



Notice

HDFC ASSET MANAGEMENT COMPANY LIMITED

CIN: L65991MH1999PLC123027

Regd. Office: "HDFC House", 2nd Floor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai – 400020.

Website: www.hdfcfund.com ; Email: shareholders.relations@hdfcfund.com; Tel: +91(22) 6631 6333; Fax: +91(22)6658 0203.

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting of the Members of HDFC Asset Management Company Limited ("the Company") will be held on Wednesday, June 25, 2025 at 3.00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business(es):

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

2. Declaration of Dividend:

To declare a dividend of ₹90/- per equity share for the financial year ended March 31, 2025.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Deepak S. Parekh as Non-Executive Non-Independent Director and Chairman of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, Regulation 17(1A) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws, if any, read with the Articles of Association of the Company and upon recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Deepak S. Parekh (DIN: 00009078), aged 80 years, who retires by rotation at the ensuing Annual General Meeting, and being eligible and having offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Non-Independent Director and Chairman of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient and desirable to give effect to this resolution."

4. Appointment of Secretarial Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, Regulation 24A and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Firm registration number: P2009MH007000), be and are hereby appointed as the Secretarial Auditors of the Company for conducting secretarial audit and issuing the secretarial audit report and to do all such actions that may be necessary for a term of five (5) consecutive financial years commencing from April 1, 2025 till March

31, 2030, at such fees, plus applicable taxes and other out-of-pocket expenses, as may be mutually agreed and approved by the Board of Directors of the Company (including its Committee) and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee), be and are hereby severally authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient and desirable to give effect to this resolution."

BY ORDER OF THE BOARD
For **HDFC Asset Management Company Limited**

Sonali Chandak

Company Secretary

Membership No. A18108

Place: Mumbai

Date: May 23, 2025

Registered Office:

"HDFC House", 2nd Floor, H.T. Parekh Marg,

165-166, Backbay Reclamation,

Churchgate, Mumbai – 400020

CIN: L65991MH1999PLC123027

Website: www.hdfcfund.com

Email: shareholders.relations@hdfcfund.com

Tel: +91(22) 6631 6333; Fax: +91(22)6658 0203.

NOTES:

A. General Instructions:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued General Circular No. 09/2024 dated September 19, 2024 read with other connected circulars issued in this regard (collectively referred as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. Further, the Securities and Exchange Board of India ("SEBI") also vide its Master Circular dated November 11, 2024 read with SEBI circular dated October 3, 2024 (collectively referred as 'SEBI Circulars') and other applicable circulars issued in this regard has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Secretarial Standards on General Meeting, issued by The Institute of Company Secretaries of India ("SS-2"), MCA and SEBI Circulars / Listing Regulations, the 26th Annual General Meeting (AGM) of the Company will be held through VC / OAVM.
2. Since the AGM will be held through VC / OAVM means, the route map is not annexed in this Notice. The Registered Office of the Company will be deemed to be the venue of the AGM. The Company shall provide live webcast of proceedings of AGM from 3:00 pm (IST) onwards on Wednesday, June 25, 2025. Members can view the proceedings of AGM by logging on to the e-voting website of NSDL at www.evoting.nsdl.com using their remote e-voting credentials, where the e-voting Event Number ("EVEN") of Company will be displayed.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/their behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with and the facility for appointment of proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. An Explanatory Statement pursuant to Section 102 of the Act read with the Listing Regulations and SS-2, setting out material facts relating to business(es) under Item number(s) 3 and 4 to be transacted at the Meeting, forms part of this Notice.
5. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Information regarding particulars of the Director and secretarial auditor seeking appointment/ re-appointment as required under Regulation 36(3) & (5) of the Listing Regulations and the provisions of SS-2 forms part of this Notice. The Company has received the requisite consent/ declarations from the Director and secretarial auditor for their appointment/ re-appointment under the Act, Listing Regulations and the rules made thereunder.
7. In terms of provisions of Section 107 of the Act, since the resolutions as set out in the notice are being conducted through e-voting, the said resolutions will not be decided by show of hands at the AGM.
8. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

