



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, MUMBAI**

**COMPANY SCHEME PETITION NO. 243 OF 2022**

**CONNECTED WITH**

**COMPANY SCHEME APPLICATION NO. 200 OF 2022**

In the matter of Sections 230 to 232 read with other applicable provisions of the Companies

Act, 2013

AND

In the matter of Composite Scheme of Amalgamation

AMONG

HDFC Investments Limited (“Transferor Company No. 1”)

AND

HDFC Holdings Limited (“Transferor Company No. 2”)

AND

Housing Development Finance Corporation Limited (“Transferee Company”/

“Amalgamating Company”)

AND

HDFC Bank Limited (“Amalgamated Company”)

AND

their respective shareholders and creditors

**Housing Development Finance Corporation Limited**, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Ramon House, H.T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai – 400020, Maharashtra, India.  
**CIN: L70100MH1977PLC019916**

**...Petitioner No. 3/  
Transferee Company/  
Amalgamating Company**

**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



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

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**NOTICE OF HEARING OF THE PETITION**

To,

All concerned Regulatory authorities

A Joint Company Scheme Petition for sanctioning the composite scheme of amalgamation among HDFC Investments Limited and HDFC Holdings Limited and Housing Development Finance Corporation Limited and HDFC Bank Limited and their respective shareholders and creditors was presented, *inter alios*, by the Petitioner No. 3/Transferee Company/Amalgamating Company on December 7, 2022. By an order dated December 16, 2022, the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal") has fixed the hearing of the said Joint Company Scheme Petition on January 27, 2023 before the Hon'ble Tribunal.

For **Housing Development Finance Corporation Limited**

**Sd/-**

**Ajay Agarwal**

**Company Secretary**

Place: Mumbai

Date: December 22, 2022

Enclosed:

1. Copy of order dated December 16, 2022 passed in the said Petition.

**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

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, MUMBAI**

**COMPANY SCHEME PETITION NO. 243 OF 2022**

**CONNECTED WITH**

**COMPANY SCHEME APPLICATION NO. 200 OF 2022**

In the matter of Sections 230 to 232 read with other applicable provisions of the Companies Act,  
2013

AND

In the matter of Composite Scheme of Amalgamation

AMONG

HDFC Investments Limited (“Transferor Company No. 1”)

AND

HDFC Holdings Limited (“Transferor Company No. 2”)

AND

Housing Development Finance Corporation Limited (“Transferee Company”/ “Amalgamating  
Company”)

AND

HDFC Bank Limited (“Amalgamated Company”)

AND

their respective shareholders and creditors

**HDFC Investments Limited**, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai – 400 020, Maharashtra, India.

CIN: U65990MH1994PLC083933

**...Petitioner No. 1/  
Transferor Company No. 1**

**NOTICE OF HEARING OF THE PETITION**

To,

All concerned Regulatory authorities

A Joint Company Scheme Petition for sanctioning the Composite Scheme of Amalgamation among HDFC Investments Limited and HDFC Holdings Limited and Housing Development Finance Corporation Limited and HDFC Bank Limited and their respective shareholders and creditors was presented, *inter alios*, by the Petitioner No. 1/Transferor Company No. 1 on December 7, 2022. By an order dated December 16, 2022, the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal") has fixed the hearing of the said Joint Company Scheme Petition on January 27, 2023 before the Hon'ble Tribunal.

For **HDFC Investments Limited**

**Sd/-**  
**Sarika Mahajan**  
**Company Secretary**

Place: Mumbai

Date: December 22, 2022

Enclosed:

1. Copy of order dated December 16, 2022 passed in the said Petition.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, MUMBAI**

**COMPANY SCHEME PETITION NO. 243 OF 2022**

**CONNECTED WITH**

**COMPANY SCHEME APPLICATION NO. 200 OF 2022**

In the matter of Sections 230 to 232 read with other applicable provisions of the Companies Act,  
2013

AND

In the matter of Composite Scheme of Amalgamation

AMONG

HDFC Investments Limited (“Transferor Company No. 1”)

AND

HDFC Holdings Limited (“Transferor Company No. 2”)

AND

Housing Development Finance Corporation Limited (“Transferee Company”/ “Amalgamating  
Company”)

AND

HDFC Bank Limited (“Amalgamated Company”)

AND

their respective shareholders and creditors

**HDFC Holdings Limited**, a company  
incorporated under the provisions of the  
Companies Act, 1956 and having its  
registered office at Ramon House, H. T.  
Parekh Marg, 169, Backbay Reclamation,  
Churchgate, Mumbai – 400 020,  
Maharashtra, India.  
CIN: U65993MH2000PLC123680

**...Petitioner No. 2/  
Transferor Company No. 2**

**NOTICE OF HEARING OF THE PETITION**

To,

All concerned Regulatory authorities

A Joint Company Scheme Petition for sanctioning the Composite Scheme of Amalgamation among HDFC Investments Limited and HDFC Holdings Limited and Housing Development Finance Corporation Limited and HDFC Bank Limited and their respective shareholders and creditors was presented, *inter alios*, by the Petitioner No. 2/Transferor Company No. 2 on December 7, 2022. By an order dated December 16, 2022, the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal") has fixed the hearing of the said Joint Company Scheme Petition on January 27, 2023 before the Hon'ble Tribunal.

For **HDFC Holdings Limited**

**Sd/-**

**Sarika Mahajan**  
**Authorised Signatory**

Place: Mumbai

Date: December 22, 2022

Enclosed:

1. Copy of order dated December 16, 2022 passed in the said Petition.

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, COURT - II  
COMPANY SCHEME PETITION NO.243 OF 2022  
CONNECTED WITH  
COMPANY SCHEME APPLICATION NO.200 OF 2022**

In the matter of the Companies  
Act, 2013

And

In the matter of Sections 230-232  
and other Applicable provisions  
of the  
Companies Act, 2013

And

In the matter of Composite  
Scheme of Amalgamation  
between

HDFC Investments Limited  
(*“Transferor Company No.1”*)

And

HDFC Holdings Limited  
(*“Transferor Company No.2”*)

And

Housing Development Finance  
Corporation Limited





*Appearances (through video conferencing):*

For the Petitioners: Mr. Janak Dwarkadas, Senior Advocate, Mr. Sandeep Singhi, Ms. Bindi Dave, Mr. Aayesh Gandhi and Mr. Rohan Bhatia i/b. M/s. Singhi & Co., Advocates and M/s. Wadia Ghandy & Co., Advocates

**ORDER**

*Per: Justice P.N. Deshmukh, Member Judicial*

1. The Bench is convened through videoconference.
2. Petition is admitted.
3. Petition fixed for hearing and final disposal on 27.01.2023.
4. The Ld. Senior Advocate for the Petitioners states that this Joint Company Scheme Petition is filed by HDFC Investments Limited (hereinafter referred to as the “**Transferor Company No. 1**” or the “**Petitioner No. 1**”, as the context may admit), HDFC Holdings Limited (hereinafter referred to as the “**Transferor Company No. 2**” or the “**Petitioner No. 2**”, as the context may admit), Housing Development Finance Corporation Limited (hereinafter referred to as the “**Transferee Company/Amalgamating Company**” or the “**Petitioner No. 3**”, as the context may admit) and HDFC Bank Limited

(hereinafter referred to as the “**Amalgamated Company**” or the “**Petitioner No. 4**”, as the context may admit) *inter alia* seeking sanction of the Composite Scheme of Amalgamation among the Transferor Company No. 1 and the Transferor Company No. 2 and the Transferee Company/Amalgamating Company and the Amalgamated Company and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”).

5. The Ld. Senior Advocate for the Petitioner Companies submits that the Joint Company Scheme Petition is filed in consonance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Order dated 14<sup>th</sup> October 2022 passed in CA (CAA) No.200 of 2022 (“**said Order**”).
6. The Ld. Senior Advocate for the Petitioner Companies states that, as recorded in the said Order, this Tribunal was pleased to dispense with the meetings of the equity shareholders of the Transferor Company Nos.1 and 2. Further, considering that there were no Secured Creditors and Unsecured Creditors of the Transferor Company Nos.1 and 2, the requirement of holding any meetings of secured creditors and unsecured creditors of the Transferor Company Nos.1 and 2 did not arise.

7. The Ld. Senior Advocate for the Petitioner Companies further states that by way of the said Order, this Tribunal had also dispensed with the meetings of the creditors of the Amalgamating Company/ Transferee Company and of the Amalgamated Company, as the case may be.
8. The Ld. Senior Advocate for the Petitioner Companies further states that by way of the said Order, this Tribunal directed to convene meetings of equity shareholders of the Amalgamating Company/ Transferee Company and also of the Amalgamated Company.
9. The Learned Counsel for the Petitioner Companies submits that, as per the directions of this Tribunal in the said Order, the Chairman appointed by the Tribunal has caused the Transferee Company/ Amalgamating Company and the Amalgamated Company to publish advertisements convening the meeting of their Equity Shareholders in Business Standard (All Editions) in the English Language and Marathi translation thereof in Navshakti (Mumbai Edition). The Chairman of the meetings has filed the Affidavits of Service of the notices of the meetings of equity shareholders of the Transferee Company/ Amalgamating Company and the Amalgamated Company, respectively and the same are annexed at *Exhibit DDD* and *Exhibit EEE* to the Joint Company Scheme Petition.

10. The Ld. Senior Advocate for the Petitioner Companies states that as per the directions contained in the said Order, the Petitioner Companies have *inter alia* duly served the notices to statutory/ regulatory authorities.
11. The Learned Counsel for the Petitioner Companies states that as per the directions of the Tribunal, the meetings of the equity shareholders of the Transferee Company/ Amalgamating Company as well as the Amalgamated Company were duly convened. The Chairman and the Scrutinizer appointed by the Tribunal have filed their respective reports. As per the said reports, the respective equity shareholders (which includes public shareholders) of the Amalgamating Company/ Transferee Company and the Amalgamated Company have approved the Scheme with requisite statutory majority.
12. The Ld. Senior Advocate for the Petitioner Companies states that the Petitioner Companies have not received any representations from any of the authorities.
13. The Petitioner Companies are directed to cause publication of the notice of hearing of the Petition, at least 10 (ten) clear days before the date fixed for hearing, in Business Standard (All Editions) in English Language and Marathi translation thereof in Navshakti (Mumbai Edition) as per Rule 16(1) of

the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

14. The Petitioners shall issue notices to all the authorities, to whom the notices under Section 230(5) of the Companies Act, 2013 were served pursuant to order dated 14<sup>th</sup> October 2022, informing the date fixed for hearing.
15. The Petitioner Companies shall host the notice of hearing of the Petition with a copy of the scheme on their respective websites, if any.
16. The Petitioner Companies shall file an affidavit of service/ compliance report regarding the issue of advertisement of the notice of the hearing of the Company Petition and the issuance of the notices to statutory authorities, stating that the same has been duly complied with the Registry in regard to the directions of this Tribunal, 3 (three) days before the date fixed for final hearing.

**Sd/-**

**SHYAM BABU GAUTAM**  
**MEMBER (TECHNICAL)**

**Sd/-**

**JUSTICE P.N. DESHMUKH**  
**MEMBER (JUDICIAL)**