

Ref/No/HDFCAMC/SE/2022-23/42

Date – August 2, 2022

National Stock Exchange of India Limited Exchange Plaza, Plot C/1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400051	BSE Limited Sir PJ Towers, Dalal Street, Mumbai – 400001
Kind Attn: Head – Listing Department	Kind Attn: Sr. General Manager – DCS Listing Department

Dear Sir/Madam,

SUB: RECEIPT OF IN-PRINCIPLE APPROVAL FROM THE SECURITIES AND EXCHANGE BOARD OF INDIA ('SEBI') FOR CHANGE IN CONTROL OF THE COMPANY AND CHANGE IN SPONSOR OF HDFC AMC AIF II, ON ACCOUNT OF THE PROPOSED AMALGAMATION OF HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED ('HDFC LTD.') WITH AND INTO HDFC BANK LIMITED ('HDFC BANK')

We would like to inform you that in view of the proposed amalgamation of: (i) HDFC Investments Limited and HDFC Holdings Limited, wholly owned subsidiaries of HDFC Ltd., with and into HDFC Ltd.; and (ii) HDFC Ltd. with and into HDFC Bank by way of a composite scheme of amalgamation ("Scheme") which is subject to receipt of requisite approvals; HDFC Asset Management Company Limited ("the Company") had made the following applications to the Securities and Exchange Board of India ("SEBI"):

- (1) as the asset management company of HDFC Mutual Fund, a SEBI registered mutual fund under the SEBI (Mutual Funds) Regulations, 1996 ("MF Regulations"), for (i) in-principle approval for the proposed change in the control of the Company and (ii) change in one of the co-sponsor(s) of HDFC Mutual Fund from HDFC Ltd. to HDFC Bank pursuant to the Scheme becoming effective;
- (2) as a portfolio manager registered with SEBI under SEBI (Portfolio Manager) Regulations, 2020 ("PMS Regulations"), for change in one of the promoters of the Company pursuant to the Scheme becoming effective;
- (3) as the investment manager of HDFC AMC AIF II, SEBI registered alternative investment fund under SEBI (Alternative Investment Fund) Regulations, 2012 ("AIF Regulations") for: (i) an in-principle approval for the proposed change in control of the Company from HDFC Ltd. to HDFC Bank; and (ii) taking on record the proposed change in the sponsor of HDFC AMC AIF II from HDFC Ltd. to HDFC Bank.

In this connection, on August 1, 2022, SEBI has:

- (1) granted its in-principle approval(s) for the proposed change in control of the Company (a subsidiary of HDFC Ltd.), which is the investment manager of HDFC AMC AIF II, subject to the approval of the National Company Law Tribunal ("NCLT") under Sections 230-232 of

HDFC Asset Management Company Limited

A Joint Venture with Abrdn Investment Management Limited

CIN: L65991MH1999PLC123027

Registered Office : "HDFC House", 2ndFloor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400 020

Tel.: 022 - 6631 6333 Fax: 022 - 6658 0203 Website: www.hdfcfund.com email: shareholders.relations@hdfcfund.com



the Companies Act, 2013 and compliance with all other provisions of AIF Regulations as amended from time to time, guidelines, circulars and other directives / provisions as may be applicable.

- (2) also taken on record the proposed change in sponsor of HDFC AMC AIF II from HDFC Ltd. to HDFC Bank, pursuant to the Scheme becoming effective.

The respective approvals from SEBI in terms of the MF Regulations and the PMS Regulations are awaited.

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

This is for your information and records.

Thanking you,

Yours faithfully,

For **HDFC Asset Management Company Limited**

Sylvia Furtado
Company Secretary

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