

HDB/SLC/2023/1151

August 28, 2023

To,

Listing Compliance Department BSE Limited P J Towers, Dalal Street, Mumbai - 400 001	Listing Compliance Department National Stock Exchange of India Limited Exchange Plaza, BKC, Bandra (East), Mumbai - 400051
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Sub.: Voting Results & Scrutinizer's Report on the Postal Ballot and e-voting on resolutions of HDB Financial Services Limited

Pursuant to regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit that all the below resolutions placed through the Postal Ballot Notice dated July 15, 2023 were passed with requisite majority:

1. To approve appointment of Mr. Jimmy Tata (DIN: 06888364) as a Non-Executive Director of the Company
2. To approve amendment in Employee Stock Option Scheme 2017 and Employee Stock Option Scheme 2022 for eligible employees of HDB Financial Services Limited

The resolutions are deemed as passed on the last date of the e-voting i.e. Saturday, August 26, 2023.

The Voting Results along with the Report of the Scrutiniser viz., Mr. Mitesh Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Company Secretaries are enclosed herewith and also uploaded on the Company's website, viz. www.hdbfs.com.

This is for your information and appropriate dissemination.

For HDB Financial Services Limited

Dipti Khandelwal
Company Secretary
Membership No. F11340
Encl: a/a

Voting Results

HDB Financial Services Limited

Last date of Postal Ballot: August 26, 2023

Resolution No. 1: **Ordinary Resolution - To approve appointment of Mr. Jimmy Tata (DIN: 06888364) as a Non-Executive Director of the Company**

E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage of valid votes (%)
Votes in favour of the Resolution	332	75,56,64,793	99.9997%
Votes against the Resolution	15	2,397	0.0003%
Invalid Votes	-	-	-
Total	347	75,56,67,190	100%

Resolution No. 2: **Special Resolution - To approve amendment in Employee Stock Option Scheme 2017 and Employee Stock Option Scheme 2022 for eligible employees of HDB Financial Services Limited**

E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage of valid votes (%)
Votes in favour of the Resolution	304	75,48,71,844	99.9970%
Votes against the Resolution	41	22,546	0.0030%
Invalid Votes*	1	7,70,500	-
Total	346	75,56,64,890	100%

*Votes casted by Directors and / or Key Managerial Personnel holding Stock Options under ESOS-2017 and ESOS – 2022 were considered as invalid votes.



MITESH J. SHAH & ASSOCIATES

COMPANY SECRETARIES

FORM MGT-13

SCRUTINISER'S REPORT ON POSTAL BALLOT THROUGH REMOTE E-VOTING

To
The Chairman,

HDB Financial Services Limited
Radhika, 2nd Floor, Law Garden Road,
Navrangpura, Ahmedabad,
Gujarat - 380009.

Sub: Scrutiniser's Report on Postal Ballot conducted pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir / Madam,

I, Mr. Mitesh J. Shah, proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, Mumbai have been appointed as the Scrutiniser by the Board of Directors of HDB Financial Services Limited ("**Company**") at its meeting held on July 15, 2023 for scrutinising the Postal Ballot process by way of remote electronic voting (herein after referred as "e-voting") (pursuant to Section 108 and 110 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014).

The notice of postal ballot dated July 15, 2023 ("**Postal Ballot Notice**"), as confirmed by the Company was sent to all the shareholders in respect of the below mentioned resolutions through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories, in compliance with the General Circular No. 14/2020 dated April 08, 2020 read with General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**").

The Shareholders of the Company holding shares as on the "**cut-off**" date i.e. Friday, July 21, 2023 were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 and 2 in the Postal Ballot Notice of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("**NSDL**"). Link Intime India Private Limited is the Registrar and Share Transfer Agents ("**RTA**") for the Company. The voting period for e-voting commenced on Friday, July 28, 2023 at 10:00 a.m. (IST) and ended on Saturday, August 26, 2023 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

Based on the data downloaded from the official website of the NSDL for the e-voting process, we have scrutinised and reviewed the e-voting process and votes tendered therein.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting during the Postal Ballot on the resolutions contained in the Postal Ballot Notice.

My responsibility as scrutiniser for the e-voting process is restricted to making a Scrutiniser's Report of the votes cast in favour or against the resolutions stated in the Postal Ballot Notice.



205, Monalisa Apartment, Kasturba Road, Above Bharat Co. Op. Bank Ltd, Malad West, Mumbai - 400 064.

Office Nos. +91 77387 97775, +91 97699 64414 mitesh@mjshah.com

I now submit my Report on the Postal Ballot (e-voting) in respect of all the resolutions proposed in the Postal Ballot Notice dated July 15, 2023 as under:

Item No. 1: Ordinary Resolution

TO APPROVE APPOINTMENT OF MR. JIMMY TATA (DIN: 06888364) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.

VOTING RESULTS FOR RESOLUTION:

E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage of valid votes (%)
Votes in favour of the Resolution	332	75,56,64,793	99.9997%
Votes against the Resolution	15	2,397	0.0003%
Invalid Votes	-	-	-
Total	347	75,56,67,190	100%

RESULT

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Postal Ballot Notice dated July 15, 2023, has been passed with requisite majority.

Item No. 2: Special Resolution

TO APPROVE AMENDMENT IN EMPLOYEE STOCK OPTION SCHEME 2017 AND EMPLOYEE STOCK OPTION SCHEME 2022 FOR ELIGIBLE EMPLOYEES OF HDB FINANCIAL SERVICES LIMITED.

VOTING RESULTS FOR RESOLUTION:

E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage of valid votes (%)
Votes in favour of the Resolution	304	75,48,71,844	99.9970%
Votes against the Resolution	41	22,546	0.0030%
Invalid Votes	1	7,70,500	-
Total	346	75,56,64,890	100%

*Votes casted by Directors and / or Key Managerial Personnel holding Stock Options under ESOS-2017 and ESOS – 2022 were considered as invalid votes.

RESULT

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 2 of the Postal Ballot Notice dated July 15, 2023, has been passed with requisite majority.




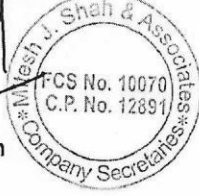
The relevant records relating to Postal Ballot (e - voting) were sealed and will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking you,

Yours faithfully,

**For Mitesh J. Shah & Associates
Company Secretaries**


**Mitesh J. Shah
Proprietor**



FCS No.: 10070

CP No.: 12891

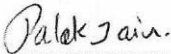
Peer Review Certificate No. 1730/2022

UDIN: F010070E000877475

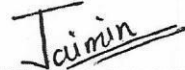
Date: August 28, 2023

Place: Mumbai

The Scrutiniser unblocked the votes from the e-voting system of NSDL in our presence at 5.20 p.m. on Saturday, August 26, 2023.



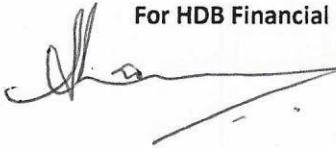
Palak Jain



Jaimin Chotaliya

Received the report

For HDB Financial Services Limited


**Arijit Basu
Chairman
DIN: 06907779**

