



“HDFC Limited”
NCLT Convened Meeting of the Equity Shareholders
November 25, 2022



MANAGEMENT:	MR. GAUTAM DOSHI	– CHAIRPERSON OF THE MEETING
	MR. DEEPAK PAREKH	– NON-EXECUTIVE CHAIRMAN
	MS. RENU SUD KARNAD	– MANAGING DIRECTOR
	MR. KEKI M. MISTRY	– VICE CHAIRMAN & CEO
	MR. V. SRINIVASA RANGAN	– EXECUTIVE DIRECTOR
	MR. P. R. RAMESH	– NON- EXECUTIVE DIRECTOR
	MR. RAJESH NARAIN GUPTA	– INDEPENDENT DIRECTOR
	DR. BHASKAR GHOSH	– INDEPENDENT DIRECTOR
	MR. JALAJ A. DANI	– INDEPENDENT DIRECTOR
	MR. U. K. SINHA	– INDEPENDENT DIRECTOR

Moderator: Dear Shareholders, good morning and a very warm welcome to the NCLT Convened Equity Shareholders Meeting of Housing Development Finance Corporation (HDFC) Limited through video conferencing or other audio-visual facility. As a reminder for the smooth conduct of the meeting, the members will be in the mute mode and audio and video will be open when they speak at the NCM, as per the pre-registration. Please note that as per the requirements, proceedings of the NCM will be recorded and available on the website of the company. I now hand over the proceedings to Mr. Gautam Doshi, Chairman for the meeting. Over to you, Sir.

Gautam Doshi: Thank you. Ladies and gentlemen, it is now 11:00 a.m. I have great pleasure in welcoming you to this meeting of Equity Shareholders, which includes public shareholders of Housing Development Finance Corporation Limited, HDFC, convened as per notice dated October 17, 2022. I'm Gautam Doshi. I am the Chairperson appointed by the Honorable National Company Law Tribunal (NCLT), Mumbai Bench to conduct the proceedings of this meeting. I would like to inform you that this meeting is being convened under the order dated October 14, 2022, passed by the NCLT for the purpose of considering the composite scheme of amalgamation among HDFC Investments Limited, HDFC Holdings Limited and HDFC Limited, and HDFC Bank Limited, and their respective shareholders and creditors.

I would like to remind the Equity Shareholders that this meeting has been convened under the order of the NCLT, only to discuss the scheme and is not for any other business of HDFC Limited. This meeting is being held through video conference pursuant to the order passed by the NCLT read with various circulars of the Ministry of Corporate Affairs. A live webcast of the proceedings of this meeting is also provided on the website of HDFC Limited and National Securities Depository Limited. I thank all the Shareholders, the Directors of HDFC Limited, representatives of joint Statutory Auditors, Secretarial Auditors, Scrutinizer appointed by the NCLT, Legal and Transaction Counsels, Members of the Senior Management, and the Company Secretary of HDFC Limited for joining this meeting.

In terms of MCA Circulars and the Companies Act, 2013, participation of members through video conference is being reckoned for the purpose of quorum. I have been informed that more than 30 members are present. The quorum required is in terms of the order of NCLT and hence I am calling this meeting to order. There is also a quorum of the Board at this meeting. As this meeting is being held through video conference, the facility for appointment of proxies by the Equity Shareholders, which includes public shareholders, is not applicable and hence the register of proxies is not required to be maintained. Copies of various documents as detailed in the explanatory statement annexed to the notice of the

meeting, are also available for inspection electronically during the meeting.

The notice convening the meeting, the explanatory statement under Section 230 read with Section 102 of the Companies Act and the scheme having been circulated to the Equity Shareholders, which includes public shareholders by the Permissible Mode, are being taken as read and I trust you are aware of the resolution proposed to be passed at this meeting and said documents are also available on HDFC's website.

HDFC Limited has made all feasible efforts to enable the Equity Shareholders to participate and vote on the matter being considered at this meeting. To avoid disturbances, all the Equity Shareholders who have joined the meeting have by default been placed on mute mode. Equity Shareholders who have registered themselves as speakers will be unmuted by the moderator on their name being called out for speaking. Equity Shareholders seeking any technical assistance during the meeting may reach out to the helpline numbers provided in the notice.

In compliance with various MCA circulars, the Company's Act read with rules framed thereunder and SEBI listing regulations, the facility of remote e-voting as well as e voting during this meeting has been provided to all the Equity Shareholders. The remote e-voting Facility commenced on Tuesday, November 22, 2022 at 09:00 a.m. and ended on Thursday, November 24, 2022 at 05:00 p.m.

Those members who have not cast their vote through remote e-voting may vote during the meeting by clicking on the vote tab which will be visible once the voting begins. The voting shall commence after the conclusion of the Q&A session. Members who have already voted through the remote e-voting will not be able to vote again. Mr. Dhawal Gadda, practicing Company Secretary, has been appointed as the Scrutinizer by NCLT to scrutinize the e-voting during the meeting and the remote e-voting process to ensure that they are conducted in a fair and transparent manner.

The resolute for approval of the Equity Shareholders at this meeting relates to approval of the composite scheme of amalgamation among HDFC Investments Limited and HDFC Holdings Limited and HDFC Limited, HDFC Bank Limited and their respective shareholders and creditors. The rationale for proposing the above matter and other necessary information, including salient features of the scheme is mentioned in the explanatory statement appended to the Notice convening this meeting which has been circulated to all the members. I am sure you must have read it. I put forth the matter for your consideration.

In the notice dated October 17, 2022, the resolution proposed by the Equity Shareholders is mentioned. I take the same to have been read by the Equity Shareholders. Since the resolution forming part of the notice has already been voted on through remote e-voting and as provided secretarial standards relating to General Meetings, there will be no proposing and seconding of the resolution. Further, there will be no voting on the resolution by show of hands. The scheme should be considered approved by the Equity Shareholder. If the resolution mentioned in the notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholder's e-voting during the meeting or by remote e-voting in terms of the provisions of sections 230 to 232 of the Companies Act. Further, as per the relevant circular, the scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

Before the resolution is put to vote, the Equity shareholders who have registered themselves as speakers can express their views. The moderator will call out the speaker's name one at a time and will simultaneously unmute the audio. Speakers may also turn on their videos while speaking. Once the speaker finishes, the moderator will again activate the mute mode. If, for any reason there is a connectivity issue at the speaker's end, the speaker will be disconnected and the next speaker will be invited to speak. Once connectivity is restored, the earlier speaker will be asked to resume after all the other speakers. I request Equity shareholders to keep their questions brief to avoid repetition. The answer to all the questions will be provided towards the end.

Equity shareholders may also share their queries and views during the meeting through the chat box facility. These will be separately addressed by the Corporation. Before the moderator begins calling out the names, may I, in the interest of time, request the speaker shareholders to restrict their queries to a maximum of three minutes only to the matter under consideration at this meeting and not repeat questions asked by earlier speakers. I now request the moderator to call out the names of the speaker shareholders in order of their registrations.

Moderator: Thank you very much, sir. Ladies and gentlemen, we will now begin the question-and-answer-session. I now invite our first speaker member, Mr. Tamal Kumar Majumdar, connected via an audio call to please speak. We request you to please limit your questions to three minutes. Mr. Majumdar, your audio is unmuted. Please go ahead.

