

22nd July, 2016**BSE Limited**
Dept of Corporate Services
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
Fax No. 022-22722037 /39 /41**The National Stock Exchange of India Limited**
The Listing Department
Exchange Plaza
BandraKurla Complex,
Mumbai 400 051
Fax No. 022-26598237 / 38/ 66418124/25/26**Sub: Result of e-voting at 22nd Annual General Meeting(AGM) and remote e-voting on resolutions of Bank**

Dear Sir,

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the results of the e-voting at the 22nd AGM of the Bank held on 21st July, 2016, as well as the results of the remote e-voting conducted for all resolutions as specified in the Notice of 22nd AGM dated 19th May, 2016.

Date of the 22 nd AGM	21 st July, 2016
Total no. of shareholders as on Record Date	475014
No. of shareholders present in the meeting either in person or through proxy:	
a) Promoters and Promoter Group	3
b) Public	378
No. of shareholders who attended the meeting through Video Conferencing:	
a) Promoters and Promoter Group	NIL
b) Public	NIL

All the resolutions at the AGM were passed with overwhelming majority. The Report of M/s. BN & Associates, Scrutinizers, is enclosed herewith.

This is for your information and record.

Thanking you,

Yours faithfully,

For HDFC Bank Limited

**N. E. Venkitakrishnan**
Vice President- Legal & Secretarial

Encl : a/a.

Date of the AGM/EGM	21-JUL-2016
Total number of shareholders on record date	475014
No. of Shareholders present in the meeting in person or through proxy	
Promoters and Promoter Group:	3
Public:	378
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/Special) Whether promoter/ promoter group are interested in the agenda/resolutions?									
Category	No. of shares held	Mode of Voting	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	
Promoter and Promoter Group	1	E-voting (Remote e-voting)	2	(3)-[2/(1)]*100	4	5	(6)-[4/(2)]*100	(7)-[5/(2)]*100	
		Postal Ballot	530262802	97.62	530262802	0	100.00	0.00	
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	
		Total	530262802	97.62	530262802	0	100.00	0.00	
Public - Institutions	543216100	E-voting (Remote e-voting)	939122236	84.99	939122236	0	100.00	0.00	
		Postal Ballot	0	0.00	0	0	0.00	0.00	
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	1104993486	E-voting (Remote e-voting)	939122236	84.99	939122236	0	100.00	0.00	
		Postal Ballot	38022103	4.29	380221913	150	100.00	0.00	
		Post (e-voting at AGM venue)	1048240	0.12	1047990	250	99.98	0.02	
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	
Total	886842431	Total	39070343	4.41	39069903	440	100.00	0.00	
	2535052017		1508455381	59.50	1508454941	440	100.00	0.00	



Resolution required: (Ordinary/Special)		Ordinary (2): Declaration of Dividend on equity shares.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	97.62	4	5	100.00	100.00			
	Post (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543,161,000	530,16,2802	97.62	530,16,2802	0	100.00	100.00			
Public - Institutions	E-voting (Remote e-voting)		942,48,2035	85.29	942,48,2035	0	100.00	100.00			
	Post (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	11,04,99,3486	942,48,2035	85.29	942,48,2035	0	100.00	100.00			
Public - Non Institutions	E-voting (Remote e-voting)		3802,1913	4.29	3802,1913	190	100.00	100.00			
	Post (e-voting at AGM venue)		1048,230	0.12	1048,230	0	100.00	100.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	88,584,2431	390,70,333	4.41	390,70,333	190	100.00	100.00			
Total		25,15,05,2017	15,11,81,5170	59.64	15,11,81,4980	190	100.00	100.00			



