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July 25, 2017

**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

Dear Sir,

**Sub: Proceedings/ Outcome of the 23<sup>rd</sup> Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that the 23<sup>rd</sup> Annual General Meeting (AGM) of the Bank was held on July 24, 2017 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai- 400020.

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 23<sup>rd</sup> 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 e-voting, along with the Scrutinizer's Report to the Stock Exchanges.

All resolutions were passed with overwhelming majority.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For HDFC Bank Limited

Sanjay Dongre

Executive Vice President (Legal) & Company Secretary



**Annexure A****Proceedings of the 23<sup>rd</sup> AGM**

The 23<sup>rd</sup> AGM of the Bank was held on July 24, 2017 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai- 400020.

Mrs. Shyamala Gopinath, Chairperson, chaired the meeting.

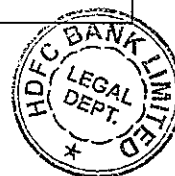
All Directors of the Bank, except Mr. Keki Mistry were present at the meeting. Mr. Mistry was recovering from a surgery and could not attend the AGM. The Chairmen of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee were present at the meeting. The representatives of the 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 23<sup>rd</sup> AGM. Mrs. Shyamala Gopinath stated that the Bank had received 3 corporate representations for 54,32,16,100 equity shares and 8 proxies for 1,56,22,409 equity shares aggregating to 21.71% of the total voting share capital of the Bank. The Chairperson further informed that the Auditor's Report on the financial statements and the Secretarial Auditor Report for the financial year ended 31<sup>st</sup> March, 2017 did not have any qualifications, observations, comments or other remarks and requested whether the Audit Reports could be taken as read, to which the members 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 17<sup>th</sup> July, 2017. 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, M/s. B. N. & Associates, Practising 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 as stated in the Notice of 23d AGM were then taken up for consideration:

Item no.	Resolutions
1.	Adoption of audited financial statements (standalone and consolidated) for the year ended March 31, 2017 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. Paresk Sukthankar (DIN 01843099), who retires by rotation and being eligible, offers himself for re-appointment
4.	Appointment of Director in place of Mr. Kaizad Bharucha (DIN 02490648), who retires by rotation and being eligible, offers himself for re-appointment
5.	Re-appointment of Statutory Auditors and fixing of their remuneration
6.	Appointment of Mr. Srikanth Nadhamuni (DIN 02551389) as a Director of the Bank
7.	Re-appointment of Mr. Paresk Sukthankar (DIN 01843099) as Deputy Managing Director of the Bank
8.	Re-appointment of Mr. Kaizad Bharucha (DIN 02490648) as Executive Director of the Bank
9.	Re-appointment of Mrs. Shyamala Gopinath (DIN 02362921) as a Part Time Non Executive Chairperson and Independent Director of the Bank
10.	To ratify and approve related party transactions with Housing Development Finance Corporation Limited



11.	To ratify and approve related party transactions with HDB Financial Services Limited
12.	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

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 2016-17 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.

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 disclosed to the Stock Exchanges and displayed on the website of the Bank within 48 hours.

The Chairperson thanked the shareholders for attending the 23<sup>rd</sup> AGM of the Bank and declared the meeting as concluded.



**Annexure B:**

## Disclosure of Material Events under Schedule III of the Regulations

1. Appointment of Mr. Srikanth Nadhamuni as a Director of the Bank having specialized knowledge in the field of Information Technology.
2. Re-appointment of Mr. Paresh Sukthankar as Deputy Managing Director of the Bank for a period of three years from 13<sup>th</sup> June, 2017 till 12<sup>th</sup> June, 2020.
3. Re-appointment of Mr. Kaizad Bharucha as Executive Director of the Bank for a period of three years from 13<sup>th</sup> June, 2017 till 12<sup>th</sup> June, 2020.
4. Re-appointment of Mrs. Shyamala Gopinath as the Part Time Non Executive Chairperson of the Bank for a period of three years from 2<sup>nd</sup> January 2018 till 1<sup>st</sup> January, 2021 or till such other earlier or later date(s) as may be approved by RBI and as may be subsequently extended by RBI from time to time.
5. 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.

