

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015 (SEBI Circular)

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Amalgamation of Grandeur Properties Private Limited, Haddock Properties Private Limited, Winchester Properties Private Limited, Pentagram Properties Private Limited and Windermere Properties Private Limited (Transferor Companies), wholly owned unlisted subsidiaries of Housing Development Finance Corporation Limited into and with Housing Development Finance Corporation Limited (Transferee Company).

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied National Stock Exchange of India Limited
Compliance as per Part A, Annexure I to the SEBI Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied – Refer Annexure - D
2.b	Valuation Report from Independent Chartered Accountant	Complied – Refer Annexure - E
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied – Refer Annexure - F
2.d	Fairness opinion by merchant banker	Complied – Refer Annexure - G
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied – Refer Annexure - H, I, J-1 - J.5
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied – Refer Annexure - K, L, M, N-1 - M-5
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Complied – Refer Annexure - P
2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website



3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

For **Housing Development Finance Corporation Limited**


Ajay Agarwal
Company Secretary

August 16, 2016