B. Dividend related information:

9. The Board of Directors at its meeting held on April 17, 2025 has recommended a final Dividend of ₹90 per equity share of ₹5 each of the Company, for the financial year ended March 31, 2025, for the approval of member at the 26th AGM.
10. Pursuant to Regulation 42 of Listing Regulations, the Company has fixed Friday, June 6, 2025 as the record date for the purpose of determining the entitlement of the members for the payment of final dividend, if declared, in the forthcoming AGM.
11. Subject to the provisions of section 126 of the Act, dividend on equity shares, if approved, at the AGM, will be paid within the prescribed period of 30 days from the date of the forthcoming AGM to all those members holding shares as on closing hours on Record date.
12. As per the SEBI Listing Regulations and pursuant to SEBI Master circular dated May 7, 2024 read along

with SEBI circular dated April 20, 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case of members holding shares in demat mode and where the dividend could not be processed through electronic mode, payment will be made through physical instrument such as dividend warrant/demand draft incorporating bank account details of such members.

13. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s) ("DP's"), with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or KFin Technologies Limited, Registrar and Share Transfer Agent ("KFintech/RTA") cannot act on any request received directly from the members holding shares in demat form for any change or updation of bank particulars. Such changes/updation are to be intimated only to the DP's of the members.

C. Taxation on payment of dividend:

14. Pursuant to Finance Act, 2020, as amended from time to time, and applicable provisions of the Income-tax Act, 1961 dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For detailed information on the same, please refer the Company's website at <https://www.hdfcfund.com/about-us/corporate-governance/dividend>.

D. Investor services and grievance redressal system:

15. SEBI, vide its Master circular dated May 7, 2024 read along with SEBI circular dated March 16, 2023 and November 17, 2023 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or choice of nomination or contact details or mobile number or bank account details or specimen signature updated, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from April 1, 2024, upon furnishing

all the aforesaid details in entirety. Further, the Company will not dispatch the physical instrument such as banker's cheque/warrants or demand draft for the payment of dividend to the members holding shares in physical form as on record date.

The member holding share in physical form can update/ furnish their PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details), specimen signature and nomination details, as mandated by SEBI, by sending duly filled forms ISR-1, ISR-2, SH-13/ISR-3, as may be applicable, to RTA.

Any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents (except nomination) are not updated in the folio.

16. Members holding shares in demat form are requested to provide their e-mail address, mobile number, bank details and details relating to nomination to their DP's, in case the same are not updated.
17. As per Section 72 of the Act, members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling Form No. SH-13 or Form ISR-3 (Declaration to Opt-out).
18. Forms ISR-1, ISR-2, ISR-4 & SH-13 or ISR-3 along with the supporting documents as stated above are required to be submitted to KFintech at the address mentioned below:

KFin Technologies Limited

Unit: HDFC Asset Management Company Limited
Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad – 500032,
Telangana
Toll Free No.: 1800-309-4001
E-mail: einward.ris@kfintech.com
Website: <https://www.kfintech.com> or <https://ris.kfintech.com/>

Members are requested to note that, KFintech has launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for our members. Now, members can download the mobile app and see portfolios serviced by KFintech, check dividend status, request for annual reports,

change of address, change/update bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM".

19. SEBI has also released a Frequently Asked Questions ('FAQs') in respect of various service request including the payment of dividend. The copy of said FAQs is hosted on SEBI's website at https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.

20. SEBI vide its master circular for Online Dispute Resolution dated December 28, 2023, has provided an online dispute redressal forum/portal for redressing the unresolved queries of the shareholder(s) arising in the Indian Securities Market. The said circular can be accessed on the website of the Company. In this connection, the shareholder(s) are requested to address and send their grievance(s) / queries / complaints directly to the Company's Registrar & Share Transfer Agent viz. KFintech at einward.ris@kfintech.com and if the grievance is not redressed satisfactorily by RTA, the shareholders are requested to forward the grievance to the Company directly at shareholders.relations@hdfcfund.com.

