

Series 2021 / 165 –
Series 2021 A/1(FO)/165_2

SUPPLEMENTAL DISCLOSURE DOCUMENT FOR ISSUE OF
NON-CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS
JUNE 21, 2021



HDB FINANCIAL SERVICES LIMITED
(CIN: U65993GJ2007PLC051028)

(Incorporated on June 4, 2007, in the name of HDB Financial Services Limited, a company within the meaning of the Companies Act, 1956 and registered with the Reserve Bank of India as a Non-Banking Financial company)

Registered Office: Radhika, 2nd Floor, Law Garden Road, Navrangpura, Ahmedabad – 380 009
Tel: +91 079-30482714

Corporate Office: Zenith House, Opp. Race Course, Keshavrao Khadye Marg, Mahalaxmi, Mumbai – 400034

Tel: 022- 49116300; Fax: 022-49116666; Website: www.hdbfs.com;

Contact Person: Mr. Haren Parekh, Chief Financial Officer; e-mail: compliance@hdbfs.com

Supplemental Disclosure Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 6, 2008, as amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

PRIVATE PLACEMENT OF 2000 (PLUS 4930 GREEN SHOE OPTION) SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES ("SERIES 2021 /165 – SERIES 2021 A/1(FO)/165 DEBENTURES" OR "THIS TRANCHE") OF THE FACE VALUE OF RS.10,00,000/- (RUPEES TEN LAKH ONLY) EACH FOR CASH AGGREGATING UPTO RS.200,00,00,000/- (RUPEES TWO HUNDRED CRORE ONLY) WITH GREEN SHOE OPTION OF RS. 493,00,00,000/- (RUPEES FOUR HUNDRED AND NINETY THREE CRORE ONLY) TO RETAIN TOTAL SUBSCRIPTION UPTO RS. 693,00,00,000/- (RUPEES SIX HUNDRED AND NINETY THREE CRORE ONLY) ISSUED UNDER THE SHELF DISCLOSURE DOCUMENT DATED APRIL 27, 2021, AS AMENDED / SUPPLEMENTED FROM TIME TO TIME ("SHELF DISCLOSURE DOCUMENT" OR "SHELF DD") FOR PRIVATE PLACEMENT OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO RS.170,00,00,00,000/- (RUPEES SEVENTEEN THOUSAND CRORE ONLY), TO BE ISSUED IN ONE OR MORE TRANCHE/ SERIES.

THIS IS A FRESH ISSUANCE UNDER SERIES 2021 A/1(FO)/165

This supplemental disclosure document ("Supplemental Disclosure Document/Supplemental DD") is issued in terms of and pursuant to the Shelf Disclosure Document dated **April 27, 2021**. All the terms, conditions, information and stipulations contained in the Shelf Disclosure Document, unless the context states otherwise or unless specifically stated otherwise, are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same to the extent applicable. This Supplemental Disclosure Document must be read in conjunction with the Shelf Disclosure Document and the Private Placement Offer cum Application Letter.

This Supplemental DD contains details of this Tranche/ Series and any material changes in the information provided in the Shelf Disclosure Document, as set out herein. Accordingly set out below are the updated particulars / changes in the particulars set out in the Shelf Disclosure Document, which additional / updated information / particulars shall be read in conjunction with other

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information / particulars appearing in the Shelf Disclosure Document. All other particulars appearing in the Shelf Disclosure Document shall remain unchanged. In case of any inconsistency between the terms of this Supplemental DD and the Shelf DD and/or the terms of this Supplemental DD and/or any other Transaction Document, the terms as set out in this Supplemental DD shall prevail.

All capitalised terms used but not defined herein shall have the meaning ascribed to them in the Shelf Disclosure Document.

