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HDFC Bank Limited,

Zenith House,

Opp Race Course Gate no. 5 & 6,

KeshavraoKhadye Marg,

Mahalaxmi, Mumbai- 400034

Tel.:022-39760001/0012/0556/ 0542

12<sup>th</sup> July, 2019

**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 25<sup>th</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 25<sup>th</sup> Annual General Meeting (AGM) of the Bank was held on July 12, 2019 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 25<sup>th</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

Santosh Haldankar

Vice President- Legal & Company Secretary

Regd. Office: HDFC Bank Limited, HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013

**Annexure A****Proceedings of the 25<sup>th</sup>AGM**

The 25<sup>th</sup> AGM of the Bank was held on July 12, 2019 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai- 400020. In compliance with the applicable provisions, the Bank had also provided a one-way live webcast of the proceedings of the AGM.

Mrs. Shyamala Gopinath, Chairperson of the Board of the Bank, chaired the meeting.

Mr. Sandeep Parekh could not attend the meeting since he was travelling abroad on personal commitments.

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 called the meeting to order and welcomed the shareholders to the Bank's 25<sup>th</sup> AGM. Mrs. Gopinath stated that the Bank had received 4 corporate representations for 58,44,62,738 equity shares and 5 proxies for 12,542 equity shares aggregating to 21.39% of the total voting share capital of the Bank.

The Chairperson further informed the members that the Statutory Auditors and Secretarial Auditors had issued unqualified Audit Reports and accordingly, pursuant to the provisions of the Companies Act, 2013 and the Secretarial Standards, the Chairperson requested whether the Audit Reports could be taken as read, to which the members responded that the same could be taken as read.

Thereafter, the Chairperson addressed the members of the Bank with a brief speech wherein she updated on the Bank's strong performance in a challenging economic environment, the Bank's efforts and achievements in its Sustainable Livelihood Initiatives (SLI) and CSR initiatives, the future plans and acknowledgment of the efforts of the Bank's various stakeholders.

The Chairperson 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 July 5, 2019. 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. The Chairperson 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 25<sup>th</sup> AGM were then taken up for consideration:

| <b>Item no.</b> | <b>Resolutions</b>  |
|-----------------|---|
| 1.              | Adoption of the audited financial statement (standalone) for the year ended 31st March 2019 and report of the Board of Directors and Auditors thereon |
| 2.              | Adoption of the audited financial statements (Consolidated) for the year ended March 31, 2019 and report of the Auditors thereon                      |
| 3.              | Declaration of Dividend on Equity Shares  |
| 4.              | Appointment of Director in place of Mr. Srikanth Nadhamuni (DIN 02551389)   |

|     |   |
|-----|---|
|     | who retires by rotation and being eligible offers himself for re-appointment                |
| 5.  | Appointment of Statutory Auditors and fixing of their remuneration                          |
| 6.  | Ratification of Remuneration/fees paid to erstwhile Statutory Auditors                      |
| 7.  | Appointment of Mr. Sanjiv Sachar (DIN 02013812) as Independent Director of the Bank         |
| 8.  | Appointment of Mr. Sandeep Parekh (DIN 03268043) as Independent Director of the Bank        |
| 9.  | Appointment of Mr. M. D. Ranganath (DIN 07565125) as Independent Director of the Bank       |
| 10. | Approval of related party transactions with Housing Development Finance Corporation Limited |
| 11. | Approval of related party transactions with HDB Financial Services Limited                  |
| 12. | Raising of additional capital by issue of debt instruments                                  |
| 13. | Sub-division of equity shares from face value of Rs. 2/- each to face value of Re. 1/- each |
| 14. | Alteration of Clause V of the Memorandum of Association                                     |

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

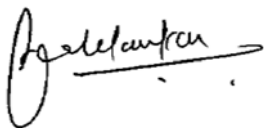
The Chairperson thereafter invited the shareholders to put forth their observations and seek clarifications, if any relating to the annual financial statements, Annual Report for the year 2018-19 and matters related thereto.

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, Mr. Aditya Puri, 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 25<sup>th</sup> AGM of the Bank and declared the meeting as concluded.

For HDFC Bank Limited



Santosh Haldankar

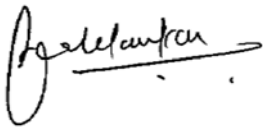
Vice President- Legal & Company Secretary

**Annexure B:**

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

1. Approval of shareholders was obtained for appointment of MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) as the Statutory Auditors of the Bank and fixing of their remuneration.
2. Appointment of Mr. Sanjiv Sachar (DIN 02013812) as Independent Director of the Bank
3. Appointment of Mr. Sandeep Parekh (DIN 03268043) as Independent Director of the Bank
4. Appointment of Mr. M. D. Ranganath (DIN 07565125) as Independent Director of the Bank
5. Approval of shareholders was obtained for issue of Unsecured Perpetual Debt Instruments (part of Additional Tier I Capital), Tier II Capital Bonds and Long Term Bonds (financing of infrastructure and affordable housing) on a private placement basis of an amount in aggregate not exceeding Rs. 50,000 crore.
6. Approval for sub-division of one equity share of face value of Rs. 2/- each into two equity shares of face value of Re. 1/- each
7. Amendment to Capital Clause of Memorandum of Association of the Bank pursuant to the sub-division of the Bank's equity shares from one equity share of face value of Rs. 2/- each into two equity shares of face value of Re. 1/- each

For HDFC Bank Limited



Santosh Haldankar

Vice President- Legal &amp; Company Secretary