

Ref. No.: SE/2020-21/112

July 30, 2020

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 Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

We wish to inform you that the 43<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Corporation was held today at 2.30 p.m. via two-way Video Conference. The Members who participated at the AGM transacted the businesses mentioned in the Notice dated June 19, 2020.

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; and
3. Report on combined e-voting results dated July 30, 2020 issued by the Scrutinizer i.e. Mr. N. L. Bhatia, Managing Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries.

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

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 43<sup>rd</sup> Annual General Meeting of the Corporation**

The 43<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Corporation was held on Thursday, July 30, 2020 at 2:30 p.m. via two-way Video Conference (VC) in compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs (MCA Circulars) and applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

178 Members being present through VC at 2.30 p.m., Mr. Deepak S. Parekh, Chairman of the Corporation commenced the AGM and welcomed the Members to the meeting. The Chairman confirmed that the Corporation had taken adequate steps and all efforts feasible, to enable Members to participate and vote on the items being considered at the AGM.

Mr. Parekh stated that all the directors of the Corporation were present at the AGM including Mr. Jalaj Dani, Chairman of the Audit and Governance Committee and Dr. J.J. Irani, Chairman of the Stakeholders Relationship Committee and the Nomination and Remuneration Committee of the Corporation. Representatives of the statutory and secretarial auditors, who were also invited to participate in the proceedings of the Meeting, participated through VC.

Mr. Parekh thereafter informed that the Corporation has enabled the Members to participate at the said AGM through the VC facility provided by National Securities Depository Limited (NSDL) and stated that the proceedings of the AGM could be viewed through the website of the Corporation via one way live webcast.

Mr. Parekh informed that the requisite registers were available 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 during the financial year ended March 31, 2020 and also during the quarter ended June 30, 2020. He also provided an insight on the major developments during the financial year 2019-20 and the current year, including impact of the COVID-19 pandemic on the Corporation. Thereafter, he invited questions from the Members on the financials and the businesses listed in the Notice to be transacted at the AGM.

After all the queries were raised, Mr. Parekh gave detailed responses 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, to the employees of the Corporation for their hard work and dedication. Thereafter, he informed the Members who had not cast their vote through the remote e-voting, may cast their vote through the e-voting platform being provided by NSDL within next 30 minutes i.e. upto 5.00 p.m. The AGM accordingly was concluded at 5.00 p.m.

The following businesses as set out in the Notice dated June 19, 2020 convening this AGM were transacted through e-voting (remote e-voting and e-voting during the AGM):



**Ordinary Business:**

- 1(a). Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2020 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, 2020 together with the report of the Auditors thereon.
2. Declaration of dividend on equity shares of the Corporation for the financial year ended March 31, 2020.
3. Appointment of Ms. Renu Sud Karnad (DIN: 00008064) as a Director of the Corporation.

**Special Business:**

4. Re-appointment of Ms. Renu Sud Karnad (DIN: 00008064) as the Managing director of the Corporation.
5. Re-appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as the Whole-time Director of the Corporation (designated as 'Executive Director').
6. Approval of related party transactions with HDFC Bank Limited.
7. Approval for issuance of redeemable non-convertible debentures and/or other hybrid instruments on private placement basis, up to an amount not exceeding ₹1,25,000 crore.
8. Approval for sale of shares held in HDFC Life Insurance Company Limited, a material listed subsidiary of the Corporation, pursuant to the specific direction issued by the Reserve Bank of India.
9. Approval for sale of shares held in HDFC ERGO General Insurance Company Limited, a material subsidiary of the Corporation, pursuant to the specific direction issued by the Reserve Bank of India.

Based on the Scrutinizer's Report dated July 30, 2020 issued by Mr. N. L. Bhatia of Messrs N. L. Bhatia & Associates, practising company secretaries, all the aforementioned businesses were passed by the Members with requisite majority.



