HDFC

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED
www.hdfc.com

**BY HAND DELIVERY / TELEFAX**

July 11, 2012

**Kind Attn: Mr. Shyam Bhagirath**
**Dept. of Corporate Affairs – CRD**

**Kind Attn: Mr. Hari K**
**Head – Listing**

Dear Sirs,

**Sub: Disclosure pertaining to the 35th Annual General Meeting of the Corporation**
**Ref: Clause 35A of the Listing Agreement**

Please find enclosed herewith the disclosures pertaining to the proceeding of the 35th Annual General Meeting of the Corporation held at 3.00 p.m. **on Wednesday, July 11, 2012** at Birla Matushri Sabhagarh, 19, New Marine Lines, Mumbai 400020, in the format prescribed under Clause 35A of the Listing Agreements, as amended.

You are requested to take note of the same and bring it to the notice of all concerned.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for Housing Development Finance Corporation Ltd.

Girish V. Koliyote
Company Secretary

Encl.: a/a

**Central Depository Services (India) Ltd.**
28th floor, P.J. Towers
Dalal Street
Mumbai 400 023.

**FAX NO. 022-2272 3199**

**Kind Attn. Mr. Rakesh Dalvi**
**Manager - Operations**

**National Securities Depository Ltd.**
Trade World, 4th floor,
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013.

**FAX NO. 022-24994972/66608035**

**Kind Attn. Mr. Nitin Ambure**
**Vice President - Operations**

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*Continuation Sheet*

**Name of Company:** HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

**Date of the AGM:** Wednesday, July 11, 2012

**Total number of shareholders as on record date viz. June 25, 2012: 2,11,793**

**No. of Shareholders present in the meeting either in person or through proxy:**

Promoters & Promoter Group: NIL

Public: 1,613

**No. of Shareholders attended the meeting through Video Conferencing**

Promoters and Promoter Group: NIL

Public: NIL

**Detail of the Agenda:**

| ITEM NO. | TYPE OF RESOLUTION | RESOLUTION | MODE OF VOTING (Show of hands/ Poll / Postal ballot / E-voting) |
|---|---|---|---|
| 1 | Ordinary | Adoption of audited Statement of Profit and Loss for the financial year ended March 31, 2012, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon. | The resolution was passed unanimously by show of hands. |
| 2 | Ordinary | Declaration of dividend at the rate of ₹ 11 per equity share of ₹ 2 each for the Financial Year 2011-12. | The resolution was passed unanimously by show of hands. |
| 3 | Ordinary | Re-appointment of Mr. Shirish B Patel as a Director of the Corporation who is liable to retire by rotation and being eligible, had offered himself for re-appointment. | The resolution was passed unanimously by show of hands. |
| 4 | Ordinary | Re-appointment of Mr. B S Mehta as a Director of the Corporation who is liable to retire by rotation and being eligible, had offered himself for re-appointment. | The resolution was passed unanimously by show of hands. |
| 5 | Ordinary | Re-appointment of Dr. S. A. Dave as a Director of the Corporation who is liable to retire by rotation and being eligible, had offered himself for re-appointment. | The resolution was passed unanimously by show of hands. |

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Continuation Sheet

| ITEM NO. | TYPE OF RESOLUTION | RESOLUTION | MODE OF VOTING (Show of hands/ Poll / Postal ballot / E-voting) |
|---|---|---|---|
| 6 | Ordinary | Appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Corporation and to hold office as such from the conclusion of this AGM until the conclusion of the next AGM on a remuneration of ₹ 1,02,00,000 plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit of the Corporation accounts at the head office, all its branches in India and its offices at London and Singapore. | The resolution was passed unanimously by show of hands. |
| 7 | Ordinary | Appointment of Messrs PKF, Chartered Accountants, as Branch Auditors for auditing the accounts of the Corporation's branch office at Dubai and to hold office as such from the conclusion of this AGM until the conclusion of the next AGM on such terms and conditions and on such remuneration as may be fixed by the Board of Directors of the Corporation, depending upon the nature and scope of such work of the said branch auditor. | The resolution was passed unanimously by show of hands. |
| 8 | Ordinary | Appointment of Dr. J. J. Irani as a Director of the Corporation liable to retire by rotation. | The resolution was passed unanimously by show of hands. |
| 9 | Ordinary | Approval for the revision in the range of salary payable to the Managing Directors of the Corporation from the existing range of ₹ 6,00,000 to ₹ 10,00,000 per month to ₹ 5,00,000 to ₹ 15,00,000 per month and that of the Executive Directors of the Corporation, from the existing range of ₹ 3,00,000 to ₹ 6,00,000 per month to ₹ 3,00,000 to ₹ 12,00,000 with effect from January 1, 2012 | The resolution was passed unanimously by show of hands. |
| 10 | Special | Approval for the acquisition and holding of equity shares of the Corporation by Foreign Institutional Investors under the Portfolio Investment Scheme up to 100% of the paid up share capital of the Corporation, as approved by the Board of Directors of the Corporation. | The resolution was passed unanimously by show of hands. |

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**In case of Poll/Postal ballot/E-voting: NOT APPLICABLE**

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % 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 | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public – Institutional holders | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public-Others | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| **Total** | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

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