HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED
www.hdfc.com

Ref. No.: SE/2016-17/115

July 27, 2016

BSE Limited
P J Towers
Dalal Street
Mumbai 400 001.

Kind Attn: Sr. General Manager
DCS – Listing Department

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

Kind Attn: Head - Listing

Dear Sirs,

Sub: 39th Annual General Meeting of the Members of the Corporation

Ref: Regulations 30, 34 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

We wish to inform you that the 39th Annual General Meeting (AGM) of the Members of the Corporation was held today at 3:00 p.m. at Mumbai. The Members present at the AGM transacted the business mentioned in the Notice dated May 2, 2016.

In this connection and as required under the Listing Regulations and the applicable provisions of the Companies Act, 2013, we submit the following:

1. Summary of the proceedings of the AGM;
2. Voting results in the prescribed format;
3. Report on e-voting dated July 27, 2016 issued by Mr. N. L. Bhatia, Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Scrutinizer; and
4. Annual Report for the financial year 2015-16.

You are requested to kindly take the above documents on record.

Thanking you,

Yours faithfully,
For **Housing Development Finance Corporation Limited**

Ajay Agarwal
Company Secretary

Encl: a/a

cc: The London Stock Exchange
10, Patemoster Square,
London, EC4M 7LS.

Summary of the Proceedings of the 39th Annual General Meeting of the Corporation:

The 39th Annual General Meeting (AGM) of the Members of the Corporation was held on Wednesday, July 27, 2016 at 3:00 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Dr. S. A. Dave, the Chairman of the Audit Committee of Director and an Independent Director of the Corporation informed the Members that Mr. Deepak S. Parekh, Chairman was unwell and could not attend the AGM. He sought the permission of the Members for Mr. Keki M Mistry, Vice Chairman & Chief Executive Office of the Corporation to chair the meeting. The Members present unanimously consented to the same.

Mr. Keki M. Mistry thanked the Members and occupied the chair. The requisite quorum being present, Mr. Mistry called the meeting to order and welcomed the Members to the meeting.

The meeting was attended by 248 Members in person or by proxy. All the remaining directors including Dr. S. A. Dave, the Chairman of the Audit Committee and Stakeholders Relationship Committee, Mr. Bansi Mehta, Chairman of the Nomination and Remuneration Committee of the Corporation, representatives of the statutory and secretarial auditors attended the meeting.

The Chairman of the meeting informed that the requisite registers were open for inspection by the Members till the conclusion of the meeting. He further informed that the other registers and documents as required under the applicable provisions of the Companies Act, 2013 and SEBI Regulations were placed before the meeting.

With the consent of the Members, the Notice convening the 39th AGM was taken as read. The Chairman of the meeting then commenced his speech and gave an overview of the operations and the financial performance of the Corporation for the financial year ended March 31, 2016. He also briefed the Members on the financial performance of the Corporation both on a standalone and consolidated basis, during the quarter ended June 30, 2016. Thereafter, he invited questions from the Members on the financials and the business listed to be transacted at the meeting.

After listening to all the queries, Mr. Mistry gave his response and thereafter concluded his speech by placing on record his appreciation to all the shareholders, customers, depositors, lenders and regulatory authorities for having reposed their confidence in the Corporation and to the employees of the Corporation for their hard work and dedication. All the resolutions were then proposed and seconded. He also informed the Members that the Corporation has made arrangements for e-voting at the venue of the meeting.

The following items of business as set out in the Notice dated May 2, 2016 convening this meeting were transacted through remote e-voting and e-voting at the AGM venue:

Contd.....2

Ordinary Business:

1(a). Adoption of the audited financial statement of the Corporation for the financial year ended March 31, 2016 together with the reports of the Board of Directors and auditors thereon.

1(b). Adoption of the audited consolidated financial statement for the financial year ended March 31, 2016 together with the report of the auditors thereon.

2. Declaration of final dividend on equity shares of the Corporation for the financial year ended March 31, 2016.

3. Appointment of Mr. D. M. Sukthankar (DIN: 00034416), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Ratification of the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditor of the Corporation and fixing their remuneration.

5. Ratification of the appointment of Messrs PKF, Chartered Accountants as the Auditor of the Corporation's office at Dubai.

Special Business:

6. Issuance of redeemable non-convertible debentures and/or other hybrid instruments on a private placement basis, up to an amount not exceeding ₹ 85,000 crore.

