

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.
<b>Kind Attn: Head – Listing Department</b>	<b>Kind Attn: Sr. General Manager – DCS Listing Department</b>

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(es):

Sr. No.	Type of Resolutions	Particulars
1	Special Resolution	Approval of the Employees Stock Options and Performance-linked Stock Units Scheme – 2025 for grant of Employee Stock Options and Performance-linked Stock Units to eligible employees of the Company
2	Special Resolution	Approval of the Employees Stock Options and Performance-linked Stock Units Scheme – 2025 for grant of Employee Stock Options and Performance-linked Stock Units to eligible employees of Subsidiary/ies of the Company

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 Friday, May 2, 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	Friday, May 2, 2025
E-voting start time and date	From 9:00 a.m. (IST) on Thursday, May 8, 2025
E-voting end time and date	Upto 5:00 p.m. (IST) on Friday, June 6, 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

**Registered Office :** "HDFC House", 2ndFloor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400 020 Tel.: 022 - 6631 6333 Fax: 022 - 6658 0203 Website: [www.hdfcfund.com](http://www.hdfcfund.com) email: [shareholders.relations@hdfcfund.com](mailto:shareholders.relations@hdfcfund.com)



## HDFC Asset Management Company Limited

CIN: L65991MH1999PLC123027

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

Website: [www.hdfcfund.com](http://www.hdfcfund.com); Email: [shareholders.relations@hdfcfund.com](mailto: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 modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed 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 read along with other connected circulars issued in this regard ("MCA Circulars") and pursuant to other applicable laws and regulations, the following special businesses as set out hereunder are 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 Resolutions is annexed to this Postal Ballot Notice for your consideration.

## SPECIAL BUSINESS

### 1. Approval of the Employees Stock Options and Performance-linked Stock Units Scheme – 2025 for grant of Employee Stock Options and Performance-linked Stock Units to eligible employees 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the rules framed thereunder, the provisions of Regulation 6 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time ("SBEB Regulations") read with any circular / notification / guideline, etc. issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the provisions of any regulation / guidelines prescribed by the Securities and Exchange Board of India ("SEBI"), the applicable Accounting Standards, the applicable provisions, if any, of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA Regulations") and all other applicable laws, rules, regulations, circulars and guidelines, if any, of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as "Applicable Laws"), the Memorandum and Articles of Association of HDFC Asset Management Company Limited ("the Company"), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee ("NRC") constituted by the Board and which has been authorized by the Board to exercise certain powers conferred on the Board and which is authorized to act as the "Compensation Committee" under the SBEB Regulations, including the powers conferred by this resolution and / or such other persons who may be authorized in this regard by the Board of Directors), the approval of the members

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of the Company, be and is hereby accorded for the adoption and implementation of the 'Employees Stock Options and Performance-linked Stock Units Scheme – 2025' ("ESOP & PSU Scheme – 2025" or "the Scheme"), for the benefit of the eligible employees of the Company, the salient features of which are mentioned in the Explanatory Statement annexed to the Postal Ballot Notice dated April 17, 2025, on such terms and conditions, price and manner, etc., as referred to in the ESOP & PSU Scheme – 2025."

**"RESOLVED FURTHER** that the approval of the members of the Company, be and is hereby accorded to the Board to create, grant, offer, issue and allot upto 25,00,000 (Twenty Five Lakh) Employees Stock Options ('ESOPs' or 'Options') and Performance-linked Stock Units ('PSUs') in aggregate out of which aggregate PSUs shall not exceed 50% of the said total pool of 25,00,000 (total pool upon exercise will result into 25,00,000 (Twenty Five Lakh) equity shares of the Company of the face value of ₹ 5/- each) in one or more tranches under the Scheme, at any time, to or for the benefit of the employees of the Company, whether in India or abroad, as determined to be eligible by the Board ("Eligible Employees"), on such terms and conditions as may be fixed or determined by the Board in accordance with the SBEB Regulations and such other Applicable Laws as may be prevailing at that time."

**"RESOLVED FURTHER** that the equity shares allotted to the Eligible Employees pursuant to the exercise of the Options and PSUs, in terms of the Scheme, shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company."

**"RESOLVED FURTHER** that in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, change in capital structure, reorganization, merger, demerger, sale of division or undertaking and other similar corporate action(s) / re-structuring of the Company, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required and deemed fit in its absolute discretion and permitted under the Applicable Laws for the purpose of making a fair and reasonable adjustment to the Options and PSUs under the Scheme, including but not limited to, by adjusting the number of Options and PSUs granted under the Scheme and/or the exercise price, as necessary, in which case the aforesaid ceiling of the Options and PSUs / equity shares shall be deemed to have been adjusted to the extent of such adjusted Options and PSUs / equity shares."

**"RESOLVED FURTHER** that without prejudice to the generality of the above, but subject to the terms as approved by the members of the Company, in accordance with the terms of the Scheme and the Articles of Association of the Company, the Board be and is hereby authorized on behalf of the Company to bring into effect the Scheme or suspend, withdraw or terminate the Scheme, subject to compliance with the SBEB Regulations and / or Applicable Laws prevailing from time to time, as it may deem fit."

**"RESOLVED FURTHER** that the Board be and is hereby authorised to take necessary steps for listing and trading of the equity shares allotted under the Scheme on the Stock Exchanges where the existing equity shares of the Company are listed and may be listed, as per the provisions of the SBEB Regulations, the SEBI Listing Regulations and other applicable laws, rules and regulations."

**"RESOLVED FURTHER** that for the purpose of bringing into effect and implementing the Scheme and generally for giving effect to this resolution, the Board, be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to the above resolution and to take all such steps and do all acts as may be incidental or ancillary thereto."

