

HDFC BANK LTD  
Form 6-K  
June 30, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 6-K**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 under the**  
**Securities Exchange Act of 1934**  
**For the month of June, 2014**  
**Commission File Number 001-15216**

**HDFC BANK LIMITED**  
**(Translation of registrant's name into English)**

**HDFC Bank House, Senapati Bapat Marg,**  
**Lower Parel, Mumbai. 400 013, India**  
**(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Yes  No

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- Not Applicable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**HDFC BANK LIMITED**

(Registrant)

Date: 30th June, 2014

By /s/ Sanjay Dongre

Name: Sanjay Dongre

**Title:** Executive Vice President (Legal) & Company Secretary

**EXHIBIT INDEX**

The following documents (bearing the exhibit number listed below) are furnished herewith and are made a part of this Report pursuant to the General Instructions for Form 6-K.

Exhibit I

Description

Communication dated 27<sup>th</sup> June, 2014 addressed to The New York Stock Exchange, New York, United States of America (USA) intimating about outcome of Annual General Meeting of the Bank and Clause 35 Voting Results - Revised.

June 27, 2014

**New York Stock Exchange**

11, Wall Street,

New York,

NY 10005

USA

Dear Sirs,

**Re : Outcome of the Annual General Meeting and Clause 35A Voting Results.**

We wish to inform you that the Annual General Meeting of the Bank was held on Wednesday, June 25, 2014 at 2.30 p.m. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400020 India and the relevant details are as under:

| Sr. No. | Description   | Particulars   |       |       |
|---------|---|---|-------|-------|
| A       | Date of AGM   | June 25, 2014                                       |       |       |
| B       | Book Closure Date   | June 7, 2014 to June 25, 2014 (Both days inclusive) |       |       |
| C       | Total no of shareholders on Book Closure Date                               | 414692  |       |       |
| D       | No of shareholders present in the meeting either in person or through proxy |   |       |       |
|         | Shareholders  | In Person   | Proxy | Total |
|         | Promoters and Group   | 3   |       | 3     |
|         | Public  | 264   | 246   | 510   |
|         | Total   | 267   | 246   | 513   |

The details of business transacted at the Annual General Meeting and Scrutinizers Report (Revised) are annexed hereto.

You are requested to take the same on your records.

Thanking you,

Yours truly,

For HDFC Bank Limited

Sd/-

Sanjay Dongre

Executive Vice President (Legal) &

Company Secretary

Encl : a/a.

|  |  |                                |  | No. of shares held (1)   | No. of votes polled (2) | % of Votes Polled on outstanding shares = [(2)/(1)]*100 (3) | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled = [(4)/(2)]*100 (6) | % of Votes against on votes polled = [(5)/(2)]*100 (7) |      |
|--|--|--------------------------------|--|--------------------------|-------------------------|---|------------------------------|----------------------------|--|--|------|
| <b>Resolution No 1</b>   |  | <b>Ordinary Resolution</b>     |  | <b>Promoter / Public</b> |                         |   |                              |                            |  |  |      |
| Adoption of the Audited Balance Sheet  |  | Promoter and Promoter Group    |  | Total                    | 543216100               | 390108556   | 71.81                        | 390108556                  | 0  | 100.00   | 0.00 |
| Profit & Loss account for the year ended March 31, 2014 and the reports of the Board of Directors and auditors thereon |  | Public - Institutional holders |  | Total                    | 401528243               | 391231112   | 97.44                        | 391231112                  | 0  | 100.00   | 0.00 |
|  |  | Public - Others                |  | Total                    | 15110818                | 15110818  | 100.00                       | 15110736                   | 82   | 100.00   | 0.00 |
|  |  | Grand Total                    |  |                          | 959855161               | 796450486   | 82.98                        | 796450404                  | 82   | 100.00   | 0.00 |
|  |  |                                |  |                          |                         |   |                              |                            |  |  |      |
|  |  |                                |  |                          |                         |   |                              |                            |  |  |      |
| <b>Resolution No 2</b>   |  | <b>Ordinary Resolution</b>     |  | <b>Promoter / Public</b> |                         |   |                              |                            |  |  |      |
| Declaration of dividend on equity shares   |  | Promoter and Promoter Group    |  | Total                    | 543216100               | 390108556   | 71.81                        | 390108556                  | 0  | 100.00   | 0.00 |
|  |  | Public - Institutional holders |  | Total                    | 401528243               | 391696759   | 97.55                        | 391696759                  | 0  | 100.00   | 0.00 |
|  |  | Public - Others                |  | Total                    | 15110806                | 15110806  | 100.00                       | 15110646                   | 160  | 100.00   | 0.00 |
|  |  | Grand Total                    |  |                          | 959855149               | 796916121   | 83.02                        | 796915961                  | 160  | 100.00   | 0.00 |
|  |  |                                |  |                          |                         |   |                              |                            |  |  |      |
|  |  |                                |  |                          |                         |   |                              |                            |  |  |      |
| <b>Resolution No 3</b>   |  | <b>Ordinary Resolution</b>     |  | <b>Promoter / Public</b> |                         |   |                              |                            |  |  |      |
| Appointment of Mrs. Renu Karnad who retires by resignation and being eligible offers herself for re-appointment        |  | Promoter and Promoter Group    |  | Total                    | 543216100               | 390108556   | 71.81                        | 390108556                  | 0  | 100.00   | 0.00 |
|  |  | Public - Institutional holders |  | Total                    | 386749533               | 376918930   | 97.46                        | 359034222                  | 17884708   | 95.26  | 4.74 |
|  |  | Public - Others                |  | Total                    | 15110818                | 15110748  | 100.00                       | 15110116                   | 632  | 100.00   | 0.00 |
|  |  | Grand Total                    |  |                          | 945076451               | 782138234   | 82.76                        | 764252894                  | 17885340   | 97.71  | 2.29 |

| Resolution No 4  |                                |       | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--|--------------------------------|-------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| <b>Ordinary Resolution</b>   | <b>Promoter / Public</b>       |       |                        |                         |   |                              |                            |  |  |
| Appointment of Director in place of Mr. Keki Mistry who retires by rotation and being eligible offers himself for re-appointment | Promoter and Promoter Group    | Total | 543216100              | 390108556               | 71.81   | 390108556                    | 0                          | 100.00   | 0.00   |
|  | Public - Institutional holders | Total | 386749533              | 376918930               | 97.46   | 359034222                    | 17884708                   | 95.26  | 4.74   |
|  | Public - Others                | Total | 15110568               | 15110568                | 100.00  | 15110031                     | 537                        | 100.00   | 0.00   |
|  | Grand Total                    |       | 945076201              | 782138054               | 82.76   | 764252809                    | 17885245                   | 97.71  | 2.29   |

| Resolution No 5  |                                |       | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--|--------------------------------|-------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| <b>Ordinary Resolution</b>                               | <b>Promoter / Public</b>       |       |                        |                         |   |                              |                            |  |  |
| Appointment of auditors and fixing of their remuneration | Promoter and Promoter Group    | Total | 543216100              | 390108556               | 71.81   | 390108556                    | 0                          | 100.00   | 0.00   |
|  | Public - Institutional holders | Total | 400110589              | 388881901               | 97.19   | 379911862                    | 8970039                    | 97.69  | 2.31   |
|  | Public - Others                | Total | 15110568               | 15110568                | 100.00  | 15110556                     | 12                         | 100.00   | 0.00   |
|  | Grand Total                    |       | 958437257              | 794101025               | 82.85   | 785130974                    | 8970051                    | 98.87  | 1.13   |

