HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED
www.hdfc.com

BY HAND DELIVERY

Ref. No.: SE/2015-16/32

July 28, 2015

BSE Limited
Sir P J Towers
Dalal Street
Mumbai 400 023.

Kind Attn: DCS - CRD

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051.

Kind Attn: Head - Listing

Dear Sirs,

Ref: Clause 35A of the Listing Agreements.
Sub: Voting Results of the 38th Annual General Meeting of the Members of the Corporation.

This is with reference to the 38th Annual General Meeting (AGM) of the Members of the Corporation held today i.e. on Tuesday, July 28, 2015 at 3.00 p.m. at Birla Matushri Sabhagarh, 19, New Marine Lines, Mumbai 400020.

In compliance with the provisions of Clause 35B of the Listing Agreements, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Corporation had provided voting facility to all its Members to enable them to cast their vote on all matters listed in the Notice convening the said AGM through electronic means (remote e-voting) during the period commencing from Friday, July 24, 2015 (10.00 a.m.) to Monday, July 27, 2015 (5.00 p.m.).

The Corporation had also provided e-voting facility at the venue of the AGM to its Members who had not cast their vote through remote e-voting.

We wish to inform you that all the resolutions contained in the Notice of the AGM were approved by the Members. In this connection, we enclose herewith the Scrutinizer's Report and a report in the format prescribed under Clause 35A of the Listing Agreements.

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.

Ajay Agarwal
Company Secretary

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Encl: a/a

Date of the AGM: Tuesday, July 28, 2015.

Total number of Shareholders as on record date:

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members and the Share Transfer Books of the Corporation were closed from Friday, July 17, 2015 to Tuesday, July 28, 2015 (both days inclusive).

Accordingly, 1,98,601 Members whose names appeared in the Register of Members of the Corporation/the statements of beneficial ownership maintained by the depositories, as at the close of business hours on Thursday, July 16, 2015 were considered for the purpose of payment of final dividend for the financial year 2014-15.

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

Promoters and Promoter Group: Not Applicable

Public: 385

No. of Shareholders attended the meeting through Video-Conferencing:

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

Detail of the Agenda:

The details of resolutions are given herein below.

Mode of Voting:

The mode of voting on all resolutions was through electronic means (including remote e-voting and e-voting at the venue of the AGM). The voting right of the Members was in proportion to their share in the paid-up share capital of the Corporation as on the cut-off date i.e., on Wednesday, July 22, 2015. Total Number of shareholders as on the cut-off date was 1,98,192.

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1 (a). To receive, consider and adopt the audited financial statements of the Corporation for the financial year ended March 31, 2015 together with the reports of the Board of Directors and auditors thereon.

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						
Public- Institutional holders	1356532755	1013043284	74.68%	1012363984	679300	99.93%	0.07%
Public-Others	219220680	26252833	11.98%	26252821	12	100.00%	-
Total	**1575753435**	**1039296117**	**65.96%**	**1038616805**	**679312**	**99.94%**	**0.06%**

1(b). To receive, consider and adopt the audited consolidated financial statements for the financial year ended March 31, 2015 together with the report of the auditors thereon.

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						
Public- Institutional holders	1356532755	1013043284	74.68%	1012363984	679300	99.93%	0.07%
Public-Others	219220680	26251794	11.98%	26251782	12	100.00%	-
Total	**1575753435**	**1039295078**	**65.96%**	**1038615766**	**679312**	**99.94%**	**0.06%**

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2. To confirm the payment of interim dividend and to declare final dividend on equity shares for the financial year ended March 31, 2015.

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						
Public- Institutional holders	1356532755	1014622756	74.80%	1014622756	0	100.00	-
Public-Others	219220680	26246129	11.97%	26246118	11	100.00	-
Total	**1575753435**	**1040868885**	**66.06%**	**1040868874**	**11**	**100.00**	-

3. To appoint a director in place of Mr. Deepak S. Parekh (DIN 00009078), who retires by rotation and, being eligible, offers himself for re-appointment.

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						
Public- Institutional holders	1356532755	997222204	73.51%	955235603	41986601	95.79%	4.21
Public-Others	219220680	26238536	11.97%	26237677	859	100.00	-
Total	**1575753435**	**1023460740**	**64.95%**	**981473280**	**41987460**	**95.90**	**4.10**

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4. To ratify the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants as auditors of the Corporation and to fix their remuneration.

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						
Public- Institutional holders	1356532755	1001331059	73.82%	959260057	42071002	95.80%	4.20%
Public-Others	219220680	25842004	11.79%	25834455	7549	99.97%	0.03%
Total	**1575753435**	**1027173063**	**65.19%**	**985094512**	**42078551**	**95.90%**	**4.10%**

5. To ratify the appointment of Messrs PKF, Chartered Accountants as auditors for the Dubai Office of the Corporation.

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						
Public- Institutional holders	1356532755	1013584322	74.72%	1007417758	6166564	99.39%	0.61%
Public-Others	219220680	26218779	11.96%	26207711	11068	99.96%	0.04%
Total	**1575753435**	**1039803101**	**65.99%**	**1033625469**	**6177632**	**99.41%**	**0.59%**

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Continuation Sheet

6. To approve the issue of Redeemable Non-Convertible Debentures and/ or other hybrid instruments on a private placement basis up to an aggregate amount not exceeding Rs. 85,000 crore.

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						
Public- Institutional holders	1356532755	1013461255	74.71%	998414487	15046768	98.52%	1.49%
Public-Others	219220680	26216843	11.96%	26200097	16746	99.94%	0.06%
Total	**1575753435**	**1039678098**	**65.98%**	**1024614584**	**15063514**	**98.55%**	**1.45%**

7. To approve Related Party Transactions with HDFC Bank Limited.

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						
Public- Institutional holders	1356532755	987235483	72.78%	986993999	241484	99.98%	0.02%
Public-Others	219220680	26195230	11.95%	26184086	11144	99.96%	0.04%
Total	**1575753435**	**1013430713**	**64.31%**	**1013178085**	**252628**	**99.98%**	**0.02%**

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8. To approve issue of Secured Redeemable Non-Convertible Debentures and Warrants to Qualified Institutional Buyers by way of a Qualified Institutions Placement basis pursuant to and in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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						
Public- Institutional holders	1356532755	1013460798	74.71%	995963370	17497428	98.27%	1.73%
Public-Others	219220680	26043458	11.88%	26027588	15870	99.94%	0.06%
Total	**1575753435**	**1039504256**	**65.97%**	**1021990958**	**17513298**	**98.32%**	**1.68%**

9. To approve the increase in Authorised Share Capital of the Corporation from Rs. 325 crore to Rs. 340 crore.

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						
Public- Institutional holders	1356532755	1014329804	74.77%	1011878687	2451117	99.76%	0.24%
Public-Others	219220680	26020182	11.87%	26016128	4054	99.98%	0.02%
Total	**1575753435**	**1040349986**	**66.02%**	**1037894815**	**2455171**	**99.76%**	**0.24%**

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Continuation Sheet

10. To approve the alteration in the Capital Clause of Memorandum of Association of the Corporation.

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						
Public- Institutional holders	1356532755	1014329804	74.77%	1011878687	2451117	99.76%	0.24%
Public-Others	219220680	26233946	11.97%	26223891	10055	99.96%	0.04%
Total	**1575753435**	**1040563750**	**66.04%**	**1038102578**	**2461172**	**99.76%**	**0.24%**

11. To approve the Alteration in Article 3 of the Articles of Association of the Corporation relating to the Authorised Share Capital.

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						
Public- Institutional holders	1356532755	1014329804	74.77%	1011878687	2451117	99.76%	0.24%
Public-Others	219220680	26267265	11.98%	26257097	10168	99.96%	0.04%
Total	**1575753435**	**1040597069**	**66.04%**	**1038135784**	**2461285**	**99.76%**	**0.24%**

~ Excludes equity shares lying to the credit of the HDFC Unclaimed Suspense Account in respect of which voting rights have been frozen, in terms of Clause 5A(ii)(d) of the Listing Agreements.

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