

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: Intimation regarding the Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice along with the explanatory statement ('Postal Ballot Notice'), being sent today for seeking approval of the members of the Company by electronic means on the below mentioned Special Business:

Sr. No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval for the issue of Bonus Shares

Please note that in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, Postal Ballot Notice is being sent only in electronic form to all those members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, as on Wednesday, October 15, 2025 ("Cut-off Date").

Information pertaining to E-voting viz. Cut-off date and period of voting are mentioned hereinbelow:

Particulars	Details
Cut-off date for e-voting	Wednesday, October 15, 2025
E-voting start time and date	From 9:00 am (IST) on Saturday, October 18, 2025
E-voting end time and date	Upto 5:00 pm (IST) on Sunday, November 16, 2025

This is for your kind information and records.

Thanking you,

Yours faithfully,

For **HDFC Asset Management Company Limited**

Sonali Chandak
Company Secretary
Encl.: a/a



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

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and in compliance with, guidelines / circulars / rules issued by the Ministry of Corporate Affairs ("MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting ("e-voting") vide General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 read along with other connected circulars issued in this regard ("MCA Circulars") and pursuant to other applicable laws and regulations, the following special business as set out hereunder, is proposed for approval by the Members of HDFC Asset Management Company Limited ("the Company"/"HDFC AMC") by means of Postal Ballot through e-voting.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts relating to the said Resolution is annexed to this Postal Ballot Notice for your consideration.

SPECIAL BUSINESS:

APPROVAL FOR THE ISSUE OF BONUS SHARES

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

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Articles of Association of the Company, the Regulations 293, 294 and 295 and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI") and/or the Reserve Bank of India ("RBI") from time to time and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of the Capital Redemption Reserve Account and balance from the Securities Premium Account of the Company, for the purpose of the issuance and allotment of bonus equity shares of ₹ 5/- (Rupees Five Only) each, credited as fully paid-up equity shares to the holders of the existing

equity shares of the Company whose names appear in the Register of Members / Beneficial Ownership statement as on Wednesday, November 26, 2025 ("Record Date") as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), in the proportion of 1:1 i.e. 1 (One) bonus equity share for every 1 (One) existing fully paid-up equity share held by the Members of the Company as on the Record Date **AND THAT** the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as on Record Date and the same shall be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective demat accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form as on record date, the Company shall credit the bonus equity shares to a new Suspense Escrow Demat Account till they are credited to the beneficiary accounts of the respective members upon receipt of requisite documents.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any Committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) be and is hereby authorised to make appropriate adjustments due to bonus issue of equity shares, to the Stock Options ('Options') and Performance-linked Stock Units ('PSUs') granted under the Company's Employees Stock Options and Performance-linked Stock Units Scheme – 2025 and Employees Stock Option Scheme – 2020, as the case may be, pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding Options and PSUs (vested but not yet exercised and unvested Options and PSUs), the number thereof and the number of Options and PSUs available for future grant(s) under Company's Employees Stock Options and Performance-linked Stock Units Scheme – 2025 as on the Record Date shall be proportionately adjusted.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of relevant regulatory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized, to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company including to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including signing, execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without being required to seek any further consent or approval of the Members of the Company."

