



We understand your world

HDFC Bank Limited
Trade House Kamala Mills
Compound, Senapati Bapat
Marg, Lower Parel,
Mumbai - 400 013,
Tel. : 022-2498 8484,
Fax : 022-2496 5235

12th March, 2014

Bombay Stock Exchange Limited	The National Stock Exchange of India Limited
Dept. of Corporate Services	The Listing Department
Phiroze Jeejeebhoy Towers,	Exchange Plaza
Dalal Street, Fort,	Bandra Kurla Complex
Mumbai 400 001	Mumbai
Fax No. 022-22721278 / 1557 / 3354	Fax No. 022-26598237 / 38 / 66418124 / 25/26

Dear Sirs,

Re : Postal Ballot Results

As informed to you earlier vide our letter dated 17th January, 2014, the Bank conducted Postal Ballot and the results of the Postal Ballot have been announced today, 12th March, 2014 at 09.30 a.m. which are as under:

Results for Ordinary Resolution at Item No. 1

Appointment of Mr. Paresh Sukthankar as Deputy Managing Director of the Bank

Number of valid postal ballot forms and e-votes received	7069
Votes in favour of the Resolution	974402818
Votes against the Resolution	55728
Percentage of votes in favour of the Resolution	99.99%

Results for Ordinary Resolution at Item No. 2

Appointment of Mr. Kaizad Bharucha as Executive Director of the Bank

Number of valid postal ballot forms and e-votes received	7048
Votes in favour of the Resolution	974293036
Votes against the Resolution	69821
Percentage of votes in favour of the Resolution	99.99%

Results for Special Resolution at Item No. 3

Appointment of Mr. C. M. Vasudev as part time Chairman of the Bank

Number of valid postal ballot forms and e-votes received	7034
Votes in favour of the Resolution	972164788
Votes against the Resolution	972025
Percentage of votes in favour of the Resolution	99.90%



Results for Special Resolution at Item No. 4

To borrow money pursuant to Section 180 (1) (c) of the Companies Act, 2013

Number of valid postal ballot forms and e-votes received	7009
Votes in favour of the Resolution	974522552
Votes against the Resolution	87693
Percentage of votes in favour of the Resolution	99.99%

Accordingly, the Chairman has declared all the above resolutions as set out in the Notice dated 17th January, 2014 as passed with overwhelming majority.

Appointment of Mr. Paresh Sukthankar and Mr. Kaizad Bharucha is subject to the approval of Reserve Bank of India.

This is for your information pursuant to the provisions of Listing Agreement.

Thanking you,
Yours faithfully,

For HDFC Bank Limited



Sanjay Dongre
Executive Vice President (Legal) &
Company Secretary



Encl: Scrutinizer's Report

VV CHAKRADEO & CO.

COMPANY SECRETARIES

**B - 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.**

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

7th March 2014

To
HDFC Bank Limited
HDFC Bank House, Senapati Bapat Marg,
Lower Parel (W), Mumbai 400 013

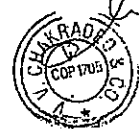
Kind attn :- Mr. Sanjay Dongre
Executive Vice President (Legal) & Company Secretary

Dear Sir,

Sub: Scrutinizers Report - Postal Ballot Notice dated 17th January, 2014.

This has reference to the captioned Notice and my appointment as the Scrutinizer for conducting the Postal Ballot voting process, I hereby submit my report as under:

1. The Bank had on 3rd February, 2014 completed the following formalities for seeking the assent / dissent of the Members of the Bank whose names appeared in the Register of Members / List of Beneficial Owners as on 17th January, 2014 for the proposed resolutions as contained in the Notice dated 17th January, 2014:
 - Dispatch of Notice along with the Postal Ballot Form and self addressed postage prepaid business reply envelope to the Members whose e - mail ids are not registered with the Bank
 - Sent e - mail along with the details of login id and Password to the Members whose e - mail ids were registered with the Bank
2. The particulars of the physical Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
 - The Postal Ballot Forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
 - The duplicate Postal Ballot Forms were sent to the Members by your Registrar and Share Transfer Agent viz **Datamatics Financial Services Limited** upon getting requests from the Members.
 - The Postal Ballot Forms were opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members / List of Beneficial Owners as on 17th January, 2014.
 - All Postal Ballot Forms received up to the close of working hours on **6th March, 2014 up to 5.30 p.m.** were considered for my scrutiny and for submission of my report. Postal Ballot Forms in physical mode, if any, received after the above date have not been considered.



V.V. CHAKRADEO & CO.**COMPANY SECRETARIES****B - 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.****TEL 26116821****EMAIL vvchakra@gmail.com****CELL 98200 48732**

- I have taken the assistance of the Bank's Registrar and Share Transfer Agent for the verification of Postal Ballot Forms and signatures thereon.
- 3. The particulars of the e - votes received up to **6th March, 2014 up to 05:30 p.m.** from the Members has been extracted from the CDSL e- voting portal who were the custodians for the votes casted electronically by the Members.
- E - Voting platform was optional for the Members to cast their votes.
- In case the Members have casted their votes by physical ballot as well as e - voting then voting done through e - voting has prevail and voting done by physical ballot are not considered as stated in the notice dated 17th January 2014.

I am furnishing below the results of the Postal Ballot after considering the votes cast under the physical postal ballot forms as well as the votes received under the CDSL e- voting platform

Summary and results of the Postal Ballot

Ordinary Resolution I :- Appointment of Mr. Paresh Sukthankar as Deputy Managing Director of the Bank.

Particulars	Number of Postal Ballot Papers (Physical & Electronic)	Number of Votes	% to valid votes
Total Postal Ballot Forms and e- votes received	7383	1087131078	-
Less: Number of invalid Postal Ballot Forms	314	112672532	-
Net valid Postal Ballot Forms and e- votes	7069	974458546	100
Votes cast in favour of the Resolution	6855	974402818	99.99
Votes cast against the Resolution	214	55728	0.01

As the number of votes [1 (One) vote per equity share] cast in favour of the above resolution is more than the number of votes [1 (One) vote per equity share] cast against the resolution, I am pleased to inform that this resolution has been passed by the requisite majority



V.V. CHAKRADEO & CO.**COMPANY SECRETARIES****B-301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.****TEL 26116821****EMAIL vvchakra@gmail.com****CELL 98200 48732****Ordinary Resolution 2 :- Appointment of Mr. Kaizad Bharucha as Executive Director of the Bank.**

Particulars	Number of Postal Ballot Papers (Physical & Electronic)	Number of Votes	% to valid votes
Total Postal Ballot Forms and e- votes received	7377	1087037954	-
Less: Number of invalid Postal Ballot Forms	329	112675097	-
Net valid Postal Ballot Forms and e- votes	7048	974362857	100
Votes cast in favour of the Resolution	6826	974293036	99.99
Votes cast against the Resolution	222	69821	0.01

As the number of votes [1 (One) vote per equity share] cast in favour of the above resolution is more than the number of votes [1 (One) vote per equity share] cast against the resolution, I am pleased to inform that this resolution has been passed by the requisite majority

Special Resolution 3 :- Appointment of Mr. C.M .Vasudev as Part time Chairman of the Bank.

Particulars	Number of Postal Ballot Papers (Physical & Electronic)	Number of Votes	% to valid votes
Total Postal Ballot Forms and e- votes received	7382	1087039248	-
Less: Number of invalid Postal Ballot Forms	348	113902435	-
Net valid Postal Ballot Forms and e- votes	7034	973136813	100
Votes cast in favour of the Resolution	6792	972164788	99.90
Votes cast against the Resolution	242	972025	0.10



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As the number of votes [1 (One) vote per equity share] cast in favour of the above resolution is more than thrice the number of votes [1 (One) vote per equity share] cast against the resolution, I am pleased to inform that this resolution has been passed by the requisite majority.

Special Resolution 4 :- To borrow money pursuant to section 180 (1)(C) of the Companies Act 2013.

Particulars	Number of Postal Ballot Papers (Physical & Electronic)	Number of Votes	% to valid votes
Total Postal Ballot Forms and e- votes received	7375	1087131402	-
Less: Number of invalid Postal Ballot Forms	366	112521157	-
Net valid Postal Ballot Forms and e- votes	7009	974610245	100
Votes cast in favour of the Resolution	6696	974522552	99.99
Votes cast against the Resolution	313	87693	0.01

As the number of votes [1 (One) vote per equity share] cast in favour of the above resolution is more than thrice the number of votes [1 (One) vote per equity share] cast against the resolution, I am pleased to inform that this resolution has been passed by the requisite majority.

You may accordingly arrange to declare the results of Postal Ballot as above.

Thanking you,

Yours faithfully,

For V. V. Chakradeo & Co.



V. V. Chakradeo

COP 1705

Date: 07.03.2014