

December 2, 2020

BSE Limited

Dept. Of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 500180

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza,
Bandra Kurla Complex,
Mumbai- 400 051
Scrip Code: HDFCBANK

Dear Sir,

Sub: Result of the Postal Ballot and e-voting on resolutions of HDFC Bank Limited

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the results of the e-voting pursuant to the Postal Ballot of the Bank, for all resolutions as specified in the Postal Ballot Notice dated October 17, 2020.

Period of Postal Ballot	November 2, 2020 to December 1, 2020
Total no. of shareholders as on the record date	1411294

All the resolutions placed through the Postal Ballot were passed with the requisite majority. The resolutions are deemed as passed on the last date of the e-voting, i.e. Tuesday, December 1, 2020.


The Report of the Scrutinizer viz., M/s. BN & Associates, is enclosed herewith.

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For HDFC Bank Limited



Santosh Haldankar
Sr. Vice President (Legal) & Company Secretary

Encl: a/a

HDFC BANK LTD - VOTING RESULTS OF POSTAL BALLOT-2020

Date of declaration of result of Postal Ballot	December 2, 2020
Total number of shareholders on record date	1411294
No. of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Resolution required: (Ordinary/Special)			Ordinary (01) : Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as a Director of the Bank.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1164625834	1164625834	100.000	1164625834	0	100.000
Public - Institutions	E-Voting	2713018943	2513331181	92.640	2509721400	3609781	99.856	0.144
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		2713018943	2513331181	92.640	2509721400	3609781	99.856
Public - Non Institutions	E-Voting	1627599279	2870869	0.176	2863003	7866	99.726	0.274
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1627599279	2870869	0.176	2863003	7866	99.726
Total		5505244056	3680827884	66.860	3677210237	3617647	99.902	0.098

Agalamban



Resolution required: (Ordinary/Special)			Ordinary (02) : Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as the Managing Director & Chief Executive Officer of the Bank, for a period of three (3) years, w.e.f. October 27, 2020, on the terms and conditions relating to the said appointment, including remuneration, as approved by the RBI					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1164625834	1164625834	100.000	1164625834	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1164625834	1164625834	100.000	1164625834	0	100.000
Public - Institutions	E-Voting	2713018943	2473801322	91.183	2470064137	3737185	99.849	0.151
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		2713018943	2473801322	91.183	2470064137	3737185	99.849
Public - Non Institutions	E-Voting	1627599279	2871109	0.176	2859514	11595	99.596	0.404
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total		1627599279	2871109	0.176	2859514	11595	99.596
Total		5505244056	3641298265	66.142	3637549485	3748780	99.897	0.103

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SCUTINIZER'S REPORT

December 2, 2020

To,
The Chairperson
HDFC Bank Limited
HDFC Bank House,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013.


Sub: HDFC Bank Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results

The Board of Directors of HDFC Bank Limited (*hereinafter referred to as "the Bank"*) at their meeting held on October 17, 2020, have appointed me as the Scrutinizer to conduct and scrutinize the Postal Ballot e-voting process in a fair and transparent manner in respect of all the Resolutions as stated in the Postal Ballot Notice dated October 17, 2020 (the "Postal Ballot Notice").

In compliance with the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (the "MCA Circulars") in view of COVID-19 pandemic and other applicable laws and regulations, the special businesses mentioned in the Postal Ballot Notice dated October 17, 2020, were proposed to be passed by the Members of HDFC Bank Limited through Postal Ballot via remote electronic voting (e-voting) only. The Bank had, accordingly, provided facility of e-voting to all Members of the Bank to enable them to cast their votes electronically on the special businesses mentioned in the Notice.

The Bank has engaged the services of Central Depository Services Ltd, as the Electronic Voting Service Provider ("CDSL" or "EVSP") who had made necessary arrangements to facilitate e-voting by the shareholders of the Bank on their website at www.evotingindia.com. Datamatics Business Solutions Limited are the Registrar and Share Transfer Agents for the Bank (the "RTA").

