ANNUAL RETURN

Form No. MGT-7

[Pursuant to sub-section (1) of section 92 of Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i. Corporate Identification Number (CIN) of the Company: L65920MH1994PLC080618

Global Location Number (GLN) of the Company: NIL

Permanent Account Number (PAN) of the Company: AAACH2702H

ii. (a) Name of Company: HDFC BANK LIMITED

(b) Registered Office address: HDFC Bank House, Senapati Bapat Marg, Lower Parel West, Mumbai- 400 013, Maharashtra, India

(c) E-mail ID of the Company: santosh.haldankar@hdfcbank.com

(d) Telephone number with STD code: 022 3976 0000

(e) Website: www.hdfcbank.com

iii. Date of Incorporation: 30/08/1994

iv.

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company Limited by Shares	Indian Non- government Company

v. Whether the Company is having share capital: **YES**

vi. Whether shares listed on recognised Stock Exchange: **YES**

(a) Details of stock exchanges where shares are listed

Sr. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent: U74140MH1982PLC028446

Name of the Registrar and Transfer Agent: Datamatics Business Solutions Limited
Registered office of the Registrar and Transfer Agent: Plot No. B - 5, Part B Cross Lane, MIDC, Marol, Andheri East, Mumbai 400093

vii. Financial Year From date: 01/04/2018 To date: 31/03/2019

viii. Whether Annual General Meeting held: **NO**

(a) If yes, date of AGM: AGM is scheduled to be held on 12/07/2019
(b) Due date of AGM: 31/08/2019
(c) Whether any extension for AGM granted: **NO**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Number of business activities: 1

Sr. No.	Main Activity Group Code	Description of Main activity Group	Business Activity Code	Description of Business Activity	% of turnover of the Company
1	K	Financial and Insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

III. PARTCULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

Number of Companies for which information is to be given**: 2**

Sr. No.	Name of the Company	CIN/FCRN	Holding subsidiary/ Associate/ Joint Venture	% of shares held
1	HDB Financial Services Limited	U65993GJ2007PLC051028	Subsidiary	95.53
2	HDFC Securities Limited	U67120MH2000PLC152193	Subsidiary	97.29

IV. SHARE CAPITAL, DEBENTURE AND OTHER SECURITIES OF THE COMPANY

i. SHARE CAPITAL

(a) Equity Share Capital

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	3,250,000,000	2,723,306,610	2,723,306,610	2,723,306,610
Total amount of Equity Shares (in Rupees)	6,500,000,000	5,446,613,220	5,446,613,220	5,446,613,220

Number of classes: 1

Class of Shares Equity Shares	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares	3,250,000,000	2,723,306,610	2,723,306,610	2,723,306,610
Nominal value per share (in rupees)	2	2	2	2
Total amount of Equity Shares (in rupees)	6,500,000,000	5,446,613,220	5,446,613,220	5,446,613,220

(b) Preference Share Capital

Particulars	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	0	0	0	0
Total amount of Equity Shares (in Rupees)	0	0	0	0

Number of classes: 0

Class of Shares Equity Shares	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares	0	0	0	0
Nominal value per share (in Rupees)	0	0	0	0
Total amount of Equity Shares (in Rupees)	0	0	0	0

(c) Unclassified Share Capital

Particulars	Authorized capital
Total amount of unclassified shares	0

(d) Break-up of paid-up Share Capital

Class of shares	Number of shares	Total nominal amount	Total paid-up amount	Total premium
Equity Shares				
At the beginning of the year	**2,595,090,267**	**5,190,180,534**	**5,190,180,534**	**0**
Increase during the year				
i. Public issue	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private placement/ Preferential Allotment	51,944,039	103,888,078	103,888,078	112,646,110,314
v. ESOPs	2,37,72,304	47,544,608	47,544,608	21,960,605,640
vi. Sweat Equity shares allotted	0	0	0	0
vii. Conversion of preference shares	0	0	0	0
viii. Conversion of debentures	0	0	0	0
ix. GDRs/ ADRs	5,25,00,000	105,000,000	105,000,000	124,304,250,000
x. Others, specify	0	0	0	0
Decrease during the year				

i.	Buy-back of shares	0	0	0	0
ii.	Shares forfeited	0	0	0	0
iii.	Reduction of share capital	0	0	0	0
iv.	Others, specify	0	0	0	0
At the end of the year		**2,723,306,610**	**5,446,613,220**	**5,446,613,220**	**258,910,965,954**

ii. Details of stock split/ consolidation during the year (for each class of shares): NIL

iii. Details of Shares /Debenture Transfer since closure date of last financial year (or in case of first return at any time since the incorporation of the Company) *

