



We understand your world

CIN : L65920MH1994PLC080618
E-mail : shareholder.grievances@hdfcbank.com
Website : www.hdfcbank.com

HDFC Bank Limited
Trade House Kamala Mills
Compound, Senapati Bapat
Marg, Lower Parel,
Mumbai - 400 013,
Tel. : 022-2498 8484,
Fax : 022-2496 5235

18th December, 2014

Bombay Stock Exchange Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
Fax No. 022-22721278 / 1557 /
3354

The National Stock Exchange of India Limited
The Listing Department
Exchange Plaza
Bandra Kurla Complex
Mumbai
Fax No. 022-26598237 / 38 / 66418124 / 25/26

Dear Sirs,

Re : Postal Ballot Results

As informed to you earlier vide our letter dated 10th November, 2014, the Bank conducted Postal Ballot and the results of the Postal Ballot have been announced today, which are as under:

Results for Special Resolution at Item No. 1


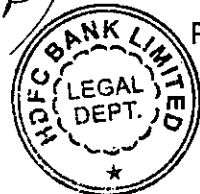
Issue of Long Term Bonds/Non-Convertible Debentures on a private placement basis.

Number of valid postal ballot forms and e- votes received	4460
Votes in favour of the Resolution	1296920901
Votes against the Resolution	65993
Percentage of votes in favour of the Resolution	99.99%

Results for Ordinary Resolution at Item No. 2

Appointment of Mrs. Shyamala Gopinath as part-time Non-Executive Chairperson.

Number of valid postal ballot forms and e- votes received	4400
Votes in favour of the Resolution	1293925794
Votes against the Resolution	474793
Percentage of votes in favour of the Resolution	99.96%


 P.T.O.....

Accordingly, the Chairman has declared all the above resolutions as set out in the Notice dated 7th November, 2014 as passed with overwhelming majority.

This is for your information pursuant to the provisions of Listing Agreement.

Thanking you,

Yours faithfully,
For HDFC Bank Limited



Sanjay Dongre
Executive Vice President (Legal) &
Company Secretary

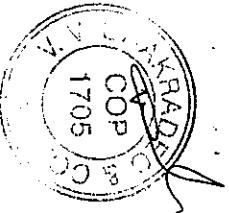
Encl: Scrutinizer's Report



Resolution No 1 -- Special Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	Total	Total					
Issue of Long Term Bonds / Non-Convertible Debentures on a private placement basis	Public - Institutional holders	1052732954	735130071	69.83	735130071	0	100.00	0.00
	Public - Others	819021316	18640723	2.28	18574730	65993	99.65	0.35
	Grand Total	2414970370	1145272831	47.42	1145206838	65993	99.99	0.01

Resolution No 2 -- Ordinary Resolution	Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	Total	Total					
Appointment of Mrs. Shyamala Gopinath as part-time Non-Executive Chairperson	Public - Institutional holders	1052732954	732080456	69.54	731739975	340481	99.95	0.05
	Public - Others	819021316	18629238	2.27	18494976	134312	99.28	0.72
	Grand Total	2414970370	1142211731	47.30	1141736938	474793	99.96	0.04

Date : 16th December 2014



V V CHAKRADEO & CO.

COMPANY SECRETARIES

B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

17th December, 2014

To

HDFC Bank Limited
Trade House, Kamala Mills Compound,
2nd Floor, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400013

Kind attn :- Mr. Sanjay Dongre -
Executive Vice President Legal & Company Secretary

Dear Sir,

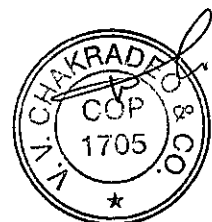
Sub: Scrutinizers Report - Postal Ballot Notice dated 7th November, 2014.

This has reference to the captioned Notice and my appointment as the Scrutinizer for conducting the postal ballot voting process. I hereby submit my report as under:

1. The Bank had on 15th December, 2014 completed the following formalities for seeking the assent / dissent of the Members of the Bank whose names appeared in the Register of Members / List of Beneficial Owners as on 31st October, 2014 for the proposed resolutions as contained in the Notice dated 7th November, 2014:
 - Dispatch of Notice along with the postal ballot form and self addressed postage prepaid business reply envelope to the Members whose e - mail ids are not registered with the Bank
 - Sent e - mail along with the details of login id and Password to the Members whose e - mail ids were registered with the Bank
2. The particulars of the physical postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

The duplicate postal ballot forms were sent to the Members by your Registrar and Share Transfer Agent viz. **Datamatics Financial Services Limited** upon getting requests from the Members.

- The postal ballot forms were opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members / List of Beneficial Owners as on 31st October, 2014.
- All postal ballot forms received up to the close of working hours on **15th December, 2014 up to 5.30 p. m.** were considered for my scrutiny and for submission of my report. Postal Ballot Forms in physical mode, if any, received after the above date have not been considered.



V V CHAKRADEO & CO.

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- I have taken the assistance of the Bank's Registrar and Share Transfer Agent for the verification of postal ballot forms and signatures thereon.
- 3. The particulars of the e - votes received up to **15th December, 2014 up to 05:30 p. m.** from the Members has been extracted from the CDSL e- voting portal who were the custodians for the votes casted electronically by the Members.
- E - Voting platform was optional for the Members to cast their votes.
- In case the Members have cast their votes by physical ballot as well as e - voting then voting done through e - voting has been considered and voting done by physical ballot has been ignored in such case as stated in the notice dated 7th November 2014.

I am furnishing below the results of the postal ballot after considering the votes cast under the physical postal ballot forms as well as the votes received under the CDSL e- voting platform:-

Summary and results of the Postal Ballot

Special Resolution I :- Issue of Long Term Bonds/Non-Convertible Debentures on a private placement basis.

Particulars	Number of Votes	Number of Equity Shares	% of total valid voted Equity Shares
Total Postal Ballot Forms and e- votes received	4712	1297633759	
Less: Number of invalid votes	252	646865	
Net valid Postal Ballot Forms and e- votes	4460	1296986894	100
Votes cast in favour of the Resolution	4307	1296920901	99.99
Votes cast against the Resolution	153	65993	0.01

As the number of votes (1 (One) vote per equity share) cast in favour of the above resolution are more than three times the number of votes (1 (One) vote per equity share) cast against the resolution, I am pleased to inform that this resolution has been passed by the requisite majority.



V V CHAKRADEO & CO.

COMPANY SECRETARIES

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Ordinary Resolution 2 :- Appointment of Mrs. Shyamala Gopinath as part-time Non-Executive Chairperson.

Particulars	Number of Votes	Number of Equity Shares	% of total valid voted Equity Shares
Total Postal Ballot Forms and e- votes received	4712	1297633759	
Less: Number of invalid votes	312	3707965	
Net valid Postal Ballot Forms and e- votes	4400	1293925794	100
Votes cast in favour of the Resolution	4214	1293451001	99.96
Votes cast against the Resolution	186	474793	0.04

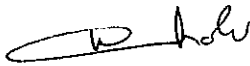
As the number of votes (1 (One) vote per equity share) cast in favour of the above resolution is more than the number of votes (1 (One) vote per equity share) cast against the resolution, I am pleased to inform that this resolution has been passed by the requisite majority.

You may accordingly arrange to declare the results of Postal Ballot as above.

Thanking you,

Yours faithfully,

For V. V. Chakradeo & Co



V. V. Chakradeo
COP 1705

Date: 17.12.2014