Accordingly, the Bank had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their votes, in electronic form only to all those Members who had registered their e-mail addresses with the Bank / RTA / Depository Participants, as on October 30, 2020 (being the cut-off date for this purpose). The communication of the assent or dissent of the Members was sought through the e-voting system only. In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the shareholders to get their email address registered with the RTA prior to the cut-off date so that they could also participate in the e-voting facility extended by the Bank.




The Bank and the EVSP had uploaded the Notice together with the explanatory statement on their respective websites viz. www.hdfcbank.com and www.evotingindia.com and Electronic Voting Sequence Number "201027011" ('EVSN') was generated for casting the votes through e-voting mode. The Bank and the EVSP have complied with all the necessary formalities specified under the Act, the Rules and the MCA Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on October 31, 2020 through e-mail to all the Members of the Bank who had registered their e-mail addresses as on October 30, 2020.

The Management of the Bank is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the Notice, based on the data generated from the e-voting system provided by EVSP.

I report that the Postal Ballot Notice was sent through e-mail to 1273867 members whose email address was registered with the Bank / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was October 30, 2020. The e-voting period commenced from Monday, November 2, 2020 from 9.00 a.m. IST and ended on Tuesday, December 1, 2020 at 5.00 p.m. IST. In respect of 136656 members whose email addresses were not available, a Public Notice with regard to the Postal Ballot Notice was published on October 26, 2020 in "Business Standard" English Newspaper, and in "Navshakti", Marathi Newspaper (Mumbai edition) providing requisite information and contact details of the EVSP and the RTA for registering email addresses and addressing queries on e-voting.

The items for which approval of the Members of the Bank was sought as stated in the Notice are mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As an Ordinary Resolution</u>	Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as a Director of the Bank
2.	<u>As an Ordinary Resolution</u>	Appointment of Mr. Sashidhar Jagdishan (DIN: 08614396) as the Managing Director & Chief Executive Officer of the Bank, for a period of three (3) years, w.e.f. October 27, 2020, on the terms and conditions relating to the said appointment, including remuneration, as approved by the RBI

Item No 1: As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the relevant Rules made thereunder, the applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines, circulars and notifications issued by the Reserve Bank of India (the "RBI"), from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the



"SEBI Listing Regulations") and any other applicable laws [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force], the provisions of the Articles of Association of HDFC Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, Mr. Sashidhar Jagdishan (DIN 08614396), who was appointed as an Additional Director of the Bank, with effect from October 27, 2020 till the ensuing annual general meeting, be and is hereby appointed as a Director of the Bank.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the 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 do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Bank, to give effect to this Resolution."

Item No 2: As an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the relevant Rules made thereunder, Section 10B(1A)(ii) and Section 35B of the Banking Regulation Act, 1949 and the rules, guidelines, circulars and notifications issued by the Reserve Bank of India (the "RBI"), from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and any other applicable laws [including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force], the provisions of the Articles of Association of HDFC Bank Limited (the "Bank") and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, consent of the Members of the Bank be and is hereby accorded for the appointment of Mr. Sashidhar Jagdishan (DIN 08614396) as the Managing Director & Chief Executive Officer (the "MD & CEO") of the Bank, for a period of three (3) years, with effect from October 27, 2020 up to October 26, 2023 (both days inclusive) as approved by the RBI AND THAT Mr. Sashidhar Jagdishan shall not be liable to retire by rotation in terms of the relevant provisions of the Act and the Articles of Association of the Bank;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act, Section 35B of the Banking Regulation Act, 1949, and the rules, guidelines, circulars and notifications issued by RBI, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and the provisions of the Articles of Association of the Bank and pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the Bank, consent of the Members of the Bank, be and is hereby accorded for the payment of remuneration up to March 31, 2021 to Mr. Sashidhar Jagdishan (DIN 08614396), as the MD & CEO of the Bank, with effect from October 27, 2020, to the extent approved 2 by the Nomination and Remuneration Committee, the Board of Directors, the RBI and subject to further approval of the RBI as necessary and after March 31, 2021 as may be approved by the Nomination and Remuneration Committee, the Board of Directors and the RBI, from time to time, as mentioned herein below:

(A) For the period up to March 31, 2021 and effective October 27, 2020:

(1) Fixed Pay (as approved by the RBI):



Salary and Allowances	Entitlement (in ₹)	Amount Per Annum (in ₹)
Basic Salary		25,245,000
Allowances		21,935,100
LTA		2,103,750
Provident Fund		3,029,400
Superannuation		3,786,750
Gross Pay (A)		56,100,000
Perquisites	Entitlement (in ₹)	Perquisite Value (in ₹)
Company Housing:		4,800,000
Housing Deposit	20,000,000	
Housing Rent	4,800,000	
Housing Maintenance	at actuals	
Company Car:		2,500,000
Vehicle	2 cars within ex-showroom price of ₹10,000,000	
Fuel (litres per month)	700	
Car Maintenance	at actuals	
Subsidized Loans:		
Housing Loan	30,000,000	
Housing Loan - Slab 1 @ 2.5%	15,000,000	795,000
Housing Loan - Slab 2 @ 5.0%	15,000,000	420,000
Personal Loan (@5.0%)	1,500,000	125,250
Cost of Loans		1,340,250
Hospitalisation - Mediclaim Policy.	5,000,000	115,516
Personal Accident Policy.	120,000,000	92,506
Corporate Club Membership.	2 club memberships	52,000
Cost of Perquisites (B)		8,900,272
Total Fixed Pay [C] =(A+B)		65,000,272

Details of Perquisite Value

1 Company Housing: The MD & CEO will be eligible for a company leased accommodation with a Housing Deposit entitlement of Rs. 2 crore and Housing Rent limit of Rs. 48 lacs per annum for a fully furnished and maintained accommodation. In the event, the MD & CEO avails company leased housing, then the rental amount of Rs. 48 lacs will be the maximum rent payable per annum. In the event, the MD & CEO does not avail company housing, the individual is entitled to cash in lieu equivalent of Rs. 48 lacs per annum. In the event, the MD & CEO opts for a company leased accommodation, house maintenance will be at actuals, the

perquisite value of which has not been considered as this is a variable reimbursement at actuals.

2Company Car: The MD & CEO will be eligible for 2 company cars within an ex-showroom price of Rs. 1 crore with fuel of 700 litres per month and car maintenance at actuals. As per the Bank policy, the life of a company car is considered to be 4 years, the cash in lieu amount is Rs. 25 lacs. This will be the annual amount payable to the MD & CEO, in the event, the MD & CEO does not opt for a company car. The car maintenance and fuel expenses have not been considered in the perquisite value as this is a variable reimbursement at actuals in the event, the MD & CEO opts for availing the benefit of the company car.

3Loan perquisite: The MD & CEO is entitled to a housing loan of Rs. 3 crore split into 2 parts: (i) Slab 1 of Rs. 1.5 crore at 2.5% interest (ii) Slab 2 of Rs. 1.5 crore at 5.0% interest. In addition to this, the MD & CEO can also avail a personal loan of Rs. 15 lacs at 5.0% interest. Cost of loan is the perquisite value of the potential benefit in the event that the MD & CEO avails the total value of the loan benefit. The loan benefit is calculated as (SBI interest rate - Staff Loan Interest Rate) * Value of Loan entitlement. The SBI Interest Rate for Home Loan is 7.8 % and for Personal Loan is 13.35% as on April 1, 2020. This will not be subject to cash in lieu amount. The valuation for the same will be subject to review on April 1, every year.

4Medical Insurance Premium: The MD & CEO is entitled to a floater medical cover (hospitalization) of Rs. 50 lacs. The perquisite value considered is the medical insurance premium paid by the Bank for self, spouse, two dependent children and dependent parents. This will not be subject to cash in lieu amount.

