FOR PRIVATE CIRCULATION ONLY

TRANCHE PLACEMENT MEMORANDUM NO. 2 TO THE SHELF PLACEMENT MEMORANDUM DATED DECEMBER 7, 2022 HAS BEEN PREPARED IN ACCORDANCE WITH REGULATION 45 (1), AND SCHEDULE II TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 READ WITH RELEVANT CIRCULARS ISSUED BY SEBI FROM TIME TO TIME

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED
(A Public Limited Company incorporated under the Companies Act, 1956)

Date: February 16, 2023

Type of Placement Memorandum: Private Placement

TRANCHE PLACEMENT MEMORANDUM NO.2

** In accordance with the SEBI circular (bearing reference no. SEBI/HO/DDHS/P/CIR/2022/00144) issued on October 28, 2022, wherein Securities and Exchange Board of India reduced the face value of secured, redeemable Non-convertible Debentures ("Debentures") from Rs.10 lakh each to Rs. 1 lakh each effective from January 1, 2023. Accordingly, the Corporation has issued Debentures of face value of Rs. 1 lakh each under this Tranche Placement Memorandum.*

a. **Details of the Promoters, Chief Financial Officer, Compliance Officer & Company Secretary, Statutory Auditors of the Company, Debenture Trustee, Credit Rating Agencies, Registrar and Share Transfer Agent to the Issue and Arranger:**

Chief Financial Officer Mr. V. Srinivasa Rangan Executive Director Housing Development Finance Corporation Limited HDFC House, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai – 400 020. Email: vsrangan@hdfc.com Tel: +91 022 6631 6532	**Compliance Officer & Company Secretary** Mr. Ajay Agarwal Company Secretary Housing Development Finance Corporation Limited HDFC House, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai – 400 020. Email: ajaya@hdfc.com Tel: +91 022 6631 6293
Debenture Trustee **IDBI Trusteeship Services Limited** Contact Person: Mr. Gaurav Rane Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Tel. Nos. : +91 224080 7000 Fax Nos. : +91 226631 1776 Website : www.idbitrustee.com E-Mail : itsl@idbitrustee.com	**Credit Rating Agencies** **1. CRISIL Ratings Limited** Contact Person: Mr. Krishnan Sitaraman CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400 076. Tel.:+9122 33423000 Website:https://www.crisil.com/en/home/our-businesses/ratings.html E-Mail: crisilratingdesk@crisil.com CRISIL An S&P Global Company

IDBI trustee IDBI Trusteeship Services Ltd	**2. ICRA Limited** Contact Person: Mr. L Shivakumar B-710, Statesman House, 148, Barakhamba Road, New Delhi -110001 Tel. Nos.: +91 22 6114 3406 Website: https://www.icra.in/ E-Mail : shivakumar@icraindia.com ICRA A MOODY'S INVESTORS SERVICE COMPANY
Registrar and Share Transfer Agent **Link Intime India Private Limited** Contact Person: Mr. Amit Dabhade C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Tel. Nos.: 1800 1020 878 Fax Nos: 022 - 4918 6060 Website : https://www.linkintime.co.in/ E-Mail : rnt.helpdesk@linkintime.co.in LINK Intime	**Statutory Auditors** **Messrs. G. M. Kapadia & Co.** Contact Person: Mr. Atul Shah, Partner 5th Floor, Lodha Excelus, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai - 400021 Tel. Nos.: 022-6611 6611 E-Mail: atul@gmkco.com
Statutory Auditors **Messrs. S.R. Batliboi & Co. LLP** Contact Person: Mr. Viren Mehta, Partner 12th Floor, The Ruby 29 Senapati Bapat Marg Dadar (West) Mumbai - 400 028 Tel. Nos.: 022-68198000 E-Mail: viren.mehta@srb.in	**Arrangers to the Issue** **Axis Bank Limited** Contact Person: Mr. Manoj Sukhani Axis House, 8th Floor, Debt Capital Markets, Bombay Dyeing Mills Compound, P B Marg, Worli, Mumbai - 400025 Tel. Nos.: 42026692 Fax Nos: 26531063 24253800 E-Mail : Manoj.Sukhani@axisbank.com **ICICI Bank Limited** Contact Person: Mr. Ritesh Tatiya ICICI Bank Towers, Dealing Room, 2nd Floor, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Tel. Nos.: 26531027 Fax Nos: 26531063 E-Mail : ritesh.tatiya@icicibank.com **HDFC Bank Limited** Contact Person: Mr. Niranjan Kawatkar HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel. Nos.: 33928150 Fax Nos: 30788584 E-Mail : Niranjan.kawatkar@hdfcbank.com, debtinvestors.grievanceredressal@hdfcbank.com **ICICI Securities Primary Dealership Limited** Contact Person: Saurabh Batra Address: 501 – B First International Financial Centre, Plot No- C-54 & 55,

	G Block, Bandra Kurla Complex, Bandra East, Mumbai-400098 Tel. Nos (landline) : 022 66377150/ +91 99877 63111 Fax Nos: NA E-Mail Saurabh.batra@isecpd.com

Note: The Corporation is neither owned nor controlled, directly or indirectly, by any person, entity or government and does not owe allegiance to any promoter or promoter group.

I. A brief summary of the business/ activities of the Issuer and its subsidiaries with the details of branches or units if any and its line of business

Housing Development Finance Corporation Limited (HDFC) is the largest housing finance company in India in terms of the total assets and mortgage lending. HDFC's principal business is to provide finance to individuals, corporates and developers for purchase, construction, development and repair of residential and commercial properties in India.

HDFC is the first specialized mortgage finance company to be set up in India and was incorporated as a public limited company on October 17, 1977 under the Companies Act, 1956.

HDFC is predominantly a retail mortgage finance company, however over the years, it has evolved as a financial conglomerate with interests beyond mortgages. HDFC is the holding company for investments in its associate and subsidiary companies and through them, HDFC has diversified into different sectors such as, banking, insurance, asset management, education finance and property funds.

The primary objective of HDFC is to enhance residential housing stock in India through the provision of housing finance on a systematic and professional basis and to promote home ownership throughout India. HDFC has contributed to increasing the flow of resources to housing sector through the integration of the housing finance sector with the overall domestic financial markets in India.

The primary goals of HDFC are to:

- Maintain its position as the leading housing finance institution in India;
- Develop close relationships with individual households and enhance customer relationships;
- Transform ideas for housing finance into viable and creative solutions;
- Diversify its funding portfolio; Provide consistently high returns to shareholders;
- Grow through diversification by leveraging its client base; and
- Maintain adequate levels of capital to fund capital requirements of its subsidiaries and associates and seek inorganic growth opportunities.

