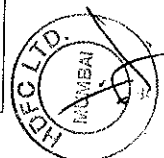
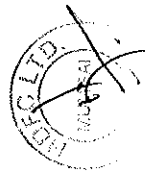


Brief particulars of the transferee and transferor companies

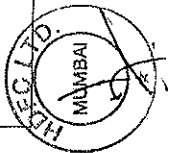
Particulars	Transferee Company	Transferor Companies				
		Grandeur Properties Private Limited ("GPPL")	Winchester Properties Private Limited ("WCPPL")	Haddock Properties Private Limited ("HPPL")	Windermere Properties Private Limited ("WDPPL")	
Name of the company	Housing Development Finance Corporation Limited	Grandeur Properties Private Limited ("GPPL")	Winchester Properties Private Limited ("WCPPL")	Haddock Properties Private Limited ("HPPL")	Windermere Properties Private Limited ("WDPPL")	Pentagram Properties Private Limited ("PPPL")
Date of Incorporation & details of name changes, if any	October 17, 1977	June 24, 2005	July 1, 2005	September 22, 2004	June 22, 2004	June 29, 2005
Registered Office	Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.	HDFC House, CTC 154 & 155, Oshiwara District Centre, Garden Road, Goregaon West, Mumbai - 400 104.	HDFC House, CTC 154 & 155, Oshiwara District Centre, Garden Road, Goregaon West, Mumbai - 400 104.	HDFC House, CTC 154 & 155, Oshiwara District Centre, Garden Road, Goregaon West, Mumbai - 400 104.	HDFC House, CTC 154 & 155, Oshiwara District Centre, Garden Road, Goregaon West, Mumbai - 400 104.	HDFC House, CTC 154 & 155, Oshiwara District Centre, Garden Road, Goregaon West, Mumbai - 400 104.
Brief particulars of the scheme	<p>(a) The amalgamation is of Grandeur Properties Private Limited, Haddock Properties Private Limited, Winchester Properties Private Limited, Pentagram Properties Private Limited and Windermere Properties Private Limited (together the "Transferor Companies"), wholly owned subsidiaries of the Housing Development Finance Corporation Limited (the "Transferee Company"), into and with the Transferee Company, pursuant to a scheme of amalgamation sanctioned by the High Court of Judicature at Bombay ("Scheme of Amalgamation") as per sections 391 to 394 of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013.</p> <p>(b) The appointed date of the Scheme of Amalgamation is April 1, 2016 ("Appointed Date").</p> <p>(c) With effect from the Appointed Date, upon the Scheme of Amalgamation becoming effective, and subject to the provisions of the Scheme of Amalgamation, the Transferor Companies, shall, without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company as going concerns, so as to become, as and from the Appointed Date, the estate, assets, rights, title, interests and</p>					



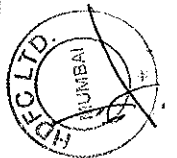
	<p>authorities of the Transferee Company, by virtue of and in the manner provided in the Scheme of Amalgamation. As per the Scheme of Amalgamation, all the properties of the Transferor Companies and all the liabilities relatable to the Transferor Companies, immediately before the Appointed Date, shall become the property and the liabilities of the Transferee Company.</p>				
<p>Rationale for the scheme</p>	<p>(a) Each of the Transferor Companies are wholly owned subsidiaries of the Transferee Company. The amalgamation of the Transferor Companies with the Transferee Company will result in operational synergies, logistical advantages, simplification, streamlining and optimization of the group structure, reduction in operational costs and efficient administration.</p> <p>(b) The amalgamation will result in enhancement of shareholders' value accruing from reduction in overheads, operational rationalization, organizational efficiency and optimal utilization of resources. Synergy of operations will be achieved, resulting in optimisation of the common facilities such as office space. Other infrastructure could also be better utilized and duplication of facilities could be avoided resulting in optimum use of facilities.</p> <p>(c) The amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Companies and the Transferee Company.</p> <p>(d) The amalgamation will result in greater efficiency in cash management and unfettered access to cash flow generated by the combined business, which can be deployed more efficiently, to maximize shareholder value.</p>				
<p>Date of resolution passed by the Board of Director of the company approving the scheme</p>	<p>July 27, 2016</p>	<p>July 27, 2016</p>	<p>July 27, 2016</p>	<p>July 27, 2016</p>	<p>July 27, 2016</p>
<p>Date of meeting of the Audit Committee in which the draft</p>	<p>July 27, 2016</p>	<p>N.A</p>	<p>N.A</p>	<p>N.A</p>	<p>N.A</p>



