

Ref. No. SE/ 2020-21/102

July 21, 2020

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

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

**Kind Attn: – Sr. General Manager
DCS - Listing Department**

Kind Attn: Head - Listing

Dear Sirs,

Sub: Voting Results of Postal Ballot of the Corporation

Ref: Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

We refer to our letter dated June 20, 2020, wherein we had submitted the Postal Ballot Notice dated June 19, 2020, which was sent to the Members of the Corporation seeking their consent on resolutions stated in the said Notice through e-voting.

In connection with the resolutions set out in the said Postal Ballot Notice, please find enclosed herewith the following in compliance with the Listing Regulations:

1. E-voting Results in the prescribed format; and
2. Report dated July 21, 2020 on postal ballot through e-voting issued by the Scrutinizer i.e. Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia and Associates, Practicing Company Secretaries.

Based on the Scrutinizer's Report, we wish to inform you that the resolutions mentioned in the said Postal Ballot Notice have been passed by the Members of the Corporation with requisite majority.

The aforesaid documents will also be made available on the Corporation's website, www.hdfc.com.

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

- 1) London Stock Exchange, 10, Paternoster Square, London, EC4M 7LS
- 2) National Securities Depository Limited
Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
- 3) Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
17th Floor, Dalal Street, Fort,
Mumbai – 400 001

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.

Company Listing Number: L70100MH1077PLC010016

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Format for Voting Results

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

Annexure I

Date of the Result of the Postal Ballot:		21/07/2020		
Two Resolutions passed through Postal Ballot on :				
Total number of shareholders on record date		562297		
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:			

Resolution No. 1	(Special)	Approval for issuance of security(ies) of the Corporation through one or more modes for an aggregate amount not exceeding Rs. 14,000 crore or foreign currency equivalent thereof						
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		1307491509	89.38	1296827589	10663920	99.18	0.82
	Poll							
	Postal Ballot (if applicable)							
	Total	1462787787	1307491509	89.38	1296827589	10663920	99.18	0.82
Public - Non Institutions	E-Voting		103441046	38.59	103406063	34983	99.97	0.03
	Poll							
	Postal Ballot (if applicable)							
	Total	268082908	103441046	38.59	103406063	34983	99.97	0.03
Total		1730870695	1410932555	81.52	1400233652	10698903	99.24	0.76

Resolution No. 2	(Special)	Approval for issuance of shares to eligible employees and directors of the Corporation under Employees Stock Option Scheme - 2020						
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		1307285641	89.37	1170378809	136906832	89.53	10.47
	Poll							
	Postal Ballot (if applicable)							
	Total	1462787787	1307285641	89.37	1170378809	136906832	89.53	10.47
Public - Non Institutions	E-Voting		103442918	38.59	103319353	123565	99.88	0.12
	Poll							
	Postal Ballot (if applicable)							
	Total	268082908	103442918	38.59	103319353	123565	99.88	0.12
Total		1730870695	1410728559	81.50	1273698162	137030397	90.29	9.71

- 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 110 of the Companies Act, 2013 read with Rule 22 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,

I, **N. L. Bhatia**, Managing Partner, M/s. N. L. Bhatia & Associates, Membership No. FCS 1176/ C. P. No. 422), have been appointed as Scrutinizer by the Committee of Directors (duly authorised by the Board of Directors in this regard) of Housing Development Finance Corporation Limited ("the Corporation") at its meeting held on Friday, June 19, 2020 for the purpose of scrutinizing the e-voting undertaken in order to pass the Special Resolutions through Postal Ballot as per the provisions of Section 110 of the Companies Act, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. The Management of the Corporation is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules, circulars and notifications issued by the Ministry of Corporate Affairs ("MCA circulars") relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice dated June 19, 2020. My responsibility as a Scrutinizer for the e-voting 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, engaged by the Corporation.

2. Further to above, I submit my 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 the website of the Corporation, on NSDL's website 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 e-voting.

- 2.2 As required under the MCA circulars, the postal ballot notice were sent through e-mail to all members, whose names appeared in Register of Members of the Corporation as on June 19, 2020 and whose e-mail ids 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 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with amendments thereto and MCA circulars.
- 2.3 As prescribed in the said Rules and the MCA circulars, the Corporation has also published an advertisement in newspapers having wide circulation on June 22, 2020 in Free Press Journal, Financial Express and Business Standard (in English), Navshakti (in Marathi) and Business Standard (in Hindi) and Financial Express (in Gujarati). It carried the required information as specified in the said rules and MCA circulars.
- 2.4 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.
- 2.5 Voting rights of Members have been reckoned in proportion to the equity shares of the paid-up equity share capital of the Corporation as on the cut-off date i.e. Friday June 19, 2020.
- 2.6 The e-voting commenced from Monday, June 22, 2020 (10:00 a.m. IST) and concluded on Tuesday, July 21, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.
- 2.7 The votes cast by the shareholders through e-voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL e-voting website after the closure of e-voting period.

The result of the e-voting is as under:



Item No. 1 - As a Special Resolution:

Issuance of securities of the Corporation through one or more modes for an aggregate amount not exceeding Rs 14,000 crore or foreign currency equivalent thereof:

(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
5241	1,400,233,652	99.24

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
208	10,698,903	0.76

(iii) **Invalid votes**

There are no Invalid votes



Item No. 2 - As a Special Resolution:**Issuance of shares to eligible employees and directors of the Corporation under Employees Stock Option Scheme -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
4665	1,273,698,162	90.29

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
790	137,030,397	9.71

(iii) **Invalid** votes

There are no invalid votes.



In view of the above scrutiny, I hereby certify that both the Special Resolutions have been passed with requisite majority on July 21, 2020

Thanking you,

Date: 21/07/2020
Place: Mumbai

For N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F001176B000485121



Naveen L. Bhatia

NL Bhatia
Partner
FCS: 1176
CP. No. 422

Countersigned

Ajay
Mr. Ajay Agarwal
Company Secretary
FCS: 9023