HDFC's primary growth strategies are to:

- Grow the loan book in a prudent and sustainable manner;
- Endeavour to create and maximize long-term shareholder value;
- Maintain a strong emphasis on asset quality;
- Minimize the cost to income ratio for operational efficiencies.

Corporate Structure

The following is the structure of the Corporation:

1. Domestic Subsidiaries

i. HDFC Asset Management Company Limited
ii. HDFC Trustee Company Limited
iii. HDFC Venture Capital Limited
iv. HDFC Property Ventures Limited
v. HDFC Ventures Trustee Company Limited
vi. HDFC Investments Limited
vii. HDFC Holdings Limited

viii. HDFC Sales Private Limited
ix. HDFC Credila Financial Services Limited
x. HDFC Education and Development Services Private Limited
xi. HDFC Capital Advisors Limited
xii. HDFC AMC International (IFSC) Limited

Note: The Corporation holds 48.65% of the paid-up share capital of HDFC Life Insurance Company Limited (HDFC Life) as on January 31, 2023 and 49.98% of the paid-up share capital of HDFC ERGO General Insurance Company Limited (HDFC ERGO) as on January 31, 2023. Although HDFC Life and HDFC ERGO have ceased to be subsidiaries of the Corporation under section 2(87) of the Companies Act, 2013 and are associates of the Corporation, however since the Corporation exercises control over them as per Ind AS 110, the financial statements of HDFC Life and HDFC ERGO and its wholly owned subsidiaries i.e. HDFC Pension Management Company Limited and HDFC International Life and Re Company Limited have been consolidated with the Corporation as subsidiaries.

2. Foreign Subsidiaries

i. Griha Investments, Mauritius.
ii. Griha Pte. Limited, Singapore.

Project cost and means of financing, in case of funding of new projects:

The funds being raised by the Corporation through the Issue are not meant for financing any particular project. The Corporation shall utilize the proceeds of the Issue in accordance with the 'Objects of the Issue' as set out in the Shelf Placement Memorandum dated December 7, 2022.

II. Financial Information:

a. A columnar representation of the audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years which shall not be more than six months old from the date of this shelf placement memorandum, as applicable.

The financial results for the quarter/nine- months ended December 31, 2022 (standalone and consolidated) of the Corporation along with the limited review report for the above period are attached as **Annexure A.**

b. Listed issuers (whose debt securities or specified securities are listed on recognized stock exchange(s)) in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, may disclose unaudited financial information for the stub period in the format as prescribed therein with limited review report, as filed with the stock exchanges, instead of audited financial statements for stub period, subject to making necessary disclosures in this regard in shelf placement memorandum including risk factors.

A. Unaudited standalone financial results for the quarter/ nine- months ended December 31, 2022 along with limited review report are available on website of the Corporation i.e. https://www.hdfc.com/investor-relations#financials

B. Unaudited consolidated financial results for the quarter/ nine- months ended December 31, 2022 along with limited review report are available on the website of the Corporation i.e. https://www.hdfc.com/investor-relations#financials

c. Key Operational and Financial Parameters on standalone basis:

	H1 FY22-23	FY 2021-22	FY 2020-21	FY 2019-20
Balance Sheet				
Net Fixed assets	1,451.12	1,443.85	1,355.88	1,348.95
Total assets	679,782.89	640,862.46	567,598.58	524,093.56

Provisions	302.05	270.02	251.29	260.54
Deferred tax liabilities (net)	-	-	-	-
Current tax liabilities (net)	441.20	441.30	441.29	192.9
Total Liabilities	555,599.05	519,900.13	458,123.35	437,482.06
Equity (equity and other equity)	123,441.00	120,251.00	108,782.65	86,158.06
Total equity and liabilities	679,782.89	640,862.46	567,598.58	524,093.56
Profit and Loss				
Total Revenue From operations	28,267.52	47,597.07	48,149.74	58,738.92
Other income	17.20	33.13	26.12	24.42
Total Expenses	18,280.84	30,743.89	33,360.77	38,412.42
Total comprehensive income	7,780.09	13,776.04	13,761.52	11,117.34
Profit / loss	8,123.06	13,742.18	12,027.30	17,769.65
Other comprehensive income	-342.97	33.86	1,734.22	-6,652.31
Profit / loss after tax	8,123.06	13,742.18	12,027.30	17,769.65
Earnings per equity share: (a) basic;				
Continuing operations	44.73	76.01	67.77	102.91
Discontinued operations			-	-
Earnings per equity share: (b) diluted				
Continuing operations	44.51	75.20	67.2	102.12
Discontinued operations			-	-
Total Continuing and discontinued operations				
(a) basic	44.73	76.01	67.77	102.91
(b) diluted	44.51	75.20	67.2	102.12
Cash Flow				
Net cash generated from operating activities	-24,207.52	-44,409.77	-28,473.19	-43,816.79
Net cash used in / generated from investing activities	-4,595.44	-14,571.88	-8,499.78	-5,854.23
Net cash used in financing activities	29,522.43	58,777.17	34,601.06	52,452.10
Cash and cash equivalents	1,284.96	565.49	769.97	3,141.88
Balance as per statement of cash flows	1,284.96	565.49	769.97	3,141.88
Additional Information				
Net worth	123,440.59	120,251.00	108,782.65	86,158.06
Cash and Cash Equivalents	1,284.96	565.49	769.97	3,141.88
Assets Under Management	773,348.70	724,742.70	639,021.18	589,788.09
Off Balance Sheet Assets	-		-	-
Total Debts to Total assets	0.78	0.78	0.78	0.8
Debt Service Coverage Ratios			0.51	0.48
Interest Income	25,106.52	43,297.21	42,771.96	42,647.12

Interest Expense	16,115.81	26,739.21	28,614.76	31,001.36
Interest service coverage ratio			1.52	1.66
Gross NPA (%)	1.59%	1.91%	1.98%	1.99%
Net NPA (%)	0.73%	0.92%	1.35%	1.49%
Tier I Capital Adequacy Ratio (%)	21.9%	22.20%	21.50%	16.40%
Tier II Capital Adequacy Ratio (%)	0.6%	0.60%	0.70%	1.20%

d. Key Operational and Financial Parameters on consolidated basis:

	H1 FY22-23	FY 2021-22	FY 2020-21	FY 2019-20
Balance Sheet				
Net Fixed assets	1,451.12	1,443.85	1,355.88	1,348.95
Total assets	679,782.89	640,862.46	567,598.58	524,093.56
Provisions	302.05	270.02	251.29	260.54
Deferred tax liabilities (net)	-	-	-	-
Current tax liabilities (net)	441.20	441.30	441.29	192.9
Total Liabilities	555,599.05	519,900.13	458,123.35	437,482.06
Equity (equity and other equity)	123,441.00	120,251.00	108,782.65	86,158.06
Total equity and liabilities	679,782.89	640,862.46	567,598.58	524,093.56
Profit and Loss				
Total Revenue From operations	28,267.52	47,597.07	48,149.74	58,738.92
Other income	17.20	33.13	26.12	24.42
Total Expenses	18,280.84	30,743.89	33,360.77	38,412.42
Total comprehensive income	7,780.09	13,776.04	13,761.52	11,117.34
Profit / loss	8,123.06	13,742.18	12,027.30	17,769.65
Other comprehensive income	-342.97	33.86	1,734.22	-6,652.31
Profit / loss after tax	8,123.06	13,742.18	12,027.30	17,769.65
Earnings per equity share: (a) basic;				
Continuing operations	44.73	76.01	67.77	102.91
Discontinued operations			-	-
Earnings per equity share: (b) diluted				
Continuing operations	44.51	75.20	67.2	102.12
Discontinued operations			-	-
Total Continuing and discontinued operations				
(a) basic	44.73	76.01	67.77	102.91
(b) diluted	44.51	75.20	67.2	102.12
Cash Flow				
Net cash generated from operating activities	-24,207.52	-44,409.77	-28,473.19	-43,816.79
Net cash used in / generated from investing activities	-4,595.44	-14,571.88	-8,499.78	-5,854.23

Net cash used in financing activities	29,522.43	58,777.17	34,601.06	52,452.10
Cash and cash equivalents	1,284.96	565.49	769.97	3,141.88
Balance as per statement of cash flows	1,284.96	565.49	769.97	3,141.88
Additional Information				
Net worth	123,440.59	120,251.00	108,782.65	86,158.06
Cash and Cash Equivalents	1,284.96	565.49	769.97	3,141.88
Assets Under Management	773,348.70	724,742.70	639,021.18	589,788.09
Off Balance Sheet Assets	-		-	-
Total Debts to Total assets	0.78	0.78	0.78	0.8
Debt Service Coverage Ratios			0.51	0.48
Interest Income	25,106.52	43,297.21	42,771.96	42,647.12
Interest Expense	16,115.81	26,739.21	28,614.76	31,001.36
Interest service coverage ratio			1.52	1.66
Gross NPA (%)	1.59%	1.91%	1.98%	1.99%
Net NPA (%)	0.73%	0.92%	1.35%	1.49%
Tier I Capital Adequacy Ratio (%)	21.9%	22.20%	21.50%	16.40%
Tier II Capital Adequacy Ratio (%)	0.6%	0.60%	0.70%	1.20%

III. A brief history of the Issuer since its incorporation giving details of its following activities:-

a. Details of Share Capital as on February 14, 2023:

Share Capital	No. of Shares (Face Value ₹ 2 each)	Amount (₹in Crore)
Authorized Share Capital	228,80,50,000	457.61
Issued, Subscribed and Paid-up Share Capital	182,92,01,255	365.84

b. Changes in its capital structure as on December 31, 2022, for the last three years

Date of Change (AGM / EGM)	Amount (₹in crore)	Particulars
21-Jul-20	7.11	Authority to the Board to create, issue, offer and allot equity shares of the aggregate nominal face value not exceeding ₹7,11,10,000 represented by 3,55,55,000 equity shares of ₹2 each of the Corporation, fully paid to the present and future permanent employees and directors of the Corporation, whether in India or abroad under Employee Stock Option Scheme - 2020.
	14,000	Approved issuance of 5,68,18,181 equity shares of ₹2 each at an equity issue price of ₹1,760 per Equity Share (including a premium of ₹1,758 per equity share), aggregating ₹10,000 crore;1,70,57,400 Warrants at an issue price of ₹180 per Warrant ("Warrant Issue Price"), with a right exercisable by the Warrant holder to exchange each Warrant for one equity share of ₹2 each of the Corporation, any time before the expiry of a period of 36 months from the date of its allotment, during which the Warrants may be exercised at an exercise price of ₹2,165 per Warrant ("Warrant Exercise Price"); and 36,930 secured redeemable

Date of Change (AGM / EGM)	Amount (₹in crore)	Particulars
		non-convertible debentures of face value of ₹10,00,000 each due on August 11, 2023, at par aggregating ₹3,693 crore carrying a coupon rate of 5.40% payable annually.

c. Details of Change in Equity Share Capital History of the Company since the date of issue of the Shelf Placement Memorandum dated February 14, 2023

Date of Allotment	No. of Equity Shares	Face Value (`)	Issue Price (`)	Consideration (Cash, other than cash, etc.)	Nature of Allotment	Cumulative			Premium (`)
						No. of Equity Shares	Equity Capital (`)	Equity Share Premium (in `)	
11-Nov-22	1631705	2	1569.85	256,15,32,094.25	ESOS-17	1818962342	3637924684	1567.85	255,82,68,684.25
11-Nov-22	28000	2	2086.80	584,30,400.00	ESOS-17	1818990342	3637980684	2084.80	583,74,400.00
11-Nov-22	379828	2	1808.75	68,70,13,895.00	ESOS-20	1819370170	3638740340	1806.75	68,62,54,239.00
23-Nov-22	1929963	2	1569.85	302,97,52,415.55	ESOS-17	1821300133	3642600266	1567.85	302,58,92,489.55
23-Nov-22	564698	2	1808.75	102,13,97,507.50	ESOS-20	1821864831	3643729662	1806.75	10202,68,111.50
08-Dec-22	1283032	2	1569.85	201,41,67,785.20	ESOS-17	1823147863	3646295726	1567.85	201,16,01,721.20
08-Dec-22	1128135	2	1808.75	204,05,14,181.25	ESOS-20	1824275998	3648551996	1806.75	203,82,57,911.25
22-Dec-22	781297	2	1569.85	122,65,19,095.45	ESOS-17	1825057295	3650114590	1567.85	122,49,56,501.45
22-Dec-22	890094	2	1808.75	160,99,57,522.50	ESOS-20	1825947389	3651894778	1806.75	160,81,77,334.50
23-Dec-22	600	2	2165.00	12,99,000.00	Conversion of Warrants into equity shares	1825947989	3651895978	2163.00	12,97,800.00
30-Dec-22	820000	2	1569.85	128,72,77,000.00	ESOS-17	1826767989	3653535978	1567.85	128,56,37,000.00
30-Dec-22	250	2	1808.75	4,52,187.50	ESOS-20	1826768239	3653536478	1806.75	4,51,687.50
10-Feb- 23	2018684	2	1569.85	3169031077.40	ESOS-17	1828786923	3657573846	1567.85	3164993709.40
10-Feb- 23	414332	2	1808.75	749423005	ESOS-20	1829201255	3658402510	1806.75	748594341.00

d. Details of any Acquisition of or Amalgamation with any entity in the last one year