5Personal Accident Insurance: The MD & CEO has an Rs. 12 crore life cover in the event of an accident. The perquisite value considered is the insurance premium paid by the Bank. This will not be subject to cash in lieu amount.

6Club: The MD & CEO can avail membership of two clubs. The amount mentioned is the subscription cost.

In addition to the above, the MD & CEO shall also be eligible for the following perquisites:

- 1. Domiciliary Medical Expenses:** The domiciliary medical expenses will be reimbursed at actuals for self, spouse and dependent children for medical expenses incurred in the country.
- 2. Telephone:** The telephone expenses for the MD & CEO will be reimbursed at actuals.
- 3. Gratuity:** Gratuity amount shall be paid to the MD & CEO as per the Payment of Gratuity Act, 1972.
- 4. House Maintenance:** In the event, the MD & CEO avails a company leased accommodation, the house maintenance is at actuals.
- 5. Car Maintenance and Fuel Expenses:** In the event, the MD & CEO avails a company car, the fuel entitlement is up to 700 litres per month and maintenance is at actuals.

(2) Variable component of the Remuneration:

(i) Mr. Jagdishan will also be eligible for performance based variable pay as may be determined by the Nomination and Remuneration Committee and Board of Directors and approved by the RBI as per the Compensation Policy of the Bank and in line with the RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Risk Takers and Control Function Staff, etc. issued by the RBI on November 4, 2019 ("RBI Compensation Guidelines"). The Bank shall take into consideration amendments, if any, to the RBI Compensation Guidelines of the RBI in determining the variable pay of Mr. Jagdishan.

(ii) Mr. Jagdishan, as the MD & CEO of the Bank, shall also be eligible for stock options under the Employee Stock Option Schemes as may be approved by the Nomination and

Remuneration Committee of the Board from time to time and in terms of the RBI Compensation Guidelines and to avail of stock options already granted to him as an employee, subject to the necessary approvals from the RBI.

It may be noted that in terms of the RBI Compensation Guidelines, currently the total variable pay shall be limited to a maximum of 300% of the fixed pay. Further the variable pay, as per the RBI Compensation Guidelines, shall be inclusive of Cash as well as any Share-linked instruments.

(B) For the period after March 31, 2021: Mr. Jagdishan shall be entitled to:

(i) annual or other increments and/or revisions during the rest of his tenure, to the aforesaid fixed pay remuneration mentioned in (A) above; and

(ii) the components of the variable pay (which will have an upper ceiling of such percentage of the fixed pay as prescribed by the RBI Compensation Guidelines, as amended from time to time), as per the policies of the Bank and as may be approved by Nomination and Remuneration Committee and the Board of Directors of the Bank and subject to the approval of the RBI or other relevant authority. It may be noted that in terms of the RBI Compensation Guidelines, currently the total variable pay shall be limited to a maximum of 300% of the fixed pay. Further the variable pay, as per the RBI Compensation Guidelines shall be inclusive of Cash as well as any Share-linked instruments. The reference performance period in a given year shall be from April 01 to March 31 every year.

In case of absence or inadequacy of profits in any financial year, the fixed pay and perquisites (subject to annual review from time to time) as approved by the Nomination and Remuneration Committee, the Board of Directors and the Reserve Bank of India shall be the minimum remuneration payable to Mr. Jagdishan.



RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the 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 do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s) / Officer(s) of the Bank, to give effect to this Resolution."

SUMMARY OF VOTES CAST

The E-voting process concluded at 5 p.m. IST on December 1, 2020. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as the Scrutinizer in the presence of Mr. R. Mahesh and Ms. Saroj Narasimhan witnesses, not in employment of the Bank, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by CDSL, the details of the e-voting exercised by the Members were duly compiled by CDSL. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by CDSL from their website were duly scrutinized.

