

Voting Results

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

Name of the Company **HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED**

Date of the AGM/EGM	26/07/2017
Total number of shareholders on record date (cut-off date)	214752
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	244
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

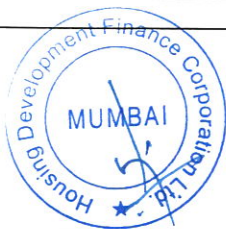
Agenda-wise disclosure

Resolution No. 1	(Ordinary)	Adoption of the audited financial statement of the Corporation for the financial year ended March 31, 2017 together with the reports of the Board of Directors and auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,08,72,90,925	78.41	1,08,66,11,625	6,79,300	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,08,72,90,925	78.41	1,08,66,11,625	6,79,300	99.94	0.06
Public - Non Institutions	E-Voting		4,15,31,352	20.20	4,15,29,515	1,837	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,15,31,352	20.20	4,15,29,515	1,837	100.00	0.00
Total		1,59,23,00,605	1,12,88,22,277	70.89	1,12,81,41,140	6,81,137	99.94	0.06



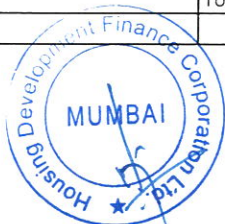
Resolution No. 2	(Ordinary)	Adoption of the audited consolidated financial statement for the financial year ended March 31, 2017 together with the report of the auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,08,72,90,925	78.41	1,08,66,11,625	6,79,300	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,08,72,90,925	78.41	1,08,66,11,625	6,79,300	99.94	0.06
Public - Non Institutions	E-Voting		4,15,31,399	20.20	4,15,29,562	1,837	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,15,31,399	20.20	4,15,29,562	1,837	100.00	0.00
Total		1,59,23,00,605	1,12,88,22,324	70.89	1,12,81,41,187	6,81,137	99.94	0.06

Resolution No. 3	(Ordinary)	Declaration of final dividend on equity shares of the Corporation for the financial year ended March 31, 2017 and confirmation of payment of interim dividend during the said period						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,08,80,28,259	78.46	1,08,80,28,259	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,08,80,28,259	78.46	1,08,80,28,259	0	100.00	0.00
Public - Non Institutions	E-Voting		4,15,28,477	20.20	4,15,26,647	1,830	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,15,28,477	20.20	4,15,26,647	1,830	100.00	0.00
Total		1,59,23,00,605	1,12,95,56,736	70.94	1,12,95,54,906	1,830	100.00	0.00



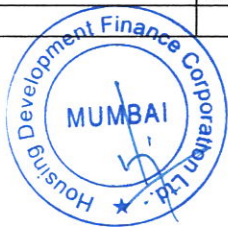
Resolution No. 4	(Ordinary)	Re-appointment of Ms. Renu Sud Karnad (DIN: 00008064) as a director of the Corporation, liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,05,13,81,879	75.82	82,54,34,387	22,59,47,492	78.51	21.49
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,05,13,81,879	75.82	82,54,34,387	22,59,47,492	78.51	21.49
Public - Non Institutions	E-Voting		5,12,18,441	24.92	5,12,07,269	11,172	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	5,12,18,441	24.92	5,12,07,269	11,172	99.98	0.02
Total		1,59,23,00,605	1,10,26,00,320	69.25	87,66,41,656	22,59,58,664	79.51	20.49

Resolution No. 5	(Ordinary)	Re-appointment of Mr. V. Srinivasa Rangan (DIN: 00030248) as a director of the Corporation, liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,07,87,83,114	77.79	1,03,47,11,617	4,40,71,497	95.91	4.09
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,07,87,83,114	77.79	1,03,47,11,617	4,40,71,497	95.91	4.09
Public - Non Institutions	E-Voting		5,12,42,829	24.93	5,12,26,953	15,876	99.97	0.03
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	5,12,42,829	24.93	5,12,26,953	15,876	99.97	0.03
Total		1,59,23,00,605	1,13,00,25,943	70.97	1,08,59,38,570	4,40,87,373	96.10	3.90