The details are available with the Bank and can be obtained by members upon request.

iv. Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	**Number of units**	**Nominal value per unit**	**Total value**
Non-convertible debentures	369,070	1,000,000	369,070,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	0	0	174,069,534,247
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	0	0	1,021,860,573,957
Deposits	0	0	0
Total	**369,070**	**1,000,000**	**1,565,000,108,204**

Details of Debentures

Class of debentures	**Outstanding as at the beginning of the year**	**Increase during the year**	**Decrease during the year**	**Outstanding as at the end of the year**
Non-convertible debentures	337,820,000,000	60,000,000,000	28,750,000,000	369,070,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

v. **Securities (other than shares and debentures): NA**

V. Turnover and Net Worth of the Company

i. Turnover: 1,165,979,354,550

ii. Net worth of the Company: 13,904,670 Lacs

VI. (a) SHAREHOLDING PATTERN- Promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family	0	0	0	0
	(i) Indian	0	0	0	0
	(ii) Non-Resident Indian (NRI)	0	0	0	0
	(iii) Foreign National (other than NRI)	0	0	0	0
2	Government	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3	Insurance Companies	0	0	0	0
4	Banks	0	0	0	0
5	Financial institutions	0	0	0	0
6	Foreign Institutional Investors	0	0	0	0
7	Mutual Funds	0	0	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	582,312,917	21.38		
10	Others, specify	0	0	0	0
	Total	**582,312,917**	**21.38**	**0**	**0**

Total number of shareholders (promoters): 3

(b) SHAREHOLDING PATTERN- Public/ Other than promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family				
	(i) Indian	238,539,298	8.76	0	0
	(ii) Non-Resident Indian (NRI)	9,506,929	0.35	0	0
	(iii) Foreign National (other than NRI)	1,888	0.00	0	0
2	Government				
	(iv) Central Government	4,341,880	0.16	0	0
	(v) State Government	0	0	0	0

	(vi) Government companies	0	0	0	0
3	Insurance Companies	60,886,798	2.24	0	0
4	Banks	1,656,051	0.06	0	0
5	Financial institutions	1,084,645	0.04	0	0
6	Foreign Institutional Investors	850,771,414	31.24	0	0
7	Mutual Funds	292,859,184	10.75	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	153,098,864	5.62		
10	Others, specify (	528,246,742	19.40	0	0
	Total	**2,140,993,693**	**78.62**	**0**	**0**

Total number of shareholders (other than promoters): 589,927
Total number of shareholders (Promoters + Public/ other than promoters): 589,930

VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

(Details, Promoters, Members (other than promoters), Debenture holders)

Details	**At the beginning of the year**	**At the end of the year**
Promoters	3	3
Members (other than promoters)	510,374	589,927
Debenture holders	519	1,355

VIII. DETAILS OF DIRECTORS AND KEY MANGERIAL PERSONNEL

(A) Composition of Board of Directors

Category	**Number of Directors at the beginning of the year**		**Number of directors at the end of the year**		**Percentage of shares held by directors as at the end of year**	
	Executive	**Non-Executive**	**Executive**	**Non-Executive**	**Executive**	**Non-Executive**
A. Promoter	**0**	**1**	**0**	**1**	**0**	**0.01**
B. Non- Promoter	**3**	**6**	**2**	**7**	**0.17**	**0**
(i) Non- Independent	3	1	2	1	0.17	0
(ii) Independent	0	5	0	6	0	0
C. Nominee Directors representing	**0**	**0**	**0**	**0**	**0**	**0**
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing Institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small Share Holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	**3**	**7**	**2**	**8**	**0.17**	**0.01**

Number of Directors and Key Managerial Personnel (who is not director) as on financial year end date: 12

(B) (i) Details of Directors and Key Managerial Personnel as on the closure of financial year.

