

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Format for Voting Results

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

Annexure I

Date of the AGM/EGM	20/07/2021
Total number of shareholders on record date	690490
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	239

Resolution No. 1	(Ordinary)	Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2021 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	% 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		1248340672	85.74	1232422606	15918066	98.72	1.28
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1248340672	85.74	1232422606	15918066	98.72	1.28
Public - Non Institutions	E-Voting		153112976	43.97	153111388	1588	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	153112976	43.97	153111388	1588	100.00	0.00
Total		1804238443	1401453648	77.68	1385533994	15919654	98.86	1.14



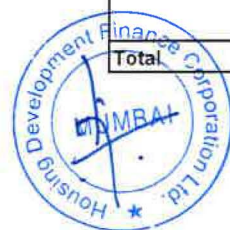
Resolution No. 2	(Ordinary)	Adoption of the audited consolidated financial statements for the financial year ended March 31, 2021 together with the report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?	Not Applicable							
Category	Mode of Voting	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		1248096252	85.72	1232178186	15918066	98.72	1.28
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1248096252	85.72	1232178186	15918066	98.72	1.28
Public - Non Institutions	E-Voting		153259620	44.01	153258035	1585	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	153259620	44.01	153258035	1585	100.00	0.00
Total		1804238443	1401355872	77.67	1385436221	15919651	98.86	1.14

Resolution No. 3	(Ordinary)	Declaration of dividend on equity shares of the Corporation for the financial year ended March 31, 2021.						
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		1254608196	86.17	1254608196	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1254608196	86.17	1254608196	0	100.00	0.00
Public - Non Institutions	E-Voting		173022410	49.68	173020763	1647	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	173022410	49.68	173020763	1647	100.00	0.00
Total		1804238443	1427630606	79.13	1427628959	1647	100.00	0.00



Resolution No. 4	(Ordinary)	Re-appointment of Mr. Keki M. Mistry (DIN: 00008886) as a Director of the Corporation, who retires by rotation and being eligible offers himself for re-appointment.						
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		1252257609	86.01	1183551805	68705804	94.51	5.49
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1252257609	86.01	1183551805	68705804	94.51	5.49
Public - Non Institutions	E-Voting		173005409	49.68	172998462	6947	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	173005409	49.68	172998462	6947	100.00	0.00
Total		1804238443	1425263018	79.00	1356550267	68712751	95.18	4.82

Resolution No. 5	(Ordinary)	Revision in salary range of Ms. Renu Sud Karnad, Managing 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	% 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		1250971488	85.92	1234817353	16154135	98.71	1.29
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1250971488	85.92	1234817353	16154135	98.71	1.29
Public - Non Institutions	E-Voting		172855218	49.63	172814065	41153	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	172855218	49.63	172814065	41153	99.98	0.02
Total		1804238443	1423826706	78.92	1407631418	16195288	98.86	1.14



Resolution No. 6	(Ordinary)	Revision in salary range of Mr. V. Srinivasa Rangan, Whole-time Director (designated as '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	% 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		1250727068	85.90	1234789233	15937835	98.73	1.27
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1250727068	85.90	1234789233	15937835	98.73	1.27
Public - Non Institutions	E-Voting		173004298	49.68	172958164	46134	99.97	0.03
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	173004298	49.68	172958164	46134	99.97	0.03
Total		1804238443	1423731366	78.91	1407747397	15983969	98.88	1.12

Resolution No. 7	(Ordinary)	Re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as 'Vice Chairman & Chief Executive Officer') of the Corporation for a period of 3 years with effect from May 7, 2021.						
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		1253999337	86.13	1235228704	18770633	98.50	1.50
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1253999337	86.13	1235228704	18770633	98.50	1.50
Public - Non Institutions	E-Voting		172854918	49.63	172846331	8587	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	172854918	49.63	172846331	8587	100.00	0.00
Total		1804238443	1426854255	79.08	1408075035	18779220	98.68	1.32



