

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

FORTY FIRST ANNUAL GENERAL MEETING

Minutes of the proceedings of the 41st (Forty First) Annual General Meeting of the Members of **HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED** ('the Corporation') held on Monday, July 30, 2018 at 2.30 p.m. at "Birla Matushri Sabhagar", 19, New Marine Lines, Mumbai 400 020.

PRESENT

246 Members were present in person or by proxy.

The following directors of the Corporation were also present:

- | | | |
|-------------------------|---|---|
| Mr. Deepak S. Parekh | - | Chairman of the Board of Directors of the Corporation |
| Mr. Nasser M. Munjee | - | Independent Director
Chairman of the Audit Committee of Directors, Risk Management Committee and a member of the Nomination and Remuneration Committee of Directors |
| Dr. Jamshed J. Irani | - | Independent Director
Chairman of the Stakeholders Relationship Committee of Directors and Member of Nomination and Remuneration Committee of Directors |
| Mr. Upendra. K. Sinha | - | Independent Director
Member of the Nomination and Remuneration Committee of Directors |
| Mr. Jalaj Dani | - | Independent Director
Member of the Audit Committee of Directors, Stakeholders Relationship Committee of Directors and Corporate Social Responsibility Committee of Directors |
| Mr. V. Srinivasa Rangan | - | Executive Director |
| Ms. Renu Sud Karnad | - | Managing Director |
| Mr. Keki M. Mistry | - | Vice Chairman & Chief Executive Officer |

The following persons, specifically invited for the meeting were also present:

- | | | | |
|----------------------------|---|------------------|--|
| Mr. Akeel Master | - | Partner | } Statutory Auditors, Messrs B S R & Co. LLP, Chartered Accountants |
| Ms. Rupali Sawant Adhikari | - | Director – Audit | |
| Ms. Vinita Nair | - | Partner | - Secretarial Auditors, Messrs Vinod Kothari & Company, Practising Company Secretaries |

Mr. Ashish Ahuja	-	Managing Partner	-	Legal counsel, Messrs Wadia Ghandy & Co.
Mr. N. L. Bhatia	-	Managing Partner	-	Scrutinizer for e-voting process, Messrs N L Bhatia & Associates, Practising Company Secretaries

IN ATTENDANCE

Mr. Ajay Agarwal - Company Secretary

CHAIRMAN

Mr. Deepak S. Parekh, in his capacity as the Chairman of the Board of Directors of the Corporation, occupied the Chair and presided over the Meeting.

REGISTER, DOCUMENTS, REPORTS

The Chairman informed the Members that the following documents and registers as required under the Companies Act, 2013 and other applicable laws were open for inspection by the Members at the Meeting:

- i. Notice convening the 41st Annual General Meeting (AGM);
- ii. Directors' Report of the Corporation for the financial year 2017-18 along with its annexures;
- iii. Audited Financial Statements for the financial year 2017-18 along with Auditor's Report;
- iv. Secretarial Audit Report for the financial year 2017-18;
- v. Proxy Register in connection with the AGM;
- vi. Register of Directors' and Key Managerial Personnel and their Shareholding;
- vii. Register of Contracts or Arrangements in which the Directors were interested;
- viii. Auditor's Certificate in respect of the Employees Stock Option Schemes of the Corporation;
- ix. Minutes of the previous Annual General Meetings of the Members of the Corporation as well as the resolutions passed through Postal Ballot by the Members; and
- x. Draft agreement for re-appointment of Mr. Keki M. Mistry as the Vice Chairman & Chief Executive Officer of the Corporation for a period of 3 years commencing November 14, 2018.

QUORUM

At 2.30 p.m., the Chairman welcomed the Members present at the venue of the AGM as well as those watching the proceedings of the AGM through one-way live webcast provided by the Corporation.

Thereafter, the Chairman announced that the requisite quorum was present and called the Meeting to order.

The Chairman further informed the Members that the Corporation had received 8 valid proxies from 8 shareholders in respect of 45,69,292 equity shares of ₹ 2 each, representing 0.27% of the total issued and paid-up equity share capital of the Corporation.