| Resolution No 6  |                                |       | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--|--------------------------------|-------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| <b>Special Resolution</b>  | <b>Promoter / Public</b>       |       |                        |                         |   |                              |                            |  |  |
| Appointment of Mr. Partho Datta as an Independent Director of the Bank | Promoter and Promoter Group    | Total | 543216100              | 390108556               | 71.81   | 390108556                    | 0                          | 100.00   | 0.00   |
|  | Public - Institutional holders | Total | 400310348              | 387590122               | 96.82   | 381786115                    | 5804007                    | 98.50  | 1.50   |
|  | Public - Others                | Total | 15110568               | 15110528                | 100.00  | 15109896                     | 632                        | 100.00   | 0.00   |
|  | Grand Total                    |       | 958637016              | 792809206               | 82.70   | 787004567                    | 5804639                    | 99.27  | 0.73   |



|  |                                |                          | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares = [(2)/(1)]*100 (3) | No. of Votes in favour (4) | No. of Votes - against (5) | % of Votes in favour on polled votes = [(4)/(2)]*100 (6) | % of Votes against on polled votes = [(5)/(2)]*100 (7) |
|--|--------------------------------|--------------------------|------------------------|-------------------------|---|----------------------------|----------------------------|--|--|
| <b>Resolution No 7</b>   | <b>Special Resolution</b>      | <b>Promoter / Public</b> |                        |                         |   |                            |                            |  |  |
| Appointment of Dr. Pandit Palande as an Independent Director of the Bank | Promoter and Promoter Group    | Total                    | 543216100              | 390108556               | 71.81   | 390108556                  | 0                          | 100.00   | 0.00   |
|  | Public - Institutional holders | Total                    | 400310348              | 387590122               | 94.26   | 381786996                  | 5803126                    | 98.50  | 1.50   |
|  | Public - Others                | Total                    | 15110568               | 15110495                | 99.98   | 15109433                   | 1062                       | 99.99  | 0.01   |
|  | Grand Total                    |                          | 958637016              | 792809173               | 82.70   | 787004985                  | 5804188                    | 99.27  | 0.73   |

|  |                                |                          | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares = [(2)/(1)]*100 (3) | No. of Votes in favour (4) | No. of Votes - against (5) | % of Votes in favour on polled votes = [(4)/(2)]*100 (6) | % of Votes against on polled votes = [(5)/(2)]*100 (7) |
|--|--------------------------------|--------------------------|------------------------|-------------------------|---|----------------------------|----------------------------|--|--|
| <b>Resolution No 8</b>   | <b>Special Resolution</b>      | <b>Promoter / Public</b> |                        |                         |   |                            |                            |  |  |
| Appointment of Mr. Bobby Parikh as an Independent Director of the Bank | Promoter and Promoter Group    | Total                    | 543216100              | 390108556               | 71.81   | 390108556                  | 0                          | 100.00   | 0.00   |
|  | Public - Institutional holders | Total                    | 400310348              | 387590122               | 94.26   | 381786115                  | 5804007                    | 98.50  | 1.50   |
|  | Public - Others                | Total                    | 15110568               | 15110495                | 99.98   | 15110033                   | 462                        | 100.00   | 0.00   |
|  | Grand Total                    |                          | 958637016              | 792809173               | 82.70   | 787004704                  | 5804469                    | 99.27  | 0.73   |

|  |                                |                          | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares = [(2)/(1)]*100 (3) | No. of Votes in favour (4) | No. of Votes - against (5) | % of Votes in favour on polled votes = [(4)/(2)]*100 (6) | % of Votes against on polled votes = [(5)/(2)]*100 (7) |
|--|--------------------------------|--------------------------|------------------------|-------------------------|---|----------------------------|----------------------------|--|--|
| <b>Resolution No 9</b>   | <b>Special Resolution</b>      | <b>Promoter / Public</b> |                        |                         |   |                            |                            |  |  |
| Appointment of Mr. A.N. Roy as an Independent Director of the Bank | Promoter and Promoter Group    | Total                    | 543216100              | 390108556               | 71.81   | 390108556                  | 0                          | 100.00   | 0.00   |
|  | Public - Institutional holders | Total                    | 400310348              | 387590122               | 94.26   | 387589241                  | 881                        | 100.00   | 0.00   |
|  | Public - Others                | Total                    | 15110566               | 15110496                | 99.98   | 15110036                   | 460                        | 100.00   | 0.00   |
|  | Grand Total                    |                          | 958637014              | 792809174               | 82.70   | 792807833                  | 1341                       | 100.00   | 0.00   |

