

FORTY SECOND ANNUAL GENERAL MEETING

Minutes of the proceedings of the 42nd (Forty Second) Annual General Meeting of the Members of **HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED** ('the Corporation') held on Friday, August 2, 2019 at 2.30 p.m. at "Birla Matushri Sabhagar", 19, New Marine Lines, Mumbai 400 020.

PRESENT

295 Members were present in person or by proxy.

The following directors of the Corporation were also present:

Mr. Deepak S. Parekh	-	Chairman of the Board of Directors
Mr. Nasser M. Munjee	-	Independent Director
Dr. Jamshed J. Irani	-	Independent Director Chairman of the Stakeholders Relationship Committee of Directors and Nomination and Remuneration Committee of Directors
Mr. U. K. Sinha	-	Independent Director
Mr. Jalaj Dani	-	Independent Director Chairman of the Audit and Governance Committee of Directors
Dr. Bhaskar Ghosh	-	Independent Director
Ms. Ireena Vittal	-	Independent Director
Mr. V. Srinivasa Rangan	-	Executive Director
Ms. Renu Sud Karnad	-	Managing Director
Mr. Keki M. Mistry	-	Vice Chairman & Chief Executive Officer

The following persons, specifically invited for the meeting were also present:

Mr. Akeel Master	-	Partner	} Statutory Auditors, Messrs B S R & Co. LLP, Chartered Accountants
Mr. Ajit Vishwanath	-	Partner	
Ms. Vinita Nair	-	Partner	- Secretarial Auditors, Messrs Vinod Kothari & Company, Practising Company Secretaries
Mr. Ashish Ahuja	-	Managing Partner	- Solicitors, Messrs Wadia Ghandy & Co.
Mr. Varoon Chandra	-	Partner	- Solicitors, AZB & Partners
Mr. N. L. Bhatia	-	Managing Partner	- Scrutinizer for e-voting process, Messrs N L Bhatia & Associates, Practising Company Secretaries

IN ATTENDANCE

Mr. Ajay Agarwal - Company Secretary

CHAIRMAN

Mr. Deepak S. Parekh, in his capacity as the Chairman of the Board of Directors of the Corporation, occupied the Chair and presided over the Meeting.

REGISTER, DOCUMENTS, REPORTS

The Chairman informed the Members that the following documents and registers as required under the Companies Act, 2013 and other applicable laws were open for inspection by the Members at the Meeting:

- i. Notice convening the 42nd Annual General Meeting (AGM);
- ii. Directors' Report of the Corporation for the financial year 2018-19 along with its annexures;
- iii. Audited Financial Statements (Standalone) and Audited Consolidated Financial Statements for the financial year 2018-19 along with respective Auditor's Reports;
- iv. Secretarial Audit Report for the financial year 2018-19;
- v. Proxy Register in connection with the AGM;
- vi. Register of Directors and Key Managerial Personnel and their Shareholding;
- vii. Register of Contracts or Arrangements in which the Directors were interested;
- viii. Auditor's Certificate in respect of the Employees Stock Option Schemes of the Corporation;
- ix. Draft supplemental agreement for revision in salary range of Mr. Keki M. Mistry, Managing Director (designated as 'Vice Chairman and CEO') of the Corporation; and
- x. Draft letter of appointment to Independent Directors proposed be re-appointed at the AGM.

QUORUM

At 2.30 p.m., the Chairman welcomed the Members present at the venue of the AGM as well as those watching the proceedings of the AGM through one-way live webcast provided by the Corporation.

Thereafter, the Chairman announced that the requisite quorum was present and called the Meeting to order.

The Chairman informed the Members that the Corporation had received 10 valid proxies from 10 shareholders in respect of 24,608 equity shares of ₹ 2 each, representing 0.001% of the total issued and paid-up equity share capital of the Corporation.

AUDITORS' REPORT AND CHAIRMAN'S ADDRESS

The Chairman informed the Members that in line with emerging governance norms and to meet the changing expectations of stakeholders, the Corporation has been in the process of undertaking a phased refreshment of the Board. In this connection, he introduced and welcomed Dr. Bhaskar Ghosh and Ms. Ireena Vittal who were appointed as independent directors of the Corporation for a period of 5 years with effect from September 27, 2018 and January 30, 2019 respectively, subject to approval of Shareholders at this AGM.

The Chairman stated that all the directors of the Corporation and the representative of both, statutory auditors and secretarial auditors were present at the AGM.

The Chairman informed the Members that since there were no qualifications, observations or comments on financial transactions or matters which could have had any adverse effect on the functioning of the Corporation, in the statutory auditors' report and secretarial auditors' report, the said reports were not required to be read. However, as a good governance practice, the Chairman sought the permission of the Members for taking the statutory auditors' report and secretarial auditors' report as read. The Members present unanimously consented to the same.

Thereafter, the Chairman continued to address the Members.

The Chairman *inter alia* apprised the Members about the performance of the Corporation during the financial year 2018-19, growth in its business, its recovery performance, major developments as well as the financial results for the year ended March 31, 2019 and for the quarter ended June 30, 2019. He further briefed the Members on the current macro-economic environment, the state of the real estate sector and the liquidity crisis and its impact on the Non-Banking Finance Companies (NBFC) and Housing Finance Companies (HFC).

The Chairman highlighted the continued support of the Government to home loan borrowers by way of extending the benefits of interest subsidy under the Credit Linked Subsidy Scheme (CLSS). He further stated that the Corporation was the first financial institution to cross the mark of one lac beneficiaries under the Government's CLSS scheme.

The Chairman stated that the Corporation has remained steadfast in its commitment towards supporting the Government's flagship scheme, 'Housing for all' and continued to pursue efforts towards lending to the Economically Weaker Section (EWS), Low Income Group (LIG) and Middle Income Group (MIG) segments.

The Chairman stated that during the financial year 2018-19, 37% of home loans approved in volume terms and 18% in value terms were to customers from the Economically Weaker Section (EWS) and Lower Income Group (LIG) segment. He then mentioned that the Corporation on an average had been approving approximately 8,600 loans on a monthly basis to the EWS and LIG segment customers.

He further informed that pan-India, the average size of individual loans during the year stood at ₹ 27 lac. As at March 31, 2019, the loan book computed on an Assets Under Management (AUM) basis stood at ₹ 4,61,913 crore as against ₹ 4,02,880 crore in the previous year.

Commenting on the recovery performance of the Corporation, the Chairman stated that the gross non-performing loans as at March 31, 2019 stood at ₹ 4,777 crore which was equivalent to 1.18 % of the loan portfolio.

The Chairman further informed that as per the prudential norms prescribed by the National Housing Bank, the Corporation was required to carry a total Provision and Contingencies of ₹ 3,220 crore of which ₹ 1,403 crore is on account of non-performing assets and the balance was against standard assets. He then stated that the balance in the Provision and Contingencies as at March 31, 2019 stood at ₹ 5,880 crore.

The Chairman then stated that in line with the regulatory requirements, the Corporation has adopted Indian Accounting Standards (Ind-AS) with effect from April 1, 2018 and accordingly has published its first Ind-AS financial statements for the year ended March 31, 2019 together with comparative figures for the year ended March 31, 2018.

The Chairman further stated that during the financial year 2018-19, the Corporation sold 4.08% of the share capital of HDFC Asset Management Company Limited (HDFC AMC) in its initial public offering, resulting in profit on sale of investments during the year ended March 31, 2019 being ₹ 1,212 crore, as compared to ₹ 5,609 crore during the previous year. In this connection he further stated that during the year ended March 31, 2018, the Corporation had sold shares in the initial public offer of HDFC Life Insurance Company Limited (HDFC LIFE) and as such, the income and profit figures for the year ended March 31, 2019 are not comparable with the previous year.

On the standalone financials, the Chairman stated that for the year ended March 31, 2019, profit before tax stood at ₹ 13,119 crore as against ₹ 13,190 crore in the previous year and the profit after tax before other comprehensive income for the year ended March 31, 2019 was ₹ 9,633 crore.

The Chairman stated that for the year ended March 31, 2019, the spread on loans over the cost of borrowings stood at 2.30 % per annum. He further stated that the Corporation's cost to income ratio stood at 8.5 % which continues to be amongst the lowest in the financial sector in Asia.

The Chairman informed the Members that the Board of Directors of the Corporation had recommended a final dividend of ₹ 17.50 per equity share of ₹ 2 each for the year ended March

31, 2019, which was in addition to an interim dividend of ₹ 3.50 per equity share that was declared and paid in March, 2019. He further informed that the total dividend for financial year 2018-19, if approved by the Members, would be ₹ 21 per equity share of ₹ 2 each as compared to the total dividend of ₹ 20 per equity share in the previous year. He stated that the payment of the final dividend of ₹ 17.50 per equity share, if approved at the AGM, would commence on the next day of the AGM.

The Chairman thereafter dwelt on the standalone financial results of the Corporation for the quarter ended June 30, 2019 which were prepared under Ind-AS as required by Ministry of Corporate Affairs. He stated that the said results had been subjected to limited review by the statutory auditors and were approved by the Board of Directors of the Corporation at its meeting held earlier during the day of the AGM.

The Chairman informed the Members that for the quarter ended June 30, 2019 the average size of individual loans stood at ₹ 27.8 lac and the total individual loan disbursements grew by 12%. He further informed that on an AUM basis, the growth in the individual loan book and total loan book was 17% and 13% respectively.

The Chairman stated that the profit before tax for the quarter ended June 30, 2019 stood at ₹ 3,985 crore compared to ₹ 3,070 crore in the corresponding quarter of the previous year, which was inclusive of the profit on sale of part stake in GRUH Finance Limited (GRUH) of ₹ 1,894 crore.

He also mentioned that the profit after tax before comprehensive income as per Ind-AS for the quarter ended June 30, 2019 stood at ₹ 3,203 crore as compared to ₹ 2,190 crore in the corresponding quarter of previous year representing an increase of 46%.

The Chairman concluded his speech by placing on record his appreciation to all the shareholders, customers, depositors, lenders and regulatory authorities for their continued support and for having reposed their confidence in the Corporation and also to the employees of the Corporation for their hard work and dedication.

The Chairman then invited questions, if any, from the Members and informed that only a Member is entitled to speak at the AGM. He also requested the Members to be brief and restrict the questions to the matters as set out in the Notice, the annual accounts and the operations of the Corporation for the financial year 2018-19. Thereafter, the following Members spoke at length on various issues concerning the financials and operations of the Corporation and that of its subsidiary companies:

Ms. Ashalata Maheshwari, Mr. Harshad Keshruwala, Mr. T. M. Davar, Mr. Gautam Tiwari, Mr. Ghanshyam Bharucha, Ms. Shobna Mehta, Mr. Aloysius Mascarenhas, Ms. Usha R. Karnad, Mr. Beruz Framroz Pourdehi, Ms. C. E. Mascarenhas, Mrs. Huma Beruz Pourdehi, Mr. Mihir Manek, Mr. Chandrashekar Jangam, Mr. Sharad Kumar Jivraj Shah, Mr. Hiranand Kotwani, Mr. Nigel Gonsalves, Mr. Hoshedar Sorabji Alamshaw, Mr. Janak Mathuradas, Mr. Adil Polad Irani, Mr. L. A. Belur, Mr. V. S. Bapat, Ms. H. S. Patel, Mr. Seshan Krishnamurthy, Mr. Jayant Kumar Kansara, Mr. Nagji Looka, Mr. Umesh D. Sheth, Mr. Dinesh G. Bhatia, Mr. Roland F. Fernandes, Mr. Bharat M. Shah and Mr. Ajay Shah.

Several Members congratulated the Board of Directors for the excellent performance during the financial year 2018-19 and thanked the Board for recommending a total dividend of ₹ 21 per equity share of ₹ 2 each of the Corporation for the financial year 2018-19. The Members also appreciated the transparent and wide range of information provided by the Corporation in its Annual Report.

The Members also enquired on matters concerning the Corporation and its subsidiaries. The queries that were raised *inter alia* related to issue of bonus shares, sub-division of the face value of the equity shares from ₹ 2 to Re. 1 per equity share, impact of adoption of Indian Accounting Standards (Ind-AS) on the Corporation, plans for acquisition of any Housing Finance Company (HFC), listing of other subsidiaries of the Corporation viz. HDFC ERGO General Insurance Company limited (HDFC ERGO) and HDFC Credila Financial Services Private Limited (HDFC Credila), issuance of Rupee Denominated Bonds Overseas, public issue of warrants and NCDs to retail investors, Corporate Social Responsibility spending by the Corporation, rationale of

merger between GRUH and Bandhan Bank Limited (Bandhan), update on acquisition and merger of Apollo Munich Health Insurance Company Limited (Apollo Munich) and HDFC ERGO, update on liquidity crises for NBFC and HFCs and money raised through commercial paper.

After all the Members spoke, the Chairman thanked them for their kind words of appreciation on the performance and achievements of the Corporation and replied to their queries.

As regards requests from several Members for issue of bonus shares and sub-division of the face value of the equity shares from ₹ 2 to Re. 1 per equity share, the Chairman responded by stating that the Board of Directors of the Corporation have noted the suggestion of the Members and would decide the same at an appropriate time.

As regards the impact of adoption of Ind-AS on the Corporation, the Chairman stated that the convergence to Ind-AS has been a time consuming process and has given rise to multiple changes in the accounting practices and in the presentation of accounts.

As regards acquisition of other HFC, the Chairman stated that the Corporation is always open for acquisition if the proposal for such an acquisition is attractive.

As regards listing of the Corporation's other subsidiaries viz. HDFC ERGO and HDFC Credila, the Chairman stated that it was too early for these subsidiaries to come up with an initial public offer and the same would be decided by the respective companies at an appropriate stage.

As regards issuance of Rupee Denominated Bonds Overseas by the Corporation, the Chairman stated that during the year 2018-19, rupee was very volatile and in hence the Corporation did only one issue of Rupee denominated Bonds overseas under the Medium Term Note Programme.

As regards proposal to issue warrants and public issue of NCDs, the Chairman stated that as of now there are no proposals for public issue of warrants or NCDs. He mentioned that the Corporation issues NCDs on a private placement basis as the cost involved in the public issue of NCDs is high.

As regards the Corporate Social Responsibility initiatives, the Chairman responded by stating that the Corporation had already undertaken initiatives for the causes suggested by the Members and assured that such initiatives will be undertaken even during the financial year 2019-20. He further stated that Corporation has been supporting and providing CSR towards disabled senior citizens and also by providing construction finance to developers specialising building homes for senior citizens.

As regards the merger between GRUH and Bandhan, the Chairman explained the rationale for the merger and updated the Members on the current status thereof. He further informed the members that Reserve Bank of India has directed the Corporation to hold not more than 9.9% stake in Bandhan upon the effectiveness of merger and accordingly the Corporation has sold some shares and would have to further sell around 9.18% stake in GRUH.

As regards to acquisition of Apollo Munich and its subsequent merger with HDFC ERGO, the Chairman stated that the Corporation has approved the acquisition of up to 51.2% of the paid-up equity share capital of Apollo Munich for an aggregate amount of ₹1,346.84 crore, subject to various regulatory approvals. He further stated that various applications has been made by the Corporation, HDFC ERGO and Apollo Munich to various regulatory authorities and informed that the approvals are awaited. He stated that once the acquisition of Apollo Munich is completed, requisite application would be made before National Company Law Tribunal for the merger of Apollo Munich with HDFC ERGO.

Thereafter, the Chairman provided his views on the ongoing liquidity crisis for NBFCs and few HFCs. He stated that there was a period when liquidity became extremely tight in the system for all players and consequently, the cost of funds saw a sharp rise. He further mentioned that even though RBI stepped in with measures to improve liquidity such as additional open market operations; increased single borrower limits for bank lending to NBFCs and HFCs, etc., the challenge was the huge amount of risk aversion that set in towards lending by banks to NBFC's.

As regards money raised through commercial paper, the Chairman stated that the Corporation had Commercial paper with a maturity value of ₹ 37,186 crore which is ₹ 7,089 crore less than previous year.

The Chairman also replied to the other general queries in connection with the property prices, liquidity in market, 'Housing for all', buying of housing portfolios, rental discounting etc.

The Chairman informed the Members that in terms of Section 108 of the Companies Act, 2013, rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporation had provided its Members the facility to exercise their right to vote through the remote e-voting platform offered by National Securities Depositories Limited (NSDL) and in this regard, the Corporation had appointed Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia & Associates, Practising Company Secretaries as the scrutinizer to scrutinize the e-voting process.

The Chairman mentioned that the resolutions as mentioned in the notice convening the AGM had been already put to vote through remote e-voting. The Chairman then informed the Members that those Members who held shares of the Corporation as on the cut-off date (i.e. July 26, 2019), were present at the venue and had not voted through remote e-voting could vote at the venue electronically in the next thirty minutes and requested the volunteers to assist the Members to cast their vote.

The Chairman further informed that the combined results of entire e-voting process would be displayed on the website of the Corporation, NSDL and the stock exchanges.

There being no other business, the Meeting concluded at 5:10 p.m. with a vote of thanks to the Chair.

The result of the e-voting on each of the resolutions, (Annexure - I) was declared on the same day based on the report of Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia & Associates, Practising Company Secretaries, Scrutinizer. The said result is enclosed as Annexure – II to these Minutes.

DATE OF SIGNATURE: 30/08/2019

Sd/-
Deepak S. Parekh
CHAIRMAN

DATE OF ENTRY: 30/08/2019

PLACE: MUMBAI

1. (a) ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE CORPORATION FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 (Ordinary Resolution):

“RESOLVED THAT the audited standalone financial statement of the Corporation for the year ended March 31, 2019 containing the Balance Sheet as at that date, the Statement of Profit & Loss, statement of changes in equity and the Cash Flow Statement for the year ended on that date together with the Notes and the Reports of Auditors and Board of Directors Report along with its annexures thereon be and are hereby approved and adopted.”

1. (b) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 (Ordinary Resolution):

“RESOLVED THAT the audited consolidated financial statement for the year ended March 31, 2019 containing the Balance Sheet as at that date, the Statement of Profit & Loss, statement of changes in equity and the Cash Flow Statement for the year ended on that date together with the Notes and the Auditors’ Report thereon be and are hereby approved and adopted.”

2. DIVIDEND (Ordinary Resolution):

“RESOLVED THAT the interim dividend of ₹ 3.50 per equity share of ₹ 2 each of the Corporation on 172,14,37,390 equity shares paid to the Members for the financial year ended March 31, 2019 as per the resolution passed by the Board of Directors of the Corporation at its meeting held on March 6, 2019, be and is hereby noted and confirmed.”

“RESOLVED FURTHER THAT the final dividend of ₹ 17.50 per equity share of ₹ 2 each of the Corporation, for the financial year ended March 31, 2019 in respect of 172,53,06,237 equity shares, be and is hereby declared AND THAT such dividend, be paid to those Members whose names appear in the Register of Members of the Corporation/ statements of beneficial ownership maintained by the Depositories, as at the close of business hours on Monday, July 22, 2019.”

3. RE-APPOINTMENT OF DIRECTOR – MR. V. SRINIVASA RANGAN (Ordinary Resolution):

“RESOLVED THAT Mr. V. Srinivasa Rangan (holding DIN 00030248) be and is hereby re-appointed as a Director of the Corporation liable to retire by rotation.”

4. FIXING OF REMUNERATION OF MESSRS B S R & CO. LLP, CHARTERED ACCOUNTANTS, STATUTORY AUDITORS (Ordinary Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, approval be and is hereby accorded for payment to Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022 issued by The Institute of Chartered Accountants of India), Statutory Auditors of the Corporation, a remuneration of ₹ 2,00,00,000 plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit of the accounts of the Corporation for the financial year 2019-20 and for such years thereafter till the same is revised.”

5. APPOINTMENT OF DR. BHASKAR GHOSH AS AN INDEPENDENT DIRECTOR (Ordinary Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Corporation and approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Dr. Bhaskar Ghosh (DIN: 06656458), be and is hereby

appointed as an Independent Director of the Corporation for a period of 5 (five) consecutive years with effect from September 27, 2018 up to September 26, 2023 **AND THAT** he shall not be liable to retire by rotation.”

6. APPOINTMENT OF MS. IREENA VITTAL AS AN INDEPENDENT DIRECTOR (Ordinary Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Corporation and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Ms. Ireena Vittal (DIN:05195656), be and is hereby appointed as an Independent Director of the Corporation for a period of 5 (five) consecutive years with effect from January 30, 2019 up to January 29, 2024 **AND THAT** she shall not be liable to retire by rotation.”

7. RE-APPOINTMENT OF MR. NASSER MUNJEE AS AN INDEPENDENT DIRECTOR (Special Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Corporation and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Mr. Nasser Munjee (DIN:00010180) whose existing tenure as an Independent Director is up to July 20, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Corporation to hold office for another term of 2 (two) consecutive years with effect from July 21, 2019 up to July 20, 2021 **AND THAT** he shall not be liable to retire by rotation.”

8. RE-APPOINTMENT OF DR. J. J. IRANI AS AN INDEPENDENT DIRECTOR (Special Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Corporation and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Corporation, Dr. J. J. Irani (DIN:00311104) whose existing tenure as an Independent Director is up to July 20, 2019 and who has attained the age of seventy five years and being eligible, be and is hereby re-appointed as an Independent Director of the Corporation to hold office for another term of 2 (two) consecutive years with effect from July 21, 2019 up to July 20, 2021 **AND THAT** he shall not be liable to retire by rotation.”

9. APPROVAL OF RELATED PARTY TRANSACTIONS WITH HDFC BANK LIMITED (Ordinary Resolution):

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Corporation do hereby ratify as also accord further approval to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions (whether individual

transaction or transactions taken together or series of transactions or otherwise) with HDFC Bank Limited (“HDFC Bank”), being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise including the banking transactions, transactions for (i) sourcing of home loans for the Corporation by HDFC Bank against the consideration of the commission agreed upon or as may be mutually agreed upon from time to time, (ii) assignment/ securitisation of such percentage of home loan sourced by HDFC Bank or others, as may be agreed from time to time mutually between the Corporation and HDFC Bank, (iii) servicing of home loans assigned/ securitised against the consideration agreed upon or as may be mutually agreed upon, from time to time, and (iv) any other transactions including those as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all these transactions during the financial year 2019-20, in aggregate, may exceed 10% of the annual consolidated turnover of the Corporation as per the Corporation’s last audited financial statements or any other materiality threshold as may be applicable, from time to time.”

“RESOLVED FURTHER THAT the Members of the Corporation do hereby accord its approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

10. PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS OF THE CORPORATION(Ordinary Resolution):

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Corporation, the non-executive directors (including independent directors) of the Corporation in addition to sitting fees being paid/ payable to them for attending the meetings of the Board of Directors of the Corporation and/or any committee(s), be paid individually, every year for a period of 5 (five) years, with effect from April 1, 2020, profit related commission of an amount as may be determined by the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution), from time to time, subject to an overall ceiling of 1% of the net profits of the Corporation (computed in the manner referred to in Section 198 of the Companies Act, 2013), in such manner as the Board may, from time to time, determine.”

11. REVISION IN THE SALARY RANGE OF MR. KEKI M. MISTRY, MANAGING DIRECTOR (DESIGNATED AS “VICE CHAIRMAN & CHIEF EXECUTIVE OFFICER”)(Ordinary Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation, or re-enactment thereof, approval of the Members of the Corporation be and is hereby accorded to revise the range of salary payable to Mr. Keki M. Mistry (DIN:00008886), Managing Director (designated as “Vice Chairman & Chief Executive Officer”) of the Corporation such that the upper limit of the salary payable to him be increased from ₹ 27,00,000 per month to ₹ 36,00,000 per month, with effect from January 1, 2019, with authority to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution), to determine his salary, from time to time, within the said limit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its

powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

12. ISSUE OF REDEEMABLE NON-CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS (Special Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable guidelines, directions or laws, the consent of the Members of the Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to issue Redeemable Non-Convertible Debentures (NCDs) secured or unsecured and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, for cash either at par or premium or at a discount to the face value, for an aggregate amount not exceeding ₹ 1,25,000 crore (Rupees One lac Twenty Five thousand crore only) under one or more shelf disclosure document(s) and/or under one or more letter(s) of offer as may be issued by the Corporation and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments will be within the overall limit of borrowing as approved by the Members of the Corporation, from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Corporation, to give effect to this resolution.”

E-voting Results

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporation had provided the facility of remote e-voting and e-voting at the venue of the 42nd Annual General Meeting of the Members of the Corporation on the resolutions proposed in the Notice convening the 42nd AGM. The remote e-voting was open from July 29, 2019 to August 1, 2019.

The consolidated results as per the Scrutinizers' (Mr. N. L. Bhatia, Managing Partner, Messrs N L Bhatia & Associates, Practicing Company Secretaries) Report dated August 2, 2019 are as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes Against
1(A)	Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.	99.96	0.04
1(B)	Adoption of the audited consolidated financial statements for the financial year ended March 31, 2019 together with the report of the Auditors thereon.	99.96	0.04
2	Declaration of final dividend on equity shares of the Corporation.	100.00	0.00
3	Re-appointment of Mr. V. Srinivasa Rangan, who retired by rotation and, being eligible, offered himself for re-appointment.	97.95	2.05
4	Fixing the remuneration of Messrs B S R & Co. LLP, Chartered Accountants, Statutory Auditors of the Corporation.	98.73	1.27
5	Appointment of Dr. Bhaskar Ghosh as an Independent Director of the Corporation.	99.58	0.42
6	Appointment of Ms. Ireena Vittal as an Independent Director of the Corporation.	93.92	6.08
7	Re-appointment of Mr. Nasser Munjee as an Independent Director of the Corporation.	88.88	11.12
8	Re-appointment of Dr. J. J. Irani as an Independent Director of the Corporation.	90.06	9.94
9	Approval of related party transactions with HDFC Bank Limited.	100.00	0.00
10	Approval for payment of commission to the non-executive Directors of the Corporation.	98.33	1.67
11	Approval for revision in the salary range of Mr. Keki M. Mistry, Managing Director (designated as the "Vice Chairman & Chief Executive Officer") of the Corporation.	99.02	0.98

Resolution No.	Particulars	% Votes in Favour	% Votes Against
12	Approval to issue Redeemable Non-Convertible Debentures and/ or any other hybrid instruments on private placement basis, up to an amount not exceeding ₹1,25,000 crore.	97.91	2.09
