

Series 2019/139 –  
Series 2019 A/1(FX)/PP/139\_3

SUPPLEMENTAL DISCLOSURE DOCUMENT FOR ISSUE OF  
NON-CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS  
AUGUST 07, 2019



**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, 2<sup>nd</sup> 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: 022-39586300 / 49116300; Fax: 022-39586666 / 49116666; Website: [www.hdbfs.com](http://www.hdbfs.com);

**Contact Person:** Mr. Haren Parekh, Chief Financial Officer; e-mail: [compliance@hdbfs.com](mailto: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 7500 (WITH GREEN SHOE OPTION OF 7500 TO RETAIN TOTAL SUBSCRIPTION UPTO 15000) PARTLY PAID, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES ("SERIES 2019 / 139 - SERIES 2019 A/1(FX)/PP/139 DEBENTURES" OR "THIS TRANCHE") OF THE FACE VALUE OF RS.10,00,000/- (RUPEES TEN LAKH ONLY) EACH FOR CASH AGGREGATING UPTO RS.750,00,00,000/- (RUPEES SEVEN HUNDRED FIFTY CRORE ONLY) WITH GREEN SHOE OPTION OF RS.750,00,00,000/- (RUPEES SEVEN HUNDRED FIFTY CRORE ONLY) TO RETAIN TOTAL SUBSCRIPTION UPTO RS. 1500,00,00,000/- (RUPEES ONE THOUSAND AND FIVE HUNDRED ONLY) ISSUED UNDER THE SHELF DISCLOSURE DOCUMENT DATED APRIL 26, 2019, 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.100,00,00,00,000/- (RUPEES TEN THOUSAND CRORE ONLY), TO BE ISSUED IN ONE OR MORE TRANCHE/ SERIES.

**THIS IS A FRESH ISSUE UNDER SERIES 2019 A/1(FX)/PP/139**

This supplemental disclosure document ("Supplemental Disclosure Document/Supplemental DD") is issued in terms of and pursuant to the Shelf Disclosure Document dated April 26, 2019. 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.



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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 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 August 07, 2019



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**SUMMARY TERM SHEET**

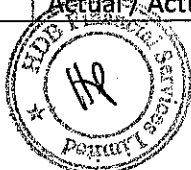
Issuer	HDB Financial Services Limited ("Company")
Type of Instrument	Partly-paid Secured, Rated, Listed, Redeemable Non-Convertible Debentures
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investors	Please refer paragraph "Who can apply" of the Shelf Disclosure Document dated April 26, 2019
Listing	<p>The Series 2019 / 139 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 26, 2019.</p> <p>In the event that any Debenture Holders are Foreign Institutional Investors or sub-accounts of Foreign Institutional Investors, or Qualified Foreign Investors, the Issuer shall get the securities listed on the BSE within 15 days of allotment.</p> <p>In case of delay in listing of this Tranche beyond 20 (Twenty) days from the deemed date of allotment of the First pay-in date, the Company will pay penal interest, of 1% (one percent) p.a. over the interest/coupon rate/implicit yield from the expiry of 30 (thirty) days from the deemed date of allotment of the First pay-in date till the listing of this Tranche, to the Debenture Holder.</p>
Rating	CARE Ratings Ltd. has assigned a rating of "CARE AAA; Stable" (pronounced "CARE Triple A with stable outlook") and CRISIL Limited has assigned "CRISIL AAA/Stable" (pronounced "CRISIL Triple A with stable outlook"), to this long term Non-convertible Debenture issue programme of upto Rs.9,000 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 (Rs.)	The aggregate size of the Issue program is for Rs.100,00,00,00,000/- (Rupees Ten Thousand Crore only), including Market Linked Debentures amounting to Rs.1000 crore, which issue shall comprise of one or more Tranches of Debentures, out of which the aggregate size of this partly-paid Tranche/ Series is Rs.750,00,00,000/- (Rupees Seven Hundred Fifty Crore Only) with Green Shoe Option of Rs.750,00,00,000/- (Rupees Seven Hundred Fifty Crore Only) to retain total subscription upto Rs. 1500,00,00,000/- (Rupees One Thousand & Five Hundred Crores only).