**2. Approval of the Employees Stock Options and Performance-linked Stock Units Scheme – 2025 for grant of Employee Stock Options and Performance-linked Stock Units to eligible employees of Subsidiary/ies 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the rules framed thereunder, the provisions of Regulation 6 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (“SBEB Regulations”) read with any circular / notification / guideline, etc. issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the provisions of any regulation / guidelines prescribed by the Securities and Exchange Board of India (“SEBI”), the applicable Accounting Standards, the applicable provisions, if any, of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (“FEMA Regulations”) and all other applicable laws, rules, regulations, circulars and guidelines, if any, of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as “Applicable Laws”), the Memorandum and Articles of Association of HDFC Asset Management Company Limited (“the Company”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”) constituted by the Board and which has been authorized by the Board to exercise certain powers conferred on the Board and which is authorized to act as the “Compensation Committee” under the SBEB Regulations, including the powers conferred by this resolution and / or such other persons who may be authorized in this regard by the Board of Directors), the approval of the members of the Company, be and is hereby accorded for the adoption and implementation of the ‘Employees Stock Options and Performance-linked Stock Units Scheme – 2025’ (“ESOP & PSU Scheme – 2025” or “Scheme”), for the benefit of the eligible employees of Subsidiary/ies of the Company, the salient features of which are mentioned in the Explanatory Statement annexed to the Postal Ballot Notice dated April 17, 2025, on such terms and conditions, price and manner, etc. as referred to ESOP & PSU Scheme – 2025.”

**“RESOLVED FURTHER** that the approval of the members of the Company, be and is hereby accorded to the Board to create, grant, offer, issue and allot Employees Stock Options (‘ESOPs’ or ‘Options’) and Performance-linked Stock Units (‘PSUs’) (which on exercise will result into equity shares of the Company of the face value of ₹ 5/- each) in one or more tranches under the Scheme, at any time, to or for the benefit of the employees of the Subsidiary/ies of the Company, whether in India or abroad, as determined to be eligible by the Board (“Eligible Employees”), which shall form part of the 25,00,000 (Twenty Five Lakh) ESOPs and / or PSUs referred to in the resolution proposed at Item No. 1 of the Postal Ballot Notice dated April 17, 2025 on such terms and conditions as may be fixed or determined by the Board in accordance with the SBEB Regulations and such other Applicable Laws as may be prevailing at that time.”

**“RESOLVED FURTHER** that the said equity shares allotted to the Eligible Employees of the Subsidiary/ies pursuant to the exercise of the Options & PSUs, in terms of the Scheme, shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.”

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**"RESOLVED FURTHER** that in case of any corporate action(s) such as rights issues, bonus issues, split or consolidation of shares, change in capital structure, reorganization, merger, demerger, sale of division or undertaking and other similar corporate action(s) / re-structuring of the Company, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required and deemed fit in its absolute discretion and permitted under Applicable Laws for the purpose of making a fair and reasonable adjustment to the Options & PSUs under the Scheme, including but not limited to, by adjusting the number of Options & PSUs granted under the Scheme and / or the exercise price, as necessary, in which case the aforesaid ceiling of the Options & PSUs / equity shares shall be deemed to have been adjusted to the extent of such adjusted Options and PSUs / equity shares."

**"RESOLVED FURTHER** that without prejudice to the generality of the above, but subject to the terms as approved by the members of the Company, in accordance with the terms of the Scheme and the Articles of Association of the Company, the Board be and is hereby authorized on behalf of the Company to bring into effect the Scheme or suspend, withdraw or terminate the Scheme, subject to compliance with the SBEB Regulations and / or Applicable Laws prevailing from time to time, as it may deem fit."

**"RESOLVED FURTHER** that the Board be and is hereby authorised to take necessary steps for listing and trading of the equity shares allotted under the Scheme on the Stock Exchanges where the existing equity shares of the Company are listed and may be listed, as per the provisions of the SBEB Regulations, the SEBI Listing Regulations and other applicable laws, rules and regulations."

**"RESOLVED FURTHER** that for the purpose of bringing into effect and implementing the Scheme and generally for giving effect to this resolution, the Board, be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to the above resolution and to take all such steps and do all acts as may be incidental or ancillary thereto."

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

**Sonali Chandak**  
Company Secretary  
Membership No. A18108

Place: Mumbai  
Date: April 17, 2025

**Registered Office:**

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

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### NOTES:

1. An explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions 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 Friday, May 2, 2025 ("Cut-off Date"). It is however, clarified that all the persons who are members of the Company as on Friday, May 2, 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 resolutions specified in this Notice. A person who is not a member as on Friday, May 2, 2025 should treat this Notice for information purpose only. Dispatch of the Notice shall be deemed to be completed on Wednesday, May 7, 2025. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the members as on Friday, May 2, 2025.
5. A copy of this Postal Ballot Notice is also available on the Company's website at [www.hdfcfund.com](http://www.hdfcfund.com) and on the website of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://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](mailto: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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> in Form ISR-1 available on the Company's website at <a href="https://www.hdfcfund.com/information/forms-circulars-physical-shareholders">https://www.hdfcfund.com/information/forms-circulars-physical-shareholders</a> and also on the website of the RTA at <a href="https://ris.kfintech.com/clientservices/isc/isrforms.aspx">https://ris.kfintech.com/clientservices/isc/isrforms.aspx</a>
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.

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices, documents, annual reports and other communications electronically in future.

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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 Thursday, May 8, 2025 at 09.00 A.M. (IST) