

Ref. No. SE/ 2023-24/38

April 28, 2023

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 Results of Postal Ballot of the Corporation

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

We refer to our letter dated March 29, 2023, through which we had submitted the Postal Ballot Notice dated March 27, 2023, which was sent to the Members of the Corporation seeking their approval through e-voting on the resolution pertaining to “Approval for increasing the borrowing limits of the Board of Directors of the Corporation under Section 180(1)(c) of the Companies Act, 2013”.

Based on the report issued by the Scrutinizer i.e. Mr. Kalidas Ramaswami, Partner, Messrs BNP & Associates, Company Secretaries (enclosed as **Annexure A**), we wish to inform you that the aforesaid resolution has been passed by the Members of the Corporation with requisite majority and is deemed to have been passed on Friday, April 28, 2023 after the conclusion of e-voting period at 5.00 p.m. IST. We also enclose e-voting result in the prescribed format under **Annexure B**.

The aforesaid documents are also being made available on the Corporation’s website, www.hdfc.com.

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

Thank you,

Yours faithfully,

For **Housing Development Finance Corporation Limited**

Ajay Agarwal
Company Secretary

Encl: a.a.

- 1) London Stock Exchange, 10, Paternoster Square, London, EC4M 7LS.
- 2) National Securities Depository Limited
Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
- 3) Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Fort, Mumbai – 400 001.

Corporate Office: HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.
Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

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

SCUTINIZER'S REPORT

April 28, 2023

To,
The Chairman
Housing Development Finance Corporation Limited
HDFC House, H. T. Parekh Marg,
165-166, Backbay Reclamation,
Churchgate, Mumbai 400 020

**Sub: Housing Development Finance Corporation Limited - Scrutinizer's Report on
Postal Ballot (E-voting) Results**

The Board of Directors of Housing Development Finance Corporation Limited (*hereinafter referred to as 'the Corporation'*) at its meeting held on March 27, 2023, has appointed us as the Scrutinizer to scrutinize the Postal Ballot through e-voting process in a fair and transparent manner in respect of a special Resolution as stated in the Postal Ballot Notice along with the Explanatory Statement thereto dated March 27, 2023 (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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Secretarial Standard 2 on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India which are mandatory in application including any circulars, 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, 10/2021 dated June 23, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (the "**MCA Circulars**") and other applicable laws, rules and regulations, the special business mentioned in the Postal Ballot Notice dated March 27, 2023, was proposed to be passed by the Members of the Corporation through Postal Ballot via remote electronic voting (e-voting) only. The Corporation had, accordingly, provided the facility of e-voting to all Members to enable them to cast their votes electronically on the special business mentioned in the Notice.

The Corporation has engaged the services of National Securities Depository Limited, as the Electronic Voting Service Provider ("**NSDL**" or "**ESP**") who had made necessary arrangements to facilitate e-voting by the shareholders of the Corporation on their website at <https://www.evoting.nsdl.com>. Link Intime India Private Limited is the Registrar and Share Transfer Agent for the Corporation (the "**RTA**").



Accordingly, the Corporation on March 29, 2023, had sent the Postal Ballot Notice including all the requisite information required by the members to cast their votes in electronic form only, to all those Members who had registered their e-mail addresses with the Corporation / RTA / Depository Participants, as on Friday, March 24, 2023 (being the cut-off date specified for this purpose). The communication of the assent or dissent of the Members was sought through the e-voting system only.

The Corporation and the ESP had uploaded the Postal Ballot Notice together with the Explanatory Statement on their respective websites viz. www.hdfc.com and www.evoting.nsdl.com and Electronic Voting Event Number "123715" ('EVEN') was generated for casting the votes through the e-voting mode. The Corporation and the ESP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder and the MCA Circulars issued in this regard.

The Management of the Corporation is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the item placed for approval of the members through postal ballot by e-voting. Our 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 resolution stated in the Notice, based on the data generated from the e-voting system provided by the ESP.

We report that the Postal Ballot Notice was sent through e-mail to 756853 members whose e-mail addresses were registered with the Corporation / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 780197.

The e-voting period commenced on Thursday March 30, 2023 at 10.00 a.m. IST and ended on Friday, April 28, 2023 at 5.00 p.m. IST. As prescribed in the said Rules and the MCA circulars, the Corporation has also published an advertisement in newspapers having nationwide circulation on Thursday, March 30, 2023 in Business Standard (English and Hindi), Free Press Journal (in English) and Navshakti (in Marathi). It carried the required information as specified in the said rules and MCA circulars.

The item for which the approval of the Members of the Corporation was sought as stated in the Postal Ballot Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	As a Special Resolution	Approval for increasing the borrowing limits of the Board of Directors of the Corporation under Section 180(1)(c) of the Companies Act, 2013.

SUMMARY OF VOTES CAST

After the closure of E-voting facility, the votes cast through E-voting platform were duly unblocked by us as the Scrutinizers in the presence of Ms. Amita Jadav and Ms Nisha Gupta, witnesses, not in employment of the Corporation, 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 NSDL, the details of the e-voting exercised by the Members were duly compiled by NSDL. The details of the e-voting, 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 NSDL from their website were duly scrutinized.

On scrutiny, we report that out of 780197 Members holding shares as on the cut-off date, i.e. March 24, 2023, 5913 Members holding 1504623311 shares have exercised their votes through remote E-voting.

The details of Postal Ballot result for the special business placed for consideration and approval of the Members is given below:

Notes:

- 1. Votes cast in favour or against have been considered on the basis of number of shares held as on the cut-off date as stated above reckoned for the purpose of postal ballot.**
- 2. Vote cast in favour or against have been calculated based on the valid votes cast through Remote E-voting process.**

Item No 1: As a Special Resolution**Approval for increasing the borrowing limits of the Board of Directors of the Corporation under Section 180(1)(c) of the Companies Act, 2013**

Total no. of Members	780197*		
Total no. of Equity Shares	1831153083		
E-voting as per the Postal Ballot Notice	From 10.00 a.m. (IST) on Thursday, March 30, 2023 till 5.00 p.m. (IST) on Friday, April 28, 2023		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	5913	1504623311
Less: Invalid E-voting (<i>abstained/less voted</i>)	B	26	15559255
Net number of E-votes (A-B) considered valid	C	5887	1489064056

*Excludes three folios in respect of which voting rights have been frozen



Summary of Postal Ballot through E-voting:

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	-	-	-	-	-	-	-
Public-Institutional holders	23748000	234904686	98.933	234904686	0	100	0
Public-others	1595342943	1269718625	79.589	1245706595	24012030	98.108	1.891
Total	1832780943	1504623311	82.095	1480611281	24012030	98.404	1.596

Percentage of votes cast in favour: 98.404. Percentage of votes cast against: 1.596

RESULTS: -

In view of above scrutiny, we report that the Special Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated March 27, 2023 has been passed by the Members with requisite majority. The Resolution is deemed to be passed on the last date for e-voting i.e. Friday, April 28, 2023 after the conclusion of the voting period i.e. 5.00pm.

We further report that as per the Postal Ballot Notice dated March 27, 2023 and the resolution of the Board dated March 27, 2023, the Chairman or the person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred to, within two working days of the closure of the remote e-voting period. The result of the Postal Ballot will be displayed on the website of the Corporation www.hdfc.com and on the website of NSDL www.evoting.nsdl.com. The results shall also be forwarded to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and hosted on their websites. The same shall also be displayed at the Registered and Corporate Office of the Corporation.

We further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by us including the data as obtained from NSDL, ESP for the e-voting facility extended by them 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 and will be handed over to the Company Secretary of the Corporation.

We thank the Board of Directors of the Corporation for the opportunity given to us to act as the Scrutinizer for the above Postal Ballot process of the Corporation.

Thanking you,
Yours faithfully

For BNP & Associates
Company Secretaries
[Firm Regn. No.: -P2014MH037400]
PR No.: -637/2019



Kalidas Ramaswami
Partner
UDIN: F002440E000210483



Place: Mumbai
Date: April 28, 2023

The following were the witnesses to the unblocking of the votes on April 28, 2023



1. Ms. Amita Jadav



2. Ms Nisha Gupta

Received the Report

For Housing Development Finance Corporation Limited



Ajay Agarwal
Company Secretary

Place: Mumbai

Date: April 28, 2023

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Format for Voting Results

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

Annexure B

Date of the AGM/EGM	28/04/2023
Total number of shareholders on record date	780,200
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	

Resolution Details(1)								
Resolution No. 1		(Special)			Approval for increasing the borrowing limits of the Board of Directors of the Corporation under Section 180(1)(c) of the Companies Act, 2013.			
Whether promoter/ promoter group are interested in the agenda/resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held [#]	No. of votes polled	% votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Institutions	E-voting	237,438,000.00	234,904,686.00	98.93	234,904,686.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	237,438,000.00	234,904,686.00	98.93	234,904,686.00	-	100.00	-
Public Non-Institutions	E-voting	1,595,342,943.00	1,269,718,625.00	79.59	1,245,706,595.00	24,012,030.00	98.11	1.89
	Poll		-	-	-	-	-	-
	Postal Ballot(if applicable)		-	-	-	-	-	-
	Total	1,595,342,943.00	1,269,718,625.00	79.59	1,245,706,595.00	24,012,030.00	98.11	1.89
Total		1,832,780,943.00	1,504,623,311.00	82.10	1,480,611,281.00	24,012,030.00	98.40	1.60



[#] The total number of shares does not include equity shares lying to the credit of the Unclaimed Suspense Account and Investor Education and Protection Fund in respect of which voting rights have been frozen.