



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-Fourth Annual General Meeting of the Members of HDFC Asset Management Company Limited ("the Company") will be held on Monday, June 26, 2023 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the audited financial statements of the Company for the financial year ended March 31, 2023 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, 2023 together with the Report of the Auditors thereon.

2. To declare a dividend of ₹ 48/- per equity share for the financial year ended March 31, 2023.

SPECIAL BUSINESS:

3. To not fill up the vacancy caused by retirement of Mr. Keki Mistry who retires by rotation at the conclusion of 24th Annual General Meeting

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, Mr. Keki Mistry (DIN: 00008886), Non-Executive Director, retires by rotation at the conclusion of this 24th Annual General Meeting and the vacancy caused as such not be filled up."

4. Approval for the re-appointment of Mr. Dhruv Kaji as an Independent Director 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 Sections 149, 152 and other applicable provisions, if

any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Dhruv Kaji (DIN: 00192559) whose term of office as an independent director expires on October 30, 2023 and who has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years commencing from October 31, 2023 up to October 30, 2028, and who shall continue to hold office after attaining the age of seventy-five years during the aforesaid term, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

5. Approval for the re-appointment of Mr. Jairaj Purandare as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule

IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jairaj Purandare (DIN: 00159886) whose term of office as an independent director expires on October 30, 2023 and who has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years commencing from October 31, 2023 up to October 30, 2028.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

6. Approval for the re-appointment of Mr. Sanjay Bhandarkar as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sanjay Bhandarkar (DIN: 01260274) whose term of office as an independent director expires on October 30, 2023 and who has given his consent for re-appointment as an Independent Director of the Company and who

has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years commencing from October 31, 2023 up to October 30, 2028.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

7. Approval for the re-appointment of Mr. Parag Shah as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Parag Shah (DIN: 00374944) whose term of office as an independent director expires on January 21, 2024 and who has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years commencing from January 22, 2024 up to January 21, 2029.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

8. Approval for the re-appointment of Ms. Roshni Nadar Malhotra as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, other applicable laws, if any and the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Roshni Nadar Malhotra (DIN: 02346621) whose term of office as an independent director expires on April 26, 2024 and who has given her consent for re-appointment

as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 consecutive years commencing from April 27, 2024 up to April 26, 2029.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

Sylvia Furtado
Company Secretary
Membership No. A17976
Mumbai, May 30, 2023

NOTES:

1. The Ministry of Corporate Affairs, ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA and SEBI Circulars / Listing Regulations the Board of Directors has approved conducting of the 24th Annual General Meeting (AGM) of the Company through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, 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.
3. An Explanatory Statement pursuant to Section 102 of the Act read with the Listing Regulations and Secretarial Standards No. 2 on the General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), setting out material facts relating to business(es) under item numbers 3 to 8 to be transacted at the Meeting, is annexed hereto and forms part of this Notice.
4. Information regarding particulars of the Director(s) seeking re-appointment as required under Regulation 36(3) of the Listing Regulations and the provisions of SS-2, at the ensuing Meeting forms part of this Notice.
5. 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.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. A dividend of ₹ 48/- (Rupees Forty Eight only) per equity share has been recommended by the Board of Directors for the financial year ended March 31, 2023, subject to the approval of the members at this Meeting shall be dispatched/remitted commencing from the day after the AGM i.e. June 27, 2023. The record date for determining the entitlement of the members to the dividend is June 9, 2023.
8. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate securities certificate, endorsement, exchange /sub-division / splitting / consolidation of securities certificates etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests. Further, to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.
9. SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders, in supersession of circulars dated November 3, 2021 and December 14, 2021 according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), contact details, bank account details and specimen signature to RTA in writing in Form ISR-1 along with the supporting documents to to M/s. KFin Technologies Limited (Formerly KFin Technologies Private Limited), Registrar and Share Transfer Agent ("KFintech" / "RTA") or by email to einward.ris@kfintech.com from their registered email id.

Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2023, the folios shall be frozen by the RTA.
10. 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 Depository Participant(s) ("DP's"), in case the same are not updated.

11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP's, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or KFinTech 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. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.
12. As per the Income-tax Act, 1961 as amended by the Finance Act, 2023 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/governance/dividend>.
13. 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).
14. 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).

Members holding shares in the dematerialised form may contact their DP's for recording the nomination in respect of their holdings.

15. Forms ISR-1, ISR-3, ISR-4 & SH-13 along with the supporting documents as stated above are required to be submitted to KFinTech at the address mentioned below:

KFin Technologies Limited (Formerly KFin Technologies Private 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".

16. 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.
17. In compliance with the aforesaid MCA Circulars and Listing Regulations, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 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 KFinTech at <https://evoting.kfintech.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.
18. 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.
19. 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.

20. 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. Pursuant to Regulation 44(6) of Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 3.00 p.m. (IST) onwards on June 26, 2023. Members can view the proceedings of AGM by logging on to the e-voting website of KFintech at <https://emeetings.kfintech.com/> using their remote e-voting credentials, where the e-voting Event Number ("EVEN") of Company will be displayed.

21. Instructions for e-voting and joining AGM through VC/OAVM:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, as amended from time to time, MCA Circulars and SS-2, the Company is pleased to provide the e-voting facility to its members to cast their vote electronically, through the e-voting services provided by KFintech on all resolutions set forth in this Notice.

The remote e-voting period will commence at 10.00 a.m. (IST) on June 22, 2023 and will end at 5.00 p.m. (IST) on June 25, 2023. Remote e-voting shall not be allowed beyond the aforesaid date and time.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on June 19, 2023, being the cut-off date, are only entitled to vote on the Resolutions set forth in this Notice.

The Company has appointed Mr. Surjan Singh Rauthan (C.P. 3233), Proprietor of S. S. Rauthan & Associates, Practicing Company Secretaries to act as the Scrutiniser, to scrutinize the entire e-voting process at the AGM and remote e-voting in a fair and transparent manner.

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for remote E-voting

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, as amended from time to time and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on all the resolutions

set forth in this Notice. The instructions for e-voting are given herein below.

- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/websites of Depositories/DP's in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DP's to access e-voting facility.
- iv. The remote e-voting period commences on June 22, 2023 at 10 a.m. (IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.
- vi. Any person holding shares in physical form and non-individual shareholders, 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, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFintech for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. In case of Individual shareholders holding shares in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the Cut-Off Date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders.

Step 2: Access to KFintech e-voting system in case physical and non-individual shareholders.

Step 3: Access to join AGM of the Company through VC/OAVM on KFintech e-voting System and casting vote during the meeting.

Details on Step 1 are mentioned below:

(I) Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal. Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you 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 options available against company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

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 Shareholders 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.: 022-4886 7000 and 022-2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ DP(s), will receive an email from KFintech 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) xxxx, 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 KFintech 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 should 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, email 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 - AGM" 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. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), 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(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id ssrauthan@ssrgroupindia.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/DP(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

Alternatively, member may send their request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

Instructions for all the shareholders for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at shareholders.relations@hdfcfund.com. Questions/queries received by the Company till June 19, 2023, shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid. A member may participate in the AGM even after exercising his right to vote through Remote e-voting but shall not be entitled to vote again.
- viii. Facility of joining the AGM through VC/OAVM shall be available for at least 2,000 members on first come first served basis and
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

Other Instructions

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will open during the remote e-voting period. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write to evoting@kfintech.com or call Ms. Krishna Priya Maddula, Senior manager (KFintech) at phone

no. 040-67161510. Please contact KFinTech's toll free No. 1800-3094-001 for any further clarifications.

- III. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, June 19, 2023, being the Cut-Off Date, are only entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as 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+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number 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 who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1 800-309-4001 or write to them at evoting@kfintech.com.

The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.

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

ITEM NO. 3

Mr. Keki Mistry was appointed as a Non-Executive Director of the Company w.e.f. December 24, 2007. He is also member of the Audit Committee and Risk Management Committee of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), at least one-third of the directors who are liable to retire by rotation, shall retire at every Annual General Meeting ("AGM") of the Company. Mr. Mistry, Non-Executive Director of the Company, retires by rotation at this AGM, and has conveyed his desire not to seek re-appointment. The Company does not propose to fill-up the vacancy at this AGM or any adjournment thereof and accordingly an ordinary resolution in this regard is proposed.

Your Directors placed on record their acknowledgement and appreciation for the valuable contributions made by Mr. Mistry during his tenure as Director of the Company.

The Board recommends passing of the Ordinary Resolution, as set out at Item No. 3 of this Notice, for approval of the Members.

Except Mr. Keki Mistry, none of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 3 of this Notice.

ITEM NOS. 4 to 8

The Members of the Company at their AGM held on July 16, 2019, had appointed following directors as Independent Directors of the Company for a term of five (5) consecutive years pursuant to the provisions of Section 149 and other applicable provisions of the Act and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):

Sr. No.	Name of Directors	Tenure
1.	Mr. Dhruv Kaji	October 31, 2018 up to October 30, 2023
2.	Mr. Jairaj Purandare	
3.	Mr. Sanjay Bhandarkar	
4.	Mr. Parag Shah	January 22, 2019 up to January 21, 2024
5.	Ms. Roshni Nadar Malhotra	April 27, 2019 up to April 26, 2024

Thus, the current term of Mr. Kaji, Mr. Purandare and Mr. Bhandarkar as Independent Directors of the Company ends on October 30, 2023 and of Mr. Shah and Ms. Malhotra as Independent Directors of the Company ends on January 21, 2024 and April 26, 2024, respectively.

Pursuant to Section 149 read with the Schedule IV to the Act and Regulation 25 read with the Schedule II of the Listing Regulations, an independent director can hold office for a term of upto five (5) consecutive years on the Board of a company, and he/she shall be eligible for re-appointment on passing of a special resolution by the Company. Also, no independent director shall hold office for more than 2 (two) consecutive terms.