If the grievance still persist, escalation can be made on the SCORES Portal at scores.sebi.gov.in in accordance with the SCORES guidelines and the process laid out therein. Further, if the shareholder(s) is still not satisfied with the outcome, then he/she/it can initiate the dispute resolution process on the ODR Portal at <https://smartodr.in/login>.

21. Pursuant to the provisions of the Listing Regulations, the Company is maintaining an E-mail ID, shareholders.relations@hdfcfund.com exclusively for prompt redressal of members'/investors grievances.

E. IEPF related information:

22. Pursuant to the provisions of Sections 124 and 125 of the Act read with the relevant rules made thereunder, there is no amount of Dividend remaining unclaimed/unpaid for a period of 7 (seven) years and/or unclaimed equity shares

which are required to be transferred to the Investor Education and Protection Fund (IEPF).

F. Circulation of copy of Annual Report and Notice:

23. In compliance with the aforesaid MCA Circulars and Listing Regulations, Notice of the AGM along with the Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a hard copy of the same. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.hdfcfund.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>. Request for a hard copy of the aforesaid documents may be made by the members by sending request to the following investor e-mail ids -einward.ris@kfintech.com / shareholders.relations@hdfcfund.com mentioning their Folio No./DP ID and Client ID.

24. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and Notice from the Company electronically.

25. In accordance of Regulation 36(1) of Listing Regulations, a letter containing the web-link including the exact path of Company's website, where complete details of annual report are available, will be send to Members at their registered address, who have not registered their email address.

G. Inspection of documents:

26. The Statutory Registers, certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and all the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on shareholders.relations@hdfcfund.com.

H. Process for e-voting and participation at the AGM through VC:

In compliance with the provisions of Regulation 44 of the Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the SS-2 on General Meetings, the Company is providing a remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronic means i.e. remote e-voting prior to the AGM and also during the AGM (for those members who have not exercised their votes through remote e-voting).

The remote e-voting period begins on Saturday, June 21, 2025 at 9:00 A.M. IST and ends on Tuesday, June 24, 2025 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, June 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, June 18, 2025.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI vide Master Circular dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the re-mote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
----------------------	--------------

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
--	--

- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ssrauthan@ssrgroupindia.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle or Ms. Pallavi Mhatre at evoting@nsdl.com

4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. June 18, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Company /RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on evoting@nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. June 18, 2025 may follow steps mentioned in this Notice under "Access to NSDL e-Voting system".

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shareholders.relations@hdfcfund.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shareholders.relations@hdfcfund.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in

demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company

will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their re-spective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to miti-gate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shareholders_relations@hdfcfund.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by accessing the link www.evoting.nsdl.com during re-mote e-voting window and providing their name, address, DP ID and Client ID / folio number, PAN, mobile number, and e-mail address. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. Members intending to speak at the AGM would require microphone and speakers-built-in or USB plug-in or wireless Bluetooth. The Company reserves the right to restrict the number of questions and number of speakers as appropriate to ensure smooth conduct of the AGM.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

In terms of the provisions of Section 152(6) of the Companies Act, 2013 ('the Act') and rules made thereunder, and other applicable laws, if any, read with the Articles of Association of the Company, Mr. Deepak S. Parekh, Non-Executive Non-Independent Director and Chairman of the Company, is liable to retire by rotation at the forthcoming 26th Annual General Meeting of the Company, and being eligible, has offered himself for re-appointment.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), the consent of the Members by way of Special Resolution shall be required for appointment or continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years. Mr. Deepak S. Parekh (aged 80 years), having attained the prescribed age limit, Special Resolution is proposed for approval of the Members of the Company, for continuation of his directorship on the Board of Directors of the Company.