A. <u>Details of amalgamation of HDFC Investments Limited and HDFC Holdings Limited, with and into the Corporation and the Corporation with and into HDFC Bank Limited:</u>

The Board of Directors of the Corporation at its meeting held on April 4, 2022 has *inter alia* approved a composite scheme of amalgamation ("Scheme") for the amalgamation of:
(i) HDFC Investments Limited and HDFC Holdings Limited, wholly-owned subsidiaries of the Corporation, with and into the Corporation and
(ii) the Corporation with and into HDFC Bank Limited ("HDFC Bank"), and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder ("Proposed Transaction").

The Scheme is subject to the receipt of requisite approvals from the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Competition Commission of India, the National Housing Bank ("NHB"), the Insurance and Regulatory and Development Authority, the Pension Fund Regulatory and

Development Authority, the National Company Law Tribunal, BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and other statutory and regulatory authorities, and the respective shareholders and creditors.

The share exchange ratio for the amalgamation of the Corporation with and into HDFC Bank shall be 42 equity shares (credited as fully paid up) of face value of Re. 1 (Rupee One) each of HDFC Bank for every 25 fully paid up equity shares of face value of Rs. 2 (Rupees Two) each of the Corporation.

The following approvals/no-objection letters have been received with regard to Scheme of Amalgamation for amalgamation of (i) HDFC Investments Limited and HDFC Holdings Limited, wholly-owned subsidiaries of the Corporation, with and into the Corporation and (ii) the Corporation with and into HDFC Bank Limited:

- The Corporation has on July 2, 2022, received observation letter with 'no adverse observations' from BSE Limited and observation letter with 'no objection' from the National Stock Exchange of India Limited.

- HDFC Bank has on July 4, 2022 received 'No-Objection' letter from the RBI in relation to the said Scheme, subject to compliance with terms and conditions specified therein.

- The Corporation has on July 7, 2022, received an approval from Pension Fund Regulatory and Development Authority regarding change in its status/ constitution pursuant to the Scheme in accordance with the PFRDA (Point of Presence) Regulations, 2018, subject to a condition that the services to NPS subscribers associated with the Corporation will not be affected due to the Scheme.

- The Securities and Exchange Board of India (SEBI) has on July 26, 2022 granted its in-principle approval for the change in control of HDFC Property Ventures Limited, a wholly-owned subsidiary of the Corporation which is the investment manager of HDFC India Real Estate Fund III (HIREF III), subject to the approval of the NCLT under Sections 230-232 of the Companies Act and compliance with all other provisions of SEBI (Alternative Investment Fund) Regulations, 2012, as amended from time to time, guidelines, circulars and other directives/ provisions as may be applicable and has also taken on record the proposed change in sponsor of HIREF III on account of the Scheme from the Corporation to HDFC Bank.

- SEBI has on August 1, 2022 vide its letter to HDFC Asset Management Company Limited (HDFC AMC) (a subsidiary of the Corporation) granted its in-principle approval(s) for change in control of HDFC AMC, which is the investment manager of HDFC AMC AIF II, subject to the approval of the National Company Law Tribunal (NCLT) under Sections 230-232 of the Companies Act and compliance with all other provisions of SEBI (Alternative Investment Fund) Regulations, 2012 (AIF Regulations), as amended from time to time, guidelines, circulars and other directives/ provisions as may be applicable and has also taken on record proposed change, in sponsor of HDFC AMC AIF II on account of the Scheme, from the Corporationto HDFC Bank Limited.

- SEBI has on August 2, 2022, vide its letter to HDFC Capital Advisors Limited (HDFC Capital) (a subsidiary of the Corporation) granted its in-principle approval for change in control of HDFC Capital, which is the investment manager of three alternative investment funds, *viz.* (i) HDFC Capital Affordable Real Estate Fund – 1, (ii) HDFC Capital Affordable Real Estate Fund – 2, and (iii) HDFC Capital AIF-3 (collectively, "HCARE Funds"), and the investment manager cum sponsor of one alternative investment fund, *viz.* HDFC Build Tech Fund, subject to the approval of the NCLT under Sections 230-232 of the Companies Act and compliance with all other provisions of AIF Regulations, as amended from time to time, guidelines, circulars and other directives/ provisions as may be applicable and has taken on record proposed change, in sponsor of HCARE Funds on account of the Scheme, from the Corporation to HDFC Bank.

- SEBI has on August 4, 2022, vide its letter to HDFC AMC, granted its in-principle approval for change in control of HDFC AMC, a subsidiary of the Corporation, and the asset management company of HDFC Mutual Fund, subject to the approval of the National Company Law Tribunal ("**NCLT**") under Sections 230-232 of the Companies Act.

- SEBI has on August 5, 2022, vide its letter to HDFC AMC, has granted its in-principle approval for change in control of HDFC AMC, a subsidiary of the Corporationand a portfolio manager registered with

SEBI, subject to the approval of the National Company Law Tribunal ("NCLT") under Sections 230-232 of the Companies Act and compliance with all other provisions of SEBI (Portfolio Managers) Regulations 2020 as amended from time to time, guidelines, circulars and other directions/provisions as may be applicable in this regard.

- The National Housing Bank on August 8, 2022 granted its a no- objection to the Scheme as required pursuant to the refinance facilities availed by the Corporation from NHB.

- The Competition Commission of India vide its letter dated August 12, 2022, considered the combination and approved the same under Section 31(1) of the Competition Act, 2002, pursuant to the notice jointly filed by the Corporation, HDFC Bank, HDFC Holdings Limited and HDFC Investments Limited.

- SEBI has on October 11, 2022, vide its letter to HDFC Property Ventures Limited ("HPVL"), has granted its approval for change in control of HPVL, which is also an investment adviser registered with SEBI, and also took on record the proposed change in control on account of the Scheme subject to obtaining fresh certificate of registration within 6 months before the previous registration being cancelled.

- PFRDA vide its letter dated November 11, 2022 to HDFC Life, has granted its approval for proposed change in shareholding of HDFC Life, sponsor company of HDFC Pension Management Company Limited, in terms of Regulation 12(j) of Pension Fund Regulatory and Development Authority (Pension Fund) Regulations, 2015 and subsequent amendment thereto, subject to the conditions prescribed.

