

Annex to Directors' Report - 5

SECRETARIAL COMPLIANCE REPORT

SECRETARIAL COMPLIANCE REPORT OF HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED FOR THE YEAR ENDED MARCH 31, 2022

To,
 The Board of Directors,
Housing Development Finance Corporation Limited
 HDFC House, 165-166, Backbay Reclamation,
 H. T. Parekh Marg, Churchgate,
 Mumbai - 400 020

We, BNP & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available (copies shared with us physically/virtual mode) to us and the explanations provided by Housing Development Finance Corporation Limited (“the listed entity”/“Corporation”),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which we have relied upon to make this certification, for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:
 - a. the Companies Act, 2013 and the rules applicable thereunder as amended from time to time;
 - b. the Securities and Exchange Board of India Act, 1992 and the regulations, circulars, guidelines issued thereunder; and
 - c. the Securities Contracts (Regulation) Act, 1956 and rules made thereunder.

The specific Regulations, whose provisions and the circulars/guidelines which have been examined, include, to the extent applicable:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 being the erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (e) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to the obligations of the Corporation);
- (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 being the erstwhile SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- (h) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (i) The Securities and Exchange Board of India (Intermediaries) Regulations, 2008; and
- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

We hereby report that, during the above Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The listed entity does not have any identifiable promoter. No actions have been taken against the listed entity its directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder.
- d) The listed entity has taken the following actions to comply with the observations made in previous report – Not Applicable.

For **BNP & Associates**
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR/No. 637/2019

Kalidas Ramaswami
Partner
FCS No.: 2440
CP No.: 22856
UDIN: F002440D000195930

MUMBAI
April 23, 2022