7. Approval of the related party transactions with HDFC Bank Limited.

8. Increase in the borrowing powers of the Corporation up to an amount not exceeding ₹ 3,50,000 crore.

9. Re-appointment of Mr. Keki M. Mistry (DIN: 00008886) as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation, for a period of 3 years, with effect from November 14, 2015.

Based on the Scrutinizer's Report dated July 27, 2016 issued by Mr. N. L. Bhatia of Messrs N. L. Bhatia & Associates, practising company secretaries, all the aforementioned business were passed by the Members with requisite majority.

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HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM		27-July-2016
Total number of shareholders on record date		215602
No. of shareholders present in the meeting either in person or through proxy:		
	Promoters and Promoter Group:	Not Applicable
	Public:	248
No. of Shareholders attended the meeting through Video Conferencing		
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	**(Ordinary)**	**Adoption of the audited financial statement of the Corporation for the financial year ended March 31, 2016**						
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**
		[1]	**[2]**	**[3]=([2]/[1])*100**	**[4]**	**[5]**	**[6]=([4]/[2])*100**	**[7]=([5]/[2])*100**
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1063343664	77.735	1063343664	0	100.000	0.000
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1063343664	77.735	1063343664	0	100.000	0.000
Public - Non Institutions	E-Voting		34505585	16.114	34505557	28	100.000	0.000
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34505585	16.114	34505557	28	100.000	0.000
Total		**1582052040**	**1097849249**	**69.394**	**1097849221**	**28**	**100.000**	**0.000**

Resolution No. 2	(Ordinary)	Adoption of the audited consolidated financial statement for the financial year ended March 31, 2016						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1063343664	77.735	1063343664	0	100.000	0.000
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1063343664	77.735	1063343664	0	100.000	0.000
Public - Non Institutions	E-Voting		34504685	16.113	34487427	17258	99.950	0.050
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34504685	16.113	34487427	17258	99.950	0.050
Total		**1582052040**	**1097848349**	**69.394**	**1097831091**	**17258**	**99.998**	**0.002**

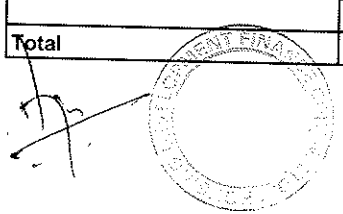
Resolution No. 3	(Ordinary)	Declaration of final dividend on equity shares of the Corporation for the financial year ended March 31, 2016						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled 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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1064931656	77.851	1055844898	9086758	99.147	0.853
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1064931656	77.851	1055844898	9086758	99.147	0.853
Public - Non Institutions	E-Voting		34479357	16.101	34479349	8	100.000	0.000
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34479357	16.101	34479349	8	100.000	0.000
Total		**1582052040**	**1099411013**	**69.493**	**1090324247**	**9086766**	**99.173**	**0.827**

Resolution No. 4	(Ordinary)	Appointment of Mr. D. M. Sukthankar (DIN: 00034416), who retires by rotation and, being eligible, offers himself for re-appointment						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1063902778	77.776	1019345336	44557442	95.812	4.188
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1063902778	77.776	1019345336	44557442	95.812	4.188
Public - Non Institutions	E-Voting		34429821	16.078	34404925	24896	99.928	0.072
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34429821	16.078	34404925	24896	99.928	0.072
Total		**1582052040**	**1098332599**	**69.425**	**1053750261**	**44582338**	**95.941**	**4.059**

Resolution No. 5	(Ordinary)	Ratification of the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants as the Auditor of the Corporation and fixing their remuneration						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1064492499	77.819	1044693627	19798872	98.140	1.860
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1064492499	77.819	1044693627	19798872	98.140	1.860
Public - Non Institutions	E-Voting		34488126	16.106	34479391	8735	99.975	0.025
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34488126	16.106	34479391	8735	99.975	0.025
Total		**1582052040**	**1098980625**	**69.466**	**1079173018**	**19807607**	**98.198**	**1.802**

Resolution No. 6	(Ordinary)	Ratification of the appointment of Messrs PKF, Chartered Accountants as the Auditor of the Corporation's office at Dubai.						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1064931656	77.851	1048768974	16162682	98.482	1.518
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1064931656	77.851	1048768974	16162682	98.482	1.518
Public - Non Institutions	E-Voting		34489595	16.106	34487211	2384	99.993	0.007
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34489595	16.106	34487211	2384	99.993	0.007
Total		**1582052040**	**1099421251**	**69.493**	**1083256185**	**16165066**	**98.530**	**1.470**