AUDITORS' REPORT AND CHAIRMAN'S ADDRESS

The Chairman informed the Members that in line with emerging governance norms and to meet the changing requirements of stakeholders, the Corporation has been in the process of undertaking a phased refreshment of the Board. In this connection, he introduced and welcomed Mr. U. K. Sinha and Mr. Jalaj Dani who were appointed as independent directors of the Corporation with effect from April 30, 2018.

The Chairman then drew attention of the Members to the fact that Dr. S. A. Dave had resigned as a Director of the Corporation in August 2017 and Mr. D. M. Sukthankar and Mr. D. N. Ghosh resigned in April 2018.

He further stated that at the board meeting held earlier during the day, Mr. Bansi S. Mehta and Dr. Bimal Jalan resigned as directors of the Corporation with effect from the conclusion of the said meeting. Consequently, resolution nos. 5 and 6 of the notice convening the AGM, pertaining to their continuation as directors, were rendered infructuous.

Thereafter, the Chairman on behalf of the Corporation and Members placed on record sincere appreciation towards the invaluable contributions and the unstinting support and guidance provided by Dr. Dave, Mr. Sukthankar, Mr. Ghosh, Mr. Mehta and Dr. Jalan during their long association as directors of the Corporation.

The Chairman stated that all the directors, except Mr. Nasser M. Munjee were present. He further stated that Mr. Munjee was delayed on account of unforeseen disruption in his travel plans and that he would be attending the AGM shortly. He also stated that representative of both, statutory auditors and secretarial auditors were also present at the AGM.

Thereafter the Chairman commenced the formal agenda of the AGM and with the unanimous consent of the Members present the notice convening the AGM was taken as read.

The Chairman informed the Members that since there were no qualifications, observations or comments on financial transactions or matters which could have had any adverse effect on the functioning of the Corporation, in the statutory auditors' report and secretarial auditors' report, the said reports were not required to be read. However, as a good governance practice, the Chairman sought the permission of the Members for taking the statutory auditors' report and secretarial auditors' report as read. The Members present unanimously consented to the same.

Thereafter, the Chairman continued to address the Members.

In his speech, the Chairman *inter alia* apprised the Members about the performance of the Corporation during the financial year 2017-18, growth in its business, its recovery performance, details of capital raised by the Corporation and investment in HDFC Bank Limited (HDFC Bank) as well as the financial results for the year ended March 31, 2018 and for the quarter ended June 30, 2018.

The Chairman highlighted the continued support of the Government towards home loan borrowers by way of extending the benefits of interest subsidy under the Credit Linked Subsidiary Scheme (CLSS) to the middle income group in addition to the economically weaker section and lower income group. He further stated that the Corporation's lending operations continued to be robust given the strong demand for housing loans and that the Corporation had also increased its efforts towards catering to economically weaker section, lower income group and rural housing.

The Chairman stated that during the financial year 2017-18, 38% of home loans approved in volume terms and 19% in value terms were to customers from the economically weaker section and lower income group segment. He then mentioned that the Corporation on an average had been approving approximately 8,200 loans on a monthly basis to the economically weaker section and lower income group.

The Chairman informed the Members that the Corporation ranks amongst the top performing institutions under the CLSS and its efforts towards CLSS were well recognized. He then stated that the Corporation had been recognised by Ministry of Housing and Urban Affairs for its contribution in the Pradhan Mantri Awas Yojana - CLSS for the second consecutive year. He also mentioned that the Corporation has been awarded as the best performing Primary Lending Institution (PLI) in economically weaker section and lower income group and the second best in middle income group and the said award was handed over by the Honourable Prime Minister, Shri Narendra Modi.

The Chairman also stated that as at June 30, 2018, the Corporation had cumulatively financed over 44,500 customers who had availed subsidies under the CLSS. The cumulative loan amount approved against these loans stood at ₹ 6,552 crore.