Mr. Parekh has been the Director and Chairman of the Company since its inception in July 2000. Mr. Parekh served as the Chairman of Housing Development Finance Corporation Limited ('HDFC Limited') from 1993 to 2023 and contributed overall 45 years to HDFC Limited. Under his leadership, HDFC Limited, India's first retail housing finance company made home ownership a reality for millions across the country. He played a pivotal role in the merger of HDFC Limited with HDFC Bank Limited ('HDFC Bank') w.e.f. July 1, 2023, making HDFC Bank one of the top 10 banks globally by market capitalization. His vision transformed HDFC Limited from being a pure play mortgage finance company into a full-fledged financial services conglomerate with business spanning across in banking, asset management, insurance, property funds, education and education loans. HDFC Group is a dominant player in each of the verticals that it has participated in.

Mr. Parekh is a fellow of Institute of Chartered Accountants, 'England and Wales'. Mr. Parekh has been honored with several awards and accolades viz. Padma Bhushan, one of the highest civilian awards by Government of India in 2006; Knight in the Order of the Legion of Honour, one of the highest distinctions by the French Republic in 2010; first international recipient of the Outstanding Achievement Award by the Institute of Chartered Accountants in England and Wales in 2010; Bundesver dienstkreuz Germany's Cross of the Order of Merit, one of the highest distinction by the Federal Republic of Germany in 2014; first of a network of international ambassadors for championing London across the globe by the Mayor of London in 2017.

Over the past 25 years, Mr. Parekh has been instrumental in shaping the Company into one of India's most trusted and respected mutual fund houses. He has provided visionary leadership, ensuring a strong foundation built on integrity, investor-centricity and long-term value creation. He played a crucial role in expanding the business through strategic acquisitions including Zurich Mutual Fund and Morgan Stanley Mutual Fund, significantly strengthening Company's market position.

Mr. Parekh emphasis on building institutional depth and his foresight led the Company into new frontiers such as, in recent years, commencing Alternatives and GIFT City businesses. He has also upheld commitment to responsible investing through initiatives like the HDFC Cancer Cure Fund and adoption of United Nations-Supported Principles for Responsible Investment (UNPRI) and Climate Action 100+. Mr. Parekh championed innovation, scale and excellence, guiding the Company's evolution from a start-up to one of the top three asset management companies in India with AUM of over ₹ 7.5 Lakh Crore, with a rapidly expanding investor base of over 1.3 crore unique investors, a comprehensive and growing product suite of over 100 products, with a pan-India presence of 280 offices and support of over 95,000 distribution partners.

Since his initial appointment on the Board of Directors in July 2000, Mr. Parekh has been regularly participating at the Board and Board Committee meetings as well as the General Meetings of the Company conducted from time to time. His meeting attendance details from his last re-appointment on the Board of Directors of the Company in June 2022 up to the date of this Notice are as follows:

Type of meeting	Number of meetings conducted	Number of meetings attended
Board	21	20
Board Committees	48	46
Annual General Meeting	3	3
Total	72	69

During the annual process of performance evaluation of individual Directors, Board Committees and overall Board on various parameters, Mr. Parekh has consistently received favourable feedback for his invaluable guidance, wisdom, rich experience, exemplary leadership and strategic vision including the time that he dedicates for actively participating at the Board and Committee meetings, his contribution at these meetings by providing independent views on various matters and his overall business judgement.

Mr. Parekh in his capacity as a Chairman of the Board is responsible for leading the Company's Board, providing overall strategic direction to the Company, setting high standards of

compliance and governance. As a Chairman, he plays a pivotal role in fostering the effectiveness of the Board, navigating the Board and individual Directors. He demonstrates leadership qualities for effectively steering the corporate objectives of meeting the expectations of various stakeholders. Mr. Parekh, in addition to engaging with the Board and Committee members during the meetings, also regularly engages with the management of the Company. He is a Chairman / Member of several Committees of the Board, as detailed below and devotes considerable amount of time, efforts and expertise in advising the Board and the management on critical matters, wherever needed. The feedback the Board has received from the management team suggests that Mr. Parekh as a Chairman adds significant value not only on the strategic and governance front but also in betterment of customer delivery and expansion of business lines. If re-appointed, he will continue to be the Chairman / Member of the following Committees of the Board and/or any other Committees of the Board as may be constituted by the Board from time to time.