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

Sonali Chandak

Company Secretary

Membership No. A18108

Place: Mumbai

Date: October 15, 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:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolution contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Members may note that considering the relaxation granted by the Statutory Authorities, Companies are permitted to conduct the Postal Ballot by sending Notice in electronic form only. Hence, the Company has not dispatched the Postal Ballot notice, Postal Ballot form / pre-paid business envelope etc., by post or courier. Further as per relaxation granted, the communication of the Assent or Dissent of the Members on the resolution as set out in this Notice would only be taken through the e-voting.
3. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
4. The Postal Ballot Notice and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) ("DPs") or with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent ("KFinTech/RTA") and whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, ("Depositories") as on Wednesday, October 15, 2025 ("Cut-off Date"). It is however, clarified that all the persons who are members of the Company as on Wednesday, October 15, 2025 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/ DPs) shall be entitled to vote in relation to the resolution specified in this Notice. A person who is not a member as on Wednesday, October 15, 2025 should treat this Notice for information purpose only. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on Wednesday, October 15, 2025.
5. A copy of this Postal Ballot Notice is also available on the Company's website at www.hdfcfund.com and on the website of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the website of KFinTech (the RTA and the agency engaged for providing e-voting facility) at <https://evoting.kfintech.com>.
6. This Notice of Postal Ballot could not be served upon those Members whose e-mail addresses are not registered with the Company/DP, however, Members can obtain the soft copy of the notice and e-voting instructions along with the User ID and Password by sending an email request to evoting@kfintech.com to be eligible for e-voting.
7. The Members who have not yet registered their e-mail addresses, may kindly follow the process as mentioned below:

Physical Holding	Send relevant documents to the RTA at einward.ris@kfintech.com in Form ISR-1 available on the Company's website at https://www.hdfcfund.com/information/forms-circulars-physical-shareholders and also on the website of the RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx
Demat Holding	By contacting the Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by DP
8. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the Listing Regulations and the Circulars issued by the MCA, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. The e-voting period commences on Saturday, October 18, 2025 at 09.00 AM (IST) and ends on Sunday, November 16, 2025 at 05.00 PM (IST). Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFinTech upon expiry of the aforesaid period.

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9. The Board of Directors has appointed Rauthan & Associates Company Secretaries LLP, as the Scrutinizer to scrutinise the Postal Ballot process and the e-voting in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than two working days of the conclusion of the remote e-voting. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company and KFintech and also communicated to the Stock Exchanges simultaneously. The results shall also be displayed on the notice board at the Registered Office of the Company.
 10. Corporate Members are entitled to appoint authorised representative(s) to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authority Letter etc., authorising its representative to vote through e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at ssrauthan@ssrgroupindia.in with a copy marked to KFintech at evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."
 11. Once the vote on Resolution is cast by Members, the same shall not be allowed to be changed subsequently.
 12. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by member(s) until 5:00 PM (IST) on the last date of remote e-voting of this Postal Ballot i.e. Sunday, November 16, 2025 basis the request being sent on shareholders.relations@hdfcfund.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
 13. The last date specified in this Notice for e-voting i.e. Sunday, November 16, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
 14. The details of the process and manner of e-voting:

As per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/registered DPs, to increase the efficiency of the voting process. Demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

Step 1: Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. 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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsd.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: <ol style="list-style-type: none"> i. Visit https://eservices.nsd.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KFinTech. v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.

Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'Company Name' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 022- 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Step 2: Method of login / access to KFinTech's e-voting system in case of all members holding shares physical mode and non-individual members holding shares in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9279, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'HDFC Asset Management Company Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Members may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- xi. Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:
 - i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399.

 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678
 Example for Physical: MYEPWD<SPACE>XXXX1234567890
 - ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- iv) Members may call KFinTech toll free number 1800-309-4001 for any clarifications / assistance that may be required.
15. Contact details of the person responsible to address the queries or grievances connected with the voting by Postal Ballot through electronic means, if any:
- Ms. Krishna Priya Maddula, Senior Manager, Registrar and Share Transfer Agent, KFin Technologies Limited, Unit: HDFC Asset Management Company Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032. Tel: 040 - 67161510; Email - evoting@kfintech.com.
16. 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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1800-309-4001 (toll free).

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEM OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts and recommendation of the Board of Directors of the Company pursuant to Regulation 17(11) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the item of Special Business, mentioned in this Postal Ballot Notice dated October 15, 2025:

The Company ("HDFC AMC") incorporated on December 10, 1999 is the Investment Manager to HDFC Mutual Fund, one of India's largest mutual funds, with Assets Under Management (AUM) of ₹ 8,73,000 crore as on September 30, 2025. The Company offers a comprehensive suite of savings and investment solutions, encompassing a wide range of mutual fund schemes, both actively managed and passive, along with portfolio management services and alternative investment products, catering to the evolving needs of a large and diverse investor base. HDFC AMC proudly serves 1.45 crore unique investors across 2.60 crore live accounts. Its extensive reach is supported by a robust distribution network of over 1,03,000 partners, a Pan-India presence through 280 offices and modern digital platforms that enable seamless access for investors. The Company was listed on BSE Limited and the National Stock Exchange of India Limited on August 6, 2018. The Company completed its 25 years of operations in December 2024, marking a milestone built on trust, prudent investment management and a strong physical and digital presence across India.

