

Ref. No.: SE/2018-19/140

July 30, 2018

BSE Limited
P. J. Towers
Dalal Street
Mumbai 400 001

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

Kind Attn: Sr. General Manager
DCS - Listing Department

Kind Attn: Head – Listing

Dear Sirs,

Sub: Intimation under Regulations 30, 34 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

We wish to inform you that the 41st Annual General Meeting (AGM) of the Members of the Corporation was held today at 2.30 p.m. at Mumbai. The Members present at the AGM transacted the business mentioned in the Notice dated May 21, 2018.

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. Combined e-voting results in the prescribed format;
3. Report on combined e-voting results dated July 30, 2018 issued by the Scrutinizer i.e. Mr. N. L. Bhatia, Managing Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries; and
4. Annual Report for the financial year 2017-18.

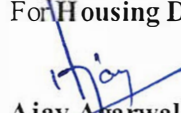
You are requested to kindly take the above documents on record.

The Corporation had also provided facility for one-way live web cast of the AGM, which was available on the Corporation's website www.hdfc.com.

Thank you.

Yours faithfully,

For Housing Development Finance Corporation Limited



Ajay Agarwal
Company Secretary

Encl. a/a

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

Corporate Office: HDFC House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.
Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

Regd. Office: Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. INDIA.
Corporate Identity Number: L70100MH1977PLC019916

Summary of the Proceedings of the 41st Annual General Meeting of the Corporation

The 41st Annual General Meeting (AGM) of the Members of the Corporation was held on Monday, July 30, 2018 at 2:30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020. The requisite quorum being present, Mr. Deepak S. Parekh, Chairman of the Corporation called the meeting to order and welcomed the Members to the meeting. The meeting commenced at 2.30 p.m. and concluded at around 5.05 p.m.

Mr. Deepak S. Parekh informed the Members that with a view to further refresh the Board of Directors of the Corporation in a phased manner and owing to prior personal commitments, Mr. B. S. Mehta and Dr. Bimal Jalan have resigned as directors of the Corporation with effect from the close of board meeting held earlier during the day of the AGM. He informed the Members that in view of this development, Resolution nos. 5 and 6 contained in the Notice dated May 21, 2018 pertaining to continuation of directorship of Mr. B. S. Mehta and Dr. Bimal Jalan, respectively proposed to be passed at this AGM have become infructuous.

Mr. Parekh further informed that the Board has noted the said resignations and placed on record its sincere appreciation for the exemplary governance set by Mr. Mehta and Dr. Jalan and the unstinting support and guidance provided by them during their long association as Independent Directors of the Corporation. He also drew attention of the Members to the resignation of Dr. S. A. Dave, Mr. D. M. Sukthankar and Mr. D. N. Ghosh as directors of the Corporation and stated that the Board was grateful for the invaluable contributions made by them during their respective tenure. On behalf of the Board of Directors, Mr. Parekh extended a warm welcome to Mr. U. K. Sinha and Mr. Jalaj Dani, newly appointed independent directors.

Mr. Parekh stated that all the directors except Mr. Nasser Munjee, were present and that Mr. Nasser Munjee was on his way to the venue of the AGM. Dr. J.J. Irani, Chairman of the Stakeholders Relationship Committee and member of the Nomination and Remuneration Committee of the Corporation and representatives of the statutory and secretarial auditors attended the meeting. Mr. Nasser Munjee, Chairman of the Audit Committee joined the meeting at a later stage.

246 Members attended the AGM in person or through proxy.

Mr. Parekh welcomed all the Members to the AGM of the Corporation. He further announced that the Corporation has received 8 proxies representing 0.27 % of the total issued and paid-up share capital of the Corporation.

Mr. Parekh informed that the requisite registers were open for inspection by the Members till the conclusion of the meeting.

Mr. Parekh 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, 2018 and also for the quarter ended June 30, 2018. He also provided an insight on the major developments during the



FY 2017-18 and the current year. Thereafter, he invited questions from the Members on the financials and the business listed in the Notice to be transacted at the AGM.

After listening to all the queries, Mr. Parekh gave detailed response to the said queries and concluded his speech by placing on record his profound gratitude to all the stakeholders for having reposed their confidence in the Corporation and to the employees of the Corporation for their hard work and dedication. Thereafter, he informed the Members that the Corporation had made arrangements for e-voting at the venue of the meeting for those shareholders who had not cast their vote through remote e-voting facility.