Sr. No.	Name of the Committee	Designation (Chairman/Member)
1.	Environmental, Social and Governance & Corporate Social Responsibility Committee	Chairman
2.	Risk Management Committee	
3.	Investment Committee	
4.	Nomination & Remuneration Committee	Member
5.	Stakeholders Relationship & Unitholder Protection Committee	

Mr. Parekh holds Board positions in Siemens Limited, HDFC Capital Advisors Limited and Schloss Bangalore Limited, and is also associated with a few Trusts/NGOs as well in advisory capacity as detailed in Annexure 1.

Based on the recommendation of the Nomination & Remuneration Committee and considering the above rationale, the Board of Directors believe that the Company, other Board members and the management continue to immensely benefit from the consistent commitment and rich experience of Mr. Parekh and hereby recommends re-appointment of Mr. Deepak S. Parekh as Non-Executive Non-Independent Director and Chairman, liable to retire by rotation as set out in the Resolution at Item No. 3 of the Notice, for approval of the members as a Special Resolution.

Relevant details of Mr. Deepak S. Parekh, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') are provided in the "Annexure 1" to this Notice. Further, the Company has received a declaration from Mr. Parekh confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act nor

he has been debarred from holding the office of director by virtue of any order from SEBI /Ministry of Corporate Affairs or any such statutory authority.

Except for Mr. Parekh and his relatives, none of the other directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

ITEM NO. 4

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') every listed entity shall undertake Secretarial Audit by Secretarial Auditors and shall annex a Secretarial Audit Report, with the Annual Report. For this purpose, the Board of Directors of the Company had appointed M/s. Makarand M. Joshi & Co ('MMJC') Practicing Company Secretaries (Firm registration number: P2009MH007000), as Secretarial Auditors of the Company for the Financial Year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

Further, SEBI vide its notification dated December 12, 2024, amended the Listing Regulations which require Companies to obtain members' approval in their Annual General Meeting, for the appointment of Secretarial Auditors to carry out a secretarial audit of the Company. Further, such Secretarial Auditor must be a Peer Reviewed Company Secretary and should not have incurred any of the disqualifications as specified by SEBI. As per the said Regulations, an individual can be appointed as secretarial auditor for only one term of five consecutive years, while a company secretary firm in practice may be appointed for up to two such terms. Further, any association of the individual or firm with the Company prior to March 31, 2025, shall not be considered for calculating the tenure. Additionally, the Company shall ensure that with effect from April 1, 2025, the Secretarial Compliance Report, submitted annually to the stock exchanges is signed by the Secretarial Auditor or a Peer Reviewed Company Secretary who meets the eligibility criteria specified under the regulation.

In light of the above, the Board of Directors, on the recommendation of the Audit Committee at its meeting held on May 23, 2025 have approved and recommended the appointment of MMJC, as Secretarial Auditors of the Company for a period of five (5) consecutive financial years to conduct the Secretarial Audit of the Company commencing from April 1, 2025 till March 31, 2030, for approval of Members at forthcoming Annual General Meeting of the Company.

Brief Profile:

M/s. Makarand M. Joshi & Co.('MMJC') (Firm registration number: P2009MH007000), is a leading firm of Practicing Company Secretaries with over 25 years of excellence in Corporate Governance and Compliance. MMJC is widely recognized for its expertise in secretarial audits, compliance audits, and due diligence across sectors like banking, financial services, IT/telecom, pharmaceuticals, FMCG, and infrastructure etc. The firm offers end-to-end advisory and compliance services under corporate laws, SEBI regulations, NBFC laws, FEMA, and merger & acquisition.

MMJC has developed specialized internal teams dedicated for research & development, audit, M&A, quality review etc.