Resolution No. 8	(Ordinary)	Approval of 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	% 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		1254363776	86.15	1254363776	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1254363776	86.15	1254363776	0	100.00	0.00
Public - Non Institutions	E-Voting		163179296	46.86	163164653	14643	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	163179296	46.86	163164653	14643	99.99	0.01
Total		1804238443	1417543072	78.57	1417528429	14643	100.00	0.00

Resolution No. 9	(Special)	Approval for increasing the borrowing limits of the Board of Directors 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	% 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		1254608196	86.17	1231514565	23093631	98.16	1.84
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1254608196	86.17	1231514565	23093631	98.16	1.84
Public - Non Institutions	E-Voting		172854789	49.63	172836198	18591	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	172854789	49.63	172836198	18591	99.99	0.01
Total		1804238443	1427462985	79.12	1404350763	23112222	98.38	1.62



Resolution No. 10	(Special)	Approval for issuance of redeemable non-convertible debentures and/or other hybrid instruments on private placement basis, up to an amount not exceeding Rs. 1,25,000 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	% 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		1243649116	85.42	1220555485	23093631	98.14	1.86
	Poll							
	Postal Ballot (if applicable)							
	Total	1455983824	1243649116	85.42	1220555485	23093631	98.14	1.86
Public - Non Institutions	E-Voting		172837262	49.63	172828729	8533	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	348254619	172837262	49.63	172828729	8533	100.00	0.00
Total		1804238443	1416486378	78.51	1393384214	23102164	98.37	1.63

- 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.

For Housing Development Finance Corporation Limited

Ajay Agarwal
Company Secretary





SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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,

1. I, **Bhaskar Upadhyay**, Partner, M/s N L Bhatia & Associates, Practising Company Secretaries, Membership No. FCS 8663/ C. P. No. 9625), have been appointed as the Scrutinizer by the Board of Directors of Housing Development Finance Corporation Limited ("the Corporation") for the purpose of scrutinizing the remote e-voting before and during the 44th Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 44th AGM of the Members of the Corporation, held on Tuesday, July 20, 2021 through two-way Video Conferencing facility .
2. The Management of the Corporation is responsible to ensure the compliance with the requirements of the Act, Rules, circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars) relating to remote e-voting and SEBI Listing Regulations on the businesses set out in the Notice of the 44th AGM of the Members of the Corporation. My responsibility as a Scrutinizer for the remote e-Voting is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-voting system of National Securities Depository Limited ('NSDL'), the authorized agency to provide remote e-Voting facilities before and during the AGM, engaged by the Corporation.
3. Further to above, I submit my report as under:

3.1. The Corporation has provided the remote e-Voting facility through NSDL. The Corporation had uploaded the Notice of AGM containing all the items of businesses to be transacted on the website of the Corporation and NSDL and also on the website of the stock exchanges i.e.

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BSE Limited and National Stock Exchange of India Limited to facilitate their Shareholders to cast their vote through remote e-voting.

- 3.2. The Notice of AGM and Annual Report were sent through e-mail to the Members whose names appeared in Register of Members of the Corporation as on Friday, June 18, 2021 and whose e-mail addresses were registered with the Corporation/their respective Depository Participants, containing the detailed 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 read with amendments made thereto and MCA circulars.
- 3.3. As prescribed in the said Rules and the MCA Circulars, the Corporation has also published advertisements in newspapers on Thursday, June 24, 2021 in Business Standard, Financial Express and Free Press Journal (in English), Navshakti (in Marathi), Business Standard (in Hindi) and Financial Express (in Gujarati). It carried all the required information as specified in the said rules and MCA circulars.
- 3.4. The institutional shareholders who voted on the resolutions sent/ uploaded a scanned copy of the relevant board resolution/authority letter, confirming that they were authorised to vote.
- 3.5. The persons who were the Members of the Corporation as on the "Cut-off" date i.e. Tuesday, July 13, 2021 were entitled to vote on the businesses (Resolution Nos. 1 to 9) as set out in the Notice of the 44th AGM.
- 3.6. The Chairman at the 44th AGM held on Tuesday, July 20, 2021 announced that the Members who have not exercised their votes through remote e-Voting before the meeting may, if they wish to, exercise their votes through e-Voting provided during the meeting.
- 3.7. The remote e-Voting commenced on Friday, July 16, 2021 (10:00 a.m. IST) and concluded on Monday, July 19, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM and kept open during the AGM and kept open for 30 minutes after the AGM.
- 3.8. The votes cast under remote e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
- 3.9. My consolidated report on the results of the e-voting is as under:



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

Adoption of the audited financial statements of the Corporation for the financial year ended March 31, 2021 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 shares for which votes cast	% of total number of valid votes cast
4640	1385533994	98.86

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
40	15919654	1.14

(iii) **Invalid votes:**

There are no invalid Votes.

