

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

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

ii. Date of Incorporation: 30/08/1994

iii.

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

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

v. 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

vi. Financial Year From date: 01/04/2019 To date: 31/03/2020

vii. Whether Annual General Meeting held: NO

- (a) If yes, date of AGM: AGM is scheduled to be held on 18/07/2020
 (b) Due date of AGM: 30/09/2020
 (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. PARTICULARS 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	95.30
2	HDFC Securities Limited	U67120MH2000PLC152193	Subsidiary	96.57

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	6,500,000,000	5,483,286,460	5,483,286,460	5,483,286,460
Total amount of Equity Shares (in Rupees)	6,500,000,000	5,483,286,460	5,483,286,460	5,483,286,460

Number of classes: 1

Class of Shares: Equity Shares	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares	6,500,000,000	5,483,286,460	5,483,286,460	5,483,286,460
Nominal value per share (in rupees)	1	1	1	1
Total amount of Equity Shares (in rupees)	6,500,000,000	5,483,286,460	5,483,286,460	5,483,286,460

(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	Authorized capital	Issued capital	Subscribed capital	Paid-up capital
Equity Shares				
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	5,446,613,220	5,446,613,220	5,446,613,220	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	0	0	0	0
v. ESOPs	36,673,240	36,673,240	36,673,240	18,450,147,562
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	0	0	0	0
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	0	0	0	0

capital				
iv. Others, specify	0	0	0	0
At the end of the year	5,483,286,460	5,483,286,460	5,483,286,460	18,450,147,562

* Adjusted to Face Vale Re.1/- pursuant to sub-division of Bank's equity shares during FY 2019-20.

ii. Details of stock split during the year (for each class of shares)

Class of Share		(i)	(ii)	(iii)
Before split	Number of Shares	2,735,381,947		
	Face Value of Shares	2		
After split	Number of Shares	5,470,763,894		
	Face Value of Shares	1		

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	525,327,094,395
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits	0	0	940,147,507,598
Deposits	0	0	0
Total	369,070	1,000,000	1,834,544,601,993

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	369,070,000,000	0	0	369,070,000,000
Partly convertible	0	0	0	0

debtentures				
Fully convertible debtentures	0	0	0	0

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

V. Turnover and Net Worth of the Company

- i. Turnover: 1,380,734,696,976
- ii. Net worth of the Company: 16,682,672 Lacs

VI. (a) SHAREHOLDING PATTERN- Promoters

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(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)	1,164,625,834	21.24		
10	Others, specify	0	0	0	0
	Total	1,164,625,834	21.24	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	516,173,612	9.41	0	0
	(ii) Non-Resident Indian (NRI)	6,015,988	0.11	0	0

	(iii) Foreign National (other than NRI)	6,447	0.00	0	0
2	Government				
	(iv) Central Government	10,195,251	0.19	0	0
	(v) State Government	0	0	0	0
	(vi) Government companies	0	0	0	0
3	Insurance Companies	147,404,983	2.69	0	0
4	Banks	3,045,400	0.06	0	0
5	Financial institutions	2,738,635	0.05	0	0
6	Foreign Institutional Investors	1,633,956,884	29.80	0	0
7	Mutual Funds	668,590,599	12.19	0	0
8	Venture Capital	0	0	0	0
9	Body Corporate (not mentioned above)	253,695,095	4.63		
10	Others, specify (IEPF Authority, Unclaimed Suspense Account, Alternate Investment Funds, Trust, OCB, ADR Depository)	1,076,837,732	19.64	0	0
	Total	4,318,660,626	78.76	0	0

Total number of shareholders (other than promoters): 1,286,080

Total number of shareholders (Promoters + Public/ other than promoters): 1,286,083

(c) Detail of Foreign Institutional Investors (FIIs) holding shares of the company:

The details of FIIs holding shares of the Bank would be submitted to the Ministry of Corporate Affairs

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)	589,927	1,286,080
Debenture holders	1,355	1,418

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	2	7	2*	7	0.18	0
(i) Non- Independent	2	1	2	1	0.18	0

(ii) Independent	0	6	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	2	8	2*	8	0.18	0.01

* The Board of Directors had appointed Mr. Sashidhar Jagdishan and Mr. Bhavesh Zaveri each as Additional Director and Executive Director on the Board of the Bank, subject to the approval of the Reserve Bank of India and shareholders, for a period of three (3) years each from November 28, 2019 or for such other period / from such other date as may be approved by the Reserve Bank of India. The Bank had also made an application to the RBI seeking approval for the aforementioned appointments. RBI through its communication dated April 7, 2020, advised the Bank to examine and submit the proposal after a new MD and CEO assumes charge later this year. Accordingly, their appointments as Executive Directors have not taken effect, and further, Mr. Sashidhar Jagdishan and Mr. Bhavesh Zaveri resigned as Additional Directors from the Board of the Bank in terms of Companies Act, 2013 on April 18, 2020. Accordingly, the total no. of members mentioned above does not include Mr. Jagdishan and Mr. Zaveri.