The Corporation on August 6, 2022, e-filed a Joint Company Scheme Application in relation to the Scheme with the Hon'ble National Company Law Tribunal, Mumbai Bench, along with HDFC Investments Limited, HDFC Holdings Limited and HDFC Bank. The National Company Law Tribunal vide its order dated October 14, 2022 had directed the following:

(a) dispensation of the meeting of the equity shareholders of HDFC Investments Limited;
(b) dispensation of the meeting of the equity shareholders of the HDFC Holdings Limited;
(c) convening of the meeting of the equity shareholders of the Corporation on November 25, 2022 through Video Conference;
(d) dispensation of the meeting of the secured creditors and unsecured creditors of the Corporation;
(e) convening of the meeting of the equity shareholders of the HDFC Bank Limited on November 25, 2022 through Video Conference; and
(f) dispensation of the meeting of the unsecured creditors of the HDFC Bank Limited.

Accordingly, the Corporation and HDFC Bank Limited convened a meeting of their respective shareholders on November 25, 2022 for seeking approval of their respective shareholders to the Scheme. Respective shareholders approved the Scheme with requisite majority. Subsequently, the companies involved in the Scheme e-filed a Joint Company Petition with NCLT on December 7, 2022. NCLT heard the said petition on December 12, 2022 and the date of next hearing of the said matter is on February 27, 2023.

- The Corporation received an in-principle approval from BSE Limited and National Stock Exchange Limited vide their letters dated December 13, 2022 for transfer of non-convertible debentures issued by the Corporation to HDFC Bank Limited in terms of Regulation 59 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Scheme becoming effective.

- Financial Services Commission, Mauritius, has granted its approval for proposed transfer of shares of Griha Investments, a wholly-owned subsidiary of HDFC Holdings Limited ("HDFC Holdings") and a foreign step-down subsidiary of the Corporation, pursuant to the Scheme becoming effective.

B. Details of amalgamation of HDFC Property Ventures Limited, HDFC Venture Capital Limited with and with and into HDFC Capital Advisors Limited

The board of directors of HDFC Property Ventures Limited ("HPVL"), HDFC Venture Capital Limited ("HVCL"), both wholly owned subsidiaries of the Corporation and HDFC Capital Advisors Limited ("HCAL"), subsidiary of the Corporation, at their respective meetings held on August 25, 2022 have approved a scheme of amalgamation for the proposed amalgamation of HPVL and, HVCL with and into HCAL, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, subject to receipt of requisite approvals.

HPVL, HVCL and HCAL on August 31, 2022, e-filed a Joint Company Scheme Application in relation to the scheme of amalgamation with the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT). The National Company Law Tribunal vide its order dated October 14, 2022 has directed the following:

(a) dispensation of the meeting of the equity Shareholders of HPVL;
(b) dispensation of the meeting of the sole Secured Creditor of HPVL;
(c) dispensation of the meeting of the equity Shareholders of HVCL;
(d) dispensation of the meeting of the equity Shareholders of HCAL;

Subsequently, the companies involved in the Scheme e-filed a Joint Company Petition with NCLT on October 22, 2022. NCLT heard the said petition on December 12, 2022 and the date of next hearing of the said matter is on February 27, 2023and final order on the same is awaited.

e. Details of any Reorganization or Reconstruction in the last one year

Please refer point (d) above.

f. Shareholding of the Corporation as at December 31, 2022 as per the format specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please refer **Annexure B.**

g. Change in Details of Non-Convertible Securities (Non-convertible debentures) outstanding since the date of the Shelf Placement Memorandum

Series	ISIN	Tenor / Period of Maturity	Coupon	Amount issued (Rs. in crore)	Date of Allotment	Redemption Date / Schedule	Credit Rating & Details of CRA	Secured / Unsecured	Security
AB-001	INE001A07TU5	10 years	7.69%	3,000.00	27-Jan-23	27-Jan-33	AAA / Stable by CRISIL & ICRA	Secured	Refer Note

IV. Following details regarding the directors of the Company:-

a. Details of other directorships

Name	Designation	DIN	Details of other Directorship	Whether wilful defaulter (Yes/No)
Mr. Deepak S. Parekh	Non-Executive Chairman	00009078	1. HDFC Asset Management Company Ltd. 2. HDFC Life Insurance Company Ltd. 3. Siemens Ltd. 4. National Investment and Infrastructure Fund Ltd. 5. H T Parekh Foundation 6. Indian Institute for Human Settlements 7. Breach Candy Hospital Trust 8. School of Ultimate Leadership Foundation	No
Mr. U. K. Sinha	Independent Director	00010336	1. Vedanta Ltd. 2. Havells India Ltd. 3. SIS Ltd.	No

Name	Designation	DIN	Details of other Directorship	Whether wilful defaulter (Yes/No)
			4. Aavishkaar Venture Management Services Pvt. Ltd. 5. Cube Highways Fund Advisors Private Ltd.	
Mr. Jalaj Dani	Independent Director	00019080	1. Havells India Ltd. 2. Gujarat Organics Ltd. 3. RISE Worldwide Limited (Formerly known as IMG Reliance Ltd.). 4. Addverb Technologies Ltd. 5. Haish Holding and Trading Company Pvt. Ltd. 6. S. C. Dani Research Foundation Pvt. Ltd. 7. Fourth Frontier Technologies Pvt. Ltd. 8. Endureair Systems Private Limited 9. Paints and Coating Skill Council 10. Piramal Foundation for Education Leadership 11. Piramal Foundation 12. Reliance Foundation 13. Pratham Education Foundation 14. Sportscom Industry Confederation 15. Reliance Foundation Institution of Education and Research 16. Dani Foundation	No
Dr. Bhaskar Ghosh	Independent Director	06656458	-	No
Ms. Ireena Vittal	Independent Director	05195656	1. Godrej Consumer Products Ltd. 2. Wipro Ltd. 3. Urbanclap Technologies India Pvt. Ltd. 4. Foundation to Educate Girls Globally 5. Jal Seva Charitable Foundation Board 6. Vidhi Centre for Legal Policy	No
Mr. Rajesh Narain Gupta	Independent Director	00229040	1. HDFC Credila Financial Services Ltd. 2. J.C. Flowers Asset Reconstruction Private Limited	No
Mr. P. R. Ramesh	Director (Non-Executive Non-Independent)	01915274	1. Nestle India Ltd. 2. Crompton Greaves Consumer Electricals Ltd. 3. Cipla Ltd. 4. The Clearing Corporation of India Limited 5. NSE Investments Ltd. 6. Tejas Networks Ltd. 7. Air India Ltd. 8. Air India Express Ltd. 9. AIX Connect Private Ltd. 10. Forum for Indian Accounting Research	No
Mr. V. Srinivasa Rangan	Executive Director & Chief Financial Officer	00030248	1. Atul Ltd. 2. Computer Age Management Services Ltd. 3. HDFC Credila Financial Services Ltd. 4. HDFC Investments Ltd. 5. HDFC Trustee Company Ltd. 6. TVS Credit Services Ltd. 7. HDFC Education and Development Services Pvt. Ltd.	No