This Supplemental DD is dated June 21, 2021

SUMMARY TERM SHEET

Issuer	HDB Financial Services Limited
Type of Instrument	Secured, Rated, Listed, Redeemable, Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private placement
Eligible Investors	Please refer paragraph “Who can apply” of the Shelf Disclosure Document dated April 27, 2021
Listing	<p>The Series 2021/165 is proposed to be listed on WDM segment of BSE Limited. BSE has given its in-principle approval to list the NCDs issued under this Tranche to be issued and allotted in terms of the Shelf DD vide its letter dated April 27, 2021.</p> <p>The Company shall get the Debentures listed on the wholesale debt segment of BSE by T+ 4 trading day as per the SEBI Circular no. SEBI /HO / DDHS/ CIR/ P/2020/198 dated October 05, 2020 effective from December 01, 2020. In case of a delay by the Company in listing this Tranche beyond 4 (Four) trading days from the Issue Closure Date, the Company shall (i) make payment to the Debenture Holders of 1% (One Percent) per annum over the Coupon Rate from the Deemed Date of Allotment till the listing of this Tranche; and (ii) be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after having received final listing approval from BSE in respect of the listing of this Tranche.</p>
Rating of the Instrument	CARE Ratings Ltd has assigned a “CARE AAA; Stable” (pronounced “CARE Triple A with stable outlook”) and CRISIL Ratings Limited has assigned a “CRISIL AAA/Stable” (pronounced “CRISIL Triple A with stable outlook”), to this long term Non-convertible Debenture issue programme of upto Rs.15,000 Crore, of the Company. Instruments with this rating are considered to have the high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.
Issue Size	The aggregate size of the Issue program is for Rs.170,00,00,00,000/- (Rupees Seventeen Thousand Crore only), including Market Linked

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	Debentures amounting to Rs.2000,00,00,000/- (Rupees Two Thousand Crore only), which Issue shall comprise of one or more Tranches of Debentures, out of which the aggregate size of this Tranche is Rs.200,00,00,000/- (Rupees Two Hundred Crore only)with Green Shoe Option of Rs. 493,00,00,000/- (Rupees Four Hundred Ninety Three Crore Only) to retain total subscription upto Rs. 693,00,00,000/- (Rupees Six Hundred Ninety Three Crore only)
Option to retain oversubscription (Amount)	Yes, Green Shoe Option of Rs. 493,00,00,000/- (Rupees Four Hundred Ninety Three Crore Only)
Past Issue history	Nil
Objects of the Issue	The funds raised through the Issue comprising of this Tranche will be utilized as per the section "Utilisation of Issue Proceeds" stipulated in the Shelf DD dated April 27, 2021.
Details of the utilization of the Proceeds	The proceeds of the Issue comprising of this Tranche would be utilised by the Company, inter-alia, for disbursements of loans to borrowers, refinancing existing borrowings, augmenting the business capital requirements of the Company, and for the general corporate purposes of the Company.
Repurchase, Reissue and Consolidation of Debentures	The Company shall be entitled to re-purchase and re-issue and/or consolidate the Debentures as per the terms and in the manner set out in the Shelf DD.
Consolidation of ISINs	The Company shall have the right/shall be entitled to add additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISINs from time to time in accordance with the terms as set out in the Shelf DD.
Step –up Option	N.A.
Step Up/Step Down Coupon Rate	N.A.
Lock-in clause	N.A.
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	As mentioned below.
Day Count Basis	Actual/ Actual
Additional Interest	In case of default in payment of interest and/or principal redemption on the due dates, additional interest @ 2% (Two percent) p.a. over the applicable coupon rate will be payable by the Company from the date of the occurrence of the default until the defaulted amount together with the delay penalty is paid, in compliance with the SEBI Circular dated May 27, 2019 bearing reference number SEBI/HO/MIRSD/DOS3/CIR/P/2019/68, titled "Enhanced disclosure in case of listed debt securities" ..
Put Option Date	N.A.
Put Option Price	N.A.
Call Option Date	N.A.
Call Option Price	N.A.