Resolution required: (Ordinary/Special)		Ordinary (3): Appointment of Director in place of Mr. Keki Mistry, (DIN No. 00008886) who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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 the votes Polled	% of Votes against the votes Polled			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	330262802	97.62	530762802	5	$(6) = \frac{(4)}{(4)+(2)} * 100$ 100.00	$(7) = \frac{(5)}{(5)+(2)} * 100$ 0.00			
	Poll (e-voting at AGM venue) POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543216300	330262802	97.62	530762802	0	100.00	0.00			
	E-voting (Remote e-voting)		916556672	82.95	879392331	37164341	95.95	4.05			
Public - Institutions	Poll (e-voting at AGM venue) POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104993486	916556672	82.95	879392331	37164341	95.95	4.05			
	E-voting (Remote e-voting)		38022103	4.29	38021664	439	100.00	0.00			
Public - Non Institutions	Poll (e-voting at AGM venue) POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	896842431	39070333	4.41	39069894	439	100.00	0.00			
	Total	2535052017	1485989807	58.61	144875027	37164780	97.50	2.50			



Resolution required: (Ordinary/Special)		Ordinary (4): Appointment of Director in place of Mrs. Bena Karnad, [DIN No. 0000064] who retires by rotation and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	97.62	530262802	0	100.00				
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
Public Institutions	Total	543216100	530262802	97.62	530262802	0	100.00	0.00			
	E-voting (Remote e-voting)		894037413	80.91	618980877	275056536	69.23	30.77			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
Public - Non Institutions	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104993486	894037413	80.91	618980877	275056536	69.23	30.77			
	E-voting (Remote e-voting)		38022103	4.29	38022103	1958	99.99	0.01			
Total	Poll (e-voting at AGM venue)		1048230	0.12	1048230	0	100.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	885842431	39070333	4.41	39068375	1958	99.99	0.01			
Total		2535052017	3463370548	57.73	3188312054	275056494	81.20	18.80			



Resolution required: (Ordinary/Special) Whether promoters/ promoter group are the agenda/resolution?		Ordinary (S): Re-appointment of Statutory Auditors and fixing of their remuneration. NO						
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
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	(3)-(2)/(3)*100 97.52	4	5	(6)-(4)/(2)*100 100.00	(7)-(5)/(2)*100 0.00
	Poll (e-voting at AGM venue) POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	Total	543215100	530262802	97.62	530262802	0	100.00	0.00
Public - Institutions	E-voting (Remote e-voting)		528543490	84.07	906316219	22672721	97.56	2.44
	Poll (e-voting at AGM venue) POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	Total	1104993486	928943490	84.07	906316219	22672721	97.56	2.44
Public - Non Institutions Total	E-voting (Remote e-voting)		38022098	4.29	38021378	720	100.00	0.00
	Poll (e-voting at AGM venue) POSTAL BALLOT		1048230	0.12	1047980	250	99.98	0.02
	Total	866542431	39070328	4.41	39060358	970	100.00	0.00
		2535052017	1498276620	59.10	1475648379	22628241	98.49	1.51



Resolution required: (Ordinary/Special)		Special (i). Appointment of Mr. Umesh Chandra Sarang, (DIN No. 02040436) as Independent Director of the Bank.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	$(3) = [(2)/(1)] * 100$ 97.62	530262802	5	$(6) = [(4)/(2)] * 100$ 100.00	$(7) = [(5)/(2)] * 100$ 0.00			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543,216,100	530,262,802	97.62	530,262,802	0	100.00	0.00			
Public - Institutions	E-voting (Remote e-voting)		932,552,765	84.39	932,493,524	59,241	99.99	0.01			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1,104,993,486	932,552,765	84.39	932,493,524	59,241	99.99	0.01			
Public - Non Institutions	E-voting (Remote e-voting)		380,201,08	4.29	380,178,12	2,386	99.99	0.01			
	Poll (e-voting at AGM venue)		104,8230	0.12	104,7980	250	99.98	0.02			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	886,842,431	390,694,28	4.41	390,679,2	2,636	99.99	0.01			
Total		25,39,05,2017	1,50,18,83,995	59.24	1,50,18,22,118	61,877	100.00	0.00			