Tamal Kumar Majumdar: Respected sir, Doshi, and other Directors of the Company. Myself, Tamal Kumar Majumdar, an Equity Shareholder from Kolkata. My special thanks to our beloved Company Secretary, Ajay Agarwal and his

team, which includes Arunabh Bhattacharya, Lakshmi Shetty, Vaishali and others for sending the notice well in time and also keeping in touch with us. I have gone through the entire notice of 308 pages for the meeting and have some queries relating to the scheme and seek your indulgence. Sir, you already mentioned in your opening speech that there are only 30 shareholders are joining. So, I hope it's a huge team and it will become second in size next to SBI. So, you will allow us to share our view. I'm not restricted to three minutes. I'm assuring you, I'm not going to take too much time, but not three minutes.

Sir, the merger is a logical conclusion in order to avoid further critical observance of the RBI as regards large NBFCs are concerned. It's a composite scheme for three, HDFC Holdings Limited and HDFC Investments Limited will be merged with HDFC Limited and then HDFC Limited will be merged with HDFC Bank Limited.

Two valuers, Deloitte Touche Tohmatsu and Bansi S. Mehta were appointed as the valuers and they filed their report on 4th April 2022, considering financials of these companies after 31st December 2021. The relative value of the Equity shares on market actual basis calculated. In page 130 of the notices as follows. Deloitte valued it as INR 1,538 for HDFC Bank and HDFC Limited is INR 2,584 and Bansi S. Mehta valued it as INR 1,561 for HDFC Bank and INR 2,628 for HDFC Limited. And Asset Approach Deloitte valued HDFC Bank at INR 433 whereas HDFC Limited was INR 963. And BSM has not valued it. We have also not considered the income approach and fixed exchange ratio. 42 shares of HDFC Bank against 25 equity shares of HDFC Limited. In this connection I want to know why BSM has not calculated the value on asset approach and why income approach is not being considered. Whether both the valuers consider income tax claim of 42,803.15 crores for 2019-20, which HDFC Bank mentioned in page 184, as erroneous demand by considering gross sales twice, what is its current status.

Secondly, as per page 306 of the offer notice, there are about 767 civil cases filed against HDFC with aggregate amount involved in INR 1,924 crores, - totally INR 1700 crores, what is the status now? Sir, due to RBI instruction, our company decreased its shareholding in HDFC Ergo to 49.498%. I also want to know whether RBI approved sale of 4.99% of HDFC Ergo to HDFC Bank Limited, if it gets approval then again it will become a subsidiary of the merged entity. I want to know your view in this regard?

And sir, whether merged entity will continue holding shares in Yes bank whose locking period will be completed on 13th March, 2023. And also, of Bandhan Bank whose shares were received due to transfer of a subsidiary to them. Sir, it is noted that HDFC Bank is planning to raise INR 2.7 lakh crores to meet requirement for its SLR and capital requirements for the said merger whether RBI give relaxation to

aggregate the meeting SLR requirements of the merged entity, then the status needs to be disclosed.

And sir, it is noted that, merger with the Bank will have to give a massive INR 90,000 crores loans to agricultural sector. Will you please throw some light on it? Whether the new entity will go for inter-bank participating certificate or will buy qualified priority sector lending from others? And what will be the fate of massive deposits of INR 1,69,000 crores as of 31st March 2022 in the books of HDFC Bank after merger? Whether the Bank will own up to the deposits in the same term after its merger, up to its maturity, and whether the rate offered by the HDFC Bank will be profitable for HDFC Bank?

The other issue of the proposed scheme is obviously a low interest rate regime. The pressure for keeping the high SLR and CRR will be less in the merged entity. While interest rates are likely to raise during the period of completion of merger, but as per Mr. Keki Mistry it will still be lower than the interest rate regime of 2015-16. Please throw some light on it. And whether the merger will increase mortgage penetration in the coming years as per the bank. We all know that generally the employees of the transferor company in the merger is being affected. We have 3,599 employees as of 31st March 2022 HDFC Bank have a Company Secretary. Sir what will be the status of Ajay Agarwal? All employees have given their blood and faith for the development of the company. Hope they will be given their dues. Please share your thoughts in this regard.

Whether there will be any hearing after the merger or at the time of the merger? Sir, it is also noted that our beloved Chairman Mr. Deepak Parekh will not chair the new dispensation. We don't want ornamental post like Chairman Emeritus in the new Dispensation for him. He's a legend and Deepak Parekh and HDFC are synonymous. I believe that the new dispensation will give him respectable position in the merged entity. Lastly, I support the scheme. Thank you all for patient hearing. Thank you, all of you.

Moderator: Thank You. We'll take our next question from speaker number two that's Kaushik Sahukar. Please go ahead with your question.

Kaushik Sahukar: Good Morning everyone. First of all, I would like to thank the Board of Directors for giving me opportunity to speak in this forum. First of all, I support all the resolution with the rationale that both are Nifty 50 stocks and the HDFC group's only intention is to make wealth for its loyal shareholders. The only query is what will be the face value of the merged entity and its probably listing price. I have all the trust in HDFC group even though a very small shareholder. But the moment I understood the market, I have bought only Nifty 50 stock or other blue chip. And I have now overcome the intraday buy and sell activity and invest only in good

stock and remain invested in the stock to enjoy compounding benefits. I understood the art of investment. One can make small profit in short term market but to make a wealth, one should buy good stock and remain invested for long term duration. Sir you had made a life of various shareholders and rewarded on a similar basis. Sir also request you to please reward me in a similar manner on the professional work front including form 15 CB. Thank you so much. Sir last one, sir if possible can I meet you once -- thank you so much.

Moderator: Thank You. We'll take our next question from speaker number three that's Shobhana Mehta. Please go ahead with your question.

Shobhana Mehta: Respected Chairman, Shri. Gautam Bhai, Shri. Deepak Bhai and also my known Directors and shareholders, I am Shobhana Mehta. Good morning everyone. Sir, I am speaking from my residence in Surat. Sir, Shri. Gautam Bhai, I welcome you in today's NCLT convened meeting as Chairman. Sir, I have received the notice well in time, Sir our company secretary Shri. Ajay ji and his whole team, Lakshmi ji, Vaishali ji, etcetera have provided detailed explanation of today's agenda, i.e. Scheme of amalgamation between HDFC Limited and HDFC Bank on page 308 and without any repetition would say that it includes the share exchange ratio, legal proceeding, taxation matters etcetera.

So, Sir I will say that you have taken this decision in a timely and prudent manner, though ICICI has done it way before. But anyway, it is good that you have done this today i.e. after 45th AGM this decision has been taken, that our company, HDFC Limited is getting merged with a Company which it had promoted i.e. HDFC Bank. Sir, we are happy as well as sad due to this decision, happy because both the Companies post-merger would become one huge and successful organization and sad because from our list one of the best and well-managed company would be gone. As far as I remember in the history of HDFC Limited it has never skipped dividend and given the shareholders good returns and Deepak Bhai as a Chairman has always taken care of all shareholders. Anyways I understand considering the present market scenario and competition this decision of merger has been taken. Sir I have few general queries, Sir the returns we used to receive in the form of dividend from HDFC Limited, will that continue from HDFC Bank after merger with combined dividend of both entities, because nowadays the tax on dividend is also payable by shareholder. Sir what will be the total expenses of merger and who would bear the said expenses whether HDFC Limited only or both companies i.e. 50-50%. I request Shri Deepak Bhai to at least remain on Board of the Merged entity if not as a Chairman. And as on today what is the total employee strength of the Company and whether all employees will continue or not, what's the plan? What will be total time for this merger to get approval, because both companies registered office is in Mumbai? And with this without

any repetition of queries already asked, my good wishes will remain with the company. I support this merger. All the best for the future success.

Moderator: Thank You. Our next question is from Mr. Manoj Kumar Gupta. Please go ahead.

