



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

www.hdfc.com

BY E-MAIL

Ref. No. SE/ 2015-16/136

March 2, 2016

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai 400 001.

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

Kind Attn: Sr. General Manager
DCS - Listing Department

Kind Attn: Head - Listing

Dear Sirs,

Sub: Disclosure in terms of Regulation 50 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with Regulation 50 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a term sheet dated March 1, 2016 for issue of secured redeemable non-convertible debentures under Series P-002.

This is for your information and record.

Thanking you,

Yours faithfully,
For Housing Development Finance Corporation Limited


Ajay Agarwal
Company Secretary



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

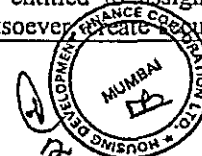
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Term Sheet (Series P – 002 dated March 1, 2016)

| | |
|---|--|
| Security Name | 8.75% HDFC, 4 th March, 2021 |
| Issuer | Housing Development Finance Corporation Ltd |
| Type of Instrument | Secured Redeemable Non-Convertible Debentures |
| Nature of Instrument | Secured |
| Seniority | Senior |
| Mode of Issue | Private Placement |
| Eligible Investors | Only the persons who are specifically addressed through a communication are eligible to apply for the Debentures. No other person can apply. |
| Listing | BSE Limited and National Stock Exchange of India Limited. |
| Rating | "CRISIL AAA" by CRISIL Ltd "ICRA AAA" by ICRA Ltd |
| Issue Size (Rs.) | Rs. 2,000 crore |
| Option to retain oversubscription (Rs.) | -- |
| Objects of the Issue | 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 |
| Coupon Rate | 8.75% p.a. (effective 8.42% p.a. monthly) |
| Step Up / Step Down Coupon Rate | Not applicable |
| Coupon Payment Frequency | Annual |
| Coupon Payment dates | March 4 every year upto Redemption Date |
| Coupon Type | Fixed |
| Coupon Reset | Not applicable |
| Day Count Basis | Actual / Actual |
| Interest on Application Money | Not applicable |
| Default Interest Rate | Refer Additional Covenants |
| Tenor | 5 years |
| Redemption Date | March 4, 2021 |
| Redemption Amount | Rs.1,00,00,000/- each |
| Redemption Premium | Not applicable |
| Issue Price | Rs.1,00,00,000/- each |
| Discount at which security is issued and the effective yield as a result of such discount | Not applicable |
| Put Option Date | April 14, 2017 (One time Put Option) |
| Put Option Price | The Debentureholders will have an one time "Put Option" at the end of thirteen (13) months ten (10) days, at par, from the Deemed Date of Allotment i.e. on April 14, 2017 ("Put Date") by giving prior notice of fifteen (15) days to the Issuer. In the event of the Debentureholders exercise the "Put Option" as aforesaid, interest on the Debentures would be paid from the last interest payment date till one day preceding the "Put Date". Upon receipt of the "Notice of Put" from |

