22, 2017 to June 28, 2017. In respect of 32,415 cases, where the transmissions through email had failed, the Bank had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier/airmail by July 6, 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 **Monday, July 17, 2017**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Thursday, July 20, 2017 at 09.30 A.M. to Sunday, July 23, 2017 at 5:00 P.M.**
- The Bank completed the dispatch of the notices to the members by June 28, 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 AGM in English in 'Business Standard' newspaper having country-wide circulation dated June 29, 2017 and in Marathi in 'Navshakti' newspaper dated June 29, 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 July 23, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 23rd AGM of the Bank held on July 24, 2017, the facility to vote electronically 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 July 24, 2017, after tabulating the votes conducted at the venue of the AGM electronically, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Dheeraj Patil and Ms. Laveena Jindal 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 AGM 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 AGM, 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 AGM by way of Electronic means are as under:

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	1562	94	1656
Total number of Shares held by them	1576561132	120016	1576681148
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 AGM.
2. Break up votes cast through remote e-voting and through voting at the meeting electronically is given in a separate sheet attached.
3. 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 15.28% 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 386082497 shares being 15% of the total paid up Capital of the Bank.
4. In respect of item nos.10 and 11 which required approval of the shareholders where related party transactions were involved, 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

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Bank for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1568592727	99.999	3515	0.001	8084906

Item 1 of Notice stands passed with the requisite majority

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

Declaration of dividend on equity shares

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1568789195	99.999	3742	0.001	7888211

Item 2 of Notice stands passed with the requisite majority

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

To appoint a director in place of Mr. Paresh Sukthankar (DIN 01843099), who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1544399688	98.445	24392639	1.555	7888821

Item 3 of Notice stands passed with the requisite majority



IV) Item No. 4 of the Notice (As an Ordinary Resolution):

To appoint a director in place of Mr. Kaizad Bharucha (DIN 02490648), who retires by rotation and, being eligible, offers herself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1353269616	86.566	210002415	13.434	13409117

Item 4 of Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Re-appointment and fixing of the remuneration of Statutory Auditors:

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1568587341	99.993	107955	0.007	7985852

Item 5 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

To appoint Mr. Srikanth Nadhamuni (DIN 02551389) as a Director of the Bank

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1529885911	98.398	24912889	1.602	21882348

Item 6 of Notice stands passed with the requisite majority



VII) Item No. 7 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Paresh Sukthankar (DIN 01843099) as Deputy Managing Director of the Bank

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1552127887	99.969	487666	0.031	24065595

Item 7 of Notice stands passed with the requisite majority

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Kaizad Bharucha (DIN 02490648) as Executive Director of the Bank.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1542920928	99.557	6864256	0.443	26895964

Item 8 of Notice stands passed with the requisite majority

IX) Item No. 9 of the Notice (As a Special Resolution):

Re-appointment of Mrs. Shyamala Gopinath (DIN 02362921) as a Part time Non Executive Chairperson and an Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1562355460	99.932	1059275	0.068	13266413

Item 9 of Notice stands passed with the requisite majority



X) Item No. 10 of the Notice (As an Ordinary Resolution):

To ratify and approve the related party transactions with Housing Development Finance Corporation Limited ("HDFC Limited")

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1182395800	99.991	101483	0.009	394183865

Item 10 of Notice stands passed with the requisite majority

XI) Item No.11 of the Notice (As an Ordinary Resolution):

To ratify and approve the related party transactions with HDB Financial Services Limited ("HDBFSL")

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1182395257	99.991	101426	0.009	394184465

Item 11 of Notice stands passed with the requisite majority

XII) Item No. 12 of the Notice (As a Special Resolution):

Raising of additional Capital

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1568198368	99.966	530990	0.034	7951790

Item 12 of Notice stands passed with the requisite majority



All the Resolutions mentioned in the AGM Notice dated May 29, 2017 as per the details above and as per the break up provided in the annexure attached stands passed under Remote E-voting and voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

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 AGM 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

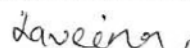
Date: July 24, 2017

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

1. Mr. Dheeraj Patil



2. Ms. Laveena Jindal



I have received the report:

Signature



Santosh Haldankar

Vice President (Legal & Secretarial)



Place: Mumbai

Date: July 24, 2017

Break up of voting done by the shareholders of HDFC Bank on the matters placed for their approval at the 23rd AGM held on 24th July 2017