Number of Directors and Key Managerial Personnel (who is not director) as on financial year end date: 13

(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	7,796,251	-
Kaizad Bharucha	02490648	Whole-time Director	2,135,102	-
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	-
Renu Karnad	00008064	Director	595,320	-
Sashidhar Jagdishan	0008614396/ ALLPS4064J	Group Head- Finance & Change Agent of the Bank	1,496,188	-
Srinivasan Vaidyanathan	ALIPS4125K	Chief Financial Officer	96	-

Santosh Haldankar	AAYPH1976N	Company Secretary	500	-
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(ii) Particulars of change in director(s) and Key Managerial Personnel during the year: 4

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)
Srinivasan Vaidyanathan	ALIPS4125K	Chief Financial Officer	22 August, 2019	Appointment
*Bhavesh Zaveri	01550468/ AADPZ0801B	Additional Executive Director	28 November 2019 – 18 April, 2020	Appointment and Resignation
*Sashidhar Jagdishan	0008614396/ ALLPS4064J	Additional Executive Director	28 November 2019 – 18 April 2020	Appointment and Resignation
Keki Mistry	00008886	Non- Executive Director	18 January, 2020	Cessation

* The Board of Directors had appointed Mr. Sashidhar Jagdishan and Mr. Bhavesh Zaveri each as Additional Director and Executive Director on the Board of the Bank, subject to the approval of the Reserve Bank of India and shareholders, for a period of three (3) years each from November 28, 2019 or for such other period / from such other date as may be approved by the Reserve Bank of India. The Bank had also made an application to the RBI seeking approval for the aforementioned appointments. RBI through its communication dated April 7, 2020, advised the Bank to examine and submit the proposal after a new MD and CEO assumes charge later this year. Accordingly, their appointments as Executive Directors have not taken effect, and further, Mr. Sashidhar Jagdishan and Mr. Bhavesh Zaveri resigned as Additional Directors from the Board of the Bank in terms of Companies Act, 2013 on April 18, 2020.

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

A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED 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	12-07-2019	668,641	348	21.40

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	20/04/ 2019	10	10	100
2	22/05/2019	10	9	90
3	12/07/2019	10	9	90
4	20/07/2019	10	10	100
5	22/08/2019	10	8	80
6	19/10/2019	10	10	100
7	28/11/2019	10	10	100
8	18/01/2020	10*	10*	100
9.	04/03/2020	10*	9*	90

* The Board of Directors had appointed Mr. Sashidhar Jagdishan and Mr. Bhavesh Zaveri each as Additional Director and Executive Director on the Board of the Bank, subject to the approval of the Reserve Bank of India and shareholders, for a period of three (3) years each from November 28, 2019 or for such other period / from such other date as may be approved by the Reserve Bank of India. The Bank had also made an application to the RBI seeking approval for the aforementioned appointments. RBI through its communication dated April 7, 2020, advised the Bank to examine and submit the proposal after a new MD and CEO assumes charge later this year. Accordingly, their appointments as Executive Directors have not taken effect, and further, Mr. Sashidhar Jagdishan and Mr. Bhavesh Zaveri resigned as Additional Directors from the Board of the Bank in terms of Companies Act, 2013 on April 18, 2020.

C. COMMITTEE MEETINGS

Number of meetings held: 28

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	18/04/2019	4	4	100
2	Audit	04/06/2019	4	4	100
3	Audit	06/06/2019	4	4	100
4	Audit	19/07/2019	4	3	75
5	Audit	22/08/2019	4	4	100
6	Audit	18/10/2019	4	4	100
7	Audit	09/01/2020	4	4	100
8	Audit	17/01/2020	4	4	100
9	Audit	18/03/2020	4	4	100
10	Nomination & Remuneration	18/04/2019	4	4	100
11	Nomination &	22/05/2019	4	4	100

	Remuneration				
12	Nomination & Remuneration	27/06/2019	4	4	100
13	Nomination & Remuneration	12/07/2019	4	3	75
14	Nomination & Remuneration	18/07/2019	4	4	100
15	Nomination & Remuneration	22/08/2019	4	4	100
16	Nomination & Remuneration	18/10/2019	4	4	100
17	Nomination & Remuneration	15/11/2019	4	3	75
18	Nomination & Remuneration	17/01/2020	4	4	100
19	Stakeholders' Relationship	16/04/2019	4	4	100
20	Stakeholders' Relationship	18/07/2019	4	4	100
21	Stakeholders' Relationship	17/10/2019	4	4	100
22	Stakeholders' Relationship	16/01/2020	4	4	100
23	Risk Policy & Monitoring	16/04/2019	4	4	100
24	Risk Policy & Monitoring	27/06/2019	4	4	100
25	Risk Policy & Monitoring	18/07/2019	4	4	100
26	Risk Policy & Monitoring	22/08/2019	4	3	75
27	Risk Policy & Monitoring	17/10/2019	4	4	100
28	Risk Policy & Monitoring	16/01/2020	4	4	100

D. ATTENDANCE OF DIRECTORS

Sr. No.	Name of the Director	Board Meetings			Committee Meetings**			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Scheduled to be held on 18/7/2020 (Y/N/NA)
1	Shyamala Gopinath	9	9	100%	24	23	95.83%	-
2	Aditya Puri	9	9	100%	14	14	100%	-
3	*Kaizad Bharucha	8	8	100%	0	0	0	-

4	Keki Mistry [#]	8	7	87.5%	0	0	0	-
5	Malay Patel	9	9	100%	8	8	100%	-
6	Srikanth Nadhamuni	9	7	77.77%	6	5	83.33%	-
7	Umesh Chandra Sarangi	9	9	100%	17	17	100%	-
8	Sanjiv Sachar	9	9	100%	22	22	100%	-
9	Sandeep Parekh	9	8	87.5%	13	12	92.30%	-
10	M D Ranganath	9	9	100%	24	23	95.83%	-
11	Renu Karnad [§]	1	1	100%	0	0	0	-

*Mr. Kaizad Bharucha could not participate in the Board meeting held on March 4, 2020, being interested or concerned in the matter of discussion.

** The information is provided for Audit Committee, Nomination and Remuneration Committee, Risk Policy and Monitoring Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Bank.

Mr. Keki Mistry ceased to be Director of the Bank with effect from January 18, 2020

§ Mrs. Renu Karnad was appointed as Director of the Bank with effect from March 3, 2020

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 2

(Amount in Rs.)

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity*	Others	Total Amount**
1	Aditya Puri	Managing Director	181,234,377	0	1,61,56,45,280	79,82,688	18,92,17,065
2	Kaizad Bharucha	Executive Director	83,544,812	0	31,62,39,220	28,76,436	8,64,21,248
Total			264,779,189	0	1,93,18,84,500	1,08,59,124	27,56,38,313

*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 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	Sashidhar Jagdishan	Group Head – Finance and 'Change Agent'	28,511,290	0	15,18,22,040	6,66,266	2,91,77,556
2	Srinivasan Vaidyanathan	Chief Financial Officer	17,137,059	0	0	7,95,626	1,79,32,684

		from August 22, 2019					
3	Santosh Haldankar	Company Secretary	5,469,341	0	5,60,645	3,12,946	57,82,288
Total			51,117,690	0	15,23,82,685	17,74,838	5,28,92,528

**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: 9

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	64,00,000	64,00,000
2	Malay Patel	Independent Director	0	1,000,000	0	3,350,000	4,350,000
3	Umesh Chandra Sarangi	Independent Director	0	1,000,000	0	2,100,000	3,100,000
4	Sanjiv Sachar	Independent Director	0	1,000,000	0	23,00,000	33,00,000
5	Sandeep Parekh	Independent Director	0	1,000,000	0	21,00,000	31,00,000
6	M. D. Ranganath	Independent Director	0	1,000,000	0	26,50,000	3,600,000
7	Keki Mistry*	Non-Executive Director	0	1,000,000	0	14,50,000	24,50,000
8	Srikanth Nadhamuni	Non-Executive Director	0	1,000,000	0	27,50,000	37,50,000
9	Renu Karnad**	Non-Executive Director	0	0	0	150,000	150,000
Total			0	7,000,000	0	23,250,000	3,02,50,000

Refers to commission for FY 2018-19, paid out in FY 2019-20.

**Mr. Keki Mistry ceased to be Director of the Bank with effect from January 18, 2020*

*** Mrs. Renu Karnad was appointed as Director of the Bank with effect from March 3, 2020*

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 PENALTIES/PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS: **NIL**

B. DETAILS OF COMPOUNDING OF OFFENCES: NIL

XIII. WHETHER COMPLETE LIST OF SHAREHOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED 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 2019-20

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.
