



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

**Registered Office:** Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation Churchgate, Mumbai – 400 020, CIN: L70100MH1977PLC019916, Tel: +91 022 61766000 Fax: +91 022 2281 1205, E-mail: investorcare@hdfc.com Website: [www.hdfc.com](http://www.hdfc.com)

**Corporate Office:** HDFC House, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai – 400 020, Tel: +91 022 66316000 Fax: +91 022 2281 1203

**ADDENDUM NO. 2 TO  
THE SHELF DISCLOSURE DOCUMENT DATED SEPTEMBER 15, 2020**

[ISSUED BY THE CORPORATION ON OCTOBER 23, 2020 IN ACCORDANCE WITH REGULATION 5(2)(b), 19(3), 21, 21A AND SCHEDULE I TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED AND IN ADDITION TO ADDENDUM 1 DATED SEPTEMBER 29, 2020]

**I. Key Operational and Financial Parameters on a consolidated basis for the financial year ended 2019-20, 2018-19, 2017-18:**

	Rs. in crores		
Parameters	FY 2019-20	FY 2018-19	FY 2017-18
Networth (Net of Non Controlling Interest)	1,26,749.16	1,11,733.14	91,873.25
Total Debt	5,73,797.59	5,24,222.65	4,52,762.36
of which – Non Current Maturities of Long Term Borrowing*	-	-	-
- Short Term Borrowing*	-	-	-
- Current Maturities of Long Term Borrowing*	-	-	-
Net Fixed Assets	2,952.62	1,313.44	1,286.57
Non Current Assets*			
Cash and Cash Equivalents	5,198.46	3,183.31	2,814.70
Current Investments*	-	-	-
Current Assets*	-	-	-
Current Liabilities*	-	-	-
Assets Under Management	795,509.46	715,476.34	605,972.84
Off Balance Sheet Assets	-	-	-
Interest Income	45,253.26	41,045.30	39,120.12
Interest Expense	31,901.06	29,012.79	24,267.30
Provisioning & Write-offs (Impairment on financial instruments (Expected Credit Loss))	5,951.12	991.19	2,143.42
PAT (Before adjustment for minority interest)	22,826.47	17,580.51	13,111.21
Gross NPA (%) (Stand)	1.99%	1.18%	1.11%



alone)			
Net NPA (%) (Stand Alone)	1.49%	0.84%	0.80%
Tier I Capital Adequacy Ratio (%) (HDFC LTD stand alone)	16.60%	17.54%	17.30%
Tier II Capital Adequacy Ratio (%) (HDFC Ltd Stand alone)	1.10%	1.54%	1.86%

\* Not available since the financial results are prepared under IND-AS

Gross Debt: Equity Ratio of the Company:- As on June 30, 2020

Before the issue of debt securities	4.72:1
After the issue of debt securities	

#### Financial Results for quarter ended June 30, 2020

- Un-audited standalone financial results for the quarter ended June 30, 2020 is available on website of the Corporation i.e. <https://www.hdfc.com/sites/default/files/2020-07/quarter-ended-standalone-june-30-2020.pdf>
- Un-audited consolidated financial results for the quarter ended June 30, 2020 is available on the website of the Corporation i.e. <https://www.hdfc.com/sites/default/files/2020-07/quarter-ended-standalone-june-30-2020.pdf>

#### II. Details of Share Capital as on October 23, 2020:

Share Capital	No. of Shares (Face Value Rs. 2 each)	Amount (Rs. in Crore)
Authorized Share Capital	228,80,50,000	457.61
Issued, Subscribed and Paid-up Share Capital	179,58,05,932	359.16

#### III. Equity Shares allotted during the period September 30, 2020 to October 23, 2020: NIL

#### IV. Shareholding pattern of the Corporation as on quarter ended September 30, 2020:

Particulars	Total number of equity shares (of Face Value Rs. 2 each)	Total shareholding as % of total no. of equity shares
Mutual Funds/ UTI	16,86,44,026	9.39
Alternative Investment Funds	40,51,970	0.23
Foreign Portfolio Investors	125,70,56,266	70.00
Financial Institutions / Banks	11,01,671	0.06
Insurance Companies	15,69,62,480	8.74
Foreign Corporate Bodies - FDI	4,93,669	0.03
Central/State Government / Non-Government Institutions	54,18,570	0.30
Individual Shareholders	15,33,67,609	8.54
Trusts	7,32,115	0.04
Foreign Nationals	1,519	0.00
Directors & their relatives	73,72,666	0.41
Non Resident Indians	53,92,233	0.30



Particulars	Total number of equity shares (of Face Value Rs. 2 each)	Total shareholding as % of total no. of equity shares
Clearing Members	23,62,348	0.13
Hindu Undivided Families	18,51,393	0.10
Bodies Corporate	3,09,97,247	1.73
Overseas Corporate Bodies	150	0.00
<b>TOTAL</b>	<b>179,58,05,932</b>	<b>100.00</b>

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. To the best of its knowledge and belief, the Corporation does not have any arrangement, the operation or consequence of which might directly or indirectly result in a change in its ownership, control or management. Therefore, there are 'NIL' shares pledged or encumbered by the promoters.

**V. List of top 10 holders (group-wise) of equity shares of the Corporation as on quarter ended September 30, 2020**

Sr. No.	Name of the Shareholders	Total No. of Equity Shares* (of Face Value Rs. 2 each)	Total Shareholding as % of total no. of equity shares
1	LIC GROUP	99,893,198	5.56%
2	VANGUARD – ETF	76,647,143	4.27%
3	OPPENHEIMER	73,278,453	4.08%
4	BLACKROCK	69,699,947	3.88%
5	GOVT OF SINGAPORE	65,555,324	3.65%
6	J P MORGAN FUNDS	61,336,541	3.42%
7	FIDELITY	49,948,041	2.78%
8	SBI MF	46,302,815	2.58%
9	T ROWE PRICE	43,757,122	2.44%
10	STANDARD LIFE ABERDEEN	40,246,505	2.24%

\*All the said shares are held in dematerialized form

**VI. Details of the current Directors of the Corporation as on September 30, 2020**

Name	Designation	DIN	Details of other Directorship
Mr. Deepak S. Parekh	Non-Executive Chairman	00009078	1. HDFC Asset Management Company Ltd. 2. HDFC ERGO General Insurance Company Ltd. 3. HDFC Life Insurance Company Ltd. 4. Siemens Ltd. 5. National Investment and Infrastructure Fund Ltd. 6. H T Parekh Foundation 7. Indian Institute for Human Settlements 8. Breach Candy Hospital Trust





Name	Designation	DIN	Details of other Directorship
Mr. Nasser Munjee	Independent Director	00010180	<ol style="list-style-type: none"> <li>1. Ambuja Cements Ltd.</li> <li>2. Cummins India Ltd.</li> <li>3. DCB Bank Ltd.</li> <li>4. Tata Motors Finance Ltd.</li> <li>5. The Indian Hotels Company Ltd.</li> <li>6. Aga Khan Rural Support Programme, (India)</li> <li>7. Indian Institute for Human Settlements</li> <li>8. Miraclefeet Foundation for Eliminating Clubfoot</li> <li>9. TATA Motors Finance Solutions Ltd.</li> <li>10. TMF Holdings Ltd.</li> </ol>
Dr. J. J. Irani	Independent Director	00311104	Nil
Mr. U. K. Sinha	Independent Director	00010336	<ol style="list-style-type: none"> <li>1. Vedanta Ltd.</li> <li>2. Havells India Ltd.</li> <li>3. Max Healthcare Institute Ltd.</li> <li>4. Aavishkaar Venture Management Services Pvt. Ltd.</li> <li>5. Saumitra Research &amp; Consulting Pvt. Ltd.</li> </ol>
Mr. Jalaj Dani	Independent Director	00019080	<ol style="list-style-type: none"> <li>1. Havells India Ltd.</li> <li>2. Gujarat Organics Ltd.</li> <li>3. Hitech Specialities Solutions Ltd.</li> <li>4. IMG Reliance Ltd.</li> <li>5. Haish Holding and Trading Company Pvt. Ltd.</li> <li>6. S. C. Dani Research Foundation Pvt. Ltd.</li> <li>7. Addverb Technologies Pvt. Ltd.</li> <li>8. Paints and Coating Skill Council</li> <li>9. Piramal Foundation for Education Leadership</li> <li>10. Piramal Foundation</li> <li>11. Reliance Foundation</li> <li>12. Pratham Education Foundation</li> <li>13. Village Social Transformation Foundation</li> <li>14. Sportscom Industry Confederation</li> <li>15. Reliance Foundation Institution of Education and Research</li> </ol>
Dr. Bhaskar Ghosh	Independent Director	06656458	-
Ms. Ireena Vittal	Independent Director	05195656	<ol style="list-style-type: none"> <li>1. Godrej Consumer Products Ltd.</li> <li>2. Wipro Ltd.</li> <li>3. Foundation to Educate Girls Globally</li> <li>4. Jal Seva Charitable Foundation Board</li> <li>5. Vidhi Centre for Legal Policy</li> </ol>
Mr. V. Srinivasa Rangan	Executive Director & Chief Financial Officer	00030248	<ol style="list-style-type: none"> <li>1. Atul Ltd.</li> <li>2. HDFC Credila Financial Services Pvt. Ltd.</li> <li>3. HDFC Investments Ltd.</li> <li>4. HDFC Property Ventures Ltd.</li> <li>5. HDFC Trustee Company Ltd.</li> <li>6. TVS Credit Services Ltd.</li> <li>7. HDFC Education and Development Services Pvt. Ltd.</li> <li>8. Computer Age Management Services Pvt. Ltd.</li> <li>9. H T Parekh Foundation</li> </ol>



Name	Designation	DIN	Details of other Directorship
Ms. Renu Sud Karnad	Managing Director	00008064	1. HDFC Life Insurance Company Ltd. 2. HDFC Asset Management Company Ltd. 3. HDFC ERGO General Insurance Company Ltd. 4. ABB India Ltd. 5. Bangalore International Airport Ltd. 6. Glaxo Smithkline Pharmaceuticals Ltd. 7. H T Parekh Foundation 8. Unitech Ltd. 9. HDFC Bank Ltd.
Mr. Keki M. Mistry	Vice Chairman & Chief Executive Officer	00008886	1. HDFC Asset Management Company Ltd. 2. HDFC ERGO General Insurance Company Ltd. 3. HDFC Life Insurance Company Ltd. 4. Tata Consultancy Services Ltd. 5. Torrent Power Ltd. 6. H T Parekh Foundation

Note:

- Based on the declarations made by the Directors of the Corporation, they do not hold directorship in companies who have been listed as 'defaulters' by Reserve Bank of India

**VII. Details of Non-Convertible Debentures allotted during the period September 30, 2020 to October 23, 2020**

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
Y-001	INE001A07SR5	5 yrs	6.43%	5000.00	29-Sep-20	29-Sep-25	AAA / Stable by CRISIL & ICRA	Secured	Refer Note.

Note: Secured by negative lien on the assets of the Corporation and/or mortgage of property as the case may be, subject to the charge created in favour of its depositors pursuant to the regulatory requirement under Section 29B of the National Housing Bank Act, 1987.

**VIII. List of Top 10 Debenture holders as on quarter ended September 30, 2020**

Sr. No.	Name of Debenture holders	Amount (Rs. in crore)
1	LIFE INSURANCE CORPORATION OF INDIA	7,883.00
2	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	7,498.00
3	STATE BANK OF INDIA	6,295.00
4	CBT-EPF-05-F-DM	5,235.50
5	AXIS BANK LIMITED	5,070.00
6	SBI LIFE INSURANCE COMPANY LIMITED	3,718.80
7	ICICI BANK LIMITED	3,665.00
8	CBT-EPF-11-E-DM	2,574.60



9	CBT-EPF-05-E-DM	2,555.40
10	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	2,480.00

Note: The above mentioned debenture holders have been listed as per their holding in value terms, on cumulative basis for all outstanding debenture issues.

**IX. Details of Commercial Paper issued from September 30, 2020 to October 23, 2020**

Maturity Date	Amount (Rs. in crore)
24-Sep-21	2,100.00
11-Oct-21	1,375.00

**X. Disclosures pertaining to Wilful Default:**

No bank or financial institution has declared the Corporation or our directors as a Wilful Defaulter.

Further details as set out below are Not Applicable:

- (a) Name of the bank declaring the entity as a wilful defaulter- NA
- (b) The year in which the entity is declared as a wilful defaulter- NA
- (c) Outstanding amount when the entity is declared as a wilful defaulter- NA
- (d) Name of the entity declared as a wilful defaulter- NA
- (e) Steps taken, if any, for the removal from the list of wilful defaulters- NA
- (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions- NA
- (g) Any other disclosure as specified by the Board- NA

**XI. Undertaking for creation of security:**

The Corporation undertakes that the assets on which charge is created (i.e. the Assets to the extent of the Asset Cover only as defined in the Debenture Trust Deed) are free from any encumbrances.

**XII. Term Sheet (Series \_\_\_\_\_ dated \_\_\_\_\_, 2020)**

Security Name	HDFC SERIES _____, 2020
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	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.
Option to retain oversubscription (Rs.)	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	
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	
Coupon Payment dates	
Coupon Type	
Coupon Reset	Not Applicable
Day Count Basis	Actual / Actual
Bid Opening Date	
Bid Closing Date	
Mode of Bidding	Open Book
Manner of Allotment	Uniform Rate
Interest on Application Money	Not Applicable
Default Interest Rate	Refer Additional Covenants
Tenor	
Redemption Date	
Redemption Amount	Rs.10,00,000/- each
Redemption Premium/Discount	Not Applicable
Issue Price	Rs.10,00,000/- 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	Rs. 10 lakh each
Minimum Subscription	Ten Debentures of Rs. 10 lakh each and in multiple of One Debenture thereafter
Issue Opening Date	
Issue Closing Date	
Pay-in Date	
Deemed Date of Allotment	
Issuance Mode	Dematerialized mode only
Trading Mode	Dematerialized mode only
Settlement Mode	RTGS/NEFT/Fund Transfer
Depositories	NSDL/CDSL
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 Disclosure Document dated September 15, 2020
Record Date	The record date will be 15 days prior to each interest payment / principal repayment date
All covenants of the issue (including side	The major covenants of the issue include:



letters, accelerated payment clause etc.)	<ul style="list-style-type: none"> <li>• Interest rate, computation of interest, payment of interest;</li> <li>• Interest on application money;</li> <li>• Business day, record date;</li> <li>• Redemption, payment of redemption amount;</li> <li>• Listing and Rating; and</li> <li>• Mode of transfer of NCDs.</li> </ul> <p>For further details please refer the Debenture Trust Deed dated September 15, 2020.</p> <p>No side letters are executed pursuant to the said Issue.</p>
Security (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)	<p>Secured by way of Negative Lien on the Assets, to the extent of Asset Cover, without any encumbrance in favour of the Debenture Trustee 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 NHB Act.</p> <p>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 NHB Act or as may be required under any law, regulation, guidelines or rules.</p> <p>Date of creation of security: September 15, 2020.</p> <p>Asset cover available as on March 31, 2020, for NCDs issued by the Corporation: 2.92</p> <p>Date of filing of e-form for creation of charge on the security: October 6, 2020</p> <p>The Debenture holder will not be paid any interest over and above the coupon rate as specified above.</p>
Transaction Documents	<p>Term Sheet</p> <p>Rating Letter</p> <p>Rating Rationale</p> <p>Trustee Consent</p>
Manner of Settlement	Clearing Corporation Mechanism
Other Terms (if any)	<p>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 FIIs / sub-accounts of FIIs are not listed within 15 days from the deemed date of allotment, for</p>





	any reason, then HDFC would immediately redeem / buyback the debentures from the FIIs/sub-account of the FIIs.
Conditions Precedent to Disbursement	None
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	In case of delay in listing of the Debentures beyond 20 days from the deemed date of allotment, the Corporation will pay penal interest of at least @ 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such Debentures to the investor
Conditions Subsequent to Disbursement	None
Events of Default (including manner of voting/conditions for joining inter creditor agreement)	<p>Following are certain events/circumstances which can be an Event of Default:</p> <ul style="list-style-type: none"> <li>• Default in redemption of debentures and payment of interest;</li> <li>• Default in performance of covenants and conditions;</li> <li>• 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</li> <li>• Proceedings against the company under bankruptcy or insolvency law.</li> <li>• If the security is in jeopardy.</li> </ul> <p>For further details on Events of Default, please refer the Debenture Trust Deed dated September 15, 2020.</p>
Creation of Recovery Expense Fund	The Recovery Expense Fund will be utilized in such manner and for such purposes as may be prescribed by the Securities Exchange Board of India.
Conditions for breach of covenants	As more particularly set out in the Debenture Trust Deed dated September 15, 2020.
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	<p>Following are certain roles and responsibilities of the Debenture Trustee:</p> <ul style="list-style-type: none"> <li>• Perform such acts as are necessary for the protection of the interest of the Debenture Holders and resolve the grievances of the Debenture Holders.</li> <li>• Follow up for redemption of Debentures in accordance with the Terms and Conditions of Debentures.</li> <li>• 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.</li> </ul>



	<ul style="list-style-type: none"> <li>• 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.</li> </ul> <p>For further details on roles and responsibilities of Debenture Trustee, please refer the Debenture Trust Deed dated September 15, 2020.</p>
Risk Factors pertaining to the issue	<p><b>Internal Risks</b></p> <ul style="list-style-type: none"> <li>• Credit Risk: The business of lending carries the risk of default by borrowers;</li> <li>• Market Risk: This risk arises as a result of interest rate volatility;</li> <li>• Asset Liability Management: The risks that arise out of mismatch of assets and liabilities; and</li> <li>• Operational Risk: The risks that arise out of systemic issues within an organization</li> </ul> <p><b>External Risks</b></p> <ul style="list-style-type: none"> <li>• Regulatory Changes;</li> <li>• Risk of Competition; and</li> <li>• General Risks</li> </ul> <p>For detailed risk factors, please refer the Shelf Disclosure Document dated September 15, 2020.</p>
Governing Law and Jurisdiction	<p>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.</p>
Arrangers to the Issue (if any)	

*Note: While debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of offer document 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.*

**For Housing Development Finance Corporation Limited**

  
**V Srinivasa Rangan**  
**Executive Director**

Date: October 23, 2020  
Place: Mumbai