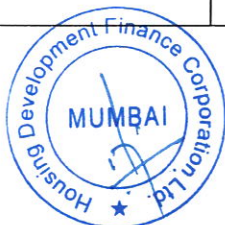
Resolution No. 6	(Ordinary)	Appointment of Messrs B S R & Co. LLP, Chartered Accountants as the Statutory Auditor of the Corporation for a period of 5 (five) consecutive years and approval of their remuneration for the financial year 2017-18						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,08,46,83,259	78.22	1,08,31,82,911	15,00,348	99.86	0.14
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,08,46,83,259	78.22	1,08,31,82,911	15,00,348	99.86	0.14
Public - Non Institutions	E-Voting		4,14,66,277	20.17	4,14,47,296	18,981	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,14,66,277	20.17	4,14,47,296	18,981	99.95	0.05
Total		1,59,23,00,605	1,12,61,49,536	70.72	1,12,46,30,207	15,19,329	99.87	0.13

Resolution No. 7	(Special)	Approval for issuance of redeemable non-convertible debentures and/or other hybrid instruments on a private placement basis, up to an amount not exceeding Rs. 85,000 crore						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,08,74,64,554	78.42	1,06,89,94,735	1,84,69,819	98.30	1.70
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,08,74,64,554	78.42	1,06,89,94,735	1,84,69,819	98.30	1.70
Public - Non Institutions	E-Voting		4,15,23,751	20.20	4,14,90,817	32,934	99.92	0.08
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,15,23,751	20.20	4,14,90,817	32,934	99.92	0.08
Total		1,59,23,00,605	1,12,89,88,305	70.90	1,11,04,85,552	1,85,02,753	98.36	1.64



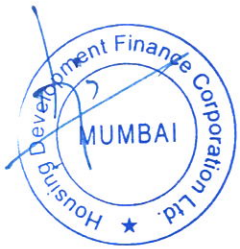
Resolution No. 8	(Ordinary)	Approval of the related party transactions with HDFC Bank Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,08,78,79,996	78.45	1,08,78,39,616	40,380	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,08,78,79,996	78.45	1,08,78,39,616	40,380	100.00	0.00
Public - Non Institutions	E-Voting		3,31,82,406	16.14	3,31,61,016	21,390	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	3,31,82,406	16.14	3,31,61,016	21,390	99.94	0.06
Total		1,59,23,00,605	1,12,10,62,402	70.41	1,12,10,00,632	61,770	99.99	0.01

Resolution No. 9	(Ordinary)	Approval of revision in the salary range of the Managing Directors and Executive Director of the Corporation						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,07,70,76,994	77.67	1,07,70,76,994	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,07,70,76,994	77.67	1,07,70,76,994	0	100.00	0.00
Public - Non Institutions	E-Voting		4,15,12,235	20.19	4,14,52,194	60,071	99.86	0.14
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,15,12,265	20.19	4,14,52,194	60,071	99.86	0.14
Total		1,59,23,00,605	1,11,85,89,259	70.25	1,11,85,29,188	60,071	99.99	0.01



Resolution No. 10	(Special)	Adoption of new set of Articles of Association of the Corporation						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public - Institutions	E-Voting		1,07,87,11,386	77.79	1,02,21,93,400	5,65,17,986	94.76	5.24
	Poll							
	Postal Ballot (if applicable)							
	Total	1,38,67,35,119	1,07,87,11,386	77.79	1,02,21,93,400	5,65,17,986	94.76	5.24
Public - Non Institutions	E-Voting		4,15,30,436	20.20	4,15,19,380	11,056	99.97	0.03
	Poll							
	Postal Ballot (if applicable)							
	Total	20,55,65,486	4,15,30,436	20.20	4,15,19,380	11,056	99.97	0.03
Total		1,59,23,00,605	1,12,02,41,822	70.35	1,06,37,12,780	5,65,29,042	94.95	5.05

Note: The total number of shares does not include equity shares lying to the credit of the Unclaimed Suspense Account in respect of which voting rights have been frozen, in terms of Regulation 39(4) and Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.





SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto]

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

Dear Sir,

We, M/s. N. L. Bhatia & Associates, firm of Practicing Company Secretaries (UIN P1996MH055800), have been appointed as a scrutinizer by the Board of Directors of Housing Development Finance Corporation Limited (the Corporation) at its meeting held on May 04, 2017 for the purpose of scrutinizing the remote e-voting and the e-voting undertaken at the venue of the 40th Annual General meeting (AGM) of the Corporation held on July 26, 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 on the resolutions contained in the Notice convening the said AGM and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

1. The Management of the Corporation is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 40th AGM of the members of the Corporation. My responsibility as a scrutinizer for the remote e-voting and the e-voting undertaken at the venue is to ensure that the voting process is conducted in a fair and transparent manner, and is restricted to submitting a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice to the Chairman of the Corporation based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities.