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# 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		30/07/2020			
Total number of shareholders on record date		575612			
No. of shareholders present in the meeting either in person or through proxy:					
	Promoters and Promoter Group:	Not Applicable			
	Public:				
No. of Shareholders attended the meeting through Video Conferencing					
	Promoters and Promoter Group:	Not Applicable			
	Public:	388			

Resolution No. 1	(Ordinary)	Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2020 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		1270137310	86.93	1269542995	594315	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1270137310	86.93	1269542995	594315	99.95	0.05
Public - Non Institutions	E-Voting		47548014	17.48	47546814	1200	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	47548014	17.48	47546814	1200	100.00	0.00
Total		1733127679	1317685324	76.03	1317089809	595515	99.95	0.05

<b>Resolution No. 2</b>	<b>(Ordinary)</b>	Adoption of the audited consolidated financial statements for the financial year ended March 31, 2020 together with the report of the Auditors thereon						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1267647383	86.76	1267053068	594315	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1267647383	86.76	1267053068	594315	99.95	0.05
Public - Non Institutions	E-Voting		48197864	17.72	48196645	1219	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	48197864	17.72	48196645	1219	100.00	0.00
<b>Total</b>		1733127679	1315845247	75.92	1315249713	595534	99.95	0.05

<b>Resolution No. 3</b>	<b>(Ordinary)</b>	Declaration of dividend on equity shares of the Corporation for the financial year ended March 31, 2020						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1277597919	87.44	1248211445	29386474	97.70	2.30
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1277597919	87.44	1248211445	29386474	97.70	2.30
Public - Non Institutions	E-Voting		78694030	28.93	78688910	5120	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	78694030	28.93	78688910	5120	99.99	0.01
<b>Total</b>		1733127679	1356291949	78.26	1326900355	29391594	97.83	2.17

<b>Resolution No. 4</b>	<b>(Ordinary)</b>	Appointment of Ms. Renu Sud Karnad (DIN: 00008064) as a Director of the Corporation						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1247121888	85.35	1207052229	40069659	96.79	3.21
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1247121888	85.35	1207052229	40069659	96.79	3.21
Public - Non Institutions	E-Voting		78549997	28.88	78517856	32141	99.96	0.04
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	78549997	28.88	78517856	32141	99.96	0.04
<b>Total</b>		1733127679	1325671885	76.49	1285570085	40101800	96.97	3.03

<b>Resolution No. 5</b>	<b>(Ordinary)</b>	Re-appointment of Ms. Renu Sud Karnad (DIN:00008064) as the Managing Director of the Corporation						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1248643904	85.46	1226240359	22403545	98.21	1.79
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1248643904	85.46	1226240359	22403545	98.21	1.79
Public - Non Institutions	E-Voting		78539316	28.88	78507136	32180	99.96	0.04
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	78539316	28.88	78507136	32180	99.96	0.04
<b>Total</b>		1733127679	1327183220	76.58	1304747495	22435725	98.31	1.69

<b>Resolution No. 6</b>	<b>(Ordinary)</b>	Re-appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as the Whole-time Director of the Corporation						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1261910426	86.36	1243295708	18614718	98.52	1.48
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1261910426	86.36	1243295708	18614718	98.52	1.48
Public - Non Institutions	E-Voting		78550265	28.88	78525440	24825	99.97	0.03
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	78550265	28.88	78525440	24825	99.97	0.03
<b>Total</b>		1733127679	1340460691	77.34	1321821148	18639543	98.61	1.39

<b>Resolution No. 7</b>	<b>(Ordinary)</b>	Approval of Related Party Transactions with HDFC Bank Limited						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1277325862	87.42	1262125442	15200420	98.81	1.19
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1277325862	87.42	1262125442	15200420	98.81	1.19
Public - Non Institutions	E-Voting		71005705	26.11	70993583	12122	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	71005705	26.11	70993583	12122	99.98	0.02
<b>Total</b>		1733127679	1348331567	77.80	1333119025	15212542	98.87	1.13

<b>Resolution No. 8</b>	<b>(Special)</b>	Approval for issuance of Redeemable non-convertible debentures and/or other hybrid instruments on private placement basis up to an amount not exceeding Rs. 1,25,000 crore						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1278480090	87.50	1269002570	9477520	99.26	0.74
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1278480090	87.50	1269002570	9477520	99.26	0.74
Public - Non Institutions	E-Voting		78636060	28.91	78605177	30883	99.96	0.04
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	78636060	28.91	78605177	30883	99.96	0.04
<b>Total</b>		1733127679	1357116150	78.30	1347607747	9508403	99.30	0.70