He further informed that on a pan India basis, the average size of individual loans during the year stood at ₹ 26.4 lac as against ₹ 25.6 lac in the previous year. As at March 31, 2018, the loan book computed on an Assets Under Management (AUM) basis stood at ₹ 3,99,511 crore as against ₹ 3,38,478 crore in the previous year.

Commenting on the recovery performance of the Corporation, the Chairman stated that the gross non-performing loans as at March 31, 2018 stood at ₹ 4,019 crore which was equivalent to 1.11% of the loan portfolio as compared to 0.79% in the previous year. He further stated that the increase in gross non-performing loans was largely due to one corporate account becoming non-performing in the quarter ended June 30, 2017 and the Corporation has made adequate provisioning for the said account.

The Chairman then mentioned that if the aforesaid loan account was to be excluded, the total gross non-performing loans as at March 31, 2018 would have been 0.84%. He further informed that as per the prudential norms prescribed by the National Housing Bank, the Corporation was required to carry a total Provision and Contingencies of ₹ 2,756 crore of which ₹ 1,598 crore was against standard assets. He then stated that the balance in the Provision and Contingencies as at March 31, 2018 stood at ₹ 5,000 crore, which was equivalent to 1.39% of the loan portfolio.

The Chairman informed the Members that the Corporation during the financial year 2017-18 raised ₹ 13,000 crore by way of equity issue. Out of which ₹ 8,500 crore was utilised for investment in HDFC Bank to more or less maintain the Corporation's shareholding in it.

On the standalone financials, the Chairman stated that for the year ended March 31, 2018, profit before tax stood at ₹ 15,264 crore as against ₹ 10,727 crore in the previous year and the profit after tax was ₹ 12,164 crore as against ₹ 7,443 crore in the previous year.

The Chairman further stated that during the financial year 2017-18, the Corporation sold 9.72% of the share capital of HDFC Standard Life Insurance Company Limited (HDFC Life) in its initial public offering, resulting in a profit of ₹ 5,257 crore. In this connection, he also stated that as a matter of prudence and as per past practice, the Corporation also created an additional special reserve of ₹ 1,575 crore. The residual profit of ₹ 3,682 crore was considered as an exceptional item in financial year 2017-18.

The Chairman stated that for the year ended March 31, 2018, the spread on loans over the cost of borrowings stood at 2.29% per annum. He further stated that the Corporation's cost to income ratio stood at 7.6% which continues to be amongst the lowest in the financial sector in Asia.

The Chairman informed the Members that the Board of Directors of the Corporation had recommended a final dividend of ₹ 16.50 per equity share of ₹ 2 each for the year ended March 31, 2018, which was in addition to an interim dividend of ₹ 3.50 per equity share that was declared and paid in March, 2018. He further informed that the total dividend for financial year 2017-18, if approved by the Members, would be ₹ 20 per equity share of ₹ 2 each as compared to the total dividend of ₹ 18 per equity share in the previous year. He stated that the payment of the final dividend of ₹ 16.50 per equity share, if approved at the AGM, would commence from the next day.

The Chairman thereafter dwelt on the standalone financial results of the Corporation for the quarter ended June 30, 2018 which were prepared under Indian Accounting Standards (Ind-AS) as required by Ministry of Corporate Affairs. He stated that the said results had been subjected to limited review by the statutory auditors and were approved by the Board of Directors at its meeting held earlier during the day of the AGM. He further stated that the Insurance Regulatory and Development Authority of India has notified that the insurance companies would converge into Ind AS from April 1, 2020 instead of April 1, 2018 and the Reserve Bank of India has postponed the implementation of Ind AS for banks by one year to April 1, 2019. In the given situation, the Corporation has decided to disclose standalone quarterly/year to date financial results during the financial year 2018-19, except for the year ending March 31, 2019, for which consolidated results would be prepared and disclosed.

The Chairman informed that for the quarter ended June 30, 2018 the average size of individual loans stood at ₹ 26.7 lac and the total individual loan disbursements grew by 17%. He then stated

that on an Assets Under Management (AUM) basis, the growth in the individual loan book and total loan book was 18% and that in the non-individual loan book was 17%.