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year: If any)
Aditya Puri	00062650	Managing Director	3,704,544	-
Kaizad Bharucha	02490648	Whole-time Director	891,551	-
Shyamala Gopinath	02362921	Director	0	-
Malay Patel	06876386	Director	0	-
Umesh Chandra Sarangi	02040436	Director	0	
Srikanth Nadhamuni	02551389	Director	0	-
Sanjiv Sachar	02013812	Director	0	-
M. D. Ranganath	07565125	Director	0	-
Sandeep Parekh	03268043	Director	0	-
Keki Mistry	00008886	Director	296,130	-
Sashidhar Jagdishan	ALLPS4064J	CFO	708,094	-
Santosh Haldankar	AAYPH1976N	Company Secretary	-	-

(ii) Particulars of change in director(s) and Key Managerial Personnel during the year: 6

Name	DIN/PAN	Designation at the beginning/ during the financial year	Date of appointment/ change in designation/ cessation	Nature of Change (Appointment/ change in designation/ cessation)
Paresh Sukthankar	01843099	Whole-time Director	08/11/2018	Resignation
Bobby Parikh	00019437	Director	26/01/2019	Cessation
Partho Datta	00040345	Director	29/09/2018	Cessation
Sanjiv Sachar	02013812	Director	21/07/2018	Appointment
Sandeep Parekh	03268043	Director	19/01/2019	Appointment
M. D. Ranganath	07565125	Director	31/01/2019	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS/REQUISTIONED/NCLT/COURTCONVENED MEETINGS

Number of Meetings held: 1

Type of Meeting	Date of Meeting	Total Number of Members entitled to attend the Meeting	Attendance	
			Number of members attended	% of Total shareholding
Annual General Meeting	29-06-2018	550,680	250	21.01

B. BOARD MEETINGS

Number of Meetings Held: 9

Sr. No.	Date of Meeting	Total Number of Directors associated as on the date of meeting	Attendance	
			Number of Directors Attended	% of attendance
1	21/04/ 2018	10	9	90
2	22/05/2018	10	9	90
3	29/06/2018	10	10	100
4	21/07/2018	10	9	90
5	28/09/2018	11	11	100
6	20/10/2018	10	10	100
7	19/01/2019	9	9	100
8	02/02/2019	10	10	100
9.	07/03/2019	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held: 27

Sr. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit	20/04/2018	4	4	100
2	Audit	22/05/2018	4	4	100
3	Audit	17/07/2018	4	3	75
4	Audit	20/07/2018	4	3	75
5	Audit	19/10/2018	4	4	100
6	Audit	18/01/2019	4	4	100
7	Audit	07/03/2019	3	3	100
8	Nomination & Remuneration	20/04/2018	3	3	100
9	Nomination & Remuneration	10/05/2018	3	3	100
10	Nomination & Remuneration	01/06/2018	3	3	100
11	Nomination & Remuneration	29/06/2018	3	3	100
12	Nomination & Remuneration	31/07/2018	3	3	100
13	Nomination & Remuneration	20/08/2018	3	2	66.67
14	Nomination & Remuneration	28/09/2018	4	4	100
15	Nomination & Remuneration	19/10/2018	3	3	100

16	Nomination & Remuneration	18/01/2019	3	3	100
17	Nomination & Remuneration	30/01/2019	3	3	100
18	Nomination & Remuneration	07/03/2019	3	3	100
19	Stakeholders' Relationship	18/04/2018	4	4	100
20	Stakeholders' Relationship	19/07/2018	4	4	100
21	Stakeholders' Relationship	17/10/2018	4	4	100
22	Stakeholders' Relationship	17/01/2019	3	3	100
23	Risk Policy & Monitoring	18/04/2018	5	4	80
24	Risk Policy & Monitoring	29/06/2018	5	5	100
25	Risk Policy & Monitoring	19/07/2018	5	4	80
26	Risk Policy & Monitoring	17/10/2018	4	4	100
27	Risk Policy & Monitoring	17/01/2019	3	3	100

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: **3**

(Amount in Rs.)