<b>Resolution No. 9</b>	<b>(Special)</b>	Approval for sale of shares held in HDFC Life Insurance Company Limited, a material listed subsidiary of the Corporation, pursuant to specific directions issued by the Reserve Bank of India						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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		1278480090	87.50	1278480090	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1278480090	87.50	1278480090	0	100.00	0.00
Public - Non Institutions	E-Voting		78632486	28.91	78618218	14268	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	78632486	28.91	78618218	14268	99.98	0.02
<b>Total</b>		1733127679	1357112576	78.30	1357098308	14268	99.99	0.01



<b>Resolution No. 10</b>	<b>(Special)</b>	Approval for sale of shares held in HDFC Ergo General Insurance Company Limited, a material subsidiary of the Corporation, pursuant to specific directions issued by the Reserve Bank of India						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		Not Applicable						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held#</b>	<b>No. of Votes Polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of Votes-in favour</b>	<b>No. of Votes-against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=([2]/[1])*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=([4]/[2])*100</b>	<b>[7]=([5]/[2])*100</b>
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1214429873	83.12	1214429873	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1461141792	1214429873	83.12	1214429873	0	100.00	0.00
Public - Non Institutions	E-Voting		77897166	28.64	77881174	15992	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	271985887	77897166	28.64	77881174	15992	99.98	0.02
<b>Total</b>		1733127679	1292327039	74.57	1292311047	15992	99.99	0.01

# - 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.



**Ajay Agarwal**  
Company Secretary



**N L BHATIA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

Tel. : 91-022-2510 0718  
Tel. : 91-022-2510 0698  
E-mail : navnitlb@hotmail.com  
brupadhyay@hotmail.com  
Website : www.nlba.in

**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments made thereto]*

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

Dear Sir,

1. I, **N. L. Bhatia**, Managing Partner, M/s N L Bhatia & Associates, Membership No. FCS 1176/ C. P. No. 422), have been appointed as the Scrutinizer, by the Board of Directors of Housing Development Finance Corporation Limited ("the Corporation") for the purpose of scrutinizing the remote e-Voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 43<sup>rd</sup> AGM of the Equity Shareholders of the Corporation, held on Thursday, July 30, 2020 through two-way Video Conferencing facility .
2. The Management of the Corporation is responsible to ensure the compliance with the requirements of the Act, Rules, circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars) relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 43<sup>rd</sup> AGM of the Members of the Corporation. My responsibility as a Scrutinizer for the remote e-Voting and e-voting during the AGM is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-Voting system of National Securities Depository Limited ('NSDL'), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Corporation.
3. Further to above, I submit my report as under:

3.1. The Corporation has provided the remote e-Voting facility through NSDL, on their website

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www.evoting.nsdl.com. The Corporation had uploaded all the items of businesses to be transacted on the website of the Corporation, NSDL and also on the website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited to facilitate their Shareholders to cast their vote through remote e-voting.

- 3.2. The Notice of AGM and Annual Report was sent through e-mail to the Members whose names appeared in Register of Members of the Corporation as on June 26, 2020 and whose e-mail addresses were registered with the Corporation/their respective Depository Participants, containing the detailed 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 read with amendments made thereto and MCA circulars.
- 3.3. As prescribed in the said Rules and the MCA Circulars, the Corporation has also published advertisements in newspapers on Saturday, July 4, 2020 in Business Standard, Financial Express and Free Press Journal (in English), Navshakti (in Marathi), Business Standard (in Hindi) and Financial Express (in Gujarati). It carried all the required information as specified in the said rules and MCA circulars.
- 3.4. The institutional shareholders who voted on the resolutions sent a scanned copy of the relevant board resolution/authority letter, etc., together with attested specimen signature(s) of the authorised signatory(ies) who were authorised to vote.
- 3.5. The persons who were the Members of the Corporation as on the "Cut-off" date i.e. Thursday, July 23, 2020 were entitled to vote on the businesses (item nos. 1 to 9) as set out in the Notice of the 43<sup>rd</sup> AGM.
- 3.6. The Chairman at the 43<sup>rd</sup> AGM held on Thursday, July 30, 2020 through two-way Video Conferencing announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.
- 3.7. The remote e-Voting commenced on Monday, July 27, 2020 (10.00 a.m. IST) and concluded on Wednesday, July 29, 2020 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM.
- 3.8. The votes cast under remote e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
- 3.9. My consolidated report on the results of remote e-voting and voting through electronic means during the AGM is as under:





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

**The audited financial statements of the Corporation for the financial year ended March 31, 2020 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 shares for which votes cast	% of total number of valid votes cast
3,923	1,31,70,89,809	99.95

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
23	5,95,515	0.05

(iii) **Invalid votes:**

There are no invalid Votes.