Manoj Gupta: Good morning respected Chairman, Board of Directors and fellow shareholders. My name is Manoj Gupta. I have joined this meeting from my residence, Kolkata. Sir, I feel proud to be a shareholder of HDFC and thanks to Mr. Parekh and his team, especially Mr. Parekh and Mrs. Karnad who has brought this company to this stage i.e. India's number one leading housing finance company in the country. People feel proud to get loan from this company that they are also part of HDFC. We always pray to God for Mr. Parekh and Mrs. Karnad for healthy and prosperous safe long life, always. Because Mr. Parekh has done a lot of things for the community and society in every aspect and in every problem and we can't forget his contribution being investor in UTI as he has saved the UTI in the era of prime minister Shri Atal Bihari Vajpayi in 2000 when UTI had faced the problem. That person has saved the UTI. And now I thank the Company Secretary and his team for the good and excellent services to the investors, especially Ms. Vaishali who has called us two or three times to know we are joining the meeting or not and always kept in touch with us. Merger, I strongly support this merger because now we will be equal to SBI. One side there is a sad feeling that the company which was built through hard work in the leadership of Mr. Parekh and Mr. Parekh had become a global man at that time is now going to merge. But today the happiness is that we will be the number one Private Sector Bank in India after SBI and we will be parallel to SBI in every aspect.

And I strongly support this merger, because it will create investor value and our market capitalization will be huge. In coming future, we will leave Reliance behind us in market capitalization and investor will get good returns. But we were hoping that under the chairmanship of Mr. Parekh and guidance of Mrs. Karnad we will receive a bonus reward before merger as it was long due.

The ratio of merger is also very good, such that no one can say we are in a loss or that it needs some rectification. Merger ratio is good in such a manner that small investor will also be benefited. Loan to others from HDFC what will be the effects after the merger, the loans which are given to other sectors like Krishi and other sectors.

Last but not least will request that Mr. Parekh and Mrs. Karnad will get a respectful status in the merged unit, we still respect them and we want to see them in a respectful post after the merger in the merged unit. And

sir, I strongly support and we wish to God for their safe and healthy long life. Thank you.

Moderator: Thank you. We'll take the next question from Mrs. Lekha Shah. Please go ahead with your question.

Lekha Shah: Respected Chairman sir, Board of Directors and my fellow members, good morning to all of you. Myself Lekha Shah from Mumbai. I acknowledge the timely receipt of notice which was sent well in time by our Company Secretary Ajay sir, especially Shetty ma'am and Vaishali ma'am. Chairman sir, I'm confident that with your wishing and determination you will lead our company to greater height. And also, I pray to God our company should progress more-and-more under you and your team sir. I'm proud to be a shareholder of this company. So, I strongly and whole-heartily support the special resolutions for today's meeting and my best wishes are always with our company and its prosperity. Thank you, sir.

Moderator: Thank you. We'll take our next question from Mr. Gautam Tiwari. Please go ahead with your question.

Gautam Tiwari: Sir, first of all, I'm very-very happy to see Deepak sir here, right now in front of us, although virtually, but our happiness is oozing out. A very very warm good morning and a warm welcome to our Gautam Doshi sir here as the Chairman of NCLT meeting. And very-very much good morning to our Deepak sir, entire Board of Directors who are here, Team HDFC Limited and my fellow shareholders, myself, Gautam Tiwari, participating from Mumbai.

Dear Sir, it's really regretting that due to COVID-19, we have not been able to meet physically for all these three years. But now we are sure in the days to come, we will be able to meet. Sir, team HDFC was very much helpful in supporting me to attend this EGM. I support strongly today's resolution and have already voted in favor of it all. Sir, I am grateful to Team HDFC for having allowed me to speak today.

Sir, hearty congratulations first of all to you and Team HDFC Limited for one more year of grand success and also hearty congratulations for winning various awards and accolades to the Board of Management and HDFC Team, and to our Ajay Agarwal sir. Ajay ji is a hardworking, humble, dedicated and committed Secretary. Sir as per survey HDFC without Mr. Deepak Parekh will be nothing for us and it is an unanimous opinion we have found from this survey.

HDFC must contain in a very-very grateful, in a very-very respectable and responsible position with Deepak sir, even with Renu Karnad and Ajay Agarwal ji, who is a very much dedicated and committed Secretary, who have been working day-and-night even during COVID

period. Sir, HDFC profit is good, sanctions and disbursements is also equally good. And all companies in HDFC are working to the benchmark. And I have absolutely no complaint about it. Sir. I'm very happy that HDFC has given us a lot. But now HDFC will get merged then only one company will be left. I am very sure, Deepak Parekh, who is a legend and who has done a lot of justice and have always taken care of shareholders, of small shareholders as well as large shareholders. He has grown HDFC from nothing in the beginning to a Global Company. Sir, I've got few queries in my mind, in order to understand this merger in better way. Chairman Sir, will all the employees of HDFC become employees of HDFC Bank? Second, Sir, what happens to the offices, branches and overseas offices of HDFC? Sir, third, what happens to the properties of HDFC which are in India and abroad?

Sir, who would be the Chairman of HDFC Bank, post amalgamation? Sir, next, will HDFC Credila and HDFC ERGO be listed soon or the plan is deferred due to merger? Sir, who will be the share transfer agent of HDFC Bank post-merger? Sir, what will happen to Board of HDFC Management and what will happen to the doubtful debts post-merger? Sir, will there be one more AGM, and when do you see the merger becoming effective, approximately? Chairman sir, are you planning to give special dividend as parting gift to investors and shareholders? Sir, which all subsidiary companies will become subsidiaries of HDFC Bank Post Amalgamation?

And sir, why HDFC Investments Limited and HDFC Holdings Limited are proposed to be merged with HDFC Limited and not directly with HDFC Bank? Sir, why this meeting is convened through VC mode and not convened at Birla Matoshri, in person, we would have got a chance to meet all the Directors and it is always a pleasure for us to meet and converse with our very popular, miraculous, amazing Chairman Sir Deepak Parekh and all the Directors?

Sir, any plans on shifting existing HDFC branches since there would be quite a possibility that both Bank and HDFC's Branch would be next to each other? Dear Sir, I wish, as we have said, I'm very sure our Board of Management and Deepak Parekh Sir, a legend, will certainly do justice with this HDFC post-measure also and will keep on giving the rewards to shareholders in all the ways possible as it was being done in the past. Sir, I wish the entire HDFC post-merger resultant company a very happy, healthy, wealthy, long life and with all bright future still a better future and a grand success in future.

Now, in the beginning, Sir, market didn't take it properly, but now the market has understood the meaning of this merger and has given a very great value, which we are seeing in the market price. I'm very sure a good vision was done and the merger is going to certainly be of much benefit to the investor and all shareholders in the days to come.

And I wish once again a very-very bright future and a long, happy and great life and a prosperous life to the merger and to all the entire team and all those who are connected with us. I have already voted in favor of the resolution, as usual. And I'm from day one, a shareholder of not only HDFC, but all group companies also, and a proud shareholder of HDFC and shall keep on supporting the management for all their agendas throughout my life till I exist on Earth and even after that. Thank you very much, sir, for patient listening. God bless you. Jai Hind. Jai Bharat. Jai Maharashtra.

Moderator: Thank you. Our next question is from Mrs. Celestine Mascarenhas, request you to unmute your audio-video and go ahead.

Celestine Mascarenhas: Good morning to all respected Chairman of the NCLT meet, Mr. Gautam Doshi, Chairman -, Deepak Parekh, MD- Keki Mistry, all the members of the Board, and my fellow shareholders who are attending this VC meet. I am Mrs. C. E. Mascarenhas. I am speaking from Mumbai. First of all, I thank the Company Secretary, very hardworking Mr. Ajay Agarwal and his team, especially Mrs. Vaishali, Lakshmi and others, please forgive me for not taking names of all, but they have been always very-very friendly, always asking what are your questions or anything. And yesterday I told them I have made it all concise because of time. And registering me as a speaker and specially giving me this Chorus platform where they did the test also so that we are comfortable.