Name	Designation	DIN	Details of other Directorship	Whether wilful defaulter (Yes/No)
			8. H T Parekh Foundation	
Ms. Renu Sud Karnad	Managing Director	00008064	1. HDFC Life Insurance Company Ltd. 2. HDFC Asset Management Company Ltd. 3. Glaxo Smithkline Pharmaceuticals Ltd. 4. HDFC Bank Ltd. 5. HDFC ERGO General Insurance Company Ltd. 6. Bangalore International Airport Ltd. 7. H T Parekh Foundation	No
Mr. Keki M. Mistry	Vice Chairman & Chief Executive Officer	00008886	1. HDFC Asset Management Company Ltd. 2. HDFC Life Insurance Company Ltd. 3. Tata Consultancy Services Ltd. 4. Torrent Power Ltd. 5. HDFC ERGO General Insurance Company Ltd. 6. H T Parekh Foundation	No

VI. Undertaking

The Corporation confirms that the securities proposed to be issued does not form a part of non-equity regulatory capital as mentioned under Chapter V of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time.

Summary Term Sheet

The following is a summary of the terms of the Issue under this Tranche Placement Memorandum:

Term Sheet (SERIES AB-002 Dated 14th February 2023)

Security Name	HDFC SERIES AB-002 17th February 2033
Issuer	Housing Development Finance Corporation Limited
Type of Instrument	Secured Redeemable Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	Please see the paragraph on 'Eligible Investors' of this Shelf Placement Memorandum. Further, only the persons who are specifically addressed through a communication are eligible to apply for the Debentures. No other person can apply.
Listing where NCDs will be listed and timeline for listing	BSE Limited and National Stock Exchange of India Limited. The Debentures issued in terms of this Shelf Placement Memorandum will be listed on the stock exchanges as per timeline prescribed by SEBI .
Rating of the instrument	"CRISIL AAA" by CRISIL Ltd "ICRA AAA" by ICRA Ltd
Issue Size (Rs.)	Rs. 5,000 crore
Minimum Subscription	One Hundred Debentures of ₹1 lakh each
Option to retain oversubscription (Rs.)	Rs 20,000 cr

Objects of the Issue/ Purpose for which there is requirement of funds	The object of the issue is to augment the long-term resources of the Corporation. The proceeds of the present issue would be utilized for financing / refinancing the housing finance business requirements of the Corporation.
Details of the utilization of the proceeds	The proceeds would be utilized for meeting the Object of the Issue.
In case the Issuer is a NBFC and the objects of the issue entail loan to any entity who is a 'group company'	Not Applicable Housing Finance Companies are not permitted to facilitate resource requests of or utilization by group entities/ parent company/ associates.
Coupon Rate	7.97% p.a.
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annual
Coupon Payment Dates	17th February every year up to Redemption Date
Coupon Type(fixed, floating or other structure)	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
Day Count Basis	Actual / Actual
Bid Opening Date	16th February 2023
Bid Closing Date	16th February 2023
Manner of Bidding	Open Book
Manner of Allotment	Uniform Rate
Interest on Application Money (NA)	Not Applicable
Default Interest Rate	In case of default in payment of Coupon and/ or redemption of the principal amount of the Debentures on the respective due dates, additional interest of at least 2% (Two Percent) per annum over and above the Coupon Rate shall be payable by the Company for the defaulting period until the defaulted amount together with the delay penalty is paid. Where the Company fails to execute the trust deed within the period specified by SEBI, then without prejudice to any liability arising on account of violation of the provisions of the Securities and Exchange Board of India Act, 1992 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company shall also pay interest of at least 2% (Two Percent) per annum or such other rate, as specified by SEBI to the Debenture Holders, over and above the Coupon Rate, till the execution of the Trust Deed.
Tenor	10 Years
Redemption Date	17th February 2033
Redemption Amount	Rs 1,00,000/- each
Redemption Premium/Discount	Not Applicable
Issue Price	Rs 1,00,000/- each
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
Put Option Date	Not Applicable
Put Option Price	Not Applicable
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Put Notification Time	Not Applicable
Call Notification Time	Not Applicable
Face Value	₹1 lakh each

Minimum Application and in multiples of thereafter	One Hundred Debentures of ₹1 lakh each and in multiple of One Debenture thereafter
Issue Timing	9:30 am to 10:30 am
Issue Opening Date	16th February 2023
Issue Closing Date	16th February 2023
Date of earliest closing of the issue, if any	Not Applicable
Pay-in Date	17th February 2023
Deemed Date of Allotment	17th February 2023
Issuance Mode	Dematerialized mode only
Trading Mode	Dematerialized mode only
Settlement Mode	RTGS/NEFT/Fund Transfer
Depositories	NSDL/CDSL
Disclosure of Interest/ redemption dates	As per the relevant Tranche Placement Memorandum
Business Day Convention	Means any day (excluding Sundays and any day which is a public holiday under Section 25 of the Negotiable Instruments Act, 1881 at Mumbai, India) on which the money market is functioning in Mumbai and the term "Business Days" is to be construed accordingly. For further details, please Refer "Effect on Holidays" in the Shelf Placement Memorandum dated December 7, 2022.
Record Date	The record date will be 15 days prior to each interest payment / principal repayment date
All covenants of the issue (including side letters, accelerated payment clause etc.)	The major covenants of the issue include: • Interest rate, computation of interest, payment of interest; • Interest on application money; • Business day, record date; • Redemption, payment of redemption amount; • Listing and Rating; and • Mode of transfer of NCDs. For further details, please refer the Debenture Trust Deed dated December 7, 2022. No side letters are executed pursuant to the said Issue.
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/ Information Memorandum)	Secured by way of Negative Lien on the Assets (as defined under DTD), to the extent of Asset Cover (as defined under DTD), except to the extent of the charge created in favour of its depositors of the Company pursuant to the regulatory requirement under Section 29B of the National Housing Bank Act, 1987. However, the Company shall, from time to time, be entitled to create any charge, mortgage, pledge, security interest, encumber or create lien on its Assets, subject to maintenance of Asset Cover, except to the extent of charge created in favour of its depositors pursuant to the regulatory requirement under Section 29B of the National Housing Bank Act, 1987 or as may be required under any law, regulation, guidelines or rules. Date of creation of security: The requisite form for creating of charge was filed with the Registrar of Companies on December 29, 2022 Security cover available as on December 31, 2022, for NCDs issued by the Corporation: 2.78