|  |                                |       | % of Votes Polled on outstanding |                                |  |                                   | % of Votes in favour on votes against polled |   |   |
|--|--------------------------------|-------|----------------------------------|--------------------------------|--|-----------------------------------|--|---|---|
|  |                                |       | No. of shares held (1)           | No. of votes polled (2)        | shares (3)=[(2)/(1)]*100   | No. of Votes in favour (4)        | No. of Votes against (5)                     | votes polled (6)=[(4)/(5)]*100                                | votes against (7)=[(5)/(6)]*100                             |
| <b>Resolution No 10</b>  |                                |       |                                  |                                |  |                                   |  |   |   |
| <b>Special Resolution</b>  | <b>Promoter / Public</b>       |       |                                  |                                |  |                                   |  |   |   |
| Appointment of Mr. C. M. Vasudev as an Independent Director of the Bank  | Promoter and Promoter Group    | Total | 543216100                        | 390108556                      | 71.81  | 390108556                         | 0  | 100.00  | 0.00  |
|  | Public - Institutional holders | Total | 400310348                        | 387590122                      | 94.26  | 378869786                         | 8720336                                      | 97.75   | 2.25  |
|  | Public - Others                | Total | 15110568                         | 15110541                       | 99.99  | 15109959                          | 582  | 100.00  | 0.00  |
|  | Grand Total                    |       | 958637016                        | 792809219                      | 82.70  | 784088301                         | 8720918                                      | 98.90   | 1.10  |
| <b>Resolution No 11</b>  |                                |       |                                  |                                |  |                                   |  |   |   |
| <b>Special Resolution</b>  | <b>Promoter / Public</b>       |       |                                  |                                |  |                                   |  |   |   |
| Appointment of Mr. Vijay Merchant as an Independent Director of the Bank | Promoter and Promoter Group    | Total | 543216100                        | 390108556                      | 71.81  | 390108556                         | 0  | 100.00  | 0.00  |
|  | Public - Institutional holders | Total | 386749533                        | 374028426                      | 90.87  | 374028426                         | 0  | 100.00  | 0.00  |
|  | Public - Others                | Total | 15110558                         | 15110496                       | 99.98  | 15109874                          | 622  | 100.00  | 0.00  |
|  | Grand Total                    |       | 945076191                        | 779247478                      | 82.45  | 779246856                         | 622  | 100.00  | 0.00  |
| <b>Resolution No 12</b>  |                                |       |                                  |                                |  |                                   |  |   |   |
| <b>Special Resolution</b>  | <b>Promoter / Public</b>       |       |                                  |                                |  |                                   |  |   |   |
| Raising of additional capital  | Promoter and Promoter Group    | Total | 543216100                        | 390108556                      | 71.81  | 390108556                         | 0  | 100.00  | 0.00  |
|  | Public - Institutional holders | Total | 401528243                        | 391697640                      | 94.45  | 390531152                         | 1166488                                      | 99.70   | 0.30  |
|  | Public - Others                | Total | 15110568                         | 15110556                       | 100.00   | 15110044                          | 512  | 100.00  | 0.00  |
|  | Grand Total                    |       | 959854911                        | 796916752                      | 83.02  | 795749752                         | 1167000                                      | 99.85   | 0.15  |
| <b>Resolution No 13</b>  | <b>Promoter / Public</b>       |       | <b>No. of shares held (1)</b>    | <b>No. of votes polled (2)</b> | <b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b> | <b>No. of Votes in favour (4)</b> | <b>No. of Votes against (5)</b>              | <b>% of Votes in favour on votes polled (6)=[(4)/(5)]*100</b> | <b>% of Votes against on votes polled (7)=[(5)/(6)]*100</b> |
| <b>Special Resolution</b>  |                                |       |                                  |                                |  |                                   |  |   |   |

