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22nd July, 2016

BSE Limited

Dept of Corporate Services
Phiroze Jeejeebhoy 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
Bandra Kurla Complex,
Mumbai 400 051
Fax No. 022-26598237/38/ 66418124/25/26

Dear Sir(s)

Sub: Proceedings / Outcome of the 22nd Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 22nd Annual General Meeting (AGM) of the Bank was held on July 21, 2016 at 2.30 p. m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Please find enclosed herewith the following disclosures pertaining to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Proceedings of the 22nd AGM as Annexure A and
2. Disclosures under Schedule III of the Regulations as Annexure B

Pursuant to Regulation 44 of the SEBI Listing Regulations, the Bank has disclosed the combined results of the e-voting, along with the Scrutinizer's Report to the Stock Exchanges. All the resolutions were passed with overwhelming majority.

You are requested to kindly take the same on record.

For **HDFC Bank Limited**

N. E. Venkitakrishnan
Vice President- Legal & Secretarial

Annexure A**Proceedings of the 22nd AGM**

The 22nd Annual General Meeting of the Bank was held on July 21, 2016 at 2.30 p. m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Mrs. Shyamala Gopinath, Chairperson chaired the meeting.

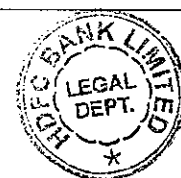
All Directors of the Bank were present at the Meeting. Chairperson / Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee were present at the meeting. The representatives of statutory auditors and Secretarial Auditors were also present at the meeting.

The requisite quorum having been present, the Chairperson, Mrs. Shyamala Gopinath called the meeting to order and welcomed the shareholders to the Bank's Twenty Second Annual General Meeting. Mrs. Shyamala Gopinath stated that the Bank had received 3 Corporate Representations for 543216100 equity shares and 6 proxies for 99208564 equity shares aggregating to 25.34% of the total voting share capital of the Bank. The Chairperson further informed that the Auditors' Report on the financial statements and the Secretarial Audit Report for the financial year ended 31st March 2016 did not have any qualifications, observations, comments or other remarks and requested whether the Audit Reports could be taken as read, to which the replied in the affirmative.

Mrs. Shyamala Gopinath further stated that the facility for remote e-voting on all the resolutions as set out in the Notice of the AGM had been provided to the shareholders in proportion to their voting rights as on the cut-off date of 14th July, 2016. She also informed that voting by electronic means was also made available at the AGM venue to those shareholders who had not already voted by means of remote e-voting. Mrs. Gopinath further informed that Mr. B. Narasimhan, of M/s. B. N. & Associates, Practicing Company Secretaries had been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner and that he was present at the meeting.

The following items of business as stated in the notice of 22nd AGM were then taken up for consideration:

Item no.	Resolutions
1.	Adoption of the audited financial statements (standalone and consolidated) for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on equity shares.
3.	Appointment of Director in place of Mr. Keki Mistry (DIN 0008886), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Appointment of Director in place of Mrs. Renu Karnad (DIN 00008064), who retires by rotation and, being eligible, offers herself for re-appointment.
5.	Re-appointment of Statutory Auditors and fixing of their remuneration.



6.	Appointment of Mr. Umesh Chandra Sarangi (DIN 02040436) as Independent Director of the Bank.
7.	Approval of related party transactions with HDFC Limited pursuant to applicable provisions.
8.	Approval of related party transaction with HDB Financial Services Limited pursuant to applicable provisions.
9.	Revision in the term of appointment of Mr. Paresh Sukthankar (DIN 01843099), Deputy Managing Director
10.	Payment of profit related commission to Non-Executive Directors of the Bank.
11.	Increase in authorized share capital of the Bank.
12.	Amendment of clause V of Memorandum of Association.
13.	Issue of Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds on a private placement basis
14.	Issue of equity stock options.

The above resolutions were proposed and seconded for voting by various shareholders.

The Chairperson thereafter invited the shareholders to put forth their observations and seek clarifications, if any relating to the Annual Report for the year 2015-16 and matters related thereto.

Some of the shareholders present at the meeting expressed their views/ sought clarifications on various issues relating to the business and operations of the Bank. After hearing from the speaker shareholders as above, the Chairperson and the Managing Director responded to their observations and provided clarifications to the satisfaction of the shareholders.

The Chairperson then informed that the results of the remote e-voting and e-voting at the AGM, together with the Report of the Scrutinizers thereon, will be displayed/disclosed to the Stock Exchanges and on the website of the Bank.

The Chairperson thanked the shareholders for attending the 22nd AGM of the Bank and declared the meeting as concluded.



Annexure B**Disclosure of material events under Schedule III of the Regulations**

Following resolutions were approved by the shareholders of the Bank at the 22nd AGM, which constitute material events under Schedule III:

1. Mr. Umesh Chandra Sarangi was appointed as an Independent Director of the Bank having specialized knowledge in agriculture and rural economy, for a period of 5 years.
2. The authorized share capital of the Bank was increased from Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crore only) to Rs. 650,00,00,000 (Rupees Six Hundred and Fifty Crore only) divided into 325,00,00,000 (Three Hundred and Twenty Five Crore) equity shares of Rs. 2 (Rupees Two) each by creating additional 50,00,00,000 (Fifty Crore) equity shares of Rs. 2 each. Consequent to the increase in authorized share capital, Clause V of the Memorandum of Association of the Bank stands amended as follows:

The capital of the Company is Rs. 650,00,00,000 (Rupees Six Hundred and Fifty Crore only) divided into 325,00,00,000 (Three Hundred and Twenty Five Crore) equity shares of Rs. 2 (Rupees Two) each with a power to increase or reduce the share capital;

3. Approval of shareholders was obtained for issue of Perpetual Debt Instruments (part of Additional Tier I capital), Tier II Capital Bonds and Senior Long Term Infrastructure Bonds on a private placement basis of an amount in aggregate not exceeding Rs. 50,000 Crore.
4. Approval of shareholders was obtained for issue of up to 10,00,00,000 (Ten Crore) equity stock options, convertible into 10,00,00,000 (Ten Crore) equity shares of the nominal face value not exceeding Rs. 2 (Rupees Two) per equity share under ~~an~~ Employee Stock Option Plan, out of which, up to a maximum of 5,00,00,000 equity stock options would be granted during the financial year 2016-17 and ~~that~~ the balance in the financial year 2017-18 and / or thereafter.

This is for your information and record.