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	<p>In this partly-paid Tranche, the Debenture Holders shall make payments in the following manner:</p> <p>20% of face value i.e. Rs 2,00,000/- per debenture on the first pay in date, i.e. Thursday, August 08, 2019 ("<b>First pay-in date</b>").</p> <p>20% of face value i.e. Rs 2,00,000/- per debenture on the second pay in date, i.e. Friday, August 07, 2020 ("<b>Second pay-in date</b>").</p> <p>20% of face value i.e. Rs 2,00,000/- per debenture on the third pay in date, i.e. Friday, August 06, 2021 ("<b>Third pay-in date</b>").</p> <p>20% of face value i.e. Rs 2,00,000/- per debenture on the fourth pay in date, i.e. Monday, August 08, 2022 ("<b>Fourth pay-in date</b>").</p> <p>20% of face value i.e. Rs 2,00,000/- per debenture on the fifth pay in date, i.e. Tuesday, August 08, 2023 ("<b>Fifth pay-in date</b>").</p>
Option to retain oversubscription (Rs.)	Yes, Green Shoe Option of Rs.750,00,00,000/- (Rupees Seven Hundred Fifty 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 " <i>Utilisation of Issue Proceeds</i> " stipulated in the Shelf DD.
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 working 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 Debenture Trust Deed.
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 Debenture Trust Deed.
Coupon Rate	8.05% p.a.
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	Not Applicable
Default Interest Rate	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 default is cured or the Debentures are redeemed pursuant to such default, as applicable.
Coupon Payment Frequency	Annual
Coupon Type	Fixed
Day Count Basis	Actual / Actual



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Put Option Event	<p>The Debenture Holders shall have a right but not the obligation to exercise the put option held by such Debenture Holder ("<b>Exercising Debenture Holder</b>") at par if the Issuer is converted into a private limited company.</p> <p>It is hereby clarified that the Issuer shall be deemed to have 'converted into a private limited company' on and from the date of issue of the Certificate of Incorporation of the Issuer as a private limited company, by the Registrar of Companies.</p>
Put Option Notification Time	<p>Upon the occurrence of a Put Option Event, the Issuer shall notify the Debenture Trustee of the same within 5 (Five) Business Days of the receipt of the Certificate of Incorporation as a private limited company.</p> <p>The Debenture Trustee shall communicate the same to all the Debenture Holders and the Exercising Debenture Holders shall communicate their intent to exercise the Put Option to the Debenture Trustee within 10 (Ten) Business Days from the date of communication of the Put Option Event by the Issuer.</p> <p>The Debenture Trustee, on behalf of and upon receiving instructions of the Exercising Debenture Holders as set out above, and in any event, within 5 (Five) Business Days of receiving such communication from the Debenture Holders, give a written notice to the Issuer, setting out the intention of the Exercising Debenture Holders to exercise the put option ("<b>Put Option Notice</b>").</p>
Put Option Date	<p>Shall be the Business Day immediately succeeding the 30<sup>th</sup> day from the date of receipt of Put Option Notice by the Issuer from the Debenture Trustee.</p> <p>On the Put Option Date, the Issuer shall be liable to redeem all the Debentures of the Exercising Debenture Holders under this Tranche at the Put Option Price.</p>
Put Option Price	Principal Amount (of the Debentures held by the Exercising Debenture Holders) already paid under this Tranche upto the Put Option Date, together with the Coupon accrued thereon, and all other amounts required to settle all the outstanding amounts under the Debentures held by the Exercising Debenture Holders under this Tranche, in full.
Call Option Date	Not Applicable
Call Option Price	Not Applicable
Call Notification Time	Not Applicable
Rollover Option	N.A.



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Face Value	Rs. 10,00,000/- (Rs. Ten Lakh only) per Debenture.
Minimum Application and in multiples of Debt securities thereafter	Ten Debentures of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each and in multiple of One (1) Debenture thereafter.
Notice of Pay-in	Issuer to provide payment notice to all the Debenture Holders under this Tranche, 7 (Seven) days prior to each pay-in date.
Pay-in Date	First pay-in date: Thursday, August 08, 2019 Second pay-in date: Friday, August 07, 2020 Third pay-in date: Friday, August 06, 2021 Fourth pay-in date: Monday, August 08, 2022 Fifth pay-in date: Tuesday, August 08, 2023
Payment of Issue Price	20% of face value i.e. Rs 2,00,000/- per debenture on the first pay in date, i.e. Thursday, August 08, 2019. 20% of face value i.e. Rs 2,00,000/- per debenture on the second pay in date, i.e. Friday, August 07, 2020. 20% of face value i.e. Rs 2,00,000/- per debenture on the third pay in date, i.e. Friday, August 06, 2021. 20% of face value i.e. Rs 2,00,000/- per debenture on the fourth pay in date, i.e. Monday, August 08, 2022. 20% of face value i.e. Rs 2,00,000/- per debenture on the fifth pay in date, i.e. Tuesday, August 08, 2023.
Forfeiture	<p>(i) In the event that the Issuer does not receive from any Debenture Holder, the stipulated amount in respect of the relevant pay-in (each, a <b>"Pay-in Amount"</b>) within 15 Business Days from the relevant pay-in date (i.e., Second Pay-in Date, Third Pay-in Date, Fourth Pay-in Date or Fifth Pay-in Date) as set out hereinabove, the Issuer shall be entitled to forfeit the amounts (including any accrued Coupon) in relation to such Debentures in respect of which payments have already been made prior to the relevant pay-in date.</p> <p>(ii) In the event the Company chooses to forfeit any amount in the manner aforesaid, all rights of the Debenture Holders under this Tranche against the Issuer in respect of all the Debentures held by the Debenture Holders under this Tranche, including the right to any Coupon and the right to redeem such Debentures shall, without the need for any further deed or action, stand extinguished, except in the following circumstances:</p> <p>(a) Issuer is converted into a private limited company, before any relevant pay-in date. It is hereby clarified that the Issuer shall be deemed to have 'converted into a private limited company' on and from the date of issue of the Certificate of Incorporation of the Issuer as a private limited company, by the Registrar of Companies; or</p>



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	<p>(b) long term rating of Issuer is downgraded to or below "AA-" by any credit rating agency before any relevant pay-in date. (each, a "Trigger Event").</p> <p>It is hereby clarified that upon the occurrence of any Trigger Event, the Company shall only be liable to pay Coupon in relation to the Pay-in Amounts already received by the Company, upto the date of maturity.</p> <p>(iii) The Debenture Holder hereby expressly waives its right to institute any claim in relation to the Debentures forfeited by the Issuer on account of failure to pay any relevant Pay-in Amount.</p>
Issuance Mode	Dematerialized mode only
Trading Mode	Dematerialized mode only
Settlement Mode	RTGS/NEFT/Fund Transfer
Depositories	NSDL/CDSL
Business Day	means any day of the week (excluding non-working 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	Should any of the Due Date(s) fall on a non-Business Day, the next Business Day shall be considered as the effective date for the purpose of coupon/interest payment and the previous Business Day shall be considered as the effective date for the purpose of payment of redemption proceeds. However, in case any such payment falls on a holiday, the amount of that payment and the amounts and dates of all future payments shall remain as originally stipulated at the time of issuing the Debentures.
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.
Transaction Documents	Shelf DD, this 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.
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security,	<p>Series 2019 / 139 being issued under this Disclosure Document shall be secured through:</p> <p>First and exclusive charge by way of hypothecation over present and</p>



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minimum security cover, revaluation, replacement of security) and Ranking of Security.	<p>future receivables of the Issuer having minimum asset cover of 1.10 times of the principal outstanding and interest accrued but not paid, to be maintained throughout the tenure of the Debentures being issued hereunder.</p> <p>and</p> <p>First <i>pari passu</i> mortgage in favour of the Trustees on all the Company's immovable property situated at Heera Panna Commercial Complex, 3<sup>rd</sup> Floor, Dr. Yagnik Road, Rajkot.</p> <p>The Company shall endeavor for security to be created prior to the allotment of the Debentures being issued and allotted under this Tranche. The Company may provide or cause to be provided (without being obliged to) such further security (including over moveable/immoveable property) for securing its obligations in respect of the Debentures or any Tranche thereof as may be decided by the Issuer without requiring the consent of the Debenture Trustee and/or the Debenture Holders.</p>
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 months 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 <sup>st</sup> 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 Debenture Holder.
Conditions Precedent to Disbursement	As per the relevant Debenture Trust Deed
Conditions Subsequent to Disbursement	As per the relevant Debenture Trust Deed
Events of Default	As per the relevant Debenture Trust Deed
Provisions related to Cross Default Clause	As per the relevant Debenture Trust Deed
Covenants	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.
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 the courts and tribunals in Ahmedabad or Mumbai.





