

Ref. No.: SE/2022-23/130

August 5, 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: In-principle approval from Securities and Exchange Board of India (“SEBI”) for change in control of HDFC Asset Management Company Limited (“HDFC AMC”), a portfolio manager, on account of 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 Scheme under Sections 230 to 232 of the Companies Act, 2013 (“Companies Act”), 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 and SEBI.

In this connection, we wish to inform you that today i.e. on August 5, 2022, SEBI, vide its letter to HDFC AMC, has granted its in-principle approval for change in control of HDFC AMC, a subsidiary of HDFC Limited and a portfolio manager registered with SEBI, subject to the approval of the National Company Law Tribunal (“NCLT”) under Sections 230-232 of the Companies Act and compliance with all other provisions of SEBI (Portfolio Managers) Regulations 2020 as amended from time to time, guidelines, circulars and other directions/provisions as may be applicable in this regard.

The Scheme remains subject to various statutory and regulatory approvals *inter alia* including approvals from the Competition Commission of India, the NCLT and the respective shareholders and creditors of the companies involved in the Scheme 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

**Corporate Office:** HDFC House, H T Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai 400 020.  
Tel.: 66316000, 22820282. Fax: 022-22046834, 22046758.

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