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Put Notification Time	N.A.
Call Notification Time	N.A.
Rollover Option	N.A.
Face Value	Rs. 10,00,000/- (Rs. Ten Lakh only) per Debenture
Minimum Application and in multiples of ___ Debt securities thereafter	Minimum 10 Debentures and in multiples of 1 Debenture thereafter
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	<p>The pay-in of subscription monies for the Debentures shall be made by way of transfer of funds from the bank account(s) of the eligible investors (whose bids have been accepted) as registered with the Electronic Book Provider into the account of the relevant clearing corporation, as specified below.</p> <p>For amounts payable by the Issuer to any Debenture Holder pursuant to the terms of the Transaction Documents, Cheque(s)/ electronic clearing services (ECS)/credit through RTGS system/funds transfer to the specified bank account of the Debenture Holder shall be the mode of settlement.</p>
Depository(ies)	NSDL / CDSL
Business Day	means any day of the week (excluding non-business Saturdays, Sundays and any day which is a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881) (as may be amended/supplemented from time to time) or any other day on which banks are closed for customer business in Mumbai, India) on which money market is functioning in Mumbai.
Business Day Convention	<p>If any Coupon Payment Date in respect of a relevant Tranche/ Series falls on a day which is not a Business Day, then the immediately succeeding Business Day shall be the due date for such payment, however, the dates of the future Coupon payments in respect of such relevant Series would be as per the schedule originally stipulated in the relevant Supplemental Disclosure Document. In other words, the subsequent Coupon payment schedule would not be disturbed merely because the payment date in respect of one particular Coupon payment has been postponed earlier because of it having fallen on non-Business Day.</p> <p>If the Maturity Date / Redemption Date (including the last Coupon Payment Date) or the due date in respect of liquidated damages (if any) and all other monies payable under a Supplemental DD falls on a day which is not a Business Day, then the immediately preceding Business Day shall be the due date for such payment.</p>
Record Date	Means in relation to any Due Date on which any payments are scheduled to be made by the Issuer to the Debenture Holders, the day falling at least 15 (Fifteen) calendar days prior to such Due Date.

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All covenants of the issue (including side letters, accelerated payment clause, etc.)	Please refer to the 'Issue Details' section under the Shelf DD.
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/Information Memorandum.	<p>Series 2021/ 165 being issued under this Disclosure Document shall be secured through:</p> <p>first and exclusive charge by hypothecation over the specific identified Receivables of the Issuer and first <i>pari passu</i> mortgage over the Specifically Mortgaged Premises or such other security as may be identified by the Company as set out in the Debenture Trust Deed /Security Documents.</p> <p>The Company has upfront created security to the extent of Rs.17000 crore as per the terms of Debenture Trust Deed and Deed of Hypothecation dated September 03, 2019 which is registered with Sub Registrar of Rajkot under Serial No.RKT 3 JMR No.6747 & 4749 on September 03, 2019 and the Company is not in requirement to execute any fresh DTD for present issue of debentures since the security for present issue is already created under the above referred documents.</p> <p>The Company shall, during the currency of the Debentures, maintain a minimum asset cover which shall be 1.10 (One decimal point One Zero) times of the outstanding amount ("Minimum Asset Cover") under this Tranche.</p> <p>It is clarified that if the value of the Secured Assets identified under Schedule I of the Deed of Hypothecation and in the Supplemental Receivables Schedules submitted from time to time gets diminished, the Company shall within 30 (Thirty) calendar days from the end of each financial quarter ("Top-Up Date") provide the Debenture Trustee with a Supplemental Receivables Schedule identifying further Receivables so as to maintain the Asset Cover in accordance with the terms of the Debenture Trust Deed or the relevant Supplemental Disclosure Document. Pursuant to the Top-up, the Company shall take all steps necessary to perfect such security at its own cost including filing the necessary forms for recording the modification of the charge with the applicable registrar of companies. In the event that, at any time, the value of the Security is not sufficient to maintain the Minimum Asset Cover, the Company shall within 30 (Thirty) days from the end of financial quarter, create security over such alternate assets (as acceptable to the Debenture Trustee) so as to ensure that the aggregate value of the Security and the alternate assets, so provided (together with</p>

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	<p>replacement, if any), is sufficient to meet the required Minimum Asset Cover.</p> <p>Any substitution, addition and/or replacement of the Secured Assets shall be made under the terms of the Deed of Hypothecation.</p> <p>The Company hereby undertakes that the Receivables on which charge has been created are free from any encumbrances and in case of Specifically Mortgaged Premises which has been charged to secure an earlier debt, the permission or consent to create a <i>pari-passu</i> charge has been obtained from the earlier creditors vide the Inter-se agreement dated September 03, 2019.</p> <p>Release of Excess Secured Assets</p> <p>Notwithstanding anything contained in the Deed of Hypothecation, in the event that the Secured Assets are of a book value greater than that required for the maintenance of the Asset Cover, the Company shall be entitled to require the Debenture Trustee to release the excess Secured Assets such that the Secured Assets remaining after such release would be sufficient for maintenance of the Asset Cover at or above the Minimum Asset Cover ("Released Assets"). The Company shall, for such release, issue a letter to the Debenture Trustee substantially in the format set out in Schedule II of the Deed of Hypothecation describing the Secured Assets to be released ("Release Request Letter").</p> <p>The Debenture Trustee shall effectuate such release by issuing a no objection letter in response to the Release Request Letter and shall also, if requested by the Company execute all such documents as may be required for such release. The Release Request Letter shall be accompanied by a certificate from the independent chartered accountant of the Company confirming to the Debenture Trustee in writing the amount of Released Assets and that the Asset Cover Ratio shall be maintained at or above the Minimum Security Cover post such excess release. The Debenture Trustee shall not be required to provide any notice to or obtain any consent of the Debenture Holders for issuing the non-objection letter and releasing the excess Secured Assets under the terms hereof. The Debenture Trustee shall not be liable for any consequences for having acted in terms hereof and having made such release.</p> <p>The Released Assets shall not be construed to be a part of the Security and the Company shall be entitled to deal with the Released Assets in the manner it deems fit.</p> <p>The Issuer shall create and perfect the charge created over the</p>
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	<p>Hypothecated Assets by filing the form CHG-9 with the relevant ROC within the timelines set out under the Act. The Issuer shall cooperate with the Trustee to enable it to make necessary filings in connection with the creation of Security over the Hypothecated Assets with the CERSAI, within 30 (Thirty) calendar days from the date of creation of security over the Hypothecated Assets in respect of any Tranche/ Series.</p> <p>The Debentures shall be considered to be secured only in the event the Hypothecated Assets are registered with the relevant ROC or CERSAI or Depository, as applicable or is independently verifiable by the Trustee.</p>
Transaction Documents	Shelf Disclosure Document, Supplemental Disclosure Document, Debenture Trust Deed, Debenture Trustee Agreement, Deed of Hypothecation and any other document that may be designated by the Debenture Trustee as a Transaction Document
Delay in execution of the Debenture Trust Deed/ Security Documents	In the event of delay in execution of the Debenture Trust Deed and/or the Deed of Hypothecation beyond a period of 3 month from the Deemed Date of Allotment, the Company will ensure refund of the Application Money at an agreed rate of interest or will pay penal interest of 2% over the coupon rate/ yield from the date being the 31 st date from the Deemed Date of Allotment till the execution of Debenture Trust Deed and Deed of Hypothecation are complied with at the option of the investor
Conditions Precedent to Disbursement	As per the relevant Debenture Trust Deed
Condition Subsequent to Disbursement	As per the relevant Debenture Trust Deed
Events of Default(including manner of voting /conditions of joining Inter Creditor Agreement)	Please refer the "Issue Details" section of the Shelf DD.
Creation of recovery expense fund	<p>Details and purpose of the recovery expense fund:</p> <p>The Company has created and shall maintain recovery expense fund in the manner as may be specified by SEBI from time to time and inform the Debenture Trustee about the same.</p>
Conditions for breach of covenants (as specified in Debenture Trust Deed)	As set out under the head "All covenants of Issue" and "Events of Default" above.
Provisions related to Cross Default Clause	As per the relevant Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders as customary for transaction of a similar nature and size and as executed under the appropriate Transaction Documents.
Risk factors pertaining to the Issue	Refer Section – III (Risk Factors) as mentioned in the Shelf DD.
Governing Law and Jurisdiction	The Debentures are governed by and will be construed in accordance with the Indian Law and the parties submit to the exclusive jurisdiction of

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	the courts and tribunals in Ahmedabad or Mumbai.
Due diligence certificate	The Issuer shall submit the due diligence certificate provided by the Trustee, to BSE in accordance with the applicable SEBI regulations, including but not limited to the SEBI circular dated November 03, 2020 (bearing reference no SEBI/HO/MIRSD/CRADT/CIR/P/2020/218). The due diligence certificate has been annexed hereto.
Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s), details of security to be created and process of due diligence carried out by the debenture trustee	Please refer to the Shelf DD.
FII Investment	The guideline for FII Investment in Debt Securities issued by RBI on March 1, 2012 vide its circular no.89 will be complied with for listing of the above Debentures.
Manner of bidding in the issue	Open bidding on the BSE Electronic Bidding platform.
Manner of settlement	Through Indian Clearing Corporation Limited
Settlement cycle	Settlement shall be on T+1 day
Manner of allotment	<ul style="list-style-type: none"> Series 2021 / 165 - Series 2021 A/1(FO)/165 - Uniform (Fixed Price bidding at redemption amount)

Gross Debt: Equity Ratio of the Company:

Before the issue of debt securities	6.30
After the issue of debt securities	6.39

Note: The Company reserves the right to amend the Tranche timetable including the Date of Allotment