Sr. No.	**Name**	**Designation**	**Gross Salary**	**Commission**	**Stock Option/ Sweat Equity***	**Others**	**Total Amount****
1	Aditya Puri	Managing Director	130,027,499	0	42,20,80,000	6,677,227	**136,704,726**
2	Paresh Sukthankar[$]	Deputy Managing Director	61,141,433	0	137,46,41,250	2,202,412	**63,343,845**
3	Kaizad Bharucha	Executive Director	56,356,522	0	920,98,470	2,422,032	**58,778,554**
Total			**247,525,454**	**0**	**1,888,819,720**	**11,301,671**	**258,827,125**

This includes stock options granted and vested over several previous years, but exercised during the last financial year

****** Does not include the value of the stock options exercised during the year***

[$] ***Mr. Paresh Sukthankar resigned from the Bank with effect from November 8, 2018.***

Number of CEO, CFO and Company Secretary whose remuneration details to be entered: **3**

(Amount in Rs.)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity*	Others	Total Amount**
1	Sanjay Dongre	Company Secretary (up to 31st, May, 2018)	3,538,036	0	88,416,435	32,656	**3,570,692**
2	Santosh Haldankar	Company Secretary(from 1st June, 2018)	3,874,219	0	0	104,680	**3,978,899**
3	Sashidhar Jagdishan	CFO	24,792,558	0	105,520,000	575,916	**25,368,474**
Total			**32,204,813**	**0**	**193,936,435**	**713,252**	**32,918,065**

This includes stock options granted and vested over several previous years, but exercised during the last financial year

****** Does not include the value of the stock options exercised during the year***

Number of other directors whose remuneration details to be entered: **10**

Sr. No.	Name	Designation	Gross Salary	Commission #	Stock Option/ Sweat Equity	Others (Sitting fees for Board and Committee meetings)	Total Amount
1	Shyamala Gopinath	Independent Director	0	0	0	6,500,000	**6,500,000**
2	Partho Datta *	Independent Director	0	1,000,000	0	1,050,000	**2,050,000**
3	Bobby Parikh *	Independent Director	0	1,000,000	0	2,150,000	**3,150,000**
4	Malay Patel	Independent Director	0	1,000,000	0	2,950,000	**3,950,000**
5	Umesh Chandra Sarangi	Independent Director	0	1,000,000	0	2,000,000	**3,000,000**
6	Sanjiv Sachar **	Independent Director	0	0	0	1,000,000	**1,000,000**
7	Sandeep Parekh **	Independent Director	0	0	0	350,000	**350,000**
8	M. D. Ranganath **	Independent Director	0	0	0	250,000	**250,000**
9	Keki Mistry	Non-Executive Director	0	1,000,000	0	2,050,000	**3,050,000**
10	Srikanth Nadhamuni	Non-Executive Director	0	1,000,000	0	1,400,000	**1,400,000**
Total			**0**	**6,000,000**	**0**	**19,700,000**	**25,700,000**

****Mr. Partho Datta and Mr. Bobby Parikh ceased to be directors of the Bank with effect from September 29, 2018 and January 26, 2019 respectively***

****** Mr. Sanjiv Sachar, Mr. Sandeep Parekh and Mr. M.D. Ranganath were appointed as Directors of the Bank with effect from July 21, 2018, January 19, 2019 and January 31, 2019 respectively***

 # Refers to commission for FY 2017-18, paid out in FY 2018-19

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. Whether the Company has made compliances and disclosure in respect of applicable provisions of the Companies Act, 2013 during the year: **YES**

B. If No, give reasons/observations- **NA**

XII. PENALTY AND PUNISHMENT- DETAILS THEREOF

(A) DETAILS OF PENALITIES/PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS: **NIL**

(B) DETAILS OF COMPOUNDING OF OFFENCES: NIL

XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOUSED AS AN ATTACHEMENT:

The details are available with the Bank and can be obtained by members upon request.

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, INCASE OF LISTED COMPANIES

In case of a listed company or company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of Company Secretary in whole time practice certifying the annual return in Form MGT-8:

Form MGT-8 will be obtained from the Bank's Secretarial Auditors for FY 2018-19

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in his Return, the Company has complied with all the provisions of the Act during the financial year.

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