Resolution No. 7	(Special)	Issuance of redeemable non-convertible debentures and/or other hybrid instruments on a private placement basis, up to an amount not exceeding ₹ 85,000 crore.						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1064533973	77.822	1047892606	16641367	98.437	1.563
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1064533973	77.822	1047892606	16641367	98.437	1.563
Public - Non Institutions	E-Voting		34469965	16.097	34467984	1981	99.994	0.006
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34469965	16.097	34467984	1981	99.994	0.006
Total		**1582052040**	**1099003938**	**69.467**	**1082360590**	**16643348**	**98.486**	**1.514**



Resolution No. 8	(Ordinary)	Approval of the Related Party Transactions with HDFC Bank Limited.						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1064560571	77.824	1064487929	72642	99.993	0.007
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1064560571	77.824	1064487929	72642	99.993	0.007
Public - Non Institutions	E-Voting		31385889	14.657	31382654	3235	99.990	0.010
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	31385889	14.657	31382654	3235	99.990	0.010
Total		**1582052040**	**1095946460**	**69.274**	**1095870583**	**75877**	**99.993**	**0.007**

Resolution No. 9	(Special)	Increase in the borrowing powers of the Corporation up to an amount not exceeding ₹ 3,50,000 crore.						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1058435587	77.376	1037705621	20729966	98.041	1.959
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	1058435587	77.376	1037705621	20729966	98.041	1.959
Public - Non Institutions	E-Voting		34192637	15.968	34191287	1350	99.996	0.004
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	34192637	15.968	34191287	1350	99.996	0.004
Total		**1582052040**	**1092628224**	**69.064**	**1071896908**	**20731316**	**98.103**	**1.897**

Resolution No. 10	(Ordinary)	9. Re-appointment of Mr. Keki M. Mistry (DIN: 00008886) as the Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation, for a period of 3 years, with effect from November 14, 2015						
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		903654813	66.061	900666553	2988260	99.669	0.331
	Poll							
	Postal Ballot (if applicable)							
	Total	1367913751	903654813	66.061	900666553	2988260	99.669	0.331
Public - Non Institutions	E-Voting		33332728	15.566	33330076	2652	99.992	0.008
	Poll							
	Postal Ballot (if applicable)							
	Total	214138289	33332728	15.566	33330076	2652	99.992	0.008
Total		**1582052040**	**936987541**	**59.226**	**933996629**	**2990912**	**99.681**	**0.319**

N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2506 3310
Tel. : 91-022-2506 0321
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto]

To,
Mr. Keki M. Mistry
Chairman of the 39th Annual General Meeting
Housing Development Finance Corporation Limited
Ramon House, H. T. Parekh Marg,
169, Backbay Reclamation,
Churchgate, Mumbai 400 020

Dear Sir,

I, N. L. Bhatia, Practicing Company Secretary (Membership No. FCS 1176 / C.P No. 422), has been appointed as a scrutinizer by the Board of Directors of Housing Development Finance Corporation Limited (the Corporation) at its meeting held on May 2, 2016for the purpose of scrutinizing the remote e-voting and the e-voting undertaken at the venue of the 39thAnnual General meeting (AGM) held on July 27, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai400 020 on the resolutions contained in the Notice convening the said AGMand ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

1. The Management of the Corporation is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 39th AGM of the members of the Corporation. My responsibility as a scrutinizer for the remote e-voting and the e-voting undertaken at the venue is to ensure that the voting process is conducted in a fair and transparent manner and restricted in submitting a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice to the Chairman of the Corporation, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities.

Address : 313, Shree Saidham CHSL, Vikrant Circle, Opp. Pancholi Hospital, 90 Feet Road, Ghatkopar (E), Mumbai -400 077.

2. Further to above, I submit my report as under:

2.1 The Corporation has provided the e-voting facility through NSDL, on their website *www.evoting.nsdl.com.* The Corporation had uploaded all the items of businesses to be transacted on the website of the Corporation and also on NSDL's website, to facilitate their shareholders to cast their vote through e-voting.

2.2 The notices sent (both through e-mail and physical form) contained the procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

2.3 As prescribed in the said Rules, the Corporation has also published an advertisement in newspapers on July 1, 2016 in Business Standard and in Sakal and it carried the required information as specified in the said rules.