The following valid items of business as set out in the Notice dated May 21, 2018 convening this AGM were transacted through e-voting:

Ordinary Business:

- 1(a). Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
- 1(b). Adoption of the audited consolidated financial statements for the financial year ended March 31, 2018 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, 2018 and confirmation of payment of interim dividend during the said period.

Special Business:

3. Appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Corporation.
4. Appointment of Mr. Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director of the Corporation.
7. Approval for continuation of directorship of Dr. J.J. Irani (DIN: 00311104).
8. Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Director of the Corporation and continuation of his directorship.
9. Approval for issuance of redeemable non-convertible debentures and/or other hybrid instruments on private placement basis, up to an amount not exceeding ₹ 85,000 crore.
10. Approval of related party transactions with HDFC Bank Limited.
11. Authority to the Board of Directors of the Corporation to borrow monies for the purposes of the business of the Corporation, such that the overall outstanding amount does not exceed ₹ 5,00,000 crore.



12. Re-appointment of Mr. Keki M. Mistry (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, 2018.

Based on the Scrutinizer's Report dated July 30, 2018 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.



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Format for Voting Results

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

Annexure I

Date of the AGM/EGM	30/07/2018
Total number of shareholders on record date	261,770
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	246
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 (a)	(Ordinary)	Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,200,379,160	84.26	1,199,643,293	735,867	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,200,379,160	84.26	1,199,643,293	735,867	99.94	0.06
Public - Non Institutions	E-Voting		101,072,335	38.25	101,071,374	961	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	101,072,335	38.25	101,071,374	961	100.00	0.00
Total		1,688,813,291	1,301,451,495	77.06	1,300,714,667	736,828	99.94	0.06

Resolution No. 1 (b)	(Ordinary)	Adoption of the audited consolidated financial statements for the financial year ended March 31, 2018 together with the report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,200,379,160	84.26	1,199,643,293	735,867	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,200,379,160	84.26	1,199,643,293	735,867	99.94	0.06
Public - Non Institutions	E-Voting		101,072,870	38.25	101,071,909	961	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	101,072,870	38.25	101,071,909	961	100.00	0.00
Total		1,688,813,291	1,301,452,030	77.06	1,300,715,202	736,828	99.94	0.06



Resolution No. 2	(Ordinary)	Declaration of final dividend on equity shares of the Corporation for the financial year ended March 31, 2018 and confirmation of payment of interim dividend during the said period.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,206,956,606	84.72	1,206,956,606	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,206,956,606	84.72	1,206,956,606	0	100.00	0.00
Public - Non Institutions	E-Voting		112,527,159	42.59	112,523,745	3,414	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	112,527,159	42.59	112,523,745	3,414	99.99	0.01
Total		1,688,813,291	1,319,483,765	78.13	1,319,480,351	3,414	99.99	0.01

Resolution No. 3	(Ordinary)	Appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Corporation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,198,863,917	84.15	1,191,299,120	7,564,797	99.37	0.63
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,198,863,917	84.15	1,191,299,120	7,564,797	99.37	0.63
Public - Non Institutions	E-Voting		116,608,095	44.13	116,584,547	23,548	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	116,608,095	44.13	116,584,547	23,548	99.98	0.02
Total		1,688,813,291	1,315,472,012	77.89	1,307,883,667	7,588,345	99.42	0.58



Resolution No. 4	(Ordinary)	Appointment of Mr. Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director of the Corporation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,198,948,115	84.16	1,198,513,669	434,446	99.96	0.04
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,198,948,115	84.16	1,198,513,669	434,446	99.96	0.04
Public - Non Institutions	E-Voting		116,438,170	44.07	116,414,630	23,540	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	116,438,170	44.07	116,414,630	23,540	99.98	0.02
Total		1,688,813,291	1,315,386,285	77.89	1,314,928,299	457,986	99.97	0.03

Resolution No. 7	(Special)	Approval for continuation of directorship of Dr. J.J. Irani (DIN: 00311104).						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,204,855,985	84.57	1,135,193,444	69,662,541	94.22	5.78
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,204,855,985	84.57	1,135,193,444	69,662,541	94.22	5.78
Public - Non Institutions	E-Voting		101,062,700	38.25	99,990,135	1,072,565	98.94	1.06
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	101,062,700	38.25	99,990,135	1,072,565	98.94	1.06
Total		1,688,813,291	1,305,918,685	77.33	1,235,183,579	70,735,106	94.58	5.42



