



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

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UNDERTAKING

Non-applicability of requirement prescribed in paragraph I(A)(9)(a) of Annexure I of Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 ("Circular") pursuant to paragraph I(A)(9)(c) of Annexure I of the Circular

This is in relation to the non-applicability of the requirements prescribed in paragraph I(A)(9)(a) of Annexure I of the Circular, to the proposed scheme of amalgamation ("Scheme") between Housing Development Finance Corporation Limited ("Corporation") and Windermere Properties Private Limited, Haddock Properties Private Limited, Grandeur Properties Private Limited, Winchester Properties Private Limited and Pentagram Properties Private Limited (together the "WOS") under Sections 391 to 394 of the Companies Act, 1956, and other relevant provisions under Companies Act, 1956 and Companies Act, 2013, as applicable.

The Board of Directors of the Corporation at its meeting held on July 27, 2016, considered and approved the Scheme.

In connection with the Scheme, the Corporation hereby undertakes that paragraph I(A)(9)(a) of the Annexure I of the Circular pertaining to voting by public shareholders through postal ballot and e-voting is not applicable for the following reasons:

I. Non- applicability of paragraph I(A)(9)(a)(i) of Annexure I of the Circular

Each of the WOS are wholly owned subsidiaries of the Corporation. Accordingly, upon the Scheme becoming effective, the Corporation will not issue any shares to the shareholders of the WOS. The Scheme in paragraph 8 clearly states that "*Upon this Scheme becoming effective, no consideration shall be payable by the Transferee Company for the equity shares of the Transferor Companies, since the Transferee Company (itself or through its nominee) is the shareholders of the equity shares of each of the Transferor Companies and accordingly, no shares shall be allotted by the Transferee Company either to itself or to any of its nominee shareholders holding equity shares in the Transferor Companies*", wherein the Transferee Company is a reference to the Corporation and the Transferor Companies is a reference to the WOS.

Therefore, as the Scheme does not envisage any allotment of additional shares, the question of allotment of additional shares to promoter/ promoter group, related parties of promoter/ promoter group, subsidiaries of promoter/ promoter group, does not arise.

II. Non-applicability of paragraph I(A)(9)(a)(ii) of Annexure I of the Circular

The Scheme provides for amalgamation of the WOS, which are the wholly owned subsidiaries of the Corporation, into and with the Corporation and does not involve any other promoter/ promoter group, related parties of promoter/ promoter group, subsidiaries of promoter/ promoter group, as envisaged under paragraph I(A)(9)(a)(ii) of the Annexure I of the Circular.

Regd. Office: Ramon House, H T Patekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.
Tel: 61766000, 61766100 Fax: 022- 22811205. Corporate Identity Number: L70100MH1977PLC019916



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AJAY.AGARWAL
COMPANY SECRETARY




III. Non-applicability of paragraph I(A)(9)(a)(iii) of Annexure I of the Circular

The Corporation being the 'parent listed company', which is the amalgamated company, has not acquired any shares of WOS, which are the amalgamating companies, by paying consideration in cash or kind in the past to any shareholders of any of the amalgamating companies, who may be a promoter group, related parties of promoter/ promoter group, subsidiaries of promoter/ promoter group of the Corporation.

In view of the above, and in accordance with paragraph I(A)(9)(c) of the Annexure I of the Circular, we hereby undertake and confirm that the requirement stated in paragraph I(A)(9)(a) of the Annexure I of the Circular regarding approval of the Scheme through a postal ballot and e-voting by the shareholders of the Corporation, is not applicable to the Scheme.

For Housing Development Finance Corporation Limited


Ajay Agarwal
Company Secretary

Date: July 27, 2016
Place: Mumbai



Chartered Accountants
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REF: GKS/1365

AUDITORS' CERTIFICATE

1. We have appointed by **HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED** (the "Corporation") for the purpose of certifying the non-applicability of requirements prescribed in paragraphs (I)(A)(9)(a)(i), (I)(A)(9)(a)(ii) and (I)(A)(9)(a)(iii) of Annexure I of Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 ("Circular") pursuant to paragraph (I)(A)(9)(c) of Annexure I of the Circular based on the Scheme of Amalgamation as approved by the Board of Directors of the Corporation dated July 27, 2016 and the attached Undertaking which has been stamped and initialled by us for identification purpose only.
2. The Corporation's Management is responsible for preparation of the Undertaking and the Scheme of Amalgamation as approved by the Board of Directors of the Corporation dated July 27, 2016. This includes collecting, collating and validating data and presentation thereof in the Statement and the design, implementation and maintenance of internal controls relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Undertaking, on the basis of the audited books of account as at and for the year ended March 31, 2016, the Scheme of Amalgamation and other relevant records and documents maintained by the Corporation and produced before us.

We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, in so far as applicable for the purpose of this certificate, which include the concepts of test checks and materiality.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our certification.

4. On the basis of our examination of such audited books of account, the Scheme of Amalgamation and other relevant records and documents, and according to the information, explanations and representations provided to us by the Management of the Corporation, we certify that paragraphs (I)(A)(9)(a)(i), (I)(A)(9)(a)(ii) and (I)(A)(9)(a)(iii) of Annexure I of Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 ("Circular") pursuant to paragraph (I)(A)(9)(c) of Annexure I of the Circular are not applicable to the Corporation, as stated in the attached Undertaking.

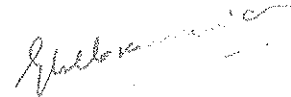
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AJAY AGARWAL
COMPANY SECRETARY

**Deloitte
Haskins & Sells LLP**

5. This Certificate has been issued at the request of the Corporation for the purpose of submission to the stock exchanges, this Certificate may not be suitable for another purpose. Our Certificate is intended solely for the information and use of the Board of Directors of the Corporation and is not intended to be and should not be used by anyone other than the specified parties.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



G. K. Subramaniam
Partner
(Membership No. 109839)

MUMBAI, July 27, 2016