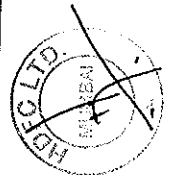
scheme has been approved	April 1, 2016								
Appointed Date	April 1, 2016	April 1, 2016	April 1, 2016	April 1, 2016	April 1, 2016	April 1, 2016	April 1, 2016	April 1, 2016	April 1, 2016
Name of Exchanges where securities of the company are listed	The National Stock Exchange of India Limited & BSE Limited	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Nature of Business	The Transferee Company's main business is financing by way of loans for the purchase or construction of residential houses, commercial real estate and certain other purposes, in India.	Monetising the value of properties owned by it	Monetising the value of properties owned by it	Monetising the value of properties owned by it	Monetising the value of properties owned by it	Monetising the value of properties owned by it	Monetising the value of properties owned by it	Monetising the value of properties owned by it	Monetising the value of properties owned by it
Capital before the scheme	<u>Authorised Share Capital:</u> Rs. 3,400,000,000 (1,700,000,000 equity shares of Rs. 2 each) <u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 3,15,96,92,680/- (1,579,846,340 equity shares of Rs. 2 each)	<u>Authorised Share Capital:</u> Rs. 2,00,000 (1,20,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 2,00,000 (20,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 45,850,000 (45,850,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 41,60,00,000 (4,16,00,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 41,60,00,000 (4,16,00,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 2,00,000 (20,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 45,850,000 (45,850,000 equity shares of Rs. 10 each)	<u>Authorised Share Capital:</u> Rs. 41,60,00,000 (4,16,00,000 equity shares of Rs. 10 each)
		<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 1,00,000/- (10,000 equity shares of Rs. 10 each)



No. of shares to be issued	No Shares are being issued.	(10,000 equity shares of Rs. 10 each)	Rs. 10 each)	(10,000 equity shares of Rs. 10 each)	1,00,000/- (10,000 equity shares of Rs. 10 each)	(10,000 equity shares of Rs. 10 each)
Cancellation of shares on account of cross holding, if any	The Transferor Companies are the wholly owned subsidiaries of the Transferee Companies. The shares of Transferor Companies held by the Transferee Company shall stand cancelled, by virtue of the Scheme of Amalgamation.					
Capital after the scheme	<u>Authorised Share Capital:</u> Rs. 4,276,100,000 (2,138,050,000 equity shares of Rs. 2 each)	NIL	NIL	NIL	NIL	NIL
Net Worth	<u>Issued, Subscribed and Paid Up Share Capital:</u> Rs. 3,15,96,92,680/- (1,579,846,340 equity shares of Rs. 2 each) (No changes as the Shares of the merged company stands cancelled)	(Rs. in crores)	(In Rs.)	(In Rs.)	(In Rs.)	(In Rs.)
Pre	34,069.96	104,716,523	(331,541,976)	(574,123,829)	(721,694,837)	(495,216,267)
Post	33,783.69	-	-	-	-	-
Valuation by independent Chartered Accountant - Name of the valuer/ valuer	Messrs Anil Ashok & Associates Chartered Accountants Firm Registration No: 005177N					

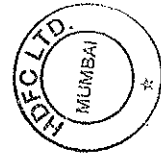


firm and Regn no.																								
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Refer Valuation Report attached as Annexure <u>E</u>																							
Fair value per shares	Refer Valuation Report attached as Annexure <u>E</u>																							
Exchange ratio	Not Applicable																							
Name of Merchant Banker giving fairness opinion	M/s SPA Capital Advisors Limited, Mumbai																							
Shareholding pattern	PRE															POST								
	Transferee Company		GPPL		WCPPPL		HPPL		WDPPL		PPPL		Transferee Company (There will not be any change in the shareholding pattern of the Transferee Company)		No. of Shares		% of holding							
Promoter	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding						
Public	-	-	10000	100	-	-	10000	100	10000	100	10000	100	10000	100	-	-	-	-						
Custodian	-	100	-	-	-	-	-	-	-	-	-	-	-	-	1,579,846,340	-	1,579,846,340	100						



TOTAL	1,579,846,340	100	10000	100	10000	100	10000	100	10000	100	10000	100	1,579,846,340	100
No. of shareholders	219192	2	2	2	2	2	2	2	2	2	2	2	219192	100
Names of the Promoters	N.A	Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		
Names of the Board of Directors	1. Mr. Deepak S. Parekh 2. Mr. B. S. Mehta 3. Mr. D. M. Sukthankar 4. Mr. D. N. Ghosh 5. Dr. S. A. Dave 6. Mr. N. M. Munjee 7. Dr. Bimal Jalan 8. Dr. J. J. Irani 9. Mr. V. Srinivasa Rangan 10. Ms. Renu Sud Karnad 11. Mr. Keki. M. Mistry	Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		Housing Development Finance Corporation Limited		
Details regarding change in management control if any	No Change													

For Housing Development Finance Corporation Limited



Ajay Agarwal
Company Secretary