2.4 Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Corporation as on the cut-off date i.e. Wednesday, July 20, 2016.

2.5 The remote e-voting commenced from July 23, 2016 (10:00 a.m.) and concluded on July 26, 2016 (5:00 p.m.).

2.6 At the AGM, the Chairman after the discussions on all matters included in the said Notice was over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights electronically, which was made available at the venue of the AGM.

2.7 Thereafter, on completion of the voting at the venue of the AGM, thee-voting summary of the votes cast at the AGM venue was generated from the electronic voting system provided by the NSDL.

2.8 Subsequently, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Urvi Shah and Mr. Shiv Patel who are not in the employment of the Corporation. They have signed below in confirmation of the votes being unblocked in their presence.

N. L. BHATIA & ASSOCIATES CS

U P Shah

Shiv S

The consolidated results of the remote e-voting together with that of e-voting at the venue of the AGM is as under:

Item No. 1 (a)- As an Ordinary Resolution:

To receive, consider and adopt the audited financial statements of the Corporation for the financial year ended March 31, 2016, together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2439	109,78,49,221	99.99

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
5	28	0.01

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
15	1,69,67,649

N. L. BHATIA & ASSOCIATES

Item No. 1 (b): As an Ordinary Resolution:

To receive, consider and adopt the audited consolidated financial statement for the financial year ended March 31, 2016 together with the report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2438	109,78,31,091	99.99

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
4	17258	0.01

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
15	1,69,67,649



Item No. 2: As an Ordinary Resolution:

To confirm the payment of interim dividend on equity shares and to declare final dividend on equity shares for the financial year ended March 31, 2016.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2421	109,03,24,247	99.17

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
25	90,86,766	0.83

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
14	1,67,59,280



Item No. 3: As an Ordinary Resolution:

To appoint a director in place of Mr. D. M. Sukthankar (DIN:00034416), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2284	105,37,50,261	95.94

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
146	4,45,82,338	4.06

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
19	1,68,97,838

N.L. BHATIA & ASSOCIATES

Item No. 4: As an Ordinary Resolution:

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

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2381	107,91,73,018	98.20

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
55	1,98,07,607	1.80

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
15	1,68,81,094



Item No. 5: As an Ordinary Resolution:

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

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2409	108,32,56,185	98.53

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
32	1,61,65,066	1.47

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
14	1,67,59,280

N. L. BHATIA & ASSOCIATES

Item No. 6: As a Special Resolution:

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.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2384	108,23,60,590	98.49

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
53	1,66,43,348	1.51

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
15	1,71,55,410

N.L. BHATIA & ASSOCIATES

Item No. 7:- As anOrdinary Resolution:

To approve Related Party Transactions with HDFC Bank Limited.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2407	109,58,70,583	99.99

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
25	75,877	0.01

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
14	1,67,59,280

Item No. 8: As a Special Resolution:

To approve the limits of borrowing by the Corporation for the purpose of the business of the Corporation up to an amount not exceeding Rs. 3,50,000 crore.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2375	107,18,96,908	98.10

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
61	2,07,31,316	1.90

(iii) **Abstained** votes:

Number of Members who abstained	Number of votes cast by them
15	1,71,55,410



Item No. 9: As an Ordinary Resolution: -

To re-appoint Mr. Keki M. Mistry as (DIN:00008886) as the Managing Director (designated as "Vice Chairman & Chief Executive Officer") of the Corporation for a period of 3 years, with effect from November 14, 2015.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
2141	93,39,96,629	99.68

(ii) Voted **against** the resolution:

Number of Members who abstained	Number of votes cast in favour of the resolution	% of total number of valid votes cast
22	29,90,912	0.32

(iii) **Abstained** votes:

Number of Members whose votes were invalid	Number of votes cast by them
13	1,67,59,150



Based on the foregoing, the Resolution Nos. 1 to 9 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., July 27, 2016.

All the relevant records of E-voting is under my safe custody until the Chairman of the Corporation considers, approves and signs the minutes of the 39th AGM and the same shall be handed over thereafter to the Company Secretary of the Corporation for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: July 27, 2016

N. L. Bhatia,
FCS-1176
Practicing Company Secretary
Scrutinizer for Remote e-voting and
e-voting at AGM Venue

Countersigned

Mr. Ajay Agarwal
Company Secretary