2. Further to above, I submit my report as under:



- 2.1 The Corporation has provided the e-voting facility through NSDL, on their website www.evoting.nsdl.com. The Corporation had uploaded all the items of businesses to be transacted on the website of the Corporation and also on NSDL's website, to facilitate their shareholders to cast their vote through e-voting.
- 2.2 The notices sent (both through e-mail and physical form) contained the procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- 2.3 As prescribed in the said Rules, the Corporation has also published an advertisement in newspapers on July 1, 2017 in Business Standard (in English) and in Sakal (in Marathi). It carried the required information as specified in the said rules.
- 2.4 Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Corporation as on the cut-off date i.e. Wednesday, July 19, 2017.
- 2.5 The remote e-voting commenced from July 22, 2017 (10:00 a.m.) and concluded on July 25, 2017 (5:00 p.m.).
- 2.6 At the AGM, the Chairman, after the discussions on all matters included in the said Notice was over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights electronically, which was made available at the venue of the AGM.
- 2.7 Thereafter, on completion of the voting at the venue of the AGM, the voting summary of the votes cast at the AGM venue was generated from the electronic voting system provided by the NSDL.
- 2.8 Subsequently, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Astha Purwar and Ms. Bijal Momaya who are not in the employment of the Corporation. They have signed below in confirmation of the votes being unblocked in their presence.

Astha

Bijal

The consolidated results of the remote e-voting together with that of voting at the venue of the AGM is as under:



Item No. 1 (a) - As an Ordinary Resolution:

To receive, consider and adopt the audited financial statement of the Corporation for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2952	1128141140	99.94

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
11	681137	0.06



Item No. 1 (b) - As an Ordinary Resolution:

To receive, consider and adopt the audited consolidated financial statement for the financial year ended March 31, 2017 together with the report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2950	1128141187	99.94

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
11	681137	0.06



Item No. 2 - As an Ordinary Resolution:

To confirm the payment of interim dividend on equity shares and declare final dividend on equity shares for the financial year ended March 31, 2017.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2962	1129554906	100.00*

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
6	1830	0.00*

*As the decimals have been rounded off to two (2) places.



Item No. 3 - As an Ordinary Resolution:

To appoint a Director in place of Ms. Renu Sud Karnad (DIN: 00008064), who retires by rotation and, being eligible, offers herself for re-appointment

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2424	876641656	79.51

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
499	225958664	20.49



Item No. 4 - As an Ordinary Resolution:

To appoint a director in place of Mr. V Srinivasa Rangan (DIN: 00030248), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2762	1085938570	96.10

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
174	44087373	3.90



Item No. 5 - As an Ordinary Resolution:

To appoint Messrs B S R & Co. LLP, Chartered Accountants as the Auditors of the Corporation for a period of 5 consecutive years and fixing the remuneration payable to them.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2903	1124630207	99.87

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
35	1519329	0.13



Item No. 6 - As a Special Resolution:

To approve the issue of Redeemable Non-Convertible Debentures and/ or other hybrid instruments on a private placement basis up to an aggregate amount not exceeding Rs. 85,000 crore.

(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2851	1110485552	98.36

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
99	18502753	1.64



Item No. 7 - As an Ordinary Resolution:**To approve related party transactions with HDFC Bank Limited.**(i) Voted in **favour** of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2864	1121000632	99.99

(ii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
44	61770	0.01



Item No. 8 - As an Ordinary Resolution:

To approve the revision in the salary range of the Managing Directors and Whole-time Director of the Corporation.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2772	1118529188	99.99

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
139	60071	0.01



Item No. 9 - As a Special Resolution:

To approve the adoption of new set of Articles of Association of the Corporation in conformity with the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
2786	1063712780	94.95

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast	% of total number of valid votes cast
142	56529042	5.05



Based on the foregoing, resolution numbers 1 to 9 shall be deemed to be passed with the requisite majority on the date of the AGM i.e., July 26, 2017.

All the relevant records of e-voting is under my safe custody until the Chairman of the Corporation considers, approves and signs the minutes of the 40th AGM and the same shall be handed over thereafter to the Company Secretary of the Corporation for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: July 26, 2017



Naveen L. Bhatia

For M/s. N. L. Bhatia & Associates
N.L. Bhatia, Managing Partner
FCS: 117 CP: 422
Scrutinizer for Remote e-voting and
e-voting at AGM Venue

Countersigned

V. Srinivasa Rangan

Mr. V. Srinivasa Rangan
Executive Director
DIN: 00030248