Resolution No. 8	(Special)	Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Director of the Corporation and continuation of his directorship.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,191,212,355	83.62	895,122,378	296,089,977	75.14	24.86
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,191,212,355	83.62	895,122,378	296,089,977	75.14	24.86
Public - Non Institutions	E-Voting		116,484,589	44.09	116,482,910	1,679	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	116,484,589	44.09	116,482,910	1,679	100.00	0.00
Total		1,688,813,291	1,307,696,944	77.43	1,011,605,288	296,091,656	77.36	22.64

Resolution No. 9	(Special)	Approval for issuance of redeemable non-convertible debentures and/or other hybrid instruments on private placement basis, up to an amount not exceeding ₹ 85,000 crore.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,207,011,599	84.73	1,186,547,801	20,463,798	98.30	1.70
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,207,011,599	84.73	1,186,547,801	20,463,798	98.30	1.70
Public - Non Institutions	E-Voting		116,789,526	44.20	116,770,818	18,708	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	116,789,526	44.20	116,770,818	18,708	99.98	0.02
Total		1,688,813,291	1,323,801,125	78.39	1,303,318,619	20,482,506	98.45	1.55



Resolution No. 10	(Ordinary)	Approval of related party transactions with HDFC Bank Limited.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,202,907,822	84.44	1,202,865,822	42,000	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,202,907,822	84.44	1,202,865,822	42,000	100.00	0.00
Public - Non Institutions	E-Voting		112,599,292	42.62	112,583,495	15,797	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	112,599,292	42.62	112,583,495	15,797	99.99	0.01
Total		1,688,813,291	1,315,507,114	77.90	1,315,449,317	57,797	99.99	0.01

Resolution No. 11	(Special)	Authority to the Board of Directors of the Corporation to borrow monies for the purposes of the business of the Corporation, such that the overall outstanding amount does not exceed ₹ 5,00,000 crore.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,207,053,599	84.73	1,186,897,801	20,155,798	98.33	1.67
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,207,053,599	84.73	1,186,897,801	20,155,798	98.33	1.67
Public - Non Institutions	E-Voting		116,755,948	44.19	116,745,635	10,313	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	116,755,948	44.19	116,745,635	10,313	99.99	0.01
Total		1,688,813,291	1,323,809,547	78.39	1,303,643,436	20,166,111	98.48	1.52



Resolution No. 12	(Ordinary)	Re-appointment of Mr. Keki M. Mistry (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, 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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		1,184,438,626	83.14	1,178,086,727	6,351,899	99.46	0.54
	Poll							
	Postal Ballot (if applicable)							
	Total	1,424,603,551	1,184,438,626	83.14	1,178,086,727	6,351,899	99.46	0.54
Public - Non Institutions	E-Voting		116,829,936	44.22	116,825,319	4,617	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	264,209,740	116,829,936	44.22	116,825,319	4,617	100.00	0.00
Total		1,688,813,291	1,301,268,562	77.05	1,294,912,046	6,356,516	99.51	0.49

The total number of shares does not include equity shares lying to the credit of the Unclaimed Suspense Account and Investor Education and Protection Fund in respect of which voting rights have been frozen.





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,
Deepak Parekh, Chairman
Housing Development Finance Corporation Limited
Ramon House, H T Parekh Marg,
169, Backbay Reclamation,
Churchgate, Mumbai 400 020.

Dear Sir,

We, M/s. N. L. Bhatia & Associates, firm of Practicing Company Secretaries (UIN P1996MH055800), have been appointed as scrutinizer by the Board of Directors of Housing Development Finance Corporation Limited (the Corporation) at its meeting held on Monday, April 30, 2018 for the purpose of scrutinizing the remote e-voting and the e-voting undertaken at the venue of the 41st Annual General meeting (AGM) of the Corporation held on Monday, July 30, 2018 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 on the resolutions contained in the Notice convening the said AGM and 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 41st AGM of the members of the Corporation. Our responsibility as a scrutinizer for the remote e-voting and the e-voting undertaken at the venue of the AGM is to ensure that the voting process is conducted in a fair and transparent manner, and is restricted to 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.



2. Further to above, we submit report as under:

2.1 The Corporation had 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 its website and on NSDL's website, to facilitate its 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 had also published an advertisement in newspapers on Saturday, July 7, 2018 in Business Standard (in English and Hindi), The Free Press Journal (in English), Navshakti (in Marathi) and Sandesh (in Gujarati).

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. Monday, July 23, 2018.

2.5 The remote e-voting commenced from Thursday, July 26, 2018 (10:00 a.m.) and concluded on Sunday, July 29, 2018 (5:00 p.m.).