Resolution required: (Ordinary/Special)		Special (7): Approval of related party transactions with HDFC Limited pursuant to applicable provisions.									
Whether promoter/ promoter group are the agenda/resolution?		YES									
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			
Promoter and Promoter Group *	E-voting (Remote e-voting)	1	2	13=(2/11)*100	350005000	5	(6)-[(4)/(2)]*100	(7)-[(5)/(2)]*100			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543716100	150005000	27.61	150005000	0	100.00	0.00			
Public - Institutions	E-voting (Remote e-voting)		940853544	85.15	940794303	59241	99.99	0.01			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104993486	940853544	85.15	940794303	59241	99.99	0.01			
Public - Non Institutions	E-voting (Remote e-voting)		37955948	4.28	37953558	2390	99.99	0.01			
	Poll (e-voting at AGM venue)		1048230	0.32	1047980	250	99.98	0.02			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	886842431	39004178	4.40	39001538	2640	99.99	0.01			
Total		2535052017	1129862722	44.57	1129800841	61881	99.99	0.01			

* - votes were cast by HDFC Holdings Limited and HDFC Investments Limited belonging to the promoter group but not considered as Related Party as per SEBI Listing Regulations.



Resolution required: (Ordinary/Special)		Special (8): Approval of related party transaction with HDB Financial Services Limited pursuant to applicable provisions.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group #	E-voting (Remote e-voting)	1	150005000	$(3) = \frac{(2) \times (1)}{(1)} \times 100$ 27.61	4	5	$(6) = \frac{(4) \times (2)}{(2)} \times 100$ 100.00	$(7) = \frac{(5) \times (2)}{(2)} \times 100$ 0.00			
	Post (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543216100	150005000	27.61	150005000	59241	100.00	0.00			
Public - Institutions	E-voting (Remote e-voting)		940853544	85.15	940794303	59241	99.99	0.01			
	Post (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104993486	940853544	85.15	940794303	59241	99.99	0.01			
Public - Non Institutions	E-voting (Remote e-voting)		37955881	4.28	37953411	2470	99.99	0.01			
	Post (e-voting at AGM venue)		1048230	0.12	1048230	0	100.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	806847431	39004111	4.40	39001641	2470	99.99	0.01			
Total		2535052017	1129862655	44.57	1129800944	61711	99.99	0.01			

- Votes were cast by HDFC Holdings Limited and HDFC Investments Limited belonging to the promoter group but not considered as Related Party as per SEBI Listing Regulations



Resolution required: (Ordinary/Special)		Special (9): Revision in the terms of appointment of Mr. Parash Suthankar, [DIN No. 01843099] Deputy Managing Director.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	97.62	530262802	5	100.00				
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543216100	530262802	97.62	530262802	0	100.00	0.00			
Public - Institutions	E-voting (Remote e-voting)		942302035	85.28	940281451	2020584	99.79	0.21			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104993486	942302035	85.28	940281451	2020584	99.79	0.21			
Public - Non Institutions	E-voting (Remote e-voting)		38020148	4.29	38010224	9924	99.97	0.03			
	Poll (e-voting at AGM venue)		1048230	0.12	1048230	0	100.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	885842434	39068378	4.41	39058454	9924	99.97	0.03			
Total		2525052017	1511633215	59.63	1509602707	2030508	99.87	0.13			



Resolution required: (Ordinary/Special)		Special (10): Payment of remuneration to Non-Executive Directors of the Bank									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	$(3) = [(2)/(1)] * 100$ 97.52	4	5	$(6) = [(4)/(7)] * 100$ 100.00	$(7) = [(5)/(7)] * 100$ 0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	Total	543216100	530262802	97.62	530262802	0	100.00	0.00			
	E-voting (Remote e-voting)		912552765	84.39	915930816	16621949	98.22	1.78			
Public - Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00			
	Total	1104993446	927552765	84.39	915930816	16621949	98.22	1.78			
	E-voting (Remote e-voting)		38020198	4.29	38009246	10952	99.97	0.03			
	Postal Ballot		1048230	0.12	1048230	0	100.00	0.00			
Public - Non Institutions	Total	886842411	39088428	4.43	39057476	10952	99.97	0.03			
	Total	2535052017	3501883995	59.24	1485251094	36637901	98.89	1.11			



