

Ref. No.: SE/2022-23/247

December 13, 2022

BSE Limited
P. J. Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Kind Attn: Sr. General Manager
DCS – Listing Department

Kind Attn: Head – Listing

Dear Sirs/ Madam,

Sub: Receipt of in-principle approval from BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) under Regulation 59 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in relation to the proposed composite scheme of amalgamation (“Scheme”) for the amalgamation of: (i) HDFC Investments Limited and HDFC Holdings Limited, wholly-owned subsidiaries of Housing Development Finance Corporation Limited (“HDFC Limited”), with and into HDFC Limited and (ii) HDFC Limited with and into HDFC Bank Limited (“HDFC Bank”)

This is in connection with our letter dated April 4, 2022 informing about the decision taken by the Board of Directors of HDFC Limited approving the proposed Scheme under Sections 230 to 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder, subject to receipt of various statutory and regulatory approvals.

We also refer to our earlier letters, wherein we had informed you about receipt of no-objection/ approval letters including from stock exchanges, Reserve Bank of India, SEBI, PFRDA and Competition Commission of India.

In this connection, we wish to inform you that BSE and NSE vide their letters dated December 13, 2022, granted their in-principle approval for the transfer of non-convertible debentures issued by HDFC Limited to HDFC Bank, in terms of Regulation 59 of the Listing Regulations, subject to sanctioning of the Scheme by the National Company Law Tribunal. The copies of said letters are enclosed herewith.

The Scheme remains subject to various statutory and regulatory approvals, as may be required.

We request you to bring the above to the notice of all concerned.

Thank you.

Yours faithfully,
For **Housing Development Finance Corporation Limited**

Ajay Agarwal
Company Secretary

Encl: a/a

Corporate Office: HDFC House, HT Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.

Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

Regd. Office: Ramon House, HT Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.
INDIA. Corporate Identity Number: L70100MH1977PLC019916

DCS/COMP/MJ/IP/009/22-23

December 13,2022

The Company Secretary
HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED
Ramon House, H T Parekh Marg, 169,
Backbay Reclamation, Churchgate, Mumbai- 400020.

The Company Secretary
HDFC Bank Ltd.
HDFC Bank House, Senapati Bapat Marg, Lower
Parel (West), Mumbai, Maharashtra, 400013

Dear Sir/Madam,

Re: In principle approval for Composite Scheme of Amalgamation among HDFC Investments Limited and HDFC Holdings Limited and Housing Development Finance Corporation Limited and HDFC Limited and their respective Shareholders and Creditors.

We acknowledge receipt of your application dated December 5, 2022, seeking In-principle approval for the captioned Scheme of Amalgamation is to be filled with NCLT under Section 230 to 232 of the Companies Act, 2013.

In this regard, the exchange is pleased to grant its In-principle approval under Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, subject to other Regulatory approvals, to the scheme of amalgamation pursuant to which the existing security description provided in Table A.

Table A:

The description of existing Debentures of Housing Development Finance Corporation Limited as per Annexure I.

Exchange will give effect to the aforesaid modifications to the NCDs subject to Company fulfilling the following conditions/ documents:

1. Approval from Tribunal
2. Submission of letter/s issued by National Securities Depository Ltd. and/or Central Depositories Services (India) Ltd. confirming the proposed modifications in the structure/terms of the NCDs.
3. Certified true copy of the In-principle approval received from National Stock Exchange (if applicable).
4. Compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on date.
5. Compliance with applicable provisions of the Companies Act, 2013 and other applicable laws
6. Compliance with change in the guidelines, regulations, directions of the Exchange or any statutory authorities, documentary requirements from time to time.

The Exchange reserves its right to withdraw its In-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/ Regulations issued by the statutory authorities etc.

This In-principle approval is valid for a period of 6 months from the date of issue of this letter.

Yours faithfully,

For BSE Limited

Sd/-
Rupal Khandelwal
Assistant General Manager

Sd/-
Prasad Bhide
Senior Manager

Annexure I:

Sr. No.	ISIN No.	Scrip Code
1.	INE001A07KU4	948978
2.	INE001A07MS4	950373
3.	INE001A07MX4	950675
4.	INE001A07NB8	950778
5.	INE001A07NJ1	951597
6.	INE001A07NN3	951729
7.	INE001A07NP8	951756
8.	INE001A07OT8	953896
9.	INE001A07OX0	953957
10.	INE001A07OY8	953988
11.	INE001A07PB3	954058
12.	INE001A07PC1	954185
13.	INE001A07PF4	954231
14.	INE001A07PN8	954696
15.	INE001A07PV1	955251
16.	INE001A07QG0	955992
17.	INE001A07QH8	956177
18.	INE001A07QJ4	956208
19.	INE001A07RG8	958312
20.	INE001A07TR1	958353
21.	INE001A07RJ2	958376
22.	INE001A07RK0	958406
23.	INE001A07RM6	958466
24.	INE001A07RT1	958674
25.	INE001A07RV7	958874
26.	INE001A07RX3	958928
27.	INE001A07SB7	959041
28.	INE001A07SD3	959139
29.	INE001A07SE1	959152
30.	INE001A07SG6	959256
31.	INE001A07SH4	959271
32.	INE001A07SI2	959308
33.	INE001A07SJ0	959413
34.	INE001A07SK8	959433
35.	INE001A07SO0	959581
36.	INE001A07SP7	959846
37.	INE001A07SR3	960066
38.	INE001A07ST9	960239
39.	INE001A07SW3	960405
40.	INE001A07SX1	973039
41.	INE001A07SY9	973215
42.	INE001A07SZ6	973236
43.	INE001A07TA7	973429
44.	INE001A07TB5	973486
45.	INE001A07TC3	973505
46.	INE001A07TE9	973557

