

Ref: SE/2019-20/24

April 16, 2019

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

National Stock Exchange of India Ltd.  
Exchange Plaza, 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: Annual Secretarial Compliance Report for the year ended March 31, 2019

Ref.: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Please find enclosed herewith the annual secretarial compliance report for the year ended March 31, 2019, issued by M/s Vinod Kothari & Company, Practising Company Secretaries, Secretarial Auditors of the Corporation.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Housing Development Finance Corporation Limited**

  
Ajay Agarwal  
Company Secretary

Encl: as above

# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: [vinod@vinodkothari.com](mailto:vinod@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

[www.india-financing.com](http://www.india-financing.com)

Unique Code – P1996WB042300

PAN No - AAMFV6726E

Udyog Adhar Number – WB10D0000448

## Secretarial compliance report of Housing Development Finance Corporation Limited for the year ended March 31, 2019

We, M/s Vinod Kothari & Company, have examined:

- all the documents and records made available to us and explanation provided by Housing Development Finance Corporation Limited (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (“Review Period”) in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (till November 9, 2018);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 2018);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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Mumbai: 403-406, Shreyas Chambers, Fort, Mumbai – 400001, Ph- 022-22614021  
Delhi: A/11 HauzKhas (Opposite Vatika Medicare), New Delhi 110016, Ph -011-41315340



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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
Not Applicable			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

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(c) The following are the details of actions taken against the listed entity/ its promoters<sup>1</sup>/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
Not Applicable				

For M/s Vinod Kothari & Company  
Practising Company Secretaries



Vinita Nair  
Partner

Membership No.: A31669

C P No.: 11902

Place: Mumbai

Date: April 15, 2019

<sup>1</sup> The listed entity does not have an identifiable promoter.