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

Adoption of the audited consolidated financial statements for the financial year ended March 31, 2021 together with the report of the Auditors thereon:

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4632	1385436221	98.86

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
40	15919651	1.14

(iii) **Invalid votes:**

There are no invalid Votes.



Item No. 2 - As an Ordinary Resolution:

Declaration of dividend on equity shares of the Corporation for the financial year ended March 31, 2021:

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4662	1427628959	100.00*

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
34	1647	0.00

*Rounded off

(iii) **Invalid votes**

There are no invalid Votes.

Item No. 3 - As an Ordinary Resolution:

Re-appointment of Mr. Keki M. Mistry (DIN:00008886), as a Director of the Corporation, 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 shares for which votes cast	% of total number of valid votes cast
4416	1356550267	95.18

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

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
265	68712751	4.82

(iii) **Invalid votes**

There are no invalid Votes.



Item No. 4 - As an Ordinary Resolution:**Revision in the Salary Range of Ms. Renu Sud Karnad, Managing Director of the Corporation:**(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4388	1407631418	98.86

(ii) Voted against the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
281	16195288	1.14

(iii) **Invalid votes**

There are no invalid Votes.

Item No. 5 - As an Ordinary Resolution:**Revision in the Salary Range of Mr. V. Srinivasa Rangan, Whole-time Director (designated as 'Executive Director') of the Corporation:**(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4381	1407747397	98.88

(ii) Voted against the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
283	15983969	1.12

(iii) **Invalid votes**

There are no invalid Votes.



Item No. 6 - As an Ordinary Resolution:

Re-appointment of Mr. Keki M. Mistry as the Managing Director (designated as 'Vice Chairman & Chief Executive Officer') of the Corporation for a period of 3 years with effect from May 7, 2021:

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4552	1408075035	98.68

(ii) Voted against the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
128	18779220	1.32

(iii) Invalid votes

There are no invalid Votes.

Item No. 7 - As an Ordinary Resolution:

Approval of Related Party Transactions with HDFC Bank Limited:

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4575	1417528429	100.00*

(ii) Voted against the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
79	14643	0.00

*Rounded Off

(iii) Invalid votes:

There are no invalid Votes.



Item No. 8 - As a Special Resolution:**Approval for increasing the borrowing limits of the Board of Directors of the Corporation:**(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4474	1404350763	98.38

(ii) Voted against the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
203	23112222	1.62

(iii) **Invalid votes**

There are no invalid Votes.

Item No. 9- As a Special Resolution:**Approval for issuance of Redeemable Non-Convertible Debentures and/or other hybrid instruments on private placement basis, upto an amount not exceeding Rs. 1,25,000 crore:**(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
4502	1393384214	98.37

(ii) Voted against the resolution:

Number of Members voted electronically	Number of shares for which votes cast	% of total number of valid votes cast
151	23102164	1.63

(iii) **Invalid votes:**

There are no invalid Votes.



In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on Tuesday, July 20, 2021.

Thanking you,

Date: July 20, 2021

Place: Mumbai

**For N. L. Bhatia & Associates
Practicing Corporation Secretaries
UIN: P1996MH055800
UDIN: F008663C000662338**



A handwritten signature in blue ink, appearing to read "U. Bhatia".

**Bhaskar Upadhyay
Partner
FCS: 8663
CP. No. 9625
PR. No: 700/2020**

Countersigned

A handwritten signature in blue ink, appearing to read "Ajay Agarwal".

**Mr. Ajay Agarwal
Company Secretary
FCS: 9023**