On scrutiny, I report that out of 1410523 Members holding shares as on the cut-off date, i.e. October 30, 2020, 3212 Members have exercised their votes through remote E-voting. The details of Postal Ballot results for the special businesses placed for consideration and approval of the Members is given below:

Item No 1: As an Ordinary Resolution

Total no. of Members	3,212		
Total no. of Equity Shares	368,75,64,824		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Monday, November 2, 2020 till 5.00 p.m. IST on Tuesday December 1, 2020		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	3,212	368,75,64,824
Less: Invalid E-voting (abstained/less voted)* refer note below	B	10	67,36,940
Net E-voting (A-B) considered valid	C	3,202	368,08,27,884

NOTE:

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot
- (ii) Vote Cast in favour or against is calculated based on the Valid Votes cast through Remote E-voting

Summary of E-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	116,46,25,834	116,46,25,834	100.00	116,46,25,834	Nil	100.00	Nil
Public-Institutional holders	271,30,18,943	251,33,31,181	92.640	250,97,21,400	36,09,781	99.856	0.144
Public-others	162,75,99,279	28,70,869	0.176	28,63,003	7,866	99.726	0.274
Total	550,52,44,056	368,08,27,884	66.860	367,72,10,237	36,17,647	99.902	0.098

Percentage of votes cast in Favour: 99.902 Percentage of votes cast Against: 0.098

RESULTS: -

As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated October 17, 2020 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Tuesday, December 1, 2020.

Item No 2: As an Ordinary Resolution



Total no. of Members	3,212		
Total no. of Equity Shares	368,75,64,824		
E-voting as per the Postal Ballot Notice	From 9.00 a.m. IST on Monday, November 2, 2020 till 5.00 p.m. IST on Tuesday December 1, 2020		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	3,212	368,75,64,824
Less: Invalid E-voting <i>abstained/less voted</i> * refer note below	B	18	4,62,66,559
Net E-voting (A-B) considered valid	C	3194	364,12,98,265

NOTE:

- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot
- (ii) A Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting

Summary of E- Voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes cast (2)	% of votes cast on outsta nding shares (3)=[(2)/(1)]*1 00	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes cast (6)=[(4)/(2)] *100	% of votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	116,46,25,834	116,46,25,834	100.00	116,46,25,834	Nil	100.00	Nil
Public- Institution al holders	271,30,18,943	247,38,01,322	91.183	247,00,64,137	37,37,185	99.849	0.151
Public- others	162,75,99,279	28,71,109	0.176	28,59,514	11,595	99.596	0.404
Total	550,52,44,056	364,12,98,265	66.142	363,75,49,485	37,48,780	99.897	0.103

-Percentage of votes cast in Favour: 99.987 Percentage of votes cast against: 0.103

RESULTS: - As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 2 as set forth in the Postal Ballot Notice dated October 17, 2020 has been passed by the Members with requisite

majority. The Resolution is deemed as passed on the last date of voting that is Tuesday, December 1, 2020.

I further report that as per the Postal Ballot Notice dated October 17, 2020 and the Board Resolution dated October 17, 2020, the Chairperson or a person authorised by her in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, within 48 hours of the closure of the remote e-voting. The result of the Postal Ballot will be displayed on the website of the Bank www.hdfcbank.com and on the website of CDSL www.evotingindia.com. The results shall also be forwarded to the Stock Exchanges and hosted on the websites of BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of the Bank are listed and at the Registered Office of the Bank.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from CDSL, the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the Members, by e-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Bank.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Bank.

Thanking you,

Yours faithfully


**For BN & Associates
Company Secretaries**



**CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)**

Place: Mumbai
Date: December 2, 2020

The following were the witnesses to the unblocking of the votes on December 1, 2020


1. Mr. R Mahesh


2. Ms. Saroj Narasimhan

Received the Report

For HDFC Bank Limited



**Santosh Haldankar
Sr. Vice President (Legal) & Company Secretary**