The Chairman informed that the profit before tax, dividend and sale of investments for the quarter ended June 30, 2018 stood at ₹ 2,484 crore compared to ₹ 1,960 crore in the corresponding quarter of the previous year, representing a growth of 27%. He then mentioned that for the quarter ended June 30, 2018, the Corporation received dividend of ₹ 511 crore from HDFC Bank, while in the previous year, dividend from HDFC Bank was received in the second quarter.

The Chairman then stated that the profit before tax for the quarter ended June 30, 2018, stood at ₹ 3,070 crore as compared to ₹ 2,022 crore in the corresponding quarter of previous year, representing a growth of 52%. He also mentioned that the profit after tax before comprehensive income as per Ind-AS for the quarter ended June 30, 2018 stood at ₹ 2,190 crore as compared to ₹ 1,424 crore in the corresponding quarter of previous year representing an increase of 54%.

The Chairman thereafter informed that the cost of printing the annual report for the financial year 2017-18 was ₹ 49 per copy as against ₹ 46 per copy in the previous year.

The Chairman thereafter drew reference of the Members to the provisions of the Companies Act, 2013 and rules made thereunder in terms of which the Corporation sent the Annual Report for the financial year 2017-18 and the notice convening the AGM through e-mail to those shareholders who had registered their e-mail addresses and also mentioned that this has resulted in considerable savings towards printing and postage charges. He then stated that physical copies were sent to those shareholders whose e-mail addresses were not available or who have specifically asked for the report.

The Chairman concluded his speech by placing on record his appreciation to all the shareholders, customers, depositors, lenders and regulatory authorities for their continued support and for having reposed their confidence in the Corporation and also to the employees of the Corporation for their hard work and dedication.

The Chairman then invited questions, if any, from the Members and informed that only a Member is entitled to speak at the AGM. He also requested the Members to be brief and restrict the questions to the matters as set out in the Notice, the annual accounts and the operations of the Corporation for the financial year 2017-18. Thereafter, the following Members spoke at length on various issues concerning the financials and operations of the Corporation and that of its subsidiary companies:

Ms. Ashalata Maheshwari, Mrs. Huma Beruz Pourdehi, Mr. Beruz Framroz Pourdehi, Mr. T. M. Davar, Mr. Harshad Keshruwala, Mr. Aloysius Mascarenhas, Ms. Shobna Mehta, Mr. Adil Polad Irani, Mr. Seshan Krishnamurthy, Mr. Aspi Bhesania, Mr. Sharad Kumar Jivraj Shah, Mr. Jayesh Manek, Mr. S. A. Khanolkar, Mr. Nagji Looka, Mr. Hasmukh T. Vora, Mr. Hoshedar Sorabji Alamshaw, Mr. Nigel Gonsalves, Mr. Roland F. Fernandes, Mr. Jayant Kumar Kansara, Mr. L. A. Belur, Ms. H. S. Patel, Mr. Umesh D. Sheth, Ms. C. E. Mascarenhas, Mr. Gautam Tiwari and Mr. Vishal Thakkar.

Several Members congratulated the Board of Directors for the excellent performance, the awards and accolades received by the Corporation during the financial year 2017-18 and thanked the Board for recommending a total dividend of ₹ 20 per equity share of ₹ 2 each of the Corporation for the financial year 2017-18. The Members also appreciated the transparent and wide range of information provided by the Corporation in its Annual Report and Business Responsibility Report.

The Members also raised queries on matters concerning the Corporation and its subsidiaries. The queries that were raised *inter alia* related to issue of bonus shares, listing of other subsidiaries of the Corporation viz. HDFC ERGO General Insurance Company limited and HDFC Credila Financial Services Private Limited, benefits received under Pradhan Mantri Awas Yojna, issuance of Rupee Denominated Bonds Overseas, preferential allotment of shares by HDFC Asset Management Company Limited (HDFC AMC) prior to Initial Public Offering (IPO), costs related to IPO of HDFC AMC and HDFC Life, Corporate Social Responsibility spending by the Corporation, non-performing assets of the Corporation during the financial year 2017-18, impact

of the Government scheme 'Affordable Housing for All' on the Corporation and impact of Real Estate (Regulation and Development) Act, 2016 and Goods and Service Tax on the Corporation.

