



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

www.hdfc.com

Ref. No.: SE/2017-18/328

February 14, 2018

BSE Limited
P J Towers
Dalal Street
Mumbai 400 001.

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051.

Kind Attn: Sr. General Manager
DCS – Listing Department

Kind Attn: Head - Listing

Dear Sirs,

Sub: Voting Result of Postal Ballot of the Corporation

Ref: Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

In connection with the resolutions set out in the Postal Ballot Notice dated January 13, 2018, please find enclosed herewith the following in compliance with the Listing Regulations:-

1. Voting results in the prescribed format; and
2. Report dated February 14, 2018 on e-voting and postal ballot issued by Mr. N. L. Bhatia, Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Scrutinizer.

Based on the Scrutinizer's Report, we wish to inform you that the resolutions mentioned in the said Postal Ballot Notice have been passed by the Members of the Corporation with requisite majority.


The aforesaid documents will also be made available on the Corporation's website at www.hdfc.com.

Further, we are also enclosing herewith altered Memorandum of Association of the Corporation as approved by the Members by way of the said Postal Ballot, in relation to increase in the Authorised Share Capital of the Corporation.

You are requested to kindly take the above documents on record.

Thank you.

Yours faithfully,
For **Housing Development Finance Corporation Limited**


Ajay Agarwal
Company Secretary

Encl: a/a

cc: The London Stock Exchange
10, Patemoster Square,
London, EC4M 7LS

Corporate Office: HDFC House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

Regd. Office: Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. INDIA.
Corporate Identity Number: L70100MH1977PLC019916

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Format for Voting Results

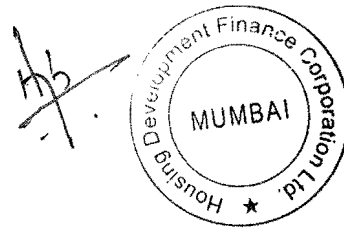
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure I

Date of the AGM/EGM	14/02/2018		
Four resolutions passed through Postal Ballot on:	238564		
Total number of shareholders on record date	238564		
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable		
Promoters and Promoter Group:			
Public:			
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable		
Promoters and Promoter Group:			
Public:			

Agenda-wise disclosure (to be disclosed separately for each agenda item)

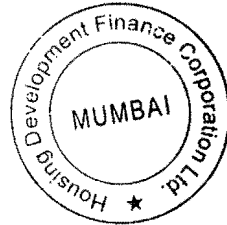
Resolution No. 1	(Ordinary)	Increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Corporation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1140534773	82.33	1136807817	3726956	99.67	0.33
	Poll							
	Postal Ballot (if applicable)		151000	0.01	151000	0	100.00	0.00
	Total	1385298675	1140685773	82.34	1136958817	3726956	99.67	0.33
Public - Non Institutions	E-Voting		52475259	24.72	52453946	21313	99.96	0.04
	Poll							
	Postal Ballot (if applicable)		2983398	1.41	2964439	18959	99.36	0.64
	Total	212269620	55458657	26.13	55418385	40272	99.93	0.07
Total		1597568295	1196144430	74.87	1192377202	3767228	99.69	0.31



Resolution No. 2		(Special)		Approval for issuance of equity shares on a preferential basis					
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable							
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public - Institutions	E-Voting		1140683164	82.34	1139548835	1134329	99.91	0.09	
	Poll								
	Postal Ballot (if applicable)		151000	0.01	151000	0	100.00	0.00	
	Total	1385298675	1140834164	82.35	1139699835	1134329	99.91	0.09	
Public - Non Institutions	E-Voting		52473917	24.72	52445036	28881	99.94	0.06	
	Poll								
	Postal Ballot (if applicable)		2956697	1.39	2905056	51641	98.25	1.75	
	Total	212269620	55430614	26.11	55350092	80522	99.85	0.15	
Total		1597568295	1196264778	74.88	1195049927	1214851	99.90	0.10	

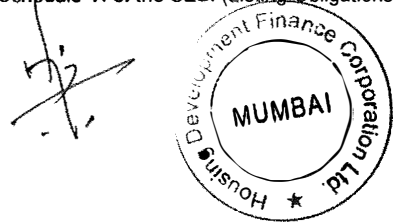
Resolution No. 3		(Special)		Approval for issuance of equity shares on a Qualified Institutions Placement basis					
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable							
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public - Institutions	E-Voting		1140683164	82.34	1140648401	34763	100.00	0.00	
	Poll								
	Postal Ballot (if applicable)		151000	0.01	151000	0	100.00	0.00	
	Total	1385298675	1140834164	82.35	1140799401	34763	100.00	0.00	
Public - Non Institutions	E-Voting		52475231	24.72	52437030	38201	99.93	0.07	
	Poll								
	Postal Ballot (if applicable)		2942462	1.39	2847494	94968	96.77	3.23	
	Total	212269620	55417693	26.11	55284524	133169	99.76	0.24	
Total		1597568295	1196251857	74.88	1196083925	167932	99.99	0.01	