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FPI Investment	The guideline for FPI Investment in Debt Securities issued by from time to time 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	Series 2019 / 139 - Series 2019 A/1(FX)/PP/139 - Uniform (Fixed Rate issue)

**Gross Debt: Equity Ratio of the Company:**

Before the issue of debt securities	6.84
After the issue of debt securities	6.88

Note: The Company reserves the right to amend the Series timetable including the Date of Allotment, as per its discretion.

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Arranger	HDFC Bank Limited & Citigroup Global Markets India Private Limited
Tranche Size of the Issuance	Partly-Paid Debenture issuance aggregating up to Rs.750,00,00,000/- (Rupees Seven Hundred Fifty Crore Only) with Green Shoe Option of Rs.750,00,00,000/- (Rupees Seven Hundred Fifty Crore Only) to retain total subscription upto Rs. 1500,00,00,000/- (Rupees One Thousand & Five Hundred Crores only).
Issue Price	Rs.10,00,000/- per Debenture
Pay In Amount	20% of face value i.e. Rs 2,00,000/- per debenture on the first pay in date, i.e. Thursday, August 08, 2019  20% of face value i.e. Rs 2,00,000/- per debenture on the second pay in date, i.e. Friday, August 07, 2020  20% of face value i.e. Rs 2,00,000/- per debenture on the third pay in date, i.e. Friday, August 06, 2021  20% of face value i.e. Rs 2,00,000/- per debenture on the fourth pay in date, i.e. Monday, August 08, 2022  20% of face value i.e. Rs 2,00,000/- per debenture on the fifth pay in date, i.e. Tuesday, August 08, 2023



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Interest/Coupon Rate	8.05% p.a.
Coupon Type	Annual Coupon
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	8.05% p.a. Also refer Shelf DD.
Tenor	3653 days from the deemed date of allotment i.e. Thursday, August 08, 2019
Issue Timing	Tranche Opening Date: Wednesday, August 7, 2019 Tranche Closing Date : Wednesday, August 7, 2019 Pay-in Date : Thursday, August 8, 2019 (1 <sup>st</sup> pay-in date) Deemed Date of Allotment: Thursday, August 8, 2019
Redemption Date	Wednesday, August 08, 2029.

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

Company	HDB Financial Services Limited
Face Value (per security)	Rs.10,00,000/- per instrument
Date of Allotment	Thursday, August 8, 2019
Redemption	Wednesday, August 08, 2029
Coupon Rate	8.05% p.a.
Frequency of the interest payment with specified dates	Payable Annually, Friday, August 07, 2020 Friday, August 06, 2021 Monday, August 08, 2022 Tuesday, August 08, 2023 Thursday, August 08, 2024 Friday, August 08, 2025 Friday, August 07, 2026 Friday, August 06, 2027 Tuesday, August 08, 2028 And on maturity i.e. Wednesday, August 08, 2029
Day Count Convention	Actual/Actual



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**Note: The interest amounts may change for 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> coupon subject to payment of issue price**

Cash Flows	Date	Day	No. Of Days in Coupon Period	Cash outflow (in Rupees) per debenture of Rs.10 lakhs
1 <sup>st</sup> coupon	August 07, 2020	Friday	365	16,056.01
2 <sup>nd</sup> coupon	August 06, 2021	Friday	364	32,111.78
3 <sup>rd</sup> coupon	August 08, 2022	Monday	367	48,564.66
4 <sup>th</sup> coupon	August 08, 2023	Tuesday	365	64,400.00
5 <sup>th</sup> coupon	August 08, 2024	Thursday	366	80,500.00
6 <sup>th</sup> coupon	August 08, 2025	Friday	365	80,500.00
7 <sup>th</sup> coupon	August 07, 2026	Friday	364	80,279.45
8 <sup>th</sup> coupon	August 06, 2027	Friday	364	80,279.45
9 <sup>th</sup> coupon	August 08, 2028	Tuesday	368	80,939.89
10 <sup>th</sup> coupon	August 08, 2029	Wednesday	365	80,500.00
Principal Repayment	August 08, 2029	Wednesday	N.A.	<b>10,00,000.00</b>

**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

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




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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:** August 07, 2019

