

Ref. No.: SE/2022-23/85

June 30, 2022

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

We wish to inform you that the 45th Annual General Meeting (AGM) of the Members of the Corporation was held today i.e. on June 30, 2022 at 2.00 p.m. via two-way Video Conference. The Members who participated at the AGM transacted the businesses mentioned in the Notice dated May 2, 2022.

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 June 30, 2022 issued by the Scrutinizer i.e. Mr. Bhaskar Upadhyay, Partner, Messrs N. L. Bhatia & Associates, Practising 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 45th Annual General Meeting of the Corporation

The 45th Annual General Meeting (AGM) of the Members of the Corporation was held on Thursday, June 30, 2022 at 2:00 p.m. via two-way Video Conference (VC) in compliance with the applicable laws including circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time and applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

240 Members (including corporate representatives) attended the AGM through VC. The requisite quorum being present through VC at 2.00 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 resolutions being considered at the AGM.

The Chairman confirmed that all the directors of the Corporation were present at the AGM including Mr. Jalaj Dani, Chairman of the Audit and Governance Committee, Ms. Ireena Vittal, Chairperson of the Stakeholders Relationship Committee and Mr. U. K. Sinha, Chairman of the Nomination and Remuneration Committee of Directors of the Corporation. He further confirmed that certain members of senior management, the Company Secretary and representatives of the statutory and secretarial auditors, who were also invited to participate in the proceedings of the Meeting, participated through VC.

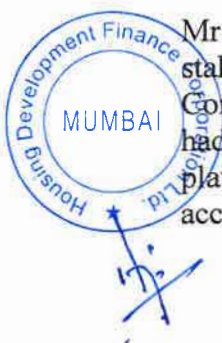
The Chairman thereafter informed that the Corporation has enabled the Members to participate at the said AGM through the VC facility provided by National Securities Depository Limited (NSDL) and stated that the proceedings of the AGM could be viewed through the website of the Corporation via one way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

The Chairman informed that the requisite registers and documents were available for inspection by the Members till the conclusion of the meeting.

The Chairman then commenced his speech and provided an insight on the major developments during the financial year 2021-22. He then gave an overview about the macro-economic environment including financial parameters, real estate sector and mortgage and financial performance of the Corporation during the financial year ended March 31, 2022. Thereafter, he invited questions from the Members on the performance of the Corporation and the said businesses.

After all the queries were raised, Mr. Parekh along with Mr. Keki M. Mistry, Vice Chairman & CEO gave detailed responses to the said queries.

Mr. Parekh thereafter 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 that 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 5.07 p.m. The AGM accordingly, was concluded at 5.07 p.m.



The following businesses as set out in the Notice dated May 2, 2022 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, 2022 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, 2022 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, 2022.
3. Re-appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as a Director of the Corporation, who retires by rotation and being eligible offers himself for re-appointment.
4. Fixing of the annual remuneration of Messrs S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005 issued by The Institute of Chartered Accountants of India), Joint Statutory Auditors of the Corporation for the financial year 2022-23 and for such years thereafter till the same is revised.
5. Fixing of the annual remuneration of Messrs G. M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W issued by The Institute of Chartered Accountants of India), Joint Statutory Auditors of the Corporation for the financial year 2022-23 and for such years thereafter till the same is revised.

Special Business:

6. Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Non-Executive Director of the Corporation, who retires by rotation and being eligible, offers himself for re-appointment.
7. Re-appointment of Ms. Renu Sud Karnad (DIN: 00008064) as the Managing Director of the Corporation for a period of 2 (two) years with effect from September 3, 2022.
8. Approval of related party transactions with HDFC Bank Limited.
9. Approval of related party transactions with HDFC Life Insurance Company Limited.
10. 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 during a period of one year from the date of AGM.



Based on the Scrutinizer's Report dated June 30, 2022 issued by Mr. Bhaskar Upadhyay, Partner of Messrs N. L. Bhatia & Associates, practising company secretaries, all the aforementioned businesses 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		30/06/2022			
Total number of shareholders on record date		918686			
No. of shareholders present in the meeting either in person or through proxy:					
	Promoters and Promoter Group:	Not Applicable			
	Public:	Not Applicable			
No. of Shareholders attended the meeting through Video Conferencing					
	Promoters and Promoter Group:	Not Applicable			
	Public:	240			

Resolution No. 1 : (Ordinary)			Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2022 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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1416269830	89.7106	1415479254	790576	99.9442	0.0558	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1416269830	89.7106	1415479254	790576	99.9442	0.0558	0
Public Non Institutions	E-Voting	234034067	54665003	23.3577	54655520	9483	99.9827	0.0173	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54665003	23.3577	54655520	9483	99.9827	0.0173	0
Total		1812743729	1470934833	81.1441	1470134774	800059	99.9456	0.0544	0



Resolution No. 2: (Ordinary)			Adoption of the audited consolidated financial statements for the financial year ended March 31, 2022 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1416269830	89.7106	1416269830	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1416269830	89.7106	1416269830	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	234034067	54664469	23.3575	54654856	9613	99.9824	0.0176	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54664469	23.3575	54654856	9613	99.9824	0.0176	0
Total		1812743729	1470934299	81.1441	1470924686	9613	99.9993	0.0007	0



Resolution No. 3: (Ordinary)			Declaration of dividend on equity shares of the Corporation for the financial year ended March 31, 2022.							
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	No. of votes Invalid	
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]	
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0	
Public Institutions	E-Voting	1578709662	1442928568	91.3992	1414692646	28235922	98.0432	1.9568	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1442928568	91.3992	1414692646	28235922	98.0432	1.9568	0	
Public Non Institutions	E-Voting	234034067	54642173	23.3480	54633390	8783	99.9839	0.0161	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	Total		54642173	23.3480	54633390	8783	99.9839	0.0161	0	
Total		1812743729	1497570741	82.6135	1469326036	28244705	98.1140	1.8860	0	



Resolution No. 4: (Ordinary)			Re-appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as a Director of the Corporation, who retires by rotation and, being eligible, offers himself for re-appointment.						
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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1442024872	91.3420	1396291901	45732971	96.8286	3.1714	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1442024872	91.3420	1396291901	45732971	96.8286	3.1714	0
Public Non Institutions	E-Voting	234034067	54664103	23.3573	54635324	28779	99.9474	0.0526	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54664103	23.3573	54635324	28779	99.9474	0.0526	0
Total		1812743729	1496688975	82.5648	1450927225	45761750	96.9425	3.0575	0



Resolution No.5: (Ordinary)			To fix the annual remuneration of Messrs S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005 issued by The Institute of Chartered Accountants of India), Joint Statutory Auditors of the Corporation for FY 2022-23 and for such years thereafter till the same is revised.						
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1435824610	90.9493	1434716733	1107877	99.9228	0.0772	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1435824610	90.9493	1434716733	1107877	99.9228	0.0772	0
Public Non Institutions	E-Voting	234034067	54609377	23.3339	54587488	21889	99.9599	0.0401	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54609377	23.3339	54587488	21889	99.9599	0.0401	0
Total		1812743729	1490433987	82.2198	1489304221	1129766	99.9242	0.0758	0



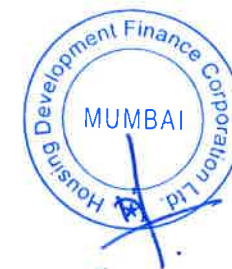
Resolution No. 6: (Ordinary)			To fix the annual remuneration of Messrs G. M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W issued by The Institute of Chartered Accountants of India), Joint Statutory Auditors of the Corporation for FY 2022-23 and for such years thereafter till the same is revised.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1436389762	90.9850	1390887879	45501883	96.8322	3.1678	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1436389762	90.9850	1390887879	45501883	96.8322	3.1678	0
Public Non Institutions	E-Voting	234034067	54664001	23.3573	54642595	21406	99.9608	0.0392	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54664001	23.3573	54642595	21406	99.9608	0.0392	0
Total		1812743729	1491053763	82.2540	1445530474	45523289	96.9469	3.0531	0



Resolution No.7: (Special)			Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Non-Executive Director of the Corporation, who retires by rotation and, being eligible, offers himself for re-appointment.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1431473675	90.6737	1314602614	116871061	91.8356	8.1644	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1431473675	90.6737	1314602614	116871061	91.8356	8.1644	0
Public Non Institutions	E-Voting	234034067	54654372	23.3532	54637134	17238	99.9685	0.0315	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54654372	23.3532	54637134	17238	99.9685	0.0315	0
Total		1812743729	1486128047	81.9822	1369239748	116888299	92.1347	7.8653	0