After all the Members spoke, the Chairman thanked them for their kind words of appreciation on the performance and achievements of the Corporation and replied to their queries.

As regards requests from several Members for issue of bonus shares, the Chairman responded that the Board of Directors of the Corporation would decide the same at an appropriate time.

As regards listing of the Corporation's other subsidiaries viz. HDFC ERGO General Insurance Company Limited and HDFC Credila Financial Services Private Limited, the Chairman stated that it was too early for these subsidiaries to come up with an IPO and the same would be decided by the respective companies at an appropriate stage.

As regards the benefits received under Pradhan Mantri Awas Yojna, the Chairman stated that the said scheme has helped home buyers as the subsidy received by the borrower is at times almost 10% of the cost of the house.

As regards issuance of Rupee Denominated Bonds Overseas by the Corporation, the Chairman stated that due to increased volatility in the market, the Corporation did not consider it economically prudent to issue Masala Bonds at this stage and the Corporation would decide on the same depending on market conditions.

As regards query regarding preferential allotment of shares by HDFC AMC prior to its IPO, the Chairman clarified the entire issue in detail. He also stated that the said shares would be locked-in unlike the shares which would be purchased by investors in the IPO.

As regards sharing of cost incurred in the IPO of HDFC AMC and HDFC Life, the Chairman stated that the cost of IPO is shared on pro-rata basis by the promoters i.e. selling shareholders of the said companies in proportion to the shares offered by them in the respective offers.

As regards the Corporate Social Responsibility initiatives, shareholders suggested that the Corporation undertake initiatives for the welfare of senior citizens, women empowerment, reconstruction of old buildings, farmers and their widows and towards sports in India. The Chairman responded by stating that the Corporation had already undertaken a few initiatives for the aforementioned causes and assured that such initiatives will be undertaken even during the financial year 2018-19.

As regards Non- Performing Assets (NPA) of the Corporation during the financial year 2017-18, the Chairman stated that the Corporation has been monitoring NPAs very closely along with conducting regular follow-up on such accounts.

The Chairman also replied to the other general queries in connection with the economy and real estate sector raised by the Members including impact of RERA and Goods and Service Tax on the real estate sector and the Corporation in particular.

The Chairman informed the Members that in terms of Section 108 of the Companies Act, 2013, rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporation had provided its Members the facility to exercise their right to vote through the remote e-voting platform offered by National Securities Depositories Limited (NSDL) and in this regard, the Corporation had appointed Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the e-voting process.

The Chairman then informed the Members that those Members who were present at the venue and had not voted through remote e-voting could vote at the venue electronically in the next thirty minutes and requested the volunteers to assist the Members to cast their vote.

The Chairman mentioned that the resolutions as mentioned in the notice convening this AGM had been already put to vote through remote e-voting. The Chairman further informed that the combined results of entire e-voting process would be displayed on the website of the Corporation, NSDL and the stock exchanges.

There being no other business, the Meeting concluded at 5:05 p.m. with a vote of thanks to the Chair.

The result of the e-voting on each of the resolutions, except resolution nos. 5 and 6 which were rendered infructuous, (Annexure - I) was declared on the same day based on the report of Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia & Associates, Practising Company Secretaries, Scrutinizer. The said result is enclosed as Annexure – II to these Minutes.

DATE OF ENTRY: 22/08/2018

Sd/-
Deepak S. Parekh
CHAIRMAN.

DATE OF SIGNATURE: 28/08/2018

PLACE: MUMBAI

1. (a) ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENT OF THE CORPORATION FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018
(Ordinary Resolution):

“**RESOLVED THAT** the audited standalone financial statement of the Corporation for the year ended March 31, 2018 containing the Balance Sheet as at that date, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes and the Reports of Auditors and Board of Directors Report along with its annexures thereon be and are hereby approved and adopted.”