	Date of registration of charge on the security: The requisite form for creating charge was filed with the Registrar of Companies on December 29, 2022 The Debenture holder will not be paid any interest over and above the coupon rate as specified above
The offer will be subject to the Proposed Transaction	Notwithstanding anything contained to the contrary in any of the Transaction Documents or any connected or related documents, and without any further act, deed or writing on the part of any person: (a) the Debentures and the Transaction Documents shall be subject to the provisions of the Scheme; (b) none of the Company, HDFC Bank Limited, the Debenture Trustee, any authorities, registrars, depositories, depository participants, stock exchanges, other intermediaries, etc., shall need to obtain any consent, approval, no-objection from or make any intimation to any of the Debenture Holders and/or the Debenture Trustee, for the Scheme and/or the Proposed Transaction, Provided however that if any such consent, etc. is required in terms of any Applicable Law or otherwise deemed necessary, then the same is hereby deemed to have been given by the Debenture Holders and the Debenture Trustee merely by the act of subscription to the Debentures or accepting the relevant Transaction Documents; (c) any changes, modifications, amendments, as may be required to be made to the Debentures or the structure or the terms and conditions thereof: (a) to give effect to what has been stated in clause (f) below or (b) by reason of the difference in regulatory or statutory regimes applicable to housing finance companies and banks, shall be deemed to be have been made automatically merely by virtue of the Scheme becoming effective; and neither the Company, nor HDFC Bank Limited shall need any consent or approval or no objection of or intimation to any of the Debenture Holders or the Debenture Trustee for any such changes, etc. The Debenture Holders and Debenture Trustee shall be bound to extend any support including signing, execution, performance of any documents, any acts, deeds or writing, as may be deemed necessary by the Company or HDFC Bank Limited in this regard. Further, in this regard, the Debenture Trustee shall not need any consent or approval of or no objection of or intimation to any of the Debenture Holders, for undertaking or delivering or signing, executing, performing any such act, deed or writing or taking any steps as may be deemed necessary by the Company or HDFC Bank Limited; (d) none of the Company, HDFC Bank Limited and the Debenture Trustee, any authorities, registrars, depositories, depository participants, stock exchanges, other intermediaries, etc., shall need to obtain any consent, approval, no-objection from or make any intimation to any of the Debenture Holders and/or the Debenture Trustee, for any procedural requirements that may be required to be followed or carried out due to the change to/creation of any security registration numbers,

	ISIN, etc., due to the proposed transfer of the business of the Company to HDFC Bank Limited upon the Scheme becoming effective; (e) any changes or deemed changes, due to the Scheme, to the Debentures, structure or terms or conditions thereof or any Transaction Documents and any acts or omissions in relation to any clauses of the Transaction Documents or covenants which are amended or deemed amended by virtue of the Scheme or the Proposed Transaction, shall not be treated as Event of Default under or for any of the Transaction Documents. (f) forthwith upon the coming into effect of the Scheme: 1. the provisions of the Transaction Documents for creation of any Security including the Negative Lien, issuance of Power of Attorney, maintenance of Asset Cover, or agreement for any of the aforesaid, shall stand automatically cancelled, released and/or terminated. Further, upon the Scheme becoming effective, no security of whatsoever nature shall be created by HDFC Bank Limited (as the transferee of the Company in relation to the Debentures) for securing the Debentures or any amounts payable to/obligation to the Debenture Trustee/Debenture Holders; the entire Security including all the relevant documents like the Power of Attorney, etc., shall stand automatically cancelled, released and/or terminated; 2. the Debentures shall become unsecured; and 3. the Transaction Documents shall be deemed to be amended to the above extent and effect. (g) Without prejudice to the generality of the above, the Transaction Documents and the Debentures, shall also be subject to Clause 22.4 of the Scheme, the extracts of which, are reproduced as follows: *"Notwithstanding anything contained to the contrary in this Scheme, any Encumbrance existing prior to the Effective Date, which may have been created on the assets of the Amalgamating Company (being a housing finance company) in relation to the deposits and/ or any other liabilities of the Amalgamating Company: (a) pursuant to regulatory/ statutory requirements that are applicable to housing finance companies under the Applicable Law; or (b) by way of contract, shall, after the Effective Date, without any further act, instrument or deed be automatically released and/or terminated as relevant, and such deposits and other liabilities shall become unsecured, if such Encumbrance is either not required or not permitted under the regulatory/ statutory requirements applicable to the Amalgamated Company (being a banking company) under the Applicable Law."*
Transaction Documents	Term Sheet Rating Letter Rating Rationale Trustee Consent
Manner of Settlement	Clearing Corporation Mechanism
Other Terms (if any)	**Subscription by FPIs**

	With reference to the Notification bearing No. RBI/2011-12/423 A.P. (DIR Series) Circular No. 89 dated March 1, 2012 issued by Reserve Bank of India, Foreign Exchange Department, Central Office, Mumbai – 400 001 in respect of Foreign Institutional Investor (FII) investment in 'to be listed' debt securities, HDFC confirms that the debentures would be listed within 15 days from the deemed date of allotment. In case the Debentures issued to the SEBI registered Foreign Portfolio Investors (FIIs / sub-accounts of FIIs/FPIs) are not listed within 15 days from the deemed date of allotment the SEBI mandated timelines, for any reason, then HDFC would immediately redeem / buyback the debentures from the FIIs/sub-account of the FIIs/FPIs. **<u>Tax Deduction at Source</u>** Tax as applicable under the Income-tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source, as applicable. For seeking TDS exemption/lower rate of TDS, relevant certificate / document must be lodged by the debenture holders with the Investors Services Department of the Corporation at least 15 days before the interest becoming due for payment. **<u>Payment of Redemption Amount</u>** Payment of the redemption amount of the Debentures will be made by the Corporation to the beneficiaries as per the statement of beneficial position provided by the Depositories as on the record date. The said redemption amount of the Debentures will be credited to the bank account of the beneficiaries as stated in the statement of beneficial position provided by the Depositories. The Corporation shall not be responsible for any non-payment claimed by the Debenture holder on account of rejection of any electronic payment due to incorrect bank details stated in the said statement. The Corporation's liability to the Debenture holder in respect of all their rights including for payment or otherwise shall cease and stand extinguished after maturity in all events save and except the Debenture holder' s right of redemption as stated above. Once the redemption amount is credited to the bank account of the respective Debenture holders, as aforesaid, the liability of the Corporation shall stand extinguished.
Conditions Precedent to Disbursement	Not Applicable
Timelines for issuance and listing of Debentures	As prescribed by SEBI vide its circular dated August 10, 2021 and as may be amended from time
Default of Payment	In case of default in payment of Interest and/or principal redemption on the due dates, an additional interest of at least @ 2% p.a. over the coupon rate will be paid for the defaulting period by the Corporation.
Delay in Listing	As may be prescribed by SEBI vide its circular dated August 10, 2021 and as may be amended from time