Resolution required: (Ordinary/Special)		Special (11): Increase in authorized share capital of the Bank.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	97.62	530762802	5	100.00	0.00			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	543216100	530762802	97.62	530762802	0	100.00	0.00			
Public - Institutions	E-voting (Remote e-voting)		942428055	85.29	939997122	2430933	99.74	0.26			
	Poll (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104993486	942428055	85.29	939997122	2430933	99.74	0.26			
Public - Non Institutions	E-voting (Remote e-voting)		38021986	4.29	38020123	1865	100.00	0.00			
	Poll (e-voting at AGM venue)		1048230	0.12	1048230	0	100.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	886847431	39070216	4.41	39068351	1865	100.00	0.00			
Total		2535052017	1511761073	59.63	3509328275	2432798	99.84	0.16			



Special (12): Amendment of clause V of Memorandum of Association.									
NO									
Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are the agenda/resolution?									
Category	No. of shares held	Mode of Voting	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	
Promoter and Promoter Group	1	E-voting [Remote e-voting]	530262802	97.62	530262802	5	(6)-(4)/(2)*100	(7)-(5)/(2)*100	0.00
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	0.00
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	0.00
	543216100	Total	530262802	97.62	530262802	0	100.00	0.00	0.00
Public - Institutions		E-voting [Remote e-voting]	942428055	85.29	940105533	2322522	99.75	0.25	0.25
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	0.00
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	0.00
	1104993486	Total	942428055	85.29	940105533	2322522	99.75	0.25	0.25
Public - Non Institutions		E-voting [Remote e-voting]	38021786	4.29	38019446	2340	99.99	0.01	0.01
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	0.00
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	0.00
	886842433	Total	38021786	4.29	38019446	2340	99.99	0.01	0.01
Total	2535052017		1511760623	59.63	1509435761	2324862	99.85	0.15	0.15

Special (13): Ratification of additional capital									
NO									
Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are the agenda/resolution?									
Category	No. of shares held	Mode of Voting	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	
Promoter and Promoter Group	1	E-voting [Remote e-voting]	530262802	97.62	530262802	5	(6)-(4)/(2)*100	(7)-(5)/(2)*100	0.00
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	0.00
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	0.00
	543216100	Total	530262802	97.62	530262802	0	100.00	0.00	0.00
Public - Institutions		E-voting [Remote e-voting]	942428055	85.29	942428055	0	100.00	0.00	0.00
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	0.00
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	0.00
	1104993486	Total	942428055	85.29	942428055	0	100.00	0.00	0.00
Public - Non Institutions		E-voting [Remote e-voting]	38021786	4.29	38021786	1909	99.99	0.01	0.01
		Post (e-voting at AGM venue)	0	0.00	0	0	0.00	0.00	0.00
		POSTAL BALLOT	0	0.00	0	0	0.00	0.00	0.00
	886842433	Total	38021786	4.29	38021786	1909	99.99	0.01	0.01
Total	2535052017		1511760623	59.63	1511760623	1909	100.00	0.00	0.00



Resolution required: (Ordinary/Special)		Special (14): Grant of employee stock options.									
Whether promoter/ promoter group are the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-voting (Remote e-voting)	1	2	$(2)/(1) \times 100$	530262802	5	$(5)/(4)/(2) \times 100$	$(7)/(5)/(2) \times 100$			
	Post (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
Public - Institutions	Total	543216100	530262802	97.62	530262802	0	100.00	0.00			
	E-voting (Remote e-voting)		924450865	83.66	644659516	279754933	69.74	30.26			
	Post (e-voting at AGM venue)		0	0.00	0	0	0.00	0.00			
Public - Non Institutions	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	1104953486	924450865	83.66	644659516	279754933	69.74	30.26			
	E-voting (Remote e-voting)		38031901	4.29	38031334	10567	99.87	0.03			
Total	Post (e-voting at AGM venue)		1048130	0.12	1047980	250	99.98	0.02			
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00			
	Total	866842431	39070331	4.41	39059334	10817	99.97	0.03			
		2535052017	1493783782	58.93	1214018032	279765750	83.27	16.73			



**Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 22nd
AGM of HDFC BANK Limited held on July 21, 2016**

To,
The Chairperson,
HDFC BANK Limited
HDFC Bank House
S B Marg, Mumbai 400013

22nd Annual General Meeting of the Equity Shareholders of HDFC BANK Limited held
on Thursday, July 21, 2016 at 02.30 P.M. at BIRLA MATUSHRI SABHAGAR, 19, NEW
MARINE LINES MUMBAI - 400020

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the
Companies Act 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 as amended.

The Board of Directors of HDFC BANK Limited (*hereinafter referred to as the "Bank"*) at its
meeting held on May 19, 2016 has appointed me as the Scrutinizer for the Remote E-voting
process as well as to scrutinize the electronic voting conducted at the venue of the AGM
pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations 2015. I say, I am familiar and well versed with the concept of electronic voting
system as prescribed under the said Rules.

Report on Scrutiny:

- The Bank had appointed Central Depository Services (India) Ltd. ('CDSL') as the
Service provider, for the purpose of extending the facility of Remote E-Voting to the
Members of the Bank.
- Datamatics Financial Services Ltd are the Registrar and Share Transfer Agents
(RTA) of the Bank.
- The Service Provider had provided a system for recording the votes of the Members
electronically on all the items of the business (both Ordinary and Special businesses)
sought to be transacted in the 22nd Annual General Meeting ('AGM') of the Bank,
which was held on Thursday, July 21, 2016.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T : 91 22 6623 5454 D: 91 22 6623 5411 Fax: 91 22 6633 1135 Cell : 9820142331/9004089490
E-mail : narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Inlax Towers Compound, Wadala (E), Mumbai - 400 037,
(T) : 91 22 2403 6596

- The Service Provider had set up electronic voting facility on their website, www.evotingindia.com. The Bank had uploaded all the items of the business to be transacted at the AGM on the website of the Bank and also its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the AGM was June 10, 2016 and as on that date, there were 4,73,962 Members of the Bank. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 2,66,915 Members whose email Id was made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA by June 23, 2016. The Bank, through its internal mailing system, had sent the link to view the Annual Report and Notice of the AGM to 4188 employee-shareholders. In respect of Members, whose Email Ids are not available, the Notices were sent by courier/speed post/ registered post/ airmail from June 17, 2016 to June 27, 2016. In respect of 28,706 cases, where the transmissions through email had failed, the Bank had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier/airmail on June 25, 2016.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday, July 14, 2016**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Monday, July 18, 2016 at 09.30 A.M. to Wednesday, July 20, 2016 at 5:00 P.M.**
- The Bank completed the dispatch of the notices to the members by June 27, 2016.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper having country-wide circulation dated June 28, 2016 and in Marathi in 'Navshakti' newspaper dated June 28, 2016. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on July 20, 2016 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 22nd AGM of the Bank held on July 21, 2016, the facility to vote electronically has been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.



- On July 21, 2016, after tabulating the votes conducted at the venue of the AGM electronically, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Chandani Thakkar and Ms. Reena Rapheal Anthony who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

After the voting by electronic means at the AGM was concluded, the polling pads were taken over by the service provider and the votes cast electronically was tabulated for the purpose of considering the total votes cast by the shareholders at the venue of the meeting.

- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of Electronic means are as under:

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	1436	144	1580
Total number of Shares held by them	1511404606	1048240	1512452846
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each of the Resolution		

Note:

- Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the venue of the AGM.
- Break up votes cast through remote e-voting and through voting at the meeting electronically is given in a separate sheet attached.
- As per the applicable provisions of the Banking Regulation Act 1949 and the RBI's Master Direction - Ownership in Private Sector Banks, Directions, 2016 issued on 12th May 2016, the voting rights of a shareholder of a Banking Company are restricted to 15% of the total



voting rights in the said company. Housing Development Finance Corporation Limited (HDFC Ltd.), one of the promoter, is holding 393211100 shares in its name, which constitutes 15.51% of the paid up Capital of the Bank. Accordingly the votes cast by this entity for the purpose of valid votes cast is being restricted to 380257802 shares being 15% of the total paid up Capital of the Bank.