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India
T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188



47.	INE001A07TF6	973572
48.	INE001A07TG4	973610
49.	INE001A07TH2	973657
50.	INE001A07TI0	973817
51.	INE001A07TJ8	973837
52.	INE001A07TK6	973949
53.	INE001A07TL4	973970
54.	INE001A07TM2	974027
55.	INE001A07TN0	974057
56.	INE001A07TO8	974072
57.	INE001A07TP5	974152
58.	INE001A07TQ3	974297
59.	INE001A07TS9	974369
60.	INE001A07TT7	974382
61.	INE001A08361	951115
62.	INE001A08379	951718

Ref: NSE/LIST/D/2022/0184

December 13, 2022

The Company Secretary
Housing Development Finance Corporation Limited
Ramon House, H T Parekh Marg 169, Backbay Reclamation,
Churchgate, Mumbai - 400 020

Dear Sir/Madam,

Sub.: Application for In-Principle approval under Regulation 59 of SEBI (LODR), Regulations, 2015

This is with reference to your application for the approval under Regulation 59 of SEBI (LODR) Regulations, 2015 ("Listing Regulations") for proposed Composite Scheme of Amalgamation between HDFC Investments Limited and HDFC Holdings Limited, wholly-owned subsidiaries of Housing Development Finance Corporation Limited ("HDFC Limited/Corporation") with and into HDFC Limited and HDFC Limited with and into HDFC Bank Limited ("HDFC Bank").

Based on the approval from the Board of Directors, Consent from Debenture Holder(s) and Debenture Trustee submitted by the Company, we do hereby grant our approval for the transfer of the following Non-Convertible Debentures from HDFC Limited to HDFC Bank subject to sanctioning of the scheme by the National Company Law Tribunal.

List of ISINs:

Sr. No.	ISIN No.	Sr. No.	ISIN No.	Sr. No.	ISIN No.
1	INE001A07FG3	2	INE001A07RM6	3	INE001A07TE9
4	INE001A07FJ7	5	INE001A07RT1	6	INE001A07TF6
7	INE001A07KU4	8	INE001A07RV7	9	INE001A07TG4
10	INE001A07MS4	11	INE001A07RX3	12	INE001A07TH2
13	INE001A07MX4	14	INE001A07SB7	15	INE001A07TI0
16	INE001A07NB8	17	INE001A07SD3	18	INE001A07TJ8
19	INE001A07NJ1	20	INE001A07SE1	21	INE001A07TK6
22	INE001A07NN3	23	INE001A07SG6	24	INE001A07TL4
25	INE001A07NP8	26	INE001A07SH4	27	INE001A07TM2
28	INE001A07OT8	29	INE001A07SI2	30	INE001A07TN0
31	INE001A07OX0	32	INE001A07SJ0	33	INE001A07TO8
34	INE001A07OY8	35	INE001A07SK8	36	INE001A07TP5
37	INE001A07PB3	38	INE001A07SO0	39	INE001A07TQ3

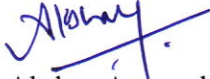


40	INE001A07PC1	41	INE001A07SP7	42	INE001A07TS9
43	INE001A07PF4	44	INE001A07SR3	45	INE001A07TT7
46	INE001A07PN8	47	INE001A07ST9	48	INE001A08361
49	INE001A07PV1	50	INE001A07SU7	51	INE001A08379
52	INE001A07QG0	53	INE001A07SW3	54	INE001A07QH8
55	INE001A07SX1	56	INE001A07QJ4	57	INE001A07SY9
58	INE001A07RG8	59	INE001A07SZ6	60	INE001A07TR1
61	INE001A07TA7	62	INE001A07RJ2	63	INE001A07TB5
64	INE001A07RK0	65	INE001A07TC3		

The Exchange reserves its rights to raise objections at any stage if the information to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of rules, bye-laws and regulations of the Exchange, Listing Regulations, Guidelines issued by statutory authorities.

Yours faithfully,

For **National Stock Exchange of India Limited**


Akshay Agarwal
Manager