



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED
www.hdfc.com

By E-mail/ Hand Delivery

Ref. No.: SE/2015-16/44

October 1, 2015

BSE Limited
Sir P J Towers
Dalal Street
Mumbai 400 023.

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Flr, Plot No.C/1
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051.

FAX NO.022-2272 3121/3719/2037

FAX NO. 022-26598237/38

Kind Attn: General Manager - DCS-CRD

Kind Attn: Head - Listing

Dear Sirs,

Sub: Intimation under Clause 36 of the Listing Agreements

In accordance with Clause 36 of the Listing Agreements and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, we would like to intimate the following:

1. The Profit on Sale of Investments for the quarter ended September 30, 2015 was ₹ 48 crore compared to ₹ 103 crore in the corresponding quarter in the previous year.
2. Income from dividend for the quarter ended September 30, 2015 was ₹ 425 crore compared to ₹ 104 crore in the corresponding period of the previous year. This includes dividend of ₹ 315 crore from HDFC Bank.

Income from dividend for the half-year ended September 30, 2015 was ₹ 480 crore compared to ₹ 407 crore in the corresponding period of the previous year.

3. The Corporation, under the loan assignment route sold loans amounting to ₹ 2,864 crore in the quarter ending September 30, 2015 to HDFC Bank (compared to ₹ 844 crore during the corresponding quarter of the previous year).

Loans sold in the preceding twelve months amounted to ₹ 12,969 crore.

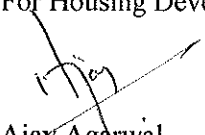
Kindly note that the above figures are subject to limited review by the statutory auditors of the Corporation.

The Corporation will announce its financial results for the half-year ended September 30, 2015 on October 26, 2015.

We request you to bring the above to the notice of all concerned. Kindly acknowledge receipt.

Thank you,

Yours faithfully,
For Housing Development Finance Corporation Ltd.


Ajay Agarwal
Company Secretary

Regd. Office: Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.
Tel: 61766000, 61766100. Fax: 022 - 22811205. Corporate Identity Number: L70100MH1977PLC019916

**CERTIFIED COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE
COMMITTEE OF DIRECTORS HELD ON OCTOBER 1, 2015**

ISSUE CLOSURE, ALLOCATION OF WARRANTS AND NCDs TO QIBs

“RESOLVED THAT pursuant to the powers conferred on the Committee of Directors, (“Committee”), in connection with the Issue (as defined hereinafter), by way of the resolution of the board of directors of the Corporation (“Board”) dated July 28, 2015 in connection with the issue, offer and allotment of warrants exchangeable for equity shares of face value of ₹ 2 each of the Corporation (“Equity Shares”, and such warrants, “Warrants”) simultaneously with secured redeemable non - convertible debentures of face value of ₹ 1,00,00,000 each (“NCDs”, and together with the Warrants, “Securities”) to eligible qualified institutional buyers (“Eligible QIBs”) by way of a qualified institutions placement pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI Regulations”) Sections 42, 71 and any other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014 and the provisions of all other applicable laws, rules and regulations, guidelines, circulars and notifications (“Issue”), as approved by the Board pursuant to a resolution passed thereby at its meeting held on July 28, 2015, and the shareholders of the Corporation, pursuant to a special resolution dated July 28, 2015, and as opened, pursuant to the resolution passed by the Committee at its meeting dated September 30, 2015, the bid period in connection with the Issue be and is hereby declared as closed with immediate effect from the passing of this resolution.”

“RESOLVED FURTHER THAT based on the applications received from Eligible QIBs in terms of, and pursuant to, the preliminary placement document, and pursuant to consultation with the Global Co-ordinators and Book Running Lead Managers, the consent of the Committee be and is hereby accorded to the allocation of the Warrants and NCDs to the Eligible QIBs on the following terms including closure price:

- i) 3,65,00,000 Warrants at an issue price of ₹ 14 per Warrant, with a right exercisable by the Warrant holder to exchange each Warrant with one Equity Share, any time before the expiry of a period of 36 months from the date of its allotment, at a Warrant Exercise Price of ₹ 1475 per Equity Share to be allotted upon exchange. The issue price of ₹ 14 per Warrant is neither adjustable with the Warrant Exercise Price nor refundable by the Corporation; and
- ii) 5,000 NCDs bearing 1.43% coupon being issued at par, each due March 2017 for cash aggregating to ₹ 5,000 crore.

“RESOLVED FURTHER THAT drafts of the placement document (“Placement Document”), the final terms and conditions of the Warrants and NCDs, and the confirmation of allocation note (“CAN”) copies of which were circulated to the members of the Committee along with the relevant agenda papers in respect of the Issue, be and are hereby approved.”



“RESOLVED FURTHER THAT Mr. Deepak S. Parekh, Chairman, Mr. Keki M. Mistry, Vice Chairman & CEO, Ms. Renu Sud Karnad, Managing Director, Mr. V. Srinivasa Rangan, Executive Director, Mr. Conrad D’Souza, Mr. M Ramabhadran, Ms. Madhumita Ganguli, Members of Executive Committee, Mr. Sudhir Kumar Jha, Senior General Manager – Corporate Legal, Mr. Satrajit Bhattacharya, Joint General Manager - Treasury and Mr. Ajay Agarwal, Company Secretary of the Corporation be and are hereby severally authorized by the Corporation to negotiate, amend, finalise, settle, approve and sign on behalf of the Corporation, the placement document (including any confirmations and declarations), the final terms of the Securities, confirmation of allocation note, the debenture trust deed and any other document in connection with the Issue or any modification(s) or amendments thereto, if any and to approve/ recast such financial statements/ projections as may be required including signing of any document or filing thereof with such authorities (including the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and together with BSE, “Stock Exchanges”), the Registrar of Companies, Maharashtra at Mumbai, Securities and Exchange Board of India and any other regulatory authorities as may be required under the applicable law) and to take all necessary and incidental actions in relation to the Issue and to do all such acts, deeds, matters and things including but not limited to making necessary filings with the concerned regulatory authorities as may be considered necessary to give effect to the above”.

“RESOLVED FURTHER THAT the aforesaid authorized persons be and are hereby severally authorised to delegate all or any of the above mentioned powers to other officer(s) of the Corporation in connection with the Issue.”

CERTIFIED TRUE COPY


AJAY AGARWAL
COMPANY SECRETARY