Details	Ordinary/ Special	Res No	Mode of voting			Favour			Against			Total Valid votes Cast	Abstained Less/Not voted
			No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders		
Adoption of the audited financial statements (standalone and consolidated) for the year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.	Ordinary	1	Remote evoting	1562	1576561132	1553	1568476211	100.000	2	15	0.000	1568476226	7
			Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0
			TOTAL	1656	1576681148	1643	1568592727	99.999	6	3515	0.001	1568596242	7
Declaration of Dividend on equity shares	Ordinary	2	Remote evoting	1562	1576561132	1559	1568672679	100.000	3	242	0.000	1568672921	0
			Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0
			TOTAL	1656	1576681148	1649	1568789195	99.999	7	3742	0.001	1568792937	0
Appointment of Director in place of Mr. Paresk Suthankar (DIN 01843099) who retires by rotationand, being eligible offers himself for re-appointment.	Ordinary	3	Remote evoting	1562	1576561132	1501	1544283172	98.445	58	24389139	1.555	1568672311	3
			Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0
			TOTAL	1656	1576681148	1591	1544399688	98.445	62	24392639	1.555	1568792327	3
Appointment of Director in place of Mr. Kaizad Bharucha (DIN 02490648) who retires by rotationand, being eligible offers herself for re-appointment.	Ordinary	4	Remote evoting	1562	1576561132	1132	1353153100	86.566	418	209998915	13.434	1563152015	12
			Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0
			TOTAL	1656	1576681148	1222	1353269616	86.566	422	210002415	13.434	1563272031	12
Re-appointment of Statutory Auditors and fixing their remuneration	Ordinary	5	Remote evoting	1562	1576561132	1551	1568470825	99.993	9	104455	0.007	1568575280	2
			Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0
			TOTAL	1656	1576681148	1641	1568587341	99.993	13	107955	0.007	1568695296	2
Appointment of Mr Srikanth Nadhamuni (DIN 02551389) as a Director of the Bank.	Ordinary	6	Remote evoting	1562	1576561132	1486	1529770320	98.398	57	24908464	1.602	1554678784	19
			Voting at AGM	94	120016	88	115591	96.313	6	4425	3.687	120016	0
			TOTAL	1656	1576681148	1574	1529885911	98.398	63	24912889	1.602	1554798800	19



				No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	Shares	No of Share holders	Shares	No of Share holders	Shares
RE-appointment of Mr. Paresb Suthankar (DIN 01843099) as Deputy Managing Director of the Bank			Remote evoting	1562	1576561132	1528	1552011371	99.969	10	484166	0.031	1552495537	24	24065595		
	Ordinary	7	Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0	0		
			TOTAL	1656	1576681148	1618	155217887	99.969	14	487666	0.031	1552615553	24	24065595		
Re-appointment of Mr Kaizad Bharucha (DIN 02490648) as Executive Director of the Bank			Remote evoting	1562	1576561132	1522	1542804412	99.557	12	6860756	0.443	1549665168	28	26895964		
	Ordinary	8	Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0	0		
			TOTAL	1656	1576681148	1612	1542920928	99.557	16	6864256	0.443	1549785184	28	26895964		
Re-appointment of Mrs. Shyamala Gopinath (DIN 02362921) as a Part time Non Executive Chairperson and an Independent Director			Remote evoting	1562	1576561132	1524	1562238944	99.932	19	1055775	0.068	1563294719	19	13266413		
	Special	9	Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0	0		
			TOTAL	1656	1576681148	1614	1562355460	99.932	23	1059275	0.068	1563414735	19	13266413		
Approval of related party transactions with HDFC Limited pursuant to applicable provisions.			Remote evoting	1562	1576561132	1532	1182279284	99.992	7	97983	0.008	1182377267	23	394183865		
	Ordinary	10	Voting at AGM	94	120016	90	116516	97.084	4	3500	2.916	120016	0	0		
			TOTAL	1656	1576681148	1622	1182395800	99.991	11	101483	0.009	1182497283	23	394183865		
Approval of related party transactions with HDB Financial Services Limited pursuant to applicable provisions.			Remote evoting	1562	1576561132	1530	1182278746	99.992	9	97921	0.008	1182376667	23	394184465		
	Ordinary	11	Voting at AGM	94	120016	89	116511	97.080	5	3505	2.920	120016	0	0		
			TOTAL	1656	1576681148	1619	1182395257	99.991	14	101426	0.009	1182496683	23	394184465		
Raising of additional Capital			Remote evoting	1562	1576561132	1540	1568083147	99.966	10	526195	0.034	1568609342	12	7951790		
	Special	12	Voting at AGM	94	120016	88	115221	96.005	6	4795	3.995	120016	0	0		
			TOTAL	1656	1576681148	1628	1568198368	99.966	16	530990	0.034	1568729358	12	7951790		