In order to reward the members for their continued support and further enhance the liquidity of equity shares by making equity shares of the Company more affordable, the Board of Directors of the Company at their meeting held on October 15, 2025, considered, approved and recommended a bonus issue of 1 (one) equity share of face value of ₹ 5/- (Rupees Five only) each for every 1 (one) fully paid-up equity share of ₹ 5/- (Rupees Five only) each held as on Wednesday, November 26, 2025, being the record date ("Record Date").

The bonus issue of equity shares shall be made by capitalising such sum standing to the credit of the Capital Redemption Reserve Account i.e. ₹ 52.41 crores and balance from the Securities Premium Account of the Company not exceeding ₹ 65 crores and will be subject to approval by the members, and any other applicable statutory and regulatory approvals.

The bonus issue reflects the Company's strong financial position, robust reserves, and positive growth outlook. The proposed issue of bonus shares is authorised by the Articles of Association of the Company.

Pursuant to the provisions of Section 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, approval of the Members is being sought by way of an Ordinary Resolution for Item no. 1. Further, the existing authorised equity share capital (60,00,00,000 equity shares of ₹ 5 each, amounting to ₹ 300 crores) is adequate for the proposed bonus issue and future growth requirements of the Company.

Further, the aforesaid bonus issue would, inter-alia, require fair and reasonable adjustment to the Employees Stock Options ('Options') and Performance-linked Stock Units ('PSUs') granted under the Company's Employees Stock Options and Performance-linked Stock Units Scheme – 2025 and Options granted under the Company's Employees Stock Option Scheme – 2020, such that the exercise price for all outstanding Options and PSUs (vested but not yet exercised and unvested Options and PSUs), the number thereof and the number of Options and PSUs available for future grant(s) under Company's Employees Stock Options and Performance-linked Stock Units Scheme – 2025 as on the Record Date shall be proportionately adjusted.

Members are requested to note that in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new Equity Shares to be allotted pursuant to the Bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/ its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Monday, November 24, 2025, to enable it to issue the bonus equity shares in dematerialised form.

With respect to the Bonus Equity Shares of members holding Equity Shares in physical form who have not provided their demat account details to the Company, the said bonus equity shares shall be credited in dematerialised form to a new Suspense Escrow Demat Account till the time they are credited to the beneficiary accounts of the respective members upon receipt of requisite documents. The voting rights on the bonus equity shares held in the Suspense Escrow Demat Account shall remain frozen.

The approval of the Members is being sought for issuance of bonus shares as mentioned above out of the Capital Redemption Reserve Account and Securities Premium Account.

Pursuant to proviso to Regulation 295 of SEBI ICDR Regulations, the bonus issue shall be implemented within two months from the date of the meeting of the Board of Directors i.e. October 15, 2025, wherein, the decision to announce the bonus issue was taken subject to members' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions within the prescribed statutory timeline.

The Board of Directors are of the opinion that the above proposals are in the interest of the Company and its existing as well as potential investors. The Board has, recommended the resolution as set out at this Postal Ballot Notice for the approval of the Members of the Company by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company and outstanding Options, if any, are concerned / interested, financially or otherwise, in the above resolution. Further, the Promoter of the Company, HDFC Bank Limited is deemed to be interested to the extent of their shareholding, in the Company.

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

Sonali Chandak

Company Secretary

Membership No. A18108

Place: Mumbai

Date: October 15, 2025

Registered Office:

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

CIN: L65991MH1999PLC123027

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