1. (b) ADOPTION OF THE AUDITED CONSOLIDATED ANNUAL ACCOUNTS
(Ordinary Resolution):

“**RESOLVED THAT** the audited consolidated financial statement for the year ended March 31, 2018 containing the Balance Sheet as at that date, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes and the Auditors’ Report thereon be and are hereby approved and adopted.”

2. DIVIDEND (Ordinary Resolution):

“**RESOLVED THAT** the interim dividend of ₹ 3.50 per equity shares of ₹ 2 each of the Corporation on 167,58,79,893 equity shares paid to the Members for the financial year ended March 31, 2018 as per the resolution passed by the Board of Directors of the Corporation at its meeting held on March 16, 2018, be and is hereby noted and confirmed.”

“**RESOLVED FURTHER THAT** the final dividend of ₹ 16.50 per equity share of ₹ 2 each of the Corporation, for the financial year ended March 31, 2018 in respect of 169,02,51,762 equity shares, be and is hereby declared **AND THAT** such dividend, be paid to those Members whose names appear in the Register of Members of the Corporation/ statements of beneficial ownership maintained by the Depositories, as at the close of business hours on Friday, July 20, 2018.”

3. APPOINTMENT OF MR. UPENDRA KUMAR SINHA AS AN INDEPENDENT DIRECTOR (Ordinary Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the Articles of Association of the Corporation and approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Mr. Upendra Kumar Sinha (DIN:00010336) be and is hereby appointed as an Independent Director of the Corporation with effect from April 30, 2018 up to April 29, 2023 **AND THAT** he shall not be liable to retire by rotation.”

4. APPOINTMENT OF MR. JALAJ DANI AS AN INDEPENDENT DIRECTOR
(Ordinary Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the Articles of Association of the Corporation and approval and recommendation of the Nomination and Remuneration Committee

of Directors and the Board of Directors of the Corporation, Mr. Jalaj Ashwin Dani (DIN:00019080) be and is hereby appointed as an Independent Director of the Corporation with effect from April 30, 2018 up to April 29, 2023 **AND THAT** he shall not be liable to retire by rotation.”

7. CONTINUATION OF DIRECTORSHIP OF DR. J. J. IRANI (Special Resolution):

“**RESOLVED THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Dr. J. J. Irani (DIN: 00311104) in the Corporation, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. July 20, 2019 on the existing terms and conditions.”

8. RE-APPOINTMENT OF MR. DEEPAK S. PAREKH AS A DIRECTOR AND CONTINUATION OF HIS DIRECTORSHIP (Special Resolution):

“**RESOLVED THAT** Mr. Deepak S. Parekh (DIN: 00009078) be and is hereby re-appointed as a Director of the Corporation liable to retire by rotation **AND THAT** pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Corporation be and is hereby accorded for continuation of the directorship of Mr. Deepak S. Parekh during his tenure of re-appointment as a non-executive Director of the Corporation on attaining the age of seventy five years on October 18, 2019.”

9. ISSUE OF REDEEMABLE NON-CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS (Special Resolution):

“**RESOLVED THAT** in terms of the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Housing Finance Companies issuance of Non - Convertible Debentures on private placement basis (NHB) Directions, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable guidelines, directions or laws, the consent of the Members of the Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to issue Redeemable Non-Convertible Debentures (NCDs) secured or unsecured and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, for cash either at par or premium or at a discount to the face value, for an aggregate amount not exceeding ₹ 85,000 crore (Rupees Eighty Five thousand crore only) under one or more shelf disclosure document(s) and/or under one or more letter(s) of offer as may be issued by the Corporation and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments will be within the overall limit of borrowings as approved by the Members, from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

10. APPROVAL OF RELATED PARTY TRANSACTIONS WITH HDFC BANK LIMITED (Ordinary Resolution):

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Corporation do hereby ratify as also accord further approval to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with HDFC Bank Limited (“HDFC Bank”), being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise including the banking transactions, transactions for (i) sourcing of home loans for the Corporation by HDFC Bank against the consideration of the commission agreed upon or as may be mutually agreed upon from time to time, (ii) assignment/ securitisation of such percentage of home loan sourced by HDFC Bank or others, as may be agreed from time to time mutually between the Corporation and HDFC Bank, (iii) servicing of home loans assigned/ securitised against the consideration agreed upon or as may be mutually agreed upon, from time to time, and (iv) any other transactions including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all these transactions during the financial year 2018-19, in aggregate, may exceed 10% of the annual consolidated turnover of the Corporation as per the Corporation’s last audited financial statements or any other materiality threshold as may be applicable, from time to time.”

“**RESOLVED FURTHER THAT** the Members of the Corporation do hereby ratify as also accord further approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Corporation, to give effect to this resolution.”

11. APPROVAL OF LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE CORPORATION (Special Resolution):

“**RESOLVED THAT** in supersession of the resolution passed at the 39th Annual General Meeting of the Corporation held on July 27, 2016, the consent of the Members of the Corporation be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Corporation, to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Corporation inter alia by way of loan/ financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments either in Rupee or any other currency, with or without security, whether in India or abroad, issue of commercial papers, external commercial borrowings and through acceptance of fixed deposits and/ or inter corporate deposits on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Board (apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Corporation, its free reserves and securities premium; provided that the total amount up to which monies may be borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed ₹ 5,00,000 crore (Rupees Five lac crore only).”

“**RESOLVED FURTHER THAT** the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be

deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

12. RE-APPOINTMENT OF MR. KEKI M. MISTRY AS THE MANAGING DIRECTOR
(Ordinary Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder read with Schedule V to the Companies Act, 2013, including any amendment, modification , variation or re-enactment thereof and the Articles of Association of the Corporation, approval of the Members of the Corporation be and is hereby accorded to the 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 three years, with effect from November 14, 2018, who shall be liable to retire by rotation, upon the terms and conditions including those relating to remuneration more specifically set out in the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors/ Nomination and Remuneration Committee of Directors of the Corporation be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites, other benefits and allowances payable to Mr. Keki M. Mistry in such manner as may be agreed to between the Board of Directors/ Nomination and Remuneration Committee of Directors and Mr. Keki M. Mistry, subject to the limits prescribed under Section 197 of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said re-appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution.”

E-voting Results

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporation had provided the facility of remote e-voting and e-voting at the venue of the 41st Annual General Meeting of the Members of the Corporation on the resolutions proposed in the Notice convening the 41st AGM. The remote e-voting was open from July 26, 2018 to July 29, 2018.

The consolidated results as per the Scrutinizers' (Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia & Associates, Practicing Company Secretaries) Report dated July 30, 2018 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes Against
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.	99.94	0.06
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.	99.94	0.06
2	Declaration of final dividend on equity shares of the Corporation.	99.99	0.01
3	Appointment of Mr. Upendra Kumar Sinha as an Independent Director of the Corporation.	99.42	0.58
4	Appointment of Mr. Jalaj Ashwin Dani as an Independent Director of the Corporation.	99.97	0.03
7	Approval for Continuation of Directorship of Dr. J. J. Irani.	94.58	5.42
8	Re-Appointment of Mr. Deepak S. Parekh as a Non-Executive Director of the Corporation and continuation of his Directorship.	77.36	22.64
9	Approval to issue redeemable non-convertible debentures and/ or any other hybrid instruments on private placement basis, up to an amount not exceeding Rs. 85,000 crore.	98.45	1.55
10	Approval of related party transactions with HDFC Bank limited.	99.99	0.01
11	Authority to the board of directors of the Corporation to borrow monies for the purposes of the business of the corporation up to an amount not	98.48	1.52

	exceeding Rs. 5,00,000 crore.		
12	Re-Appointment Of Mr. Keki M. Mistry 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, 2018.	99.51	0.49