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

**The audited consolidated financial statements for the financial year ended March 31, 2020 together with the report of the Auditors thereon:**

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,911	1,31,52,49,713	99.95

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
26	5,95,534	0.05

(iii) **Invalid votes:**

There are no invalid Votes.



**Item No. 2 - As an Ordinary Resolution:****To declare dividend on equity shares for the financial year ended March 31, 2020:****(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,889	1,32,69,00,355	97.83

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
97	2,93,91,594	2.17

**(iii) Invalid votes**

There are no invalid Votes.

**Item No. 3 - As an Ordinary Resolution:****Appointment of Ms. Renu Sud Karnad (DIN:00008064), who retires by rotation and, being eligible, offers herself for re-appointment:****(i) Voted in favour of the resolution:**

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,755	1,28,55,70,085	96.97

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
198	4,01,01,800	3.03

**(iii) Invalid votes**

There are no invalid Votes.



**Item No. 4 - As an Ordinary Resolution:**

**Re-appointment of Ms. Renu Sud Karnad(DIN:00008064)as the Managing Director of the Corporation:**

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,817	1,30,47,47,495	98.31

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
132	2,24,35,725	1.69

(iii) **Invalid votes**

There are no invalid Votes.

**Item No. 5 - As an Ordinary Resolution:**

**Re-appointment of Mr. V. Srinivasa Rangan (DIN:00030248) as the Whole-time Director of the Corporation (designated as 'Executive Director'):**

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,842	1,32,18,21,148	98.61

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
102	1,86,39,543	1.39

(iii) **Invalid votes**

There are no invalid Votes.



**Item No. 6 - 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 shares for which votes cast	% of total number of valid votes cast
3,840	1,33,31,19,025	98.87

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
102	1,52,12,542	1.13

(iii) **Invalid votes**

There are no invalid Votes.

**Item No. 7 - As a Special Resolution:****Issuance of Redeemable Non-Convertible Debentures and/or other hybrid instruments on private placement basis upto an amount not exceeding Rs. 1,25,000 crore:**(i) **Voted in favour of the resolution:**

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,887	1,34,76,07,747	99.30

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
93	95,08,403	0.70

(iii) **Invalid votes:**

There are no invalid Votes.





**Item No. 8 - As a Special Resolution:**

**Sale of shares held in HDFC Life Insurance Company Limited, a material listed subsidiary of the Corporation, pursuant to the specific direction issued by the Reserve Bank of India:**

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,882	1,35,70,98,308	99.99

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
100	14268	0.01

(iii) **Invalid votes**

There are no invalid Votes.

**Item No. 9- As a Special Resolution:**

**Sale of shares held in HDFC ERGO General Insurance Company Limited, a material subsidiary of the Corporation, pursuant to the specific direction issued by the Reserve Bank of India:**

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
3,746	1,29,23,11,047	99.99

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
90	15,992	0.01

(iii) **Invalid votes:**

There are no invalid Votes.



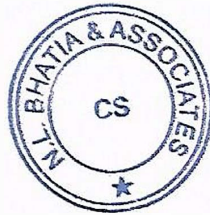


In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on July 30, 2020.

Thanking you,

Date: 30<sup>th</sup> July, 2020

Place: Mumbai



For N. L. Bhatia & Associates  
Practicing Corporation Secretaries

UIN: P1996MH055800

UDIN: F001176B000532609

*Navnithul Bhatia*

N.L. Bhatia

Partner

FCS: 1176

CP. No. 422

Countersigned

*[Signature]*  
Mr. Ajay Agarwal  
Corporation Secretary  
FCS: 9023