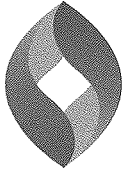
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Resolution No. 4	(Ordinary)	Approval of related party transaction with HDFC Bank Limited regarding subscription to the equity shares of HDFC Bank Limited on a preferential basis.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1140598611	82.34	1140597774	837	100.00	0.00
	Poll							
	Postal Ballot (if applicable)		151000	0.01	151000	0	100.00	0.00
	Total	1385298675	1140749611	82.35	1140748774	837	100.00	0.00
Public - Non Institutions	E-Voting		52552126	24.76	52529424	22702	99.96	0.04
	Poll							
	Postal Ballot (if applicable)		2946111	1.39	2901655	44456	98.49	1.51
	Total	212269620	55498237	26.15	55431079	67158	99.88	0.12
Total		1597568295	1196247848	74.88	1196179853	67995	99.99	0.01

- Excludes Equity shares lying to the credit of the Unclaimed Suspense Account in respect of which on which voting rights have been frozen, in terms of Regulation 39 (4) and Schedule VI of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015





SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,
Mr. Deepak S. Parekh,
Chairman,
Housing Development Finance Corporation Limited,
Ramon House, H. T. Parekh Marg,
169, Backbay Reclamation,
Churchgate, Mumbai 400 020.

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary (Membership No. FCS 1176 / C.P. No. 422) of Mumbai have been appointed as the Scrutinizer by the Board of **Housing Development Finance Corporation Limited** (the Corporation) at its meeting held on December 19, 2017 for scrutinizing the Postal Ballot process (including e-voting) for passing the following resolutions:

1.1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE CORPORATION

1.2. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

1.3. ISSUE OF EQUITY SHARES ON A QUALIFIED INSTITUTIONS PLACEMENT BASIS

1.4. APPROVAL OF RELATED PARTY TRANSACTION WITH HDFC BANK LIMITED REGARDING SUBSCRIPTION TO THE EQUITY SHARES OF HDFC BANK LIMITED ON A PREFERENTIAL BASIS



I have given my consent to act as Scrutinizer vide letter dated December 15, 2017. At the meeting of the Board of the Corporation, and **Mr. Ajay Agarwal**, Company Secretary was made responsible for the entire postal ballot process and was authorized to do all things and to take all incidental and necessary steps smooth conduct of the entire process relating to the voting by Postal Ballot including e-voting.

3. The Corporation has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Corporation, by tying up with the National Securities Depository Limited's (NSDL) e-voting facility.
4. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL e-voting Website after the close of e-voting period i.e. 5:00 P.M. IST on February 14, 2018.
5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
6. Scrutiny of ballots commenced on January 16, 2018 in my presence and continued till February 14, 2018.
7. The postal ballot forms were duly opened in the presence of my representatives and scrutinized and the share holdings were matched/ confirmed with the register of members of the Corporation/ list of beneficiaries as on January 5, 2018.
8. Particulars of all the postal ballot forms received from the members have been entered in the register.
9. All postal ballot forms received before the close of the working hours and e-voting cast up to 5.00 P.M. IST on February 14, 2018, the last date and time fixed by the Corporation for receipt of votes were considered for my scrutiny.
10. Envelopes containing postal ballot forms received thereafter were not considered.
11. I have not found any defaced or mutilated ballot paper.
12. With reference to the above I submit my report as under:

The Corporation completed on January 15, 2018, dispatch to the members of the Corporation, whose names were appearing on the register of members or list of beneficiaries as supplied by the depositories as on January 05, 2018, the postal ballot along with Notice dated January 13, 2018 ("the said Notice") containing the text of the resolutions and Explanatory Statement and self addressed prepaid business reply envelope by courier or registered/ speed post.

The Corporation's issued, subscribed and paid up equity capital is as under:

Particulars	Amount
1,59,75,97,695 Equity shares of Rs. 2/- each	Rs. 3,19,51,95,390



The result of the scrutiny is as under:

RESOLUTION NO. 1

Votes cast:

	Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	4820	119,23,77,202	99.69
(ii) Voted against the resolution	87	37,67,228	0.31

RESOLUTION NO. 2

Vote Cast:

	Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(iii) Voted in favour of the resolution	4681	119,50,49,927	99.90
(iv) Voted against the resolution	176	12,14,851	0.10



RESOLUTION NO. 3

Vote cast:

	Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(v) Voted in favour of the resolution	4599	119,60,83,925	99.99
(vi) Voted against the resolution	224	1,67,932	0.01

RESOLUTION NO. 4

Vote cast:

	Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(vii) Voted in favour of the resolution	4692	119,61,79,853	99.99
(viii) Voted against the resolution	144	67,995	0.01



13. In view of the above scrutiny, I hereby certify that all the Resolutions have been passed with requisite majority.
14. I have today handed over the Postal Ballot forms and other relevant papers/ register and records for safe custody of Mr. Ajay Agarwal – Company Secretary who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of voting by Postal Ballot.



For NL Bhatia & Associates
Practicing Company Secretaries
UIN P1996MH055800

Navnit Lal Bhatia

Place: Mumbai
Date: 14th February, 2018

N. L. Bhatia
Managing Partner
Scrutinizer
FCS No: 1176
CP No.: 422

4/5
14/2/2018.