4. In respect of item nos. 7 and 8 which required approval of the shareholders where related party transactions were involved, the Related Parties were duly identified and were not allowed to vote or, in case they voted, the votes were treated as invalid.

ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Bank for the year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1508454941	99.999	440	0.001	3997465

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Declaration of dividend

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1511814980	99.999	190	0.001	637676



Item 2 of Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

To appoint a director in place of Mr. Keki Mistry (DIN 00008886), who retires by rotation and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1448725027	97.499	37164780	2.501	26563039

Item 3 of Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

To appoint a director in place of Mrs. Renu Karnad (DIN 00008064), who retires by rotation and, being eligible, offers herself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1188312054	81.204	275058494	18.796	49082298

Item 4 of Notice stands passed with the requisite majority



V) Item No. 5 of the Notice (As an Ordinary Resolution):

Re-appointment and fixing of the remuneration of Statutory Auditors:

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1475648379	98.490	22628241	1.510	14176226

Item 5 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

To appoint Mr. Umesh Chandra Sarangi (DIN 02040436) as an Independent Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1501822118	99.996	61877	0.004	10568851



Item 6 of Notice stands passed with the requisite majority

VII) Item No. 7 of the Notice (As an Ordinary Resolution):

To ratify and approve the related party transactions with Housing Development Finance Corporation Limited ("HDFC Limited")

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1129800841	99.995	61881	0.005	382590124

Item 7 of Notice stands passed with the requisite majority

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

To ratify and approve the related party transactions with HDB Financial Services Limited ("HDBFSL")

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1129800944	99.995	61711	0.005	382590191



Item 8 of Notice stands passed with the requisite majority

IX) Item No. 9 of the Notice (As a Ordinary Resolution):

To revise the term of appointment of Mr. Paresh Sukthankar (DIN 01843099) Deputy Managing Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1509602707	99.866	2030508	0.134	819631

Item 9 of Notice stands passed with the requisite majority

X) Item No. 10 of the Notice (As a Ordinary Resolution):

To approve the remuneration of non-executive directors including independent director except for part time Chairman

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1485251094	98.893	16632901	1.107	10568851

Item 10 of Notice stands passed with the requisite majority



XI) Item No.11 of the Notice (As an Ordinary Resolution):

To increase the authorised share capital

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1509328275	99.839	2432798	0.161	691773

Item 11 of Notice stands passed with the requisite majority

XII) Item No. 12 of the Notice (As a Special Resolution):

To alter the Memorandum of Association on account of increase in authorised share capital

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1509435761	99.846	2324862	0.154	692223

Item 12 of Notice stands passed with the requisite majority



XII) Item No. 13 of the Notice (As a Special Resolution):

To Issue Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds on a private placement basis

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1511759231	99.999	1909	0.001	691706

Item 13 of Notice stands passed with the requisite majority

XIV) Item No. 14 of the Notice (As a Special Resolution):

To grant equity stock options

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1214018032	81.271	279765750	18.729	18669064

Item 14 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated May 19, 2016 as per the details above and as per the break up provided in the annexure attached stands passed under Remote E-voting and voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.



A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically in respect of the votes cast through Remote E-Voting and voting conduct at AGM by way of electronic means by the Members of the Bank. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairperson signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)



Place: Mumbai

Date: July 21, 2016

The following were the witnesses to the unblocking the votes cast through remote e-voting.

1. C.H. Inakkal
Chandani Inakkal

2.

Ms. Reena Raphael Anthony
Ms. Reena Raphael Anthony

I have received the report:

Signature

N. E. Venkitakrishnan
Sanjay Dongre / N. E. Venkitakrishnan



Place: Mumbai

Executive Vice President (Legal) & Company Secretary
/ Vice President (Legal & Secretarial)

Date: July 21, 2016