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|  |                                | <b>(3)=[(2)/(1)]*100</b> |           |           |       | <b>(6)=[(4)/(2)]*100</b> |      |        |      |
|--|--------------------------------|--------------------------|-----------|-----------|-------|--------------------------|------|--------|------|
| Increase in foreign shareholding limit up to 74% | Promoter and Promoter Group    | Total                    | 543216100 | 390108556 | 71.81 | 390108556                | 0    | 100.00 | 0.00 |
|  | Public - Institutional holders | Total                    | 401528243 | 391697640 | 94.45 | 391696759                | 881  | 100.00 | 0.00 |
|  | Public - Others                | Total                    | 15110568  | 15110484  | 99.98 | 15109783                 | 701  | 100.00 | 0.00 |
|  | Grand Total                    |                          | 959854911 | 796916680 | 83.02 | 796915098                | 1582 | 100.00 | 0.00 |

V V CHAKRADEO

COMPANY SECRETARIES

**B 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,**

**VILE PARLE EAST, MUMBAI 400 057.**

**TEL 26116821**

**EMAIL vvchakra@gmail.com**

**CELL 98200 48732**

27<sup>th</sup> June, 2014

To

The Chairman

HDFC Bank Limited

HDFC Bank House, Senapati Bapat Marg,

Lower Parel (W), Mumbai 400 013

Dear Sir,

**Revised Report of the Scrutinizer pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014.**

I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutiniser by the Board of Directors of HDFC Bank Ltd., (the Bank ) for the purpose of scrutinizing voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 20<sup>th</sup> Annual General Meeting of the Equity shareholders of the Bank held on 25<sup>th</sup> June 2014 at 2. 30 P. M. at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, submit my report as under:

1. In accordance with the Notice of the 20<sup>th</sup> Annual General Meeting dated 19<sup>th</sup> May 2014 sent to the shareholders and the Advertisement published pursuant to the Rule (20 (3) (V) of the Companies (Management and Administration) Rules, 2014 on 12<sup>th</sup> June 2014 in Free Press Journal in English and Navshakti in Marathi, the E-voting opened at 9.30 a.m on 18<sup>th</sup> June 2014 and remained open upto 5.30 p.m. on 20<sup>th</sup> June 2014.
2. The equity shareholders holding shares as on 9<sup>th</sup> May 2014, cut off date were entitled to vote on the resolutions stated in the Notice of the 20<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked/ considered at 5.40 p.m. on 20<sup>th</sup> June 2014 in presence of Mr. C. R. Rao and Ms. Manisha Parkar , who are not the employees of the Bank and who have signed below as witness to the

unblocking of the votes.

4. The e-voting results/list of equity shareholders who have voted For and Against were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) and the same are being handed over to the Company secretary.

## V V CHAKRADEO

## COMPANY SECRETARIES

B 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,

VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

The result of the e-voting and the ballot forms (received by post/hand delivery) are as under:

| Resolution | Particulars  | Mode            | Shares           | Votes in         |            | Total            | Votes Casted  |              |
|------------|--|-----------------|------------------|------------------|------------|------------------|---------------|--------------|
|            |  |                 | Held             | Favour           | Against    | shares           | %<br>For      | %<br>Against |
| 1          | Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon | <b>E-voting</b> | 581245213        | 426047669        | 82         | 426047587        | <b>100.00</b> | 0.00         |
|            |  | <b>Ballot</b>   | 378609948        | 370402817        | 0          | 370402817        | <b>100.00</b> | 0.00         |
|            |  | <b>Total</b>    | <b>959855161</b> | <b>796450486</b> | <b>82</b>  | <b>796450404</b> | <b>100.00</b> | 0.00         |
| 2          | Declaration of Dividend on equity shares   | <b>E-voting</b> | 581245201        | 426047497        | 160        | 426047657        | <b>100.00</b> | 0.00         |
|            |  | <b>Ballot</b>   | 378609948        | 370868464        | 0          | 370868464        | <b>100.00</b> | 0.00         |
|            |  | <b>Total</b>    | <b>959855149</b> | <b>796915961</b> | <b>160</b> | <b>796916121</b> | <b>100.00</b> | 0.00         |
| 3          | Appointment of Director in place of Mrs. Renu Karnad who retires by rotation and being eligible offers herself for re-appointment                                | <b>E-voting</b> | 566466503        | 411268257        | 632        | 411268889        | <b>100.00</b> | 0.00         |
|            |  | <b>Ballot</b>   | 378609948        | 352984637        | 17884708   | 370869345        | <b>95.18</b>  | 4.82         |

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|   |  |                  |                  |                  |                  |                  |               |      |
|---|--|------------------|------------------|------------------|------------------|------------------|---------------|------|
|   | <b>Total</b>   | <b>945076451</b> | <b>764252894</b> | <b>17885340</b>  | <b>782138234</b> | <b>97.71</b>     | 2.29          |      |
| 4 | Appointment of Director in place of Mr. Keki Mistry who retires by rotation and being eligible offers himself for re-appointment | <b>E-voting</b>  | 566466253        | 411268172        | 537              | 411268709        | <b>100.00</b> | 0.00 |
|   |  | <b>Ballot</b>    | 378609948        | 352984637        | 17884708         | 370869345        | <b>95.18</b>  | 4.82 |
|   |  | <b>Total</b>     | <b>945076201</b> | <b>764252809</b> | <b>17885245</b>  | <b>782138054</b> | <b>97.71</b>  | 2.29 |
| 5 | Appointment of Auditors and fixing of their remuneration   | <b>E-voting</b>  | 579827309        | 424434203        | 195562           | 424629765        | <b>99.95</b>  | 0.05 |
|   |  | <b>Ballot</b>    | 378609948        | 360696771        | 8774489          | 369471260        | <b>97.63</b>  | 2.37 |
|   |  | <b>Total</b>     | <b>958437257</b> | <b>785130974</b> | <b>8970051</b>   | <b>794101025</b> | <b>98.87</b>  | 1.13 |
| 6 | Appointment of Mr. Partho Datta as an Independent Director of the Bank   | <b>E-voting</b>  | 580027068        | 424828852        | 632              | 424829484        | <b>100.00</b> | 0.00 |
|   |  | <b>Ballot</b>    | 378609948        | 362175715        | 5804007          | 367979722        | <b>98.42</b>  | 1.58 |
|   |  | <b>Total</b>     | <b>958637016</b> | <b>787004567</b> | <b>5804639</b>   | <b>792809206</b> | <b>99.27</b>  | 0.73 |
| 7 | Appointment of Dr. Pandit Palande as an Independent Director of the Bank   | <b>E-voting</b>  | 580027068        | 424828389        | 1062             | 424829451        | <b>100.00</b> | 0.00 |
|   |  | <b>Ballot</b>    | 378609948        | 362176596        | 5803126          | 367979722        | <b>98.42</b>  | 1.58 |
|   |  | <b>Total</b>     | <b>958637016</b> | <b>787004985</b> | <b>5804188</b>   | <b>792809173</b> | <b>99.27</b>  | 0.73 |
| 8 | Appointment of Mr. Bobby Parikh as an Independent Director of the Bank   | <b>E-voting</b>  | 580027068        | 424828989        | 462              | 424829451        | <b>100.00</b> | 0.00 |
|   |  | <b>Ballot</b>    | 378609948        | 362175715        | 5804007          | 367979722        | <b>98.42</b>  | 1.58 |
|   |  | <b>Total</b>     | <b>958637016</b> | <b>787004704</b> | <b>5804469</b>   | <b>792809173</b> | <b>99.27</b>  | 0.73 |
| 9 | Appointment of Mr. A.N. Roy as an  | <b>E-voting</b>  | 580027066        | 424828992        | 460              | 424829452        | <b>100.00</b> | 0.00 |