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Arranger	ICICI Bank Limited HDFC Bank Limited
Tranche Size of the Issuance	Rs.200,00,00,000/- (Rupees Two Hundred Crore only) with Green Shoe Option of Rs. 493,00,00,000/- (Rupees Four Hundred Ninety Three Crore Only) to retain total subscription upto Rs. 693,00,00,000/- (Rupees Six Hundred Ninety Three Crore only)
Issue Price	Rs.10,00,000/- per debenture
Pay In Amount	Rs.10,00,000/- per debenture
Interest/Coupon Rate	135 bps spread over the Benchmark

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	<p>Benchmark to be reset on quarterly basis.</p> <p>Note: Coupon Rate is to be rounded off to 2 (Two) decimal place.</p>
Benchmark	<p>3 Months T-bill (FBIL Benchmark) published by Financial Benchmarks India Pvt Ltd ("FBIL") on the FBIL's website http://www.fbil.org.in/ under the "T-Bill Rate" menu or on such other part of the respective website as may be reorganized from time to time."</p> <p>3 Months T-bill (FBIL Benchmark) yield shall be calculated using average closing yield of 5 working days (rounding to 2 decimal) prior to each coupon reset date(data source would be FBIL).</p> <p>If FBIL data is not available for Benchmark, then Average of BLOOMBERG 3 Months T-bill closing yield of 5 previous working days before the Coupon Reset date would be considered.</p>
Coupon Type	Floating Coupon with Quarterly Reset, Payable Annually
Coupon Reset Frequency	Quarterly reset of Coupon maintaining spread of 135bps over the Benchmark
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Quarterly reset of Coupon maintaining spread of 135 bps over Benchmark. 3 Months T-bill (FBIL Benchmark) yield shall be calculated using average closing yield of 5 working days (rounding to 2 decimal) prior to each coupon reset date.
Process of Computing Initial Coupon Rate	The Initial Coupon is set as the average rate of 3Months T-bill from June 14, 2021 to June 18, 2021 i.e. X% plus 135 bps to arrive at a Coupon rate of X% p.a.
Process of Computing Interest Payment	<p>The first interest payment is set as the average rate of previous four quarterly reset coupon rate for e.g. Coupon rate to be paid on June 22, 2022 is the average of coupon rate as on June22, 2021, September22, 2021, December22, 2021 and March 22, 2022.</p> <p>The subsequent reset dates would be:</p> <ul style="list-style-type: none"> • June 22, 2022 • September 22, 2022 • December 22, 2022 • March 22, 2023 • June 22, 2023 • September 22, 2023 • December 22, 2023 • March 22, 2024 <p>Subsequent Interest payments are to be computed in similar</p>

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	manner.
Coupon Payment Frequency	Annually and on maturity
Premium/Discount at which security is issued and the effective yield as a result of such discount	N.A.
Redemption Premium / Discount	N.A.
Redemption Amount	Rs.10,00,000/- per Debenture
Interest on Application Money	N.A.
Tenor	1095days from the deemed date of allotment i.e. Tuesday, June 22, 2021
Issue Timing	Tranche Opening Date : Monday, June 21, 2021 Tranche Closing Date : Monday, June 21, 2021 Pay-in Date : Tuesday, June 22, 2021 Deemed Date of Allotment : Tuesday, June 22, 2021
Redemption Date	Friday, June 21, 2024

Disclosure of cash flows (pursuant to SEBI Circular no. CIR/IMD/DF/18/2013 dated 29th October 2013)

Company	HDB Financial Services Limited
Face Value (per security)	Rs.10,00,000/- per instrument
Date of Allotment	Tuesday, June 22, 2021
Redemption	Friday, June 21, 2024
	135 bps spread over the Benchmark Benchmark to be reset on quarterly basis.
Coupon Rate	Note: Coupon Rate is to be rounded off to 2 (Two) decimal place.
Frequency of the interest payment with specified dates	Payable Annually on, Wednesday, June 22, 2022 Thursday, June 22, 2023 & On maturity, Friday, June 21, 2024
Day Count Convention	Actual/Actual

Illustrative Calculation for Interest Coupon for 1st Interest Payment:

	T-Bill	T-Bill Coupon	Spread	Total
Initial Coupon	22-June-2021	3.40% [#]	1.35%	4.75%
1 st Reset	22-September-2021	3.20%*	1.35%	4.55%
2 nd Reset	22-December-2021	3.35%*	1.35%	4.70%
3 rd Reset	22-March-2022	3.40%*	1.35%	4.75%
1st Interest Payment Rate and Date	22-June-2022			4.69%

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Date	Closing level of 3 Months T-Bill (FBIL Benchmark)
14 -June-2021	3.40
15 -June-2021	3.41
16 - June-2021	3.41
17 -June-2021	3.40
18-June-2021	3.39
Average	3.40[#]

Estimated-Bill yield for setting Initial Coupon

***Estimated T-Bill yields for subsequent reset dates**

On each Coupon reset date 3 Months T-Bill yield will be fixed in the same manner as the T-Bill yields for setting Initial Coupon as above.

Cash flow of per NCD (Assuming the Coupon rate remains constant at 4.69% p. a. for the entire tenure of NCD)

Cash Flows	Date	Day	No. of Days in Coupon Period	Amount in Rupees per debenture of Rs.10 lakhs
1 st coupon	June 22, 2022	Wednesday	365	46,900.00/-
2 nd coupon	June 22, 2023	Thursday	365	46,900.00/-
3 rd coupon	June 21, 2024	Friday	365	46,771.86/-
Principal Repayment	June 21, 2024	Friday	N.A.	10,00,000/-

MODE OF PAYMENT

All transfers/RTGS must be made payable to "ICCL". Details for RTGS payments are mentioned herein below:

Name of Bank	HDFC BANK
IFSC Code	HDFC0000060
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LIMITED

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Name of Bank	ICICI Bank Ltd.
IFSC Code	ICIC0000106
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD

Name of Bank	YES BANK
IFSC Code	YESBOCMSNOC
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD

For HDB Financial Services Limited

Authorised Signatory

Name: Haren Parekh

Title : Chief Financial Officer

Date : June 21, 2021

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IDBI Trusteeship Services Ltd.

CIN : U65991MH2001GOI131154

28820-A/ITSL/OPR/2021-22



To,
BSE Limited
25th Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001

DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT OR INFORMATION MEMORANDUM

Dear Sir/Madam,

SUB: The total issue size aggregating upto INR 693 crores under Umbrella Trust Deed of INR 17,000 crores by HDB Financial Services Limited.

We, the debenture trustee(s) to the above mentioned forthcoming issue state as follows:

1. We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
2. On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications, WE CONFIRM that:
 - a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued.
 - b) The Issuer has obtained the permissions / consents necessary for creating security on the said property (ies).
 - c) The Issuer has made all the relevant disclosures about the security and also its continued obligations towards the holders of debt securities.
 - d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document or private placement memorandum/ information memorandum and all disclosures made in the offer document or private placement memorandum/ information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.
 - e) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document or private placement memorandum/ information memorandum.
 - f) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

You are requested to refer our letter enclosed herewith.

PLACE: Mumbai
DATE: June 16, 2021

For IDBI Trusteeship Services Limited

Authorised Signatory

Regd. Office : Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.
Tel. : 022-4080 7000 • Fax : 022-6631 1776 • Email : itsl@idbitrustee.com • response@idbitrustee.com
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SUPPLEMENTAL DISCLOSURE DOCUMENT FOR ISSUE OF
EMENT BASIS
UNE 21, 2021**IDBI Trusteeship Services Ltd.**

CIN : U65991MH2001GOI131154

No. 28820-B/ITSL/OPR/2021-22
June 16, 2021To:
BSE Limited
25th Floor, P.J. Towers, Dalal Street,
Mumbai - 400 001Sub: Security Confirmation letter for NCDs aggregating to INR 17,000 Crores - HDB Financial Services Limited.

This is with reference to our letter dated June 16, 2021 bearing reference number 28820-A/ITSL/OPR/2021-22.

In this connection, we hereby confirm that the Company has completed the charge creation over the Assets as per the Umbrella Registered Deed of Hypothecation dated September 03, 2019 and Registered Debenture Trust Deed dated September 03, 2019 with the Registrar of Companies vide charge id- 100290848 to secure the amount of INR 17,000 Crores Only.

We as Debenture Trustee have filed security interest with CERSAI having below details:

Security	Asset id	Security interest id
Movable	200033678688	400033734671
Immovable	200033678235	400033734103

Kindly take the same on your record.

Yours faithfully,

For IDBI Trusteeship Services Limited

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