

Ref. No. SE/ 2020-21/40

May 20, 2020

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, 2020

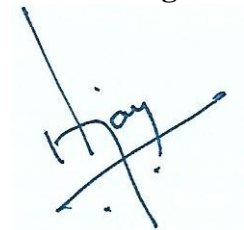
Ref.: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

In accordance with the captioned regulation, please find enclosed herewith the annual secretarial compliance report for the year ended March 31, 2020, 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.

Thank you,

Yours faithfully,
For **Housing Development Finance Corporation Limited**



**Ajay Agarwal
Company Secretary**

Encl: as above

Corporate Office: HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

Regd. Office: Ramon House, HT Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. INDIA.
Corporate Identity Number: L70100MH1977PLC019916

VINOD KOTHARI & COMPANY

Practising Company Secretaries

403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,
Fort, Mumbai – 400 001, India

Phone: 022 – 2261 4021 | 022 – 6237 0959

Email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN – AAMFV6726E

GSTIN – 27AAMFV6726E1ZU

UdyogAdhar Number – WB10D0000448

Secretarial compliance report of Housing Development Finance Corporation Limited for the year ended March 31, 2020

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

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

for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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, to the extent applicable:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Kolkata: 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017

Phone – 033 2281 7715; 033 2281 3742; 033 4001 0157

Delhi: A – 467, First Floor, Defence Colony, New Delhi – 110 024, Phone – 011 4131 5340

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- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (h) 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 Practicing Company Secretary
None.			

- (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.
- (c) The following are the details of actions taken against the listed entity/ ~~its promoters~~ (the listed entity does not have an identifiable promoter)/ 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:

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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.
None				

(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
None				

(e) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its statutory auditors vide addendum letter dated November 29, 2019 .

**For M/s Vinod Kothari & Company
Practising Company Secretaries**



**Place: Mumbai
Date: May 20, 2020**

**Vinita Nair
Senior Partner
Membership No.: F10559
C P No.: 11902
UDIN: F010559B000259302**

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