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Independent  
Director of the  
Bank

|               |                  |                  |             |                  |               |      |
|---------------|------------------|------------------|-------------|------------------|---------------|------|
| <b>Ballot</b> | 378609948        | 367978841        | 881         | 367979722        | <b>100.00</b> | 0.00 |
| <b>Total</b>  | <b>958637014</b> | <b>792807833</b> | <b>1341</b> | <b>792809174</b> | <b>100.00</b> | 0.00 |



**V V CHAKRADEO****COMPANY SECRETARIES****B 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,****VILE PARLE EAST, MUMBAI 400 057.****TEL 26116821****EMAIL vvchakra@gmail.com****CELL 98200 48732**

|    |  |                 |                  |                  |                |                  |               |      |
|----|--|-----------------|------------------|------------------|----------------|------------------|---------------|------|
| 10 | Appointment of Mr. C. M. Vasudev as an Independent Director of the Bank  | <b>E-voting</b> | 580027068        | 424828915        | 582            | 424829497        | <b>100.00</b> | 0.00 |
|    |  | <b>Ballot</b>   | 378609948        | 359259386        | 8720336        | 367979722        | <b>97.63</b>  | 2.37 |
|    |  | <b>Total</b>    | <b>958637016</b> | <b>784088301</b> | <b>8720918</b> | <b>792809219</b> | <b>98.90</b>  | 1.10 |
| 11 | Appointment of Mr. Vijay Merchant as an Independent Director of the Bank | <b>E-voting</b> | 566466243        | 411268015        | 622            | 411268637        | <b>100.00</b> | 0.00 |
|    |  | <b>Ballot</b>   | 378609948        | 367978841        | 0              | 367978841        | <b>100.00</b> | 0.00 |
|    |  | <b>Total</b>    | <b>945076191</b> | <b>779246856</b> | <b>622</b>     | <b>779247478</b> | <b>100.00</b> | 0.00 |
| 12 | Raising of additional capital  | <b>E-voting</b> | 581244963        | 426046895        | 512            | 426047407        | <b>100.00</b> | 0.00 |
|    |  | <b>Ballot</b>   | 378609948        | 369702857        | 1166488        | 370869345        | <b>99.69</b>  | 0.31 |
|    |  | <b>Total</b>    | <b>959854911</b> | <b>795749752</b> | <b>1167000</b> | <b>796916752</b> | <b>99.85</b>  | 0.15 |
| 13 | Increase in foreign shareholding limit up to 74%                         | <b>E-voting</b> | 581244963        | 426046634        | 701            | 426047335        | <b>100.00</b> | 0.00 |
|    |  | <b>Ballot</b>   | 378609948        | 370868464        | 881            | 370869345        | <b>100.00</b> | 0.00 |
|    |  | <b>Total</b>    | <b>959854911</b> | <b>796915098</b> | <b>1582</b>    | <b>796916680</b> | <b>100.00</b> | 0.00 |

There were 35 Ballot Forms which are considered as invalid in respects of above mentioned resolutions. Pursuant to section 12(2) of the Banking Regulation Act, 1949 voting rights of the members exceeding 10% of the total voting rights of the shareholders of the Bank have not been considered.

- All relevant records of electronics voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 20<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Bank.

Thanking you,

Yours faithfully,

Sd/-

V. V. Chakradeo

COP 1705

We the undersigned witnesseth that the votes were unblocked /considered from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) in our presence at 5.40 p.m. on 20<sup>th</sup> June 2014 at the office of the Bank's Registrar and Share Transfer Agent, i.e. Datamatics Financial Services Limited.

C. R. Rao

Manisha Parkar