Resolution No.8: (Special)			Re-appointment of Ms. Renu Sud Karnad (DIN:00008064) as the Managing Director of the Corporation for a period of 2 (two) years with effect from September 3, 2022.						
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1431968900	90.7050	1391920719	40048181	97.2033	2.7967	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1431968900	90.7050	1391920719	40048181	97.2033	2.7967	0
Public Non Institutions	E-Voting	234034067	54663722	23.3572	54628615	35107	99.9358	0.0642	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		54663722	23.3572	54628615	35107	99.9358	0.0642	0
Total		1812743729	1486632622	82.0101	1446549334	40083288	97.3038	2.6962	0



Resolution No.9: (Ordinary)			Approval of related party transactions with HDFC Bank Limited, an associate 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1437174796	91.0348	1437174796	0	100.0000	0.0000	416160
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1437174796	91.0348	1437174796	0	100.0000	0.0000	416160
Public Non Institutions	E-Voting	234034067	46533405	19.8832	46449402	84003	99.8195	0.1805	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46533405	19.8832	46449402	84003	99.8195	0.1805	0
Total		1812743729	1483708201	81.8488	1483624198	84003	99.9943	0.0057	416160



Resolution No. 10 : (Ordinary)			Approval of related party transactions with HDFC Life Insurance Company Limited, an associate 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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1437174796	91.0348	1434644627	2530169	99.8239	0.1761	416160
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1437174796	91.0348	1434644627	2530169	99.8239	0.1761	0
Public Non Institutions	E-Voting	234034067	46531532	19.8824	46511413	20119	99.9568	0.0432	416160
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		46531532	19.8824	46511413	20119	99.9568	0.0432	0
Total		1812743729	1483706328	81.8487	1481156040	2550288	99.8281	0.1719	416160



Resolution No. 11: (Special)			Approval for issuance of Redeemable Non-Convertible Debentures and/ or any other hybrid instruments on private placement basis, up to an aggregate amount not exceeding Rs.1,25,000 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	1578709662	1016330821	64.3773	996446293	19884528	98.0435	1.9565	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1016330821	64.3773	996446293	19884528	98.0435	1.9565	0
Public Non Institutions	E-Voting	234034067	37888273	16.1892	37866299	21974	99.9420	0.0580	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		37888273	16.1892	37866299	21974	99.9420	0.0580	0
Total		1812743729	1054219094	58.1560	1034312592	19906502	98.1117	1.8883	0

- 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.

For Housing Development Finance Corporation Limited


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) (vii) 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, **Bhaskar Upadhyay**, Partner of M/s. N. L. Bhatia & Associates, Practising Company Secretaries, (Membership No. FCS 8663/ C. P. No. 9625), has been appointed as Scrutinizer by the Board of Directors of Housing Development Finance Corporation Limited ("the Corporation") for the purpose of scrutinizing the remote e-voting [including e-voting during the 45th Annual General Meeting ("AGM")] and ascertaining the requisite majority on remote e-voting carried out as per 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 business set out in the Notice of the 45th AGM of the Members of the Corporation, held on Thursday, June 30, 2022 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 remote e-voting and SEBI Listing Regulations on the business set out in the Notice of the 45th AGM of the Members of the Corporation. My responsibility as a Scrutinizer for the remote e-voting 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 45th 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 facility, engaged by the Corporation.



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

- 3.1.The Corporation had provided the remote e-voting facility to the shareholders of the Corporation through NSDL. The Corporation had uploaded the Notice of 45th AGM containing all the items of businesses to be transacted on the website of the Corporation and 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 the 45th AGM 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 and Annual Report for FY 22 were sent through e-mail to the Members whose names appeared in Register of Members of the Corporation as on Friday, May 27, 2022 and whose e-mail addresses were registered with the Corporation/their respective Depository Participants,.
- 3.3.As prescribed in the said Rules and the MCA circulars, the Corporation has also published an advertisement in newspapers on Tuesday, June 07, 2022 in Business Standard, Free Press Journal (in English), Navshakti (in Marathi) and Business Standard (in Hindi). It carried all required information as specified in the said rules and MCA circulars.
- 3.4.The institutional shareholders who voted on the resolutions sent/ uploaded a scanned copy of the relevant board resolution/ authority letter, confirming that they were authorised to vote.
- 3.5.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. Thursday June 23, 2022
- 3.6.The remote e-voting commenced from Monday, June 27, 2022 (10:00 a.m. IST) and concluded on Wednesday, June 29, 2022 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter. The e-voting platform was then reopened during the AGM and was kept open for 30 minutes.
- 3.7.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.

