

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN **EXTRA ORDINARY GENERAL MEETING** OF THE MEMBERS OF **HDFC CAPITAL ADVISORS LIMITED**, WILL BE HELD ON **WEDNESDAY, MAY 08, 2024 AT 11:00 A.M.** AT HDFC HOUSE, H. T. PAREKH, 165-166, BACKBAY RECLAMATION, CHURCHGATE, MUMBAI – 400 020, TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

- 1. To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution to approve increase in the limits applicable to investments made by the Company:**

“**RESOLVED THAT** in supersession of the resolution passed by the Shareholders at its annual general meeting held on June 12, 2023, pursuant to the provisions of Section 186 and other applicable provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), enactment(s) thereof for the time being in force) and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to make investment of up to aggregate amount of ₹ 700,00,00,000/- (Rupees Seven Hundred Crore), in the units of the mutual funds of debt / liquid fund or in the units of Alternative Investment Funds or place deposits with HDFC Bank Limited or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as may be decided from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable.”

Date: April 16, 2024

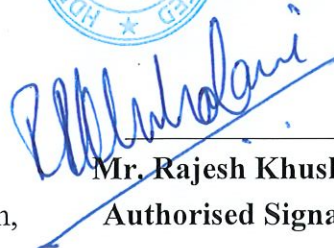
Place: Mumbai

Registered Office:

Ramon House, H. T. Parekh Marg,
169, Backbay Reclamation,
Churchgate,
Mumbai – 400 020



By Order of the Board of Directors
For **HDFC Capital Advisors Limited**



Mr. Rajesh Khushlani
Authorised Signatory



Ms. Vrishali Nayak
Authorised Signatory

HDFC CAPITAL ADVISORS LIMITED

Regd. Office: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.
Tel.: + 91 22 6141 3961. CIN: U74999MH2015PLC264030

NOTES:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE VALID AND EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM.
- (ii) Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the EGM.
- (iii) A Proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
- (iv) In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (v) All documents referred to in this Notice and other statutory registers are open for inspection by the Members at the venue of the meeting and also at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the EGM.

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ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current investments of the Company is within the limits specified under the law, due to projected increase in the size of the Company coupled with growing investment opportunities, it was thought expedient by the Board that the said limits specified under Section 186 be increased to ₹ 700,00,00,000 (Rupees Seven Hundred Crores Only) with the approval of shareholders.

None of the Directors of the Company or their relatives are in any way, concerned or interested in the said Resolutions.

The Board unanimously recommends passing of the special resolution as set out at Item No. 1 of this Notice, for the approval of the Members.


Date: April 16, 2024

Place: Mumbai


Registered Office:

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For **HDFC Capital Advisors Limited**



Mr. Rajesh Khushlani
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ATTENDANCE SLIP

(PLEASE HAND OVER THIS SLIP AT THE ENTRANCE OF THE MEETING VENUE)

DP ID/ CLIENT ID	
NAME AND ADDRESS OF THE MEMBER	

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT HDFC HOUSE, 165-166, BACKBAY RECLAMATION, H. T. PAREKH MARG, CHURCHGATE, MUMBAI 400 020 ON WEDNESDAY, MAY 08, 2024 AT 11:00 A.M.

FULL NAME OF THE MEMBER/ PROXY ATTENDING THE MEETING	
MEMBER'S/ PROXY'S SIGNATURE	

NOTE: YOUR ENTRY TO THE MEETING WILL BE REGULATED BY THIS ATTENDANCE SLIP.

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Form No. MGT – 11

PROXY FORM

[PURSUANT TO THE PROVISIONS OF SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

NAME OF THE MEMBER(S):		E-MAIL:	
REGISTERED ADDRESS:		DP ID/ CLIENT ID	

I/WE BEING THE MEMBER(S) OF _____ EQUITY SHARES OF RS. 10 EACH OF HDFC CAPITAL ADVISORS LIMITED, HEREBY APPOINT:

1. NAME:

E-MAIL:

ADDRESS:

_____ SIGNATURE:

_____, OR FAILING HIM /HER

2. NAME:

E-MAIL:

ADDRESS:

_____ SIGNATURE:

_____, OR FAILING HIM / HER

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3. NAME:

E-MAIL:

ADDRESS:

SIGNATURE:

AS MY/OUR PROXY TO ATTEND AND VOTE FOR ME/US AND ON MY/OUR BEHALF AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY TO BE HELD ON WEDNESDAY, MAY 08, 2024 AT 11.00 A.M. AT HDFC HOUSE, 165-166, BACKBAY RECLAMATION, H. T. PAREKH MARG, CHURCHGATE, MUMBAI 400 020 AND AT ANY ADJOURNMENT(S) THEREOF, IN RESPECT OF SUCH RESOLUTIONS IN THE MANNER AS INDICATED BELOW:

SR. NO.	BRIEF DETAILS OF THE RESOLUTION	OPTIONAL (REFER NOTE NO. 4)		
		FOR	AGAINST	ABSTAIN
1.	To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution to approve increase in investments limit made by the Company			

SIGNED THIS _____ DAY OF _____, 2024

SIGNATURE OF MEMBER(S): _____

SIGNATURE OF THE PROXY HOLDER(S): _____

Affix
Revenue
Stamp

NOTES:

- THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF NOT MORE THAN 50 MEMBERS AND HOLDING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

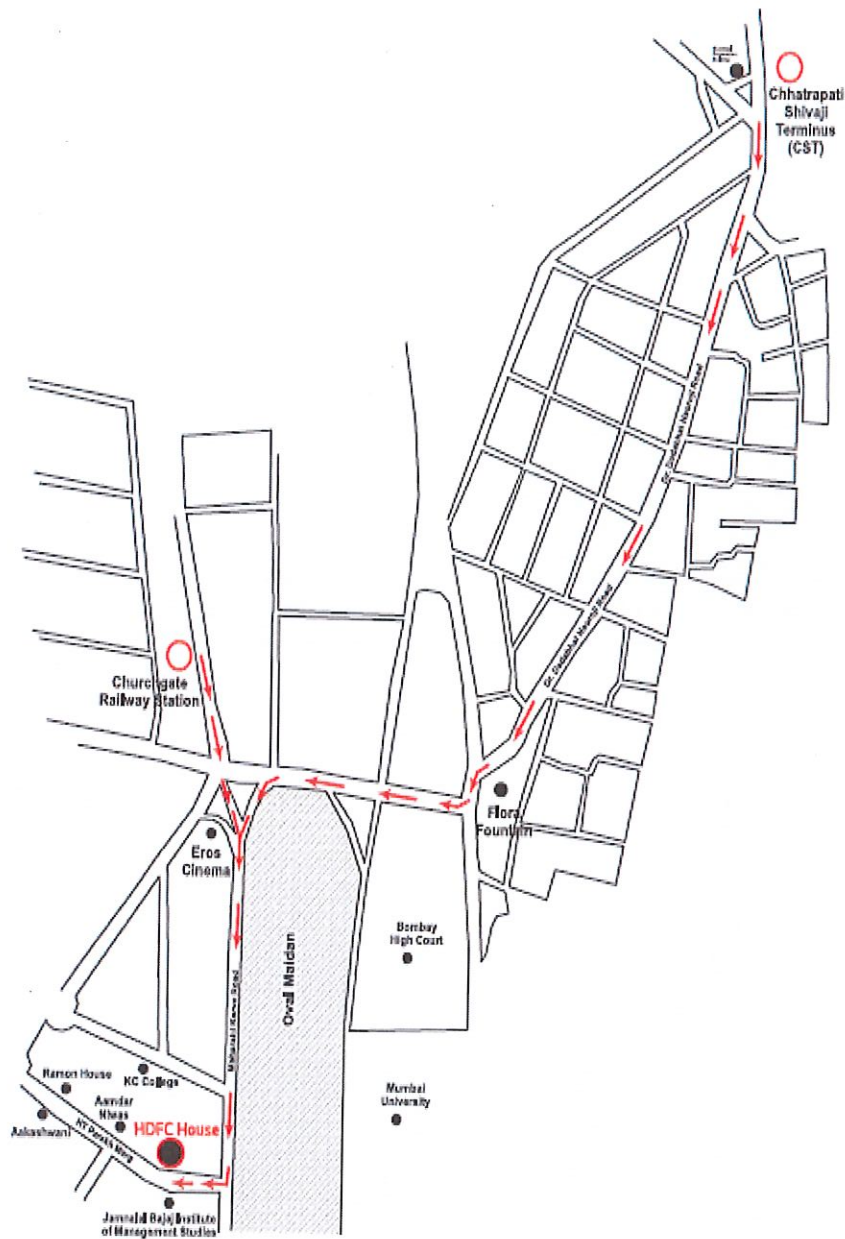
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4. OPTIONAL. PLEASE PUT A '✓' IN THE APPROPRIATE COLUMN AGAINST THE RESOLUTIONS INDICATED IN THE BOX.

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ROUTE MAP TO THE EGM VENUE



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