Delay in allotment of securities	As prescribed by SEBI vide its circular dated August 10, 2021 and as may be amended from time
Conditions Subsequent to Disbursement	Not Applicable
Events of Default (including manner of voting/conditions for joining inter creditor agreement)	Following are certain events/circumstances which can be an Event of Default: • Default in redemption of debentures and payment of interest; • Default in performance of covenants and conditions; • Supply of misleading information in the application by the Company to the Debenture Holder(s) for financial assistance by way of subscription to the Debentures; and • Proceedings against the company under bankruptcy or insolvency law. • If the security is in jeopardy. For further details on Events of Default, please refer the Debenture Trust Deed dated December 7, 2022.
Creation of Recovery Expense Fund	As specified in SEBI circular SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020, an amount of ₹25 lakh has been deposited with NSE being the Designated Stock Exchange for creation of recovery expense fund and will be utilized in such manner and for such purposes as prescribed by the Securities Exchange Board of India. The said amount was paid on January 5, 2021 **SEBI Fees** Please note that the National Stock Exchange of India Limited is also the Designated Stock Exchange for the purpose of payment of fees to SEBI. The said fees will be paid by the Corporation in due course.
Conditions for breach of covenants	As more particularly set out in the Debenture Trust Deed dated December 7, 2022.
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee and fees charged	Following are certain roles and responsibilities of the Debenture Trustee: • Perform such acts as are necessary for the protection of the interest of the Debenture Holders and resolve the grievances of the Debenture Holders. • Follow up for redemption of Debentures in accordance with the Terms and Conditions of Debentures. • Call for quarterly reports certifying that the Security are sufficient to discharge the Interest and principal amount at all times and that such Security are free from any other encumbrances except as set out under this Deed. • In case the Company commits any breach of the terms of the Deed, the Debenture Trustee in consultation with the Debenture Holders shall take such reasonable steps as maybe necessary to remedy such breach. For further details on roles and responsibilities of Debenture Trustee and fees charged, please refer the Debenture Trust Deed dated December 7, 2022 and Debenture Trustee Agreement dated December 6, 2022

Risk Factors pertaining to the issue	For detailed risk factors, please refer to the Risk Factors section in the Shelf Placement Memorandum
Governing Law and Jurisdiction	The debentures are being governed by and shall be constructed exclusively in accordance with the existing Indian laws. Any dispute arising thereof will be subject to the exclusive jurisdiction of the courts in the city of Mumbai, India
Arrangers to the Issue (if any)	Axis Bank Ltd ICICI Bank Ltd HDFC Bank Ltd ICICI Securities Primary Dealership Limited
Underwriters to the Issue (if any)	Not Applicable

Note:

A. While debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of Shelf Placement Memorandum in favour of Debenture Trustee, it is the duty of the Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario at the time of enforcement of the security.

B. If there is any change in Interest Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Interest Rate and events which lead to such change shall be disclosed by the Corporation.

C. The list of documents which has been executed in connection with the issue and subscription of debt securities shall be annexed.

Banking Details for depositing the subscription monies:

Name of the Bank	HDFC Bank Limited
IFSC	HDFC0000060
Current Account No	ICCLEB
Name of the Beneficiary	Indian Clearing Corporation Limited

Cash flows in respect of Debenture of face value ₹1 lakh for Series AB-002

Cash Flows	Date	No. of days in Coupon Period	Amount (in Rupees)
1st Coupon	Saturday, 17 February, 2024	365	7 970
2nd Coupon	Monday, 17 February, 2025	366	7 970
3rd Coupon	Tuesday, 17 February, 2026	365	7 970
4th Coupon	Wednesday, 17 February, 2027	365	7 970
5th Coupon	Thursday, 17 February, 2028	365	7 970
6th Coupon	Saturday, 17 February, 2029	366	7 970
7th Coupon	Monday, 18 February, 2030	365	7 970
8th Coupon	Monday, 17 February, 2031	365	7 970
9th Coupon	Tuesday,	365	7 970

	17 February, 2032		
10^{th} Coupon	Thursday, 17 February, 2033	366	7 970
Principal	Thursday, 17 February, 2033		1 00 000
Total			1 79 700

Note:

The above table is illustrative and indicative. The actual dates and maturity amount will be in accordance to and in compliance with the provisions of SEBI circular CIR/IMD/DF/18/2013 dated October 29, 2013, and further circular issued from time to time, giving effect to actual holidays and dates of maturity which qualifies the SEBI requirement.

Declaration:

The Corporation, hereby declares that all the relevant provisions of the Companies Act, 2013, Securities Contracts (Regulations) Act, 1956 and Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder have been complied with and no statement made in this Tranche Placement Memorandum is contrary to the provisions of the aforesaid Act/ Regulations.

The compliance with the Act/ Regulations and the rules does not imply that payment of interest or repayment of non-convertible debentures is guaranteed by the Central Government and that the monies received under the offer shall be used only for the purposes and objects indicated in the Shelf Place Memorandum dated December 7, 2022.

Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Corporation.

I am authorized by the Board of Directors of the Company vide resolution number 8 dated November 3, 2022 to sign this Tranche Placement Memorandum and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of the Tranche Placement Memorandum and matters incidental thereto have been complied with. Whatever is stated in the Shelf Placement Memorandum dated December 7, 2022 and this Tranche Placement Memorandum and in the attachments thereto is true, correct and complete and no information material to the subject matter of the Shelf Placement Memorandum dated December 7, 2022 and this Tranche Placement Memorandum has been suppressed or concealed.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to Tranche Placement Memorandum.

For **Housing Development Finance Corporation Limited**

V S Rangan
Executive Director

HOUSING DEVELOPMENT FINANCE CORPN. LTD. MUMBAI

Date: February 16, 2023
Place: Mumbai