

July 1, 2023

Ref. No.: HDFC Life/CA/2023-24/36

**Listing Department**

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No C/1, Block G,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai- 400 051

NSE Symbol: HDFCLIFE

**Listing Department**

**BSE Limited**

Sir PJ Towers,  
Dalal Street,  
Fort,  
Mumbai – 400 001

BSE Security Code: 540777

Dear Sir/ Madam,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – HDFC Bank Limited (“HDFC Bank”) becomes holding company and promoter of HDFC Life Insurance Company Limited (“HDFC Life”)**

**Ref: 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**

We refer to our earlier letter dated June 28, 2023 whereby we had informed that HDFC Life had become a subsidiary of HDFC Limited.

In this regard, we are enclosing herewith an announcement made by HDFC Bank stating that HDFC Limited has amalgamated with and into HDFC Bank with effect from July 1, 2023. Consequent to the scheme coming into effect, HDFC Bank has now become the holding company and promoter of HDFC Life.

This is for your information and appropriate dissemination.

Thanking you,

**For HDFC Life Insurance Company Limited**

**Narendra Gangan**

**General Counsel, Chief Compliance Officer &  
Company Secretary**

**Encl: As above**

July 01, 2023

**BSE Limited**

Dept of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001  
Scrip Code - 500180

**The National Stock Exchange of India Limited**

The Listing Department  
Exchange Plaza  
Bandra Kurla Complex,  
Mumbai 400 051  
Symbol - HDFCBANK

**Kind Attn:** Sr. General Manager  
DCS - Listing Department

**Kind Attn:** Head – Listing

Dear Sirs,

**Sub: Disclosure under Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

**Re: Effectiveness of the Composite Scheme of Amalgamation (“Scheme”) for the amalgamation of: (i) HDFC Investments Limited (“HDFC Investments”), and HDFC Holdings Limited (“HDFC Holdings”), wholly owned subsidiaries of the 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 04, 2022 informing about the decision taken by the Board of Directors of HDFC Bank approving the Scheme under Sections 230 to 232 of the Companies Act, 2013, and rules and regulations thereunder, subject to receipt of various statutory and regulatory approvals.

Vide our letter dated June 30, 2023, we informed that the Board of Directors of HDFC Bank had *inter alia* approved July 01, 2023 to be the ‘Effective Date’ of the Scheme, on which date the certified copy of the order dated March 17, 2023 of the National Company Law Tribunal, Mumbai bench (“NCLT”) sanctioning the Scheme (“**Certified Order**”) shall be filed with the Registrar of Companies (“**RoC**”).

In this regard, please note that:

- (a) HDFC Investments, HDFC Holdings and HDFC Limited have each filed the Certified Order vide Form INC-28 with the RoC on July 01, 2023, to make Part C of the Scheme effective.
- (b) HDFC Limited and HDFC Bank have each, filed the Certified Order vide Form INC-28 with the RoC on July 01, 2023, to make Part D of the Scheme and consequently, entire Scheme effective.

In view of the aforesaid and by virtue of the provisions of the Scheme, *inter alia* the following outcomes arise:

- 1) The Scheme has become effective today, i.e. on July 01, 2023 in accordance with Clause 42 of the Scheme.

- 2) HDFC Investments and HDFC Holdings have been amalgamated with and into HDFC Limited, and have stood dissolved without being wound up, without any further act or deed, on July 01, 2023 with effect from Appointed Date 1 under the Scheme (being end of day on June 30, 2023).
- 3) HDFC Limited has been amalgamated with and into HDFC Bank, and HDFC Limited has stood dissolved without being wound up, without any further act or deed, on July 01, 2023 with effect from Appointed Date 2 under the Scheme (being July 01, 2023).
- 4) The authorized share capital of HDFC Bank has automatically stood increased on account of transfer to and amalgamation /combination of authorised capital of HDFC Limited (post amalgamation of HDFC Investments and HDFC Holdings with and into HDFC Limited) with the authorized share capital of HDFC Bank. Accordingly, Clause V. of the Memorandum of Association of HDFC Bank, has stood replaced by the following Clause V:

“V. The Capital of the Company is INR 1190,61,00,000/- (Indian Rupees One Thousand One Hundred Ninety Crores and Sixty One Lacs Only) divided into 1190,61,00,000 (One Thousand One Hundred Ninety Crores and Sixty One Lacs) Equity Shares of INR 1/- (Indian Rupee One Only) each with a power to increase or reduce the share capital.”

- 5) Subsidiaries of HDFC Limited, including the following two listed companies, have become subsidiaries of HDFC Bank with effect from July 01, 2023.
  - a) HDFC Life Insurance Company Limited
  - b) HDFC Asset Management Company Limited

Further, the following two insurance companies have also become subsidiaries of HDFC Bank with effect from July 01, 2023:

- a) HDFC Life Insurance Company Limited, as mentioned in (a) above; and
- b) HDFC Ergo General Insurance Company Limited.

HDFC Bank has also become the promoter of the aforesaid insurance companies.

- 6) HDFC Bank has become co-sponsor of HDFC Mutual Fund, a mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, in place of HDFC Limited with effect from July 01, 2023.
- 7) The offices of Directors and Key Managerial Personnel of HDFC Investments, HDFC Holdings and HDFC Limited have stood vacated with effect from July 01, 2023.
- 8) The formalities in relation to cancellation of registration certificates, issued by Reserve Bank of India, for HDFC investments, HDFC Holdings and HDFC Limited, as non-banking financial companies / housing finance company, are being undertaken.

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

Thank you,

Yours faithfully,  
For **HDFC Bank Limited**

SANTOSH  
GURUDAS  
HALDANKAR

Digitally signed by SANTOSH GURUDAS HALDANKAR  
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serialNumber=8552,3.1.0.1.4=92204714020000,  
c=IN, o=HDFC BANK LIMITED, ou=HDFC BANK LIMITED,  
ou=HDFC BANK LIMITED, postalCode=400001,  
st=Maharashtra,  
serialNumber=117026,3.1.0.1.4=92204714020000,  
c=IN, o=HDFC BANK LIMITED, ou=HDFC BANK LIMITED,  
ou=HDFC BANK LIMITED, postalCode=400001,  
st=Maharashtra,  
Date: 2023.07.01 09:17:28 +05'30'

**Santosh Haldankar**  
Company Secretary