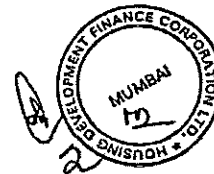


| | |
|--------------------------|---|
| | Debentureholders, the said debentures would not be permitted to be sold / transferred thereafter. |
| Call Option Date | Not applicable |
| Call Option Price | Not applicable |
| Put Notification Time | Prior Notice of fifteen (15) days to the Issuer |
| Call Notification Time | Not applicable |
| Face Value | Rs.1 crore each |
| Minimum Subscription | One Debentures of Rs. 1 crore each and in multiple of One Debenture thereafter |
| Issue Opening Date | March 4, 2016 |
| Issue Closing Date | March 4, 2016 |
| Pay-in Date | March 4, 2016 |
| Deemed Date of Allotment | March 4, 2016 |
| Issuance Mode | Dematerialised mode only |
| Trading Mode | Dematerialised mode only |
| Settlement Mode | RTGS/NEFT/Fund Transfer |
| Depositories | NSDL/CDSL |
| Business Day Convention | Refer "Effect on Holidays" in the Shelf Disclosure Document |
| Record Date | The record date will be 15 days prior to each interest payment / principal repayment date |
| Security | The Debentures under this Shelf Disclosure Document are secured by executing Debenture Trust Deed(DTD) creating mortgage on Property identified in DTD and negative lien on the Assets of the Company 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. The Company shall not transfer, sell or dispose of or create any charge, encumbrance or any other security interests, on any of its assets as disclosed in Original Financial Statement to an extent required to maintain the asset coverage as required for the Debentures under the Disclosure Documents ("Assets"). The Assets would be exclusively earmarked for the payments required to be made to the Trustees for the benefit of the Debenture Holders under the Debentures and the Trustees shall have a legal claim and interest (contractual or equitable) on the Assets, ranking pari-passu with such similar rights created by the Company in favour of its other lenders and such claim and interest of the Trustees would be exercisable through the Power of Attorney issued to the Trustees. Provided that the Company shall be entitled from time to time to make further issue of debentures or any other instruments to the public and/or private, and/or any other person(s) and to raise further loans, advances or such other facilities from Banks, Financial Institutions and /or any other person(s) on the security or assets without the consent of or intimation to Trustee. Provided further that the Company shall be entitled to assign or securitize in any manner whatsoever. |



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| | for deposits and others and create any charge on its Assets under any law, regulations or guidelines, rules or directions, etc. issued by any authority and be free to dispose of, sell or transfer or part with any of capital or fixed or other assets in ordinary course of business without requiring any consent from Trustee |
| Transaction Documents | Term Sheet Rating Letter Rating Rationale Trustee Consent Application Form |
| Other Terms (if any) | None |
| Conditions Precedent to Disbursement | None |
| Conditions Subsequent to Disbursement | None |
| Events of Default | As per Debenture Trust Deed |
| Provisions related to Cross Default Clause | -- |
| Role and Responsibilities of Debenture Trustee | As per Debenture Trust Deed |
| Governing Law and Jurisdiction | Refer "Governing Law" in the Shelf Disclosure Document |
| Arrangers to the Issue (if any) | ICICI Bank Ltd |

The Corporation reserves the right to change the series timetable



Cash flows in respect of Debenture of face value Rs.1 crore for the Series P – 002
(In case of One time Put Option is exercised)

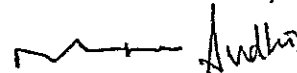
| Cash Flows | Date | No. of days in Coupon Period | Amount (in Rupees) |
|------------------------|---------------------------|------------------------------|---------------------|
| 1 st Coupon | Saturday March 4, 2017 | 365 | 8,75,000 |
| 2 nd Coupon | Friday April 14, 2017 | 41 | 98,288 |
| Principal | Friday April 14, 2017 | | 1,00,00,000 |
| Total | | | 1,09,73,288 |

Cash flows in respect of Debenture of face value Rs.1 crore for the Series P – 002
(If held till the Redemption Date)

| Cash Flows | Date | No. of days in Coupon Period | Amount (in Rupees) |
|------------------------|----------------------------|------------------------------|---------------------|
| 1 st Coupon | Saturday March 4, 2017 | 365 | 8,75,000 |
| 2 nd Coupon | Monday March 5, 2018 | 366 | 8,77,397 |
| 3 rd Coupon | Monday March 4, 2019 | 364 | 8,72,603 |
| 4 th Coupon | Wednesday March 4, 2020 | 366 | 8,75,000 |
| 5 th Coupon | Thursday March 4, 2021 | 365 | 8,75,000 |
| Principal | Thursday March 4, 2021 | | 1,00,00,000 |
| Total | | | 1,43,75,000 |

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 giving effect to actual holidays and dates of maturity which qualifies the SEBI requirement.

For Housing Development Finance Corporation Ltd.



Authorised Signatories