My consolidated report on the results of the e-voting 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, 2022 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
5,022	1,47,01,34,774	99.9456

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
41	8,00,059	0.0544

(iii) **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, 2022 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
5,012	14,70,924,686	99.9993

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
40	9,613	0.0007

(iii) **Invalid votes:**

There are no invalid Votes.



Item No. 2 - As an Ordinary Resolution:

Declaration of dividend on the equity shares of the Corporation for the financial year ended March 31, 2022:

(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
4983	1,46,93,26,036	98.1140

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
91	2,82,44,705	1.8860

(iii) **Invalid votes:**

There are no invalid Votes.



Item No. 3 - As an Ordinary Resolution:

Re-appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as a Director of the Corporation, who retires by rotation and being eligible, offers himself for re-appointment:

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4861	1,45,09,27,225	96.9425

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
200	4,57,61,750	3.0575

(iii) **Invalid votes:**

There are no invalid Votes.



Item No. 4 - As an Ordinary Resolution:

Fixing the annual remuneration of Messrs S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005 issued by The Institute of Chartered Accountants of India), Joint Statutory Auditors of the Corporation for financial year 2022-23 and for such years thereafter till the same is revised:

(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
4928	1,48,93,04,221	99.9242

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
116	11,29,766	0.0758

(iii) **Invalid votes:**

There are no invalid Votes.



Item No. 5 - As an Ordinary Resolution:

Fixing the annual remuneration of Messrs s G. M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W issued by The Institute of Chartered Accountants of India), Joint Statutory Auditors of the Corporation for financial year 2022-23 and for such years thereafter till the same is revised:

(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
4828	1,44,55,30,474	96.9469

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
223	4,55,23,289	3.0531

(iii) **Invalid votes:**

There are no invalid Votes.



Item No. 6 - As a Special Resolution:

Re-appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Non-Executive Director of the Corporation, who retires by rotation and, being eligible, offers himself for re-appointment:

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4697	1,36,92,39,748	92.1347

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
365	11,68,88,299	7.8653

(iii) **Invalid** votes:

There are no invalid Votes.



Item No. 7 – As a Special Resolution:

Re-appointment of Ms. Renu Sud Karnad (DIN:00008064) as the Managing Director of the Corporation for a period of 2 (two) years with effect from September 3, 2022:

(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
4833	1,44,65,49,334	97.3038

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
210	4,00,83,288	2.6962

(iii) **Invalid** votes:

There are no invalid Votes.



Item No. 8 - As an Ordinary Resolution:**Approval of Related Party Transactions with HDFC Bank Limited, an associate company 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
4952	1,48,36,24,198	99.9943

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
74	84,003	0.0057

(iii) **Invalid votes:**

There are 4,16,160 invalid Votes.



Item No. 9 - As an Ordinary Resolution:**Approval of Related Party Transactions with HDFC Life Insurance Company Limited, an associate company 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
4950	14,81,15,06,040	99.8281

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
80	25,50,288	0.1719

(iii) **Invalid votes:**

There are 4,16,160 invalid Votes.



Item No. 10 - As a Special Resolution:

Approval for issuance of Redeemable Non-Convertible Debentures and/ or any other hybrid instruments on private placement basis, up to an aggregate 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
4337	1,03,43,12,592	98.1117

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
158	1,99,06,502	1.8883

(iii) **Invalid votes:**

There are no invalid Votes.



In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite majority on Thursday, June 30, 2022

Thanking you,

Date: June 30, 2022

Place: Mumbai



**For N. L. Bhatia & Associates
Practicing Company Secretaries**

UIN: P1996MH055800

UDIN: F008663D000549544

Bhaskar Upadhyay

Partner

FCS: 8663

CP. No. 9625

PR. No. 700/2020

Countersigned

**Mr. Ajay Agarwal
Company Secretary**

FCS: 9023