Now my queries, as this is a court convened meeting my queries are only limited to that. So, first is what will be the total cost of the merger? Means all total cost such as legal fees, stamp duty, etcetera? And who will bear this cost? Whether it will be HDFC Bank or it will be HDFC Limited or half-half? Number two, what will happen to all the subsidiaries of HDFC Limited, listed and unlisted? My third question, will HDFC Limited become a subsidiary of HDFC Bank after the merger of HDFC Limited with HDFC Bank? This is like the mother association, a mother company going to the child and of course, as it is usual, child becomes more stronger as it becomes young so something like that has happened but only thing if it had happened at the 50th year this is 45th year if it had happened at the 50th year, we would have been blessed with a fantastic bonus but I know still there will be some time so before the final merger maybe I'm still bullish because of Mr. Deepak Parekh and his team they will think of a bonus, my other shareholders also said this.

Now next one, when will be the merged entity will be listed on the exchanges? Rest I don't want to make it very long because this is court convened. It is a good merger, economies of scale, it's a win-win position. We can see the others like State Bank in the public sector, they

are all subsidiaries were merged and it has become the number one bank in the public sector.

And I am sure this bank, HDFC Bank Limited, will be the number one in the private sector, and especially with the vision and the hard work of Mr. Deepak Parekh, who is always a guardian of the small shareholders. I can never forget his contribution in Satyam with Tech Mahindra, and all the small shareholders got a very good help. And same way I know with this institution will become the number one institution of India.

With this I have supported all the resolutions win-win and I wish you and the entire team very good health because I feel that health is wealth. With this thank you very much. Now I hand over the mic to my husband Mr. Aloysius Mascarenhas, who is also registered but what happens we are speaking from one device with this thank you so much.

Aloysius Mascarenhas: Respected Chairman sir, very distinguished members of the Board and my fellow shareholders, good morning to you all, my name is Aloysius Mascarenhas. I won't take much time because most of the things have been already been spoken by my predecessor shareholders. So, I'll be brief. Sir, I welcome this merger. Two giants merging and it'll be a super-giant. The best bank India has ever seen. And with the very good management at the top. Sir, my only question is what will happen post-merger?

Even though there will be economies of scale and synergies, what about the staff? The top and the lower management staff, what will happen to them? After merger, whether they will be retained in the same post? Especially the Company Secretary, whether we will have the facility of both Company Secretaries who are very good to the shareholders. Sir whether they will be retained in the same post or what will happen to them? and whether there will be VRS because whenever there is a merger, there is VRS. Staff are cut off or removed from their jobs or with compensation. Sir, another question. I am an agent of HDFC Limited, what will happen to the agents? Because we depend on fixed deposits. I am an agent of HDFC fixed deposit like others what will happen to us because banks do not have agents and so what will happen? How the agency will be carried forward? This is my doubt and concern.

Sir I don't want to ask many more questions because many have been asked and many shareholders are there in the pipeline to ask you many pertinent questions. With this, Sir, I end my speech, wishing the Chairman, the Board of Directors and more importantly all the employees all the very best in the days and years to come. With this, Sir, thank you very much for patient hearing. God bless you and our company and our bank. Thank you. Thank you, Sir.

Moderator: Thank you. We'll take the next question from Santosh Kumar Saraf. Mr. Saraf please go ahead with your question.

Santosh Saraf: Respected Chairman and Managing Director and all shareholders. Myself Santosh Kumar Saraf, resident of Kolkata, wishing from Bangalore. I hope all the directors, executives and my fellow shareholders are in good health. Sir, I am in - support of scheme, one or two things I want to discuss. The rate of fixed deposits of HDFC and its terms are different such as 15, 30 or 45 months and the rates and terms of HDFC Bank deposits are different. How will you combine both? And HDFC Bank's many fixed deposits have auto renewal, would HDFC Ltd.'s deposit also get such facility? what will be the status of those deposits? What will be the status of deposit agents?

What about the old offices of HDFC Ltd. which were providing services for fixed deposits, loans, or doing some maturity work, what about those offices, will they remain or will get closed after merger. And second till what time this process is going to complete. And requesting, Mr. Parekh to continue this VC meeting in future so that pan India shareholder could have discussion with the Board and ask their queries.

Moderator: Thank you. We'll take our next question from Dharav Jamadar. Please go ahead with your question.

Dharav Jamadar: Greetings of the day to all the Board members. My name is Mr. Dharav Jamadar. I'm from Surat, Gujarat. First of all, I would like to extend birthday wishes to our respected and beloved Chairman Sir and CEO Sir who had their birthdays in the earlier previous month and this month. Sir wishing you a lot of happiness, good health and prosperity to you, sir.

It was in the AGM of 2020 wherein I asked and also suggested that what kind of synergy can a merged entity create for the financial landscape in India. So, thank you so much sir for answering the question by action and not by the words. It has been a commendable work of the board under the leadership of Mr. Deepak Parekh and Mr. Keki Mistry that the merger of both companies have gone flawlessly and is on time, which will reward each and every stakeholder of the company.

There are certain questions which I would like to raise and would request the Board members to answer them. First, are there any government regulations regarding maximum cap of shareholding of HDFC Limited in HDFC Bank? And how will the shareholding in the subsidiaries of HDFC Limited change because of the merger? Is there any subsidy in which the ownership of HDFC Bank after the merger is exceeding the limit that has been set by the government, particularly for the banks? If yes, then what are your views on it?

Second, what and how will the change of role happen for employees of HDFC Limited? Will they only focus on home loan business? Or now they have to focus on all the bank services? Third, what will be the impact of the merger on NIM's, ROI and NP of the overall group's financial? Fourth, in recent quarters, the margin of HDFC Limited has been declining. Sir what are your views on how to improvise them and not to make them as a drag on the profitability of the merged entity?

Fifth, after the completion of the merger successfully, what are the new goals and targets of the company as a whole in reference to the Indian market as well as the international financial landscape? Sixth, there are many wounds of the merger. It will be creating a financial behemoth. But being a research scholar, Sir I would like to know what might be the possible negatives or beans of the merger?

Seventh will our respected Mr. Deepak Parekh remain at the helm of the merged entity, as the Chairman, as a proud shareholder and a customer, would like to see our Chairman take the merged entity to the next leg of the growth. Thank you. Sir it has been an honour to speak in front of you.

Moderator: Thank You. We'll take the next question from Ms. H. S. Patel. Please go ahead.

H. S. Patel: Thank you. Good morning to all of you. Respected Chairman of the meeting, Mr. Gautam Doshi, appointed by NCLT. Here, I remember our Mr. Deepak Parekh. Nonetheless, even Mr. Aditya Puri who has steered HDFC to great heights, along with Mr. Deepak Parekh, I also remember our Mr. Keki Mistry who quietly and patiently worked very hard in this HDFC to bring it to the new heights. No doubt, HDFC Bank is a child of HDFC. Today, the mother is going to merge with the child. I wish and I congratulate success to all this merger. But I do feel very badly for this HDFC. The Bank which has given so much to us, so much to shareholders in every respect. It may not be just a plant visit or this visit, but the dividends and bonuses we have really enjoyed in the time of Mr. Aditya Puri and Mr. Deepak Parekh. Sir.

I would like to know of course, Mr. Aditya Puri is no more there, but what about Mr. Deepak Parekh? Will he remain with HDFC Bank? Mr. Keki Mistry will he hold a senior position in HDFC Bank as he was holding in HDFC? I would like to know the answer for these questions? Second, you have come up with the merger giving us a ratio of 25 to 42. 25 HDFC to 42 with the Bank. I feel the merger a little of course, shareholders will always like to have more. Sir I feel the equation is a little less for the shareholders. It should still have been a little more. Because Bank is newly started but HDFC has been from long back, it should have been 15 to 42. The 25 to 42 ratio I feel it's really taxing on

the shareholder. 25 shares of HDFC becomes 42 shares of HDFC Bank it should have remained on 15 or 18.

Anyway, I would like to know our most important person, Mr. Ajay Agarwal, who has been quietly, patiently, very gently, always been helpful to us. The department also is always helpful to us. When the merger will take place, what will be the stand of Mr. Ajay Agarwal? How will he be absorbed? Of course, all are going to be absorbed. On what status, on what position it will be.

It's really very puzzled phase and I really do feel like crying. I had said this earlier also that when the merger story came out, that I feel very bad because of this merger. I wanted HDFC to still run along, as one of the shareholders said, at least for another year, until it completes 50 years. It's very sad. Very, very hurry decision is taken out. And how the government has also agreed, I don't know. They should have waited until the company completes 50 years. Credit to Mr. Deepak Parekh and Mr. Aditya Puri and Mr. Keki Mistry, for so long to give good results by HDFC.

Anyway, minds work differently, time works differently, everything works differently for all different individuals. I wish the company all the best. I wish this merger all the best. And I hope it will be beneficial even to employees of HDFC. It will be beneficial even to our shareholders, because we shareholders always expect this was one of the best shareholding portfolio that anyone can have. HDFC was the best portfolio that any shareholder can have. I don't know what FII have to say for this, but I'm not happy with this merger anyway, since the merger is already on I wish all the best and especially to the employees of HDFC.

Will they hold us in a good position? Will we be able to talk to them after the merger? Because we find it very difficult with secretarial department of the Bank. They are helpful, but they are not that very helpful as HDFC secretarial department was helpful. I definitely would like to speak here. Not even once in a year we were even given a ring by HDFC Bank. If we give a ring, they are always very busy. They never answer us.

HDFC Bank it was like that, but HDFC, whenever we ring up, they will say, please, we are busy, we will ring you after some time and we will definitely receive a call from them. This was what HDFC secretarial department was. Always on toes. Even the Directors sometimes if we could talk to them, they would go out of the way to talk to us. So gentle, so humble, so informative. I really feel very bad for HDFC being taken away by the Bank. Anyway, I pray for the merger and wish good things come out. And really very good for the shareholders should come out. Thank you very much.

Moderator: Thank You. We'll take our next question from Ashalata Maheshwari.

Ashalata Maheshwari: Good wishes to Doshiji, Director and whole team of HDFC. I am Ashalata Maheshwari. Truth be told, I am very upset today as the merger is in its final stage. I want to ask few questions. When will this merger be completed. And other question is what will happen to HDFC employees after merger? I believe the senior management of HDFC has been trained under Mr. Deepak Parekh and hence have become very competent and efficient which includes Mr. Ajay Agarwal and Ms. Lakshmi. Mr. Ajay Agarwal is hardworking and experienced and also helpful. I suggest that Mr. Ajay Agarwal be appointed as Group Head. Chairman Sir please let us know will HDFC House be renamed or what is going to happen. I would also like to appreciate Mr. Keki Mistry who is one of the best MD and requesting you to reward us with some dividend or bonus? I wish good health to all.

Moderator: Thank You. Our next speaker member Mr. Sharad Kumar Jivraj Shah had registered, however has not connected. Ms. Nirupama Sharad Kumar Shah has also mentioned that she'll not be able to connect to the meeting. Ms. Surekha Sharad Kumar Shah had also not connected to the meeting. We will therefore move to our next speaker member. That's Mr. Deepak Kapur. Please go-ahead Mr. Kapur

Deepak Kapur: Good morning everyone. Mr. Gautam Doshi, Mr. Deepak Parekh. Mr. Keki Mistry and the Board of Directors. Good morning to all of you. Good afternoon in fact now, it's a pleasure to speak to you through this VC on the merger discussions of HDFC Limited with HDFC Bank. First and foremost, my special thanks to Mr. Parekh and Mr. Mistry making time available to speak with shareholders to explain the intricacies of the merger. I know in addition to your day job, you must be speaking to many shareholders, especially institutional investors, both FIIs and DIIs. But to make time available to speak to retail shareholders speaks volume of your leadership. So once again, thank you both to Mr. Parekh and Mr. Mistry for making that happen whenever it's required.

Now, I have discussed this before, but I just want to sort of reiterate this again ahead in this particular meeting. This refers to the glide path and forbearance which has been requested by HDFC to RBI in meeting the statutory regulatory requirements post-merger. As you are aware, there is a SLR and CRR and PSL requirement once the NBFC converts into a bank, and this could be vague estimates of around INR 90,000 crores to INR 1,00,000 crore capital requirement.

In your report ended March 2022. HDFC Limited has indicated a liquidity of INR 46,000 crore on its books. And I'm aware that HDFC Bank is also carrying excess SLR requirements than what is required and there could be enough capital available should the glide path or forbearance not be agreed by RBI. However, there has been no clarity

in detail. I underline the word 'in detail' from HDFC on the matter to investors ahead of the meeting.

I know explanations have been given in parts, but to fine tune to the last rupee of where it will come from and how it's going to be used and how it's going to sort of impact the profitability of the merged entity going forward, I think that detailed clarity is missing. Also, regarding the PSL requirements, we have not heard, again, we don't have any control loans and MSME lending as to how we want to sort of meet those requirements.

So, it'll be really appreciated if in this meeting, when you sort of take the shareholders questions, if you can sort of in detail, please illustrate all these requirements. Presuming that there will be no forbearance given from RBI on the glide path you requested, how that's going to impact the merged entities performance, especially around profitability going forward.

Then there is also clarity on the life insurance business, which we have not heard so far in terms of how the Bank will be able to hold the 47.82% stake currently they have in HDFC Life which currently the Corporation is holding. Will this be increased or will this be decreased? So, any information on that will also be appreciated.

We also have a lot of moving parts, especially related to financial matters ahead of the merger and I'm sure a lot of things are moving and you have from time to time clarified that. So, any latest update on the moving parts, especially related to financial affairs ahead of the merger will be really appreciated.

Finally, I think you also understand that since the time you announced the merger on 4 April, there has been a lot of uncertainty which has gone into our stock performance. Shareholders have gone through a lot of pain. It's been eight months now. There has been an uncertainty around the regulatory requirements, there has been uncertainty around the subsidiary holding percentages, there has been uncertainty around the MSCI index inclusion, there has been uncertainty on the Nifty inclusion. I know some of these have been clarified subsequently and then there has been FII selling to rebalance between HDFC Limited and HDFC Bank to maintain the portfolio maximum percentage caps. All these factors have led to last eight months shareholders of HDFC Limited suffering quite a bit and hence I would request the Board, given the pain we've been through in the last eight months, I would request the Board to perhaps consider a special dividend to compensate for the loss of the last eight months of uncertainty on our investment. So, if that can be considered before you merge, that would be really appreciated.

And my final point here is on the date of the merger. I know we do hear from the leadership talking that could be first quarter of next year, etcetera, but if we can finalize on a date, let's say even 1 April 2023, we will merge. That would be really helpful to investors. Once again and finally, in conclusion, thank you very much. I really appreciate Mr. Parekh and Mr. Mistry for your time you invest with shareholders, especially for retail shareholders, to explain to them the intricacies of the merger. I really appreciate. I wish you good luck in the merged entity.

Moderator: We'll take a next question from Mr. Om Prakash Kejriwal.

Om Prakash Kejriwal: Good afternoon Sir and good afternoon to everybody attending this EGM. Myself Om Parkash Kejriwal, an equity shareholder of your company from Kolkata, a city of joy. Thank you Sirji for providing me the platform to speak something before you. Thanks to our secretarial team and especially Madam Lakshmi Shetty for helping me in registering as a speaker shareholder. Sirji, this is my first meeting only due to virtual though I am your very old shareholder at least I am a shareholder from past 30-35 years. It is an opportunity for me to attend this meeting sitting in Kolkata due to new technology. Please follow this virtual meeting in future also.

HDFC Limited, a company, a brainchild of Mr. H. T. Parekh, a startup of Mr. H. T. Parekh at the age of 65 after retirement, he founded this company in 1977. Now it is 45 years old. In these 45 years, this company has added so much to its shareholders it became a darling of share market. Thank you for helping to build home for many homeless people. After 45 years, today we are talking on the merger of this HDFC Limited into HDFC Bank Limited. On the merger I have few queries before that I want to say, Deepak Parekh sir ji, this is a proud moment for me as I am speaking in front of you, it's a dream come true for me. You joined this company in 1978. Today, any government, either central government or state government if they are facing any problem in finance they consult you. Today you have become the darling of finance market. Sir one question after merger, the Housing Finance Division will it be working as a separate department in HDFC Bank or will it become a subsidiary. And whether the present employees of HDFC Limited will be working for Housing finance division or will they become employees of HDFC Bank.

The present objective of the Company of giving housing finance will we be able to fulfil the said objective after merger? I have one request Sir, as requested by other speaker shareholders I also request Deepak Sir please remain on the Board of Directors of the Merged entity. What will be the effect of rising interest on us? At last Sir ji, please maintain your smile and remain cheerful. We will remain with you as a long-time investor. Thank you. Thank you, Sir.

- Moderator:** Thank you. We'll take our next question. That's from Mr. Hasmukh T. Vora. He's connected by an audio call. Mr. Vora, please go ahead with your question.
- Hasmukh Vora:** Thank you. Respected Chairman Shri, Mr. Gautam Doshi and my fellow shareholders. My name already announced Hasmukh Vora. I've got just two points for verification. One is HDFC and HDFC Bank will merge finally a new company will be there a merged company. Sir what will be the total FII holding in the merged company? and what is the maximum allowable shareholding by FII after the merger in the merged entity? Will there be any chance for the FII's to further increase their shareholding in the merged entity and my second question is whether there is any fixed deposit collected from the HDFC Limited and after the merger will there be any responsibility on the merged company to increase the fixed deposit and if there is any liability to increase the fixed deposit whether will merged company will have to give for buy and less for collecting FD. Sir these are only the two points. Thank you and all the best.
- Moderator:** Thank you. We'll take our next question from Mr. Hiranand Kotwani. He's connected via an audio call.
- Hiranand Kotwani:** Respected Chairman, other directors in the meeting. This is the end of the era of the old man. Already so many questions have been asked. A little room to ask the questions. But what is the relevance of amalgamation just like it is RBI duress or just RBI putting a gun on the NBFC to do this business. What is your call? Chairman other questions have been asked. Is it under duress that we are merging or amalgamating? Thank you. No other question because already so many questions were asked. Good luck.
- Management:** Mr. Kotwani, will you just repeat that last point which you made?
- Management:** Mr. Kotwani was not very audible. If he can repeat the question, please?
- Moderator:** We'll try to get him his connection back on the call. It looks like he asked this question and dropped out. Sir we'll try to get him back in the meanwhile, maybe move to the next question.
- Management:** Yes, please.
- Moderator:** The next question from Mayank Gupta.
- Mayank Gupta:** Respected Board Members, I just wanted to ask that what would be the Composite Annual Growth Rate of HDFC Bank after the merger?
- Management:** What could be the?

- Mayank Gupta:** CAGR - Composite annual growth rate in the business?
- Moderator:** Thank you. We'll take our next question that's from Mr. Dinesh Bhatia. Mr. Bhatia please unmute your micro phone and go ahead with your question.
- Dinesh Bhatia:** Congratulations to Mr. Deepak Parekh and his team for their work. I just wanted to ask what would be your post Mr. Deepak Parekh after merger.
- Moderator:** Thank you. We've been able to get Mr. Hiranand Kotwani back on the call. Sir I'm going to unmute his audio. Mr. Kotwani, could you please repeat your question for the management?
- Hiranand Kotwani:** You know, what is the velocity of amalgamation? Is it just under the duress of RBI? Because so many questions have been asked. I am dropping all the questions. Now the only concern is the HR, how HR issue will be solved and particularly the NP issue because we will go in the bank that will be the NP and how this issue will come and our management will agree. But is it, what are the relevancy of this amalgamation at this time? It is just like end of era and particularly is the RBI role to go for the amalgamation? At least they are directing and controlling the NBFCs to come clean in this regard. Thank you and good luck ahead. Thank you.
- Management:** Thank you.
- Moderator:** We'll take our next question that's from Mr. Dharmesh Pravin Vakil. He is connected on audio call please go ahead.
- Dharmesh Vakil:** Yes, good afternoon to all the dignitaries sitting on the dais and the NCLT Honorable judges and my old shareholders brothers and sisters I'm Dharmesh Vakil from Mumbai. I will be going very straight. Now everything is open after the pandemic COVID -2019 and the lockdown – since last one year everything is open. Then why this video meeting, we could have met physically, number one.
- Number two, what are the expenses so far, we have met for this merger, say for example for this video making, printing and dispatching of notices various government taxes and stamp duties etcetera etcetera and I would like to know in a nutshell what are the benefits, we will arrive after this merger?
- Secondly, I am very much thankful and I express my sincere gratitude to the entire secretarial team headed by Ajay bhai. Mr. Agarwal and Ms. Vaishali Vyas and Ms. Lakshmi Shetty they are very cooperative and courteous and whenever we call or they are very always available and they are always ready to solve.

See I'm running and I'm a trustee of so many NGOs. I got fixed deposits with HDFC Limited for which I'm always getting best services from Mr. Mangesh Raje and I'm also having an account with HDFC Bank Limited there Mr. Aditya Sharaf is also very cooperative and I always express my gratitude to all the people who are associated with this link of providers. At the last our family is a shareholder, since Hasmukh uncle was there in our company way back some 40- 45 years back and Deepak bhai please give us rights, bonus and a handsome dividend. I express and I wish all the best for the excellent and prosperous future of all our companies. Thank you for patient hearing.

Moderator: We'll take our next question from Mr. Shailesh Mahadevia.

Shailesh Mahadevia: Respected Chairman, Mr. Doshi for the meeting, Mr. Deepak Parekh, Mr. Mistry and the entire Board. First let me congratulate the entire Board and all the senior executives for conceiving the concept of merger of HDFC with the Bank. Sir I would also like to appreciate the cooperation of the cooperative company secretary and his team who enabled me to participate in this meeting.

Sir, I have only two questions to inquire. Sir firstly our senior executives have met different investors in the western world and maybe also in Middle East. So, I would like to know what has been the response from these investors to whom you have met and particularly from rating agencies?

Sir, my question is how soon can we expect the synergies from this merger once it takes place and how long will it take for the integration of the company with the Bank. And sir, I'm sure our company will become a firm of an international size and others in our country will also follow our example to make our presence felt in international capital market. And lastly sir I would like to appreciate the lifelong service of Mr. Deepak Parekh and also Mr. Mistry as the managing director of the company since inception, I wish them all the best and I wish the entire company all the best and early execution of the concept of merger. Thank you very much, sir.

Moderator: Thank You. Our next question is from Mr. Aspi Bhesania.

Aspi Bhesania: Sir, Aspi from Bombay, So, thanks for giving me an opportunity to talk. So, when Mr. Parekh and all are there we don't have to question anything. Mr. Parekh and Mr. Mistry are there we don't have to question anything. They'll take care of everything. Sir my main worry is what will happen to our company secretary who's been there with us for such a long time. Sir thank you very much and all the best for the future.

Management: Thank you Aspi.

Moderator: Thank you. Our next question is from Mr. Bharat Shah. Yes. Mr. Shah, please go ahead with your question. Mr. Shah looks like your video is frozen, maybe you can turn off your webcam and speak. Mr. Bharat Shah I hope you can hear us. It looks like we're experiencing a technical issue for Mr. Bharat Shah. Sir that was the last question. Over to you, sir.

Management: Thanks to all the speakers and the shareholders who have been there. I will now request Mr. Deepak Parekh and Mr. Keki Mistry if they would like to address your queries.

Deepak Parekh: First of all, let me begin by thanking all the shareholders for taking time and asking the questions and also support the merger. The first question was by Mr. Tamal Kumar Majumdar. Let me say that you asked about the income approach in the valuation. Reputed independent chartered accountant firms and SEBI registered merchant bankers were appointed by both the entities independently. Various internationally accepted valuation methodologies were adopted and all relevant considerations were taken into account while arriving at the final swap ratio. Independent valuation reports, along with the fairness opinion were reviewed and relied upon by the Audit Committee, the committee of independent directors and the Board, respectively, while approving the swap ratio.

HDFC Bank has requested Reserve Bank of India for forbearance in respect of investments in all subsidiaries, including HDFC ERGO. Discussions are currently on with RBI, and we are awaiting the final response. All investments will be transferred to HDFC Bank. You mentioned about Yes Bank and Bandhan. All investments will be transferred to HDFC Bank in compliance with existing regulations as determined by the RBI as the case may be. SLR/CRR impact was your next question. Necessary forbearance have been sought by HDFC Bank. The merged entity is expected to have sufficient liquidity and alternates available to meet necessary liquidity requirements. We are still in dialogue and we are still awaiting Reserve Bank's response.

Loans to agri sector, PSL, even if RBI does not grant forbearance, PSL compliance does not get triggered immediately on the basis of the joint financial statements on day one of the merger. This is because as per RBI circular, computation of priority sector targets and sub targets, achievement will be based on the higher of the average net banking credit or credit equivalent amount of off-balance sheet exposures at the corresponding date of the preceding year. In other words, HDFC Bank will have about 12 months to meet the requirements as on the effective date. What will be the fate of deposits.

All deposits of HDFC will be transferred to HDFC Bank on the same terms and conditions that are presently acquired by HDFC, including

maturity and rate of interest prevailing as on the effective date. Your next question was what will happen to HDFC employees. Number of people have asked this question. As on October 31, HDFC had 3,897 employees. HDFC Bank had 1,60,992 employees. All employees of HDFC as on the effective date would be transferred to HDFC Bank on terms, not less favorable than that, which they were engaged by HDFC. Now the retirement age of the Bank is 60. So, anyone above 60 will obviously not get into the Bank.

Almost every shareholder asked a question of Ajay Agarwal. Ajay Agarwal has done a tremendous job for us at HDFC. I think the Bank also realizes the effort and his knowledge in this. And he will be part of the HDFC Bank management team. As per banking regulation, the age limit of Independent Directors is 75 years and Executive Directors is 70 years. As per the regulations, I will not be allowed to join the Board of the Bank and the current Chairman of the Bank will continue as Chairman of the merged entity.

Mr. Kaushik Sahukar, you asked for the face value of HDFC Bank shares will be INR 1. Third question was from Ms. Shobana Mehta total expenses. At this stage, it is difficult for us to evaluate the target of the exact cost. Both entities would bear the respective costs as and when they are incurred. However, cost incurred post-merger would be borne by HDFC Bank. Number of employees I've mentioned, from a regulatory perspective, we anticipate again, this is the guess work. We do not know. We'll always try and see if it can be preponed or approvals received earlier, the merger to be effective by June 2023.

No decision has been taken with regard to the Board of Directors of the merged entity. However, as per RBI Directions, the upper age limit for non-executive directors of a Bank, including the Chairman is 75 years. Deposits. Upon coming into effect of the scheme, all the deposits of HDFC stand transferred to and vested in HDFC Bank at the same interest rate and maturity as were applicable to HDFC to the extent their outstanding on the effective date. In case of renewals, post-merger, the Bank will renew the deposits at the rates and terms as applicable at that point of time for HDFC Bank.

We value our association with the deposit agents and key partners who have been the backbone of our strength. And it is understood from the Bank that it is their intent to continue their services with HDFC Bank post the merger. Besides generating deposits, such agents and partners would also have an opportunity in HDFC Bank to be product sourcing agents subject to regulatory guidelines and compliances. Mr. Manoj Gupta number four, I have already mentioned that you asked for bonus before the effective date. The entire Board is here, they have heard you, and let them have a look at it.

Mrs. Lekha Shah, you had no questions. Thank you for your good wishes. Mr. Gautam Tiwari, as I mentioned, all employees, you asked about all employees of HDFC will become HDFC Bank employees on not less favorable terms than those that are engaged now or whatever someone is earning in HDFC now they will not get a lower salary. All branches and overseas offices of HDFC existing as on the effective date will be transferred to the Bank subject to necessary regulatory approvals. All properties of HDFC existing on the effective date will be transferred to HDFC Bank, including this HDFC House. No decision has been taken in relation to any changes that may occur in the composition of the Board of Directors of HDFC Bank, consequent to the effectiveness of the amalgamation. Regarding ERGO and Credila, the promoters of ERGO, HDFC and ERGO International would discuss and decide on the same at an appropriate time about listing of HDFC ERGO. There is no plan to list HDFC Credila in few years. Who will be the share transfer agent? That was your next question.

The said matter will be discussed as part of the integration, presently, the RTA of HDFC Bank is Datamatics Business Solutions. The directors of the Corporation shall automatically vacate the office post effectiveness of the amalgamation. As I mentioned earlier, no decision has been taken regarding any changes in the composition of the Board. The merger still remains subject to certain final approvals and hence, indicating the exact effective date would not be possible. We expect it, as I mentioned earlier, June 2023.

As of now, we have no plans to give some special dividends. However, depending on various factors, the Board would take appropriate decision at the relevant time. Action plan regards each of the subsidiary or associate companies has been submitted to RBI and accordingly, the approval received from RBI such subsidiaries in respect of which RBI's approval has been granted, would become subsidiaries. We have applied to RBI to allow all our subsidiaries to become Bank subsidiaries. We have not yet heard from them, whichever they permit will become subsidiary of the bank, whichever they do not permit we'll find a solution of disposing it of doing something with that before the effective date. Or we may get a couple of years from Reserve Bank in order to divest some of our investments.

Why HDFC Investment Limited holdings are proposed to be merged. HDFC Investments and Holdings Limited hold 6.65% of our Bank shares to avoid complexities and from an operational perspective, it was proposed that Investments and Holdings be first merged with HDFC and then HDFC merged with the Bank.

The meeting is held through audio-visual means pursuant to the order dated October 14, 2022, passed by the Honorable National Company Law Tribunal Mumbai, bench. Further, MCA allowed companies to

hold general meetings through video conferencing until 31st of December 2022. All the branches, overseas offices I mentioned, will be transferred to the Bank.

I mentioned that. Item 7, Mr. Mascarenhas. I mentioned about employees. I mentioned about deposit agents I mentioned about this Mrs. Mascarenhas. Yes, you would have liked HDFC to complete 50 years before the merger. We are a few years short of that. And you also asked about the cost of the merger, which I have answered. Then you wanted to know what will happen to all listed as well unlisted company that also I have answered.

HDFC and HDFC Bank have constituted an integration committee and various sub-committees to ensure smooth integration of all business verticals as well as corporate functions. So HDFC and HDFC Bank have identified around 40 work streams, for integration and more than 100 senior employees from each side are working towards a proper and smooth integration.

Please note that no customer-related data has been shared with the HDFC Bank due to various reasons, including the requirements of data privacy and maintenance of confidentiality. Mr. Santosh Kumar Saraf employees have answered, branches have answered merger when it's completed, I've answered. Then Mr. Dharav Jamadar. So, change of role of employees will be decided by the Integration Committee. Subsidiaries will become subsidiaries of the Bank. Section 19(2) of the Banking Regulation Act, 1949, restricts bank from holding shares in excess of 30% of the capital of a company unless it is a subsidiary of a bank.

Accordingly, requests for forbearance have been made to the Reserve Bank by HDFC Bank in relation to our shareholding in our associates and subsidiaries post-merger. Again, you asked about what will happen to our employees. All financial scenario analysis and proformas have been done, and we reiterate that the merger will be beneficial for the Bank, subsidiary companies and will enable far greater cross-selling opportunities. EPS, ROA and book value is positive to accretive. We have articulated about our margins you are saying. We have articulated this in our quarterly earnings call extensively wherein the net interest margin in Q1 of the previous year had risen sharply.

This was during the second phase of COVID-19 when the overnight interest rates had de-linked from the market rates owing to high liquidity in the system. At that time, we had articulated that the high NIMs were not sustainable. Going forward, NIMs will normalize. Last question, you asked is union of two strong brands. Some will be greater than the total of parts, complete suite of offerings for customers, lower cost of customer acquisition, greater opportunity to cross-sell greater opportunities to increase customers value.

We do not anticipate or we do not foresee any negative impact on the merger. Ms. H.S. Patel. I think we've already answered. Ajay Agarwal will be a full-time employee of the Bank. And you were quite emotional when you were talking, but we were also as emotional as you are. Mrs. Asha Lata Maheshwari speaker number 11 merger remains subject to certain final approvals and exact date would not be possible but according to us, it could be June 2023. Employees I have answered.

I think number of shareholders have thanked our secretarial department. I would also like, on behalf of the Board to thank Ajay and his team, Lakshmi Shetty and others for the proactive steps they have taken so that all of you could attend this EGM. Mr. Deepak Kapur. Status of SLR, CRR, PSL, HDFC Bank has been in discussions with RBI seeking forbearance for certain assets, liabilities and subsidiaries. In case of forbearances are not forthcoming, the merged entity is expected to have sufficient liquidity and alternatives available to meet the necessary required fund requirements.

I think I've already mentioned about the PSL earlier. HDFC Bank has sought necessary approval from RBI for the insurance companies. As per the MSCI Global investable market indices methodology released earlier this month, HDFC Bank would be included in the MSCI index post completion of the merger. However, we will not be able to confirm the weightage that will be given to HDFC Bank on the MSCI Index at this stage. Special dividend, we look at it. Your other question was on NIMs get impacted for a couple of years. As far as NIMs are concerned, on a post-merger basis, the current mix of CASA and term deposits may undergo a change.

This may initially impact the NIMs of the combined entity, yet as HDFC's higher cost of borrowing get replaced with lower funding costs of the Bank, NIMS will revert to the earlier level of HDFC Bank. Mortgages have a higher return on equity and consume less capital as risk weightages are lower. No additional capital will be required in the combined entities as both entities have adequate capital. Hence, we do not expect any major impact. Mr. Om Prakash Kejriwal. HDFC Bank would then be distributing and giving sanctioning housing loans. That was your question. Employees have answered.

HDFC would continue the housing mission of housing. Mr. Has Mukh Vohra. What will happen to the FPI holdings. Now you see the shareholdings, all the investors holding equity shares of HDFC Limited as on the record date will be issued equity shares of HDFC Bank according to the share exchange ratio. Foreign financial institutions, portfolio investors would become shareholders of HDFC Bank post the merger.

We understand that foreign shareholding in the merged entity would be within permissible limits. Foreign holding limit in HDFC Bank is 74%. Mr. Kotwani. There was no pressure at all whatsoever. There was no compulsion from the regulator or any of the regulators for us to go for the merger. It was a joint decision taken both by the Boards of the two companies and also the merger is not at all due to any NPAs or asset qualities of either of the entities. Mr. Mayank Gupta. You wanted the future growth rate. Now the growth rate of the Bank will depend on a number of considerations.

It is difficult to anticipate the growth now. It depends on liquidity, availability of liquidity, India is on a good bright spot today if credit offtake is higher than deposit mobilization as of now. So, we expect the future growth to be positive as capacity utilization of companies have increased fresh capital expenditures are going to be made, government spending has increased. So, a number of these factors will have to be taken into account. So, it's difficult for us to give a number of the future growth.

Mr. Dinesh Bhatia, thank you for your support all the time, all these years. Mr. Vakil. Thank you for your thoughts. Mr. Mahadevia also, you've been an old shareholder. Normally, you ask a number of questions. Today, you had not many questions to ask. Aspi. Thank you and

Mr. Bharat Shah never showed up I think connection issue. I'll just give one last point. Kotwani's, what was the relevance of the merger you asked.

The Corporation has been from time to time exploring various opportunities for its organic as well as inorganic growth. The possibility of consolidating with HDFC Bank has been a matter of discussion every few years since many, many years. However, in the past, the external environment across various parameters were not conducive enough. Over the last two years, there have been certain regulatory changes for banks, and there have been changes, regulatory changes, particularly for NBFCs, where the regulator has classified NBFCs into three categories: upper layer, middle layer, base layer and the upper layer limit is INR 50,000 crores and above.

And they have mentioned that for upper layer NBFCs bank-like regulations will apply. The barriers between the NBFC and banks are becoming narrower and narrower. In 2020, RBI issued guidelines, which laid the road map for conversion of large NBFCs into full-scale commercial banks, which has considerably addressed bottlenecks like semi-urban and rural branch requirements.

RBI further mandated that within a group, just one entity may be engaged in a specific product line. This required a reassessment of the group structure. Further in the present context of strong growth in housing market and also given the low interest rates in the economy, it was a good time to evaluate. It was a good time to understand and move forward. Mr. Chairman, I have answered, tried to answer all the questions by the shareholders. Thank you.

Gautam.Doshi: Thank you, Mr. Parekh. And Mr. Mistry do you have anything to add? - then may I now request the equity shareholders who have not voted so far to cast their votes now. Equity shareholders should note that the e-voting window will remain open for another 30 minutes. This being an NCLT convened meeting, the results will be reported to the Honorable NCLT Mumbai Bench I authorize Mr. Ajay Agarwal, Company Secretary of HDFC Limited to receive and declare the voting results, along with the scrutinizer's report, intimate the stock exchanges where the shares of HDFC Limited are listed and place the same on the website of HDFC Limited.

The resolution as set forth in the notice shall be deemed to be passed today subject to receipt of the requisite number of votes. Also, HDFC Limited will put up the results on its notice board at the registered office and corporate office and on the website of National Securities Depository Limited on or before closure of business as on November 26. Thank you. The business of the meeting is now complete, and I declare the meeting closed. I thank you all for cooperating with me in the smooth conduct of the meeting. Thank you.

Management: Thank you.