2.6 At the AGM, the Chairman of the Corporation, after the discussions on all matters included in the said Notice, announced that the Members present at the AGM and who had not cast their vote by remote e-voting, can exercise their voting rights electronically, which was made available at the venue of the AGM. He further informed that subsequent to resignation of Mr. B. S. Mehta and Dr. Bimal Jalan, Independent Directors of the Corporation, the resolution nos. 5 and 6 of the said Notice had become infructuous.

2.7 Thereafter, on completion of the voting at the venue of the AGM, the 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. Kirti Pathak and Mr. Hardik Chandra who are not in the employment of the Corporation. They have signed below in confirmation of the votes being unblocked in their presence.

Kirti

Hardik



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

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

Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2018 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	% of total number of valid votes cast
3,449	130,07,14,667	99.94

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
14	7,36,828	0.06

(i) **Invalid** votes:

There are no Invalid Votes.



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

Adoption of the audited consolidated financial statements for the financial year ended March 31, 2018 together with the report of the Auditors thereon.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,441	130,07,15,202	99.94

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
14	7,36,828	0.06

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 2 - As an Ordinary Resolution:

Declaration of final dividend on equity shares of the Corporation for the financial year ended March 31, 2018 and confirmation of payment of interim dividend during the said period.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,458	131,94,80,351	99.99

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
11	3,414	0.01

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 3 - As an Ordinary Resolution:

Appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Corporation.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,416	130,78,83,667	99.42

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
46	75,88,345	0.58

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 4 - As an Ordinary Resolution:

Appointment of Mr. Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director of the Corporation.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,411	131,49,28,299	99.97

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
44	4,57,986	0.03

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 5 - As a Special Resolution:

Approval for continuation of directorship of Mr. B. S. Mehta (DIN: 00035019).

Mr. Deepak S. Parekh, Chairman of the Corporation, at the AGM announced that in view of the resignation of Mr. B. S. Mehta as an Independent Director of the Corporation with effect from conclusion of the Board Meeting held earlier during the day of the AGM, the resolution proposing the continuation of directorship of Mr. B. S. Mehta has become infructuous. Hence, the result of remote e- voting for the same has not been provided in the report.



Item No. 6 - As a Special Resolution:

Approval for continuation of directorship of Dr. Bimal Jalan (DIN: 00449491).

Mr. Deepak S. Parekh, Chairman of the Corporation, at the AGM announced that in view of the resignation of Dr. Bimal Jalan as an Independent Director of the Corporation with effect from conclusion of the Board Meeting held earlier during the day of the AGM, the resolution proposing the continuation of directorship of Dr. Bimal Jalan has become infructuous. Hence, the result of remote e- voting for the same has not been provided in the report.



Item No. 7 - As a Special Resolution:**Approval for continuation of directorship of Dr. J.J. Irani (DIN: 00311104).**(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,268	123,51,83,579	94.58

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
190	7,07,35,106	5.42

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 8- As a Special Resolution:

Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Director of the Corporation and continuation of his directorship.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2,907	101,16,05,288	77.36

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
572	29,60,91,656	22.64

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 9 - As a Special Resolution:

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

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,400	130,33,18,619	98.45

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
84	2,04,82,506	1.55

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 10 - As an Ordinary Resolution:**Approval of related party transactions with HDFC Bank Limited.**(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,405	131,54,49,317	99.99

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
33	57,797	0.01

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 11 - As a Special Resolution:

Authority to the Board of Directors of the Corporation to borrow monies for the purposes of the business of the Corporation, such that the overall outstanding amount does not exceed ₹5,00,000 crore.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,394	130,36,43,436	98.48

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
92	2,01,66,111	1.52

(iii) **Invalid** votes:

There are no Invalid Votes.



Item No. 12 - As an Ordinary Resolution:

Re-appointment of Mr. Keki M. Mistry (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, 2018.

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
3,428	129,49,12,046	99.51

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

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
36	63,56,516	0.49

(iii) **Invalid** votes:

There are no Invalid Votes.



Based on the foregoing, resolution numbers 1 to 12 shall be have deemed to be passed with the requisite majority on the date of the AGM i.e. Monday, July 30, 2018.

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 41st AGM and the same shall be handed over thereafter to the Company Secretary of the Corporation for safe keeping.

Thanking you,

Place: Mumbai
Date: July 30, 2018



Yours faithfully,

Naveen L. Bhatia

For M/s. N. L. Bhatia & Associates
N. L. Bhatia, Managing Partner
FCS: 117 CP: 422

Scrutinizer for Remote e-voting and e-voting at AGM Venue

Countersigned

[Signature]
Mr. Ajay Agarwal
Company Secretary
FCS: 9023