

Term Sheet (Series R -003 dated March 16, 2017)

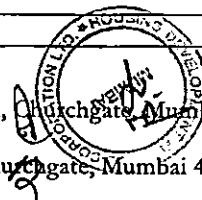
Security Name	7.65% HDFC, 20 th March, 2019
Issuer	Housing Development Finance Corporation Ltd.
Type of Instrument	Secured Redeemable Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	Only the persons who are specifically addressed 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. 1000 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	7.65% p.a.
Step Up / Step Down Coupon Rate	Not applicable
Coupon Payment Frequency	Annual
Coupon Payment dates	March 20 th 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	2 years
Redemption Date	March 20, 2019
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	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.1 crore each
Minimum Subscription	One Debentures of Rs. 1 crore each and in multiple of One Debenture thereafter
Issue Opening Date	March 20, 2017
Issue Closing Date	March 20, 2017
Pay-in Date	March 20, 2017
Deemed Date of Allotment	March 20, 2017

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

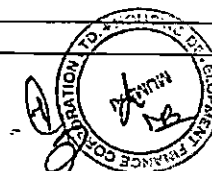
Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

Regd. Office: Ramon House, H T Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020. INDIA.

Corporate Identity Number: L70100MH1977PLC019916



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, create security 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 Limited ✓

Banking Details:

Name of the Bank	HDFC Bank Ltd. ✓
Address of the Bank	Nanik Motwani Marg, Fort, Mumbai - 400 001
IFSC	HDFC0000060
Current Account No	00600350131521
Name of the Beneficiary	Housing Development Finance Corporation 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 R- 003

Cash Flows	Date	No. of days in Coupon Period	Amount (in Rupees)
1 st Coupon ✓	Tuesday ✓ March 20, 2018 ✓	365 ✓	7,65,000 ✓
2 nd Coupon ✓	Wednesday ✓ March 20, 2019 ✓	365 ✓	7,65,000 ✓
Principal ✓	Wednesday ✓ March 20, 2019 ✓		1,00,00,000 ✓
Total			1,15,30,000 ✓

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/TMD/DF/18/2013 dated October 29, 2013, and further circular issued from time to time, giving effect to actual holidays and dates of maturity which qualifies the SEBI requirement.

For Housing Development Finance Corporation Ltd.

V. Suresh Ranga

Authorised Signatories