M/s. Bhandari & Associates had served as Secretarial Auditors of the Company from FY 2014-15 to FY 2023-24 with the last drawn secretarial audit fees of ₹ 4,20,000/- for FY 2023-24. The Board, on the recommendation of the Audit Committee, appointed MMJC as Secretarial Auditors for the FY2024-25, as a matter of good corporate governance practice and routine rotation.

MMJC deploys a team of professionals, demonstrating their expertise and proficiency in handling secretarial audits for the Company. MMJC's approach towards the Company's Secretarial Audit and its fee model have been found to be suitable and aligns with the Company's requirements.

Furthermore, in terms of the recently amended Listing Regulations, MMJC has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. MMJC has also confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. MMJC has confirmed that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies. The Auditors have also confirmed that their appointment, if made, will be within the limits specified under the Listing Regulations and other applicable laws.

The proposed fees for carrying out the secretarial audit and to issue the report thereafter for the financial year ending March 31, 2026 is ₹4,50,000/- (Rupees Four Lakh Fifty Thousand only) plus applicable taxes and out of pocket expenses (₹4,20,000/- for FY2024-25). Besides carrying out the secretarial audit and issuing the secretarial audit report, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors or practicing company

secretaries, under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms, between the Board of Directors of the Company (including its Committee) and the Secretarial Auditors. Further, in addition to the aforesaid audit services/certifications, the Company may also avail various permissible professional services (other than prohibited services under the Listing Regulations from the Secretarial Auditors and/or from the network firms of the Secretarial Auditors for which the auditors will be remunerated separately on mutually agreed terms, between the Board of Directors of the Company (including its Committee) and the Secretarial Auditors.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Secretarial Auditors, for the balance part of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations. Further, the Board of Directors on recommendation of the Audit Committee may alter or vary the other terms and conditions of appointment, including remuneration, in such a manner and to such an extent as may be mutually agreed with the Secretarial Auditors, in accordance with the Applicable Laws.

Based on the recommendations of the Audit Committee, the Board of Directors recommend the appointment of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, as Secretarial Auditors of the Company, as set out in the Resolution at Item No. 4 of the Notice, for approval of the members as ordinary resolution.

None of the Director(s), Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

BY ORDER OF THE BOARD
For **HDFC Asset Management Company Limited**

Sonali Chandak

Place: Mumbai
Date: May 23, 2025

Company Secretary
Membership No. A18108

Registered Office:

"HDFC House", 2nd Floor, H.T. Parekh Marg,
165-166, Backbay Reclamation,
Churchgate, Mumbai – 400020
CIN: L65991MH1999PLC123027
Website: www.hdfcfund.com
Email: shareholders.relations@hdfcfund.com
Tel: +91(22) 6631 6333; Fax: +91(22)6658 0203.

ANNEXURE 1

Details of Mr. Deepak S. Parekh as required pursuant to SS-2 and Regulation 36(3) of the Listing Regulations, as applicable, are mentioned below:

Particulars	Details
Name of the Director	Mr. Deepak S. Parekh
DIN	00009078
Age	80 years
Date of Appointment on the Board	Date of first appointment on the Board: July 4, 2000 Date of last re-appointment on the Board: June 29, 2022
Nationality	Indian
Qualification	<ul style="list-style-type: none"> Bachelor of Commerce Fellow Member of 'The Institute of Chartered Accountants of England and Wales'
Brief Profile including his experience	<p>Mr. Deepak Parekh served as Chairman of Housing Development Finance Corporation Limited ('HDFC Limited') from 1993 to 2023, and contributed overall 45 years to HDFC Limited. Under his leadership, HDFC Limited, India's first retail housing finance company made home ownership a reality for millions across the country. HDFC Limited merged with HDFC Bank Limited ('HDFC Bank') w.e.f. July 1, 2023, making HDFC Bank one of the top 10 banks globally by market capitalization. Mr. Parekh's vision transformed HDFC Group into a leading financial services conglomerate covering banking, asset management, insurance, property funds, education and education loans.</p> <p>He is a fellow of Institute of Chartered Accountants, 'England and Wales'. He holds Board positions in Siemens Limited, HDFC Capital Advisors Limited and Schloss Bangalore Limited, and is also associated with a few Trusts/NGOs as well in advisory capacity. Mr. Parekh has been honoured with several awards and accolades viz. Padma Bhushan, one of the highest civilian awards by Government of India in 2006; Knight in the Order of the Legion of Honour, one of the highest distinctions by the French Republic in 2010; first international recipient of the Outstanding Achievement Award by the Institute of Chartered Accountants in England and Wales in 2010; Bundesver dienstkreuz Germany's Cross of the Order of Merit, one of the highest distinction by the Federal Republic of Germany in 2014; first of a network of international ambassadors for championing London across the globe by the Mayor of London in 2017.</p>
Nature of Expertise	Mr. Parekh's areas of expertise include diverse fields like Strategic Planning, Mergers and Acquisitions, Financial Management, Marketing, Regulatory, Risk Management and Operational excellence and steering various industry-related developments/issues.
No. of shares held	2,24,000 equity shares as of March 31, 2025, and as of the date of this Notice.
% of Shareholding in the Company	0.10% as of March 31, 2025, and as of the date of this Notice.
Terms and conditions of re-appointment	Non-executive Non-independent Director and Chairman liable to retire by rotation.
Directorships held in other companies	<p>Listed Company:</p> <ul style="list-style-type: none"> Siemens Limited Schloss Bangalore Limited (to be listed) <p>Unlisted Companies:</p> <ul style="list-style-type: none"> HDFC Capital Advisors Limited National Investment and Infrastructure Fund Limited Indian Institute for Human settlements (Section 8 company) H T Parekh Foundation (Section 8 company) Breach Candy Hospital Trust (Section 8 company) The School of Ultimate Leadership Foundation (Section 8 company). <p>Other entities:</p> <ul style="list-style-type: none"> DP World Limited, Dubai (Foreign Company) Economics Zones World FZE, UAE (Operator of economic zones and industrial parks under the Dubai World Group)

Particulars	Details
Directorship of listed entities from which director has resigned in the past 3 years	HDFC Life Insurance Company Limited w.e.f., April 18, 2024, due to regulatory requirements.
*Membership/Chairmanship of committees in other companies	Nil
Remuneration sought to be paid	<p>The remuneration as detailed below is payable to all Non-Executive Directors (except Director(s) nominated by HDFC Bank Limited), in line with the Nomination and Remuneration Policy of the Company and within the limits specified under the Companies Act, 2013 and other applicable laws:</p> <p>Sitting fees:</p> <p>As approved by the Board of Directors of the Company in April 2014, sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) per attended meeting of the Board and Board Committee, subject to limits specified in the Companies Act, 2013 is payable.</p> <p>Profit-linked commission:</p> <p>The shareholders of the Company, at the 25th Annual General Meeting held on July 25, 2024, had approved payment of profit-linked commission within a ceiling of ₹ 50,00,000/- (Rupees Fifty Lakhs only) per annum subject to the overall limit of 1% (one percent) of the Net Profits of the Company.</p> <p>Other reimbursements:</p> <p>The Company reimburses Mr. Parekh for the expenses incurred by him towards the fuel and car maintenance for his services rendered for official purposes to the Company.</p>
Remuneration last drawn (in ₹)	₹ 46,00,000/- (Rupees Forty-Six Lakh only) in aggregate during FY2024-25 bifurcated into sitting fees of ₹ 21,00,000/- (Rupees Twenty-One Lakh only) and profit-linked commission of ₹ 25,00,000/- (Rupees Twenty-Five Lakh only), as approved by the Board at its meeting held on June 7, 2024.
Number of Meetings of the Board attended during the year	Mr. Deepak S. Parekh attended 7 out of the 8 Board meetings and 14 out of 16 Board Committee meetings held during FY 2024-25. His attendance details since his last re-appointment in June 2022 are detailed in the Explanatory Statement.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any other Director and/or Key Managerial Personnel of the Company.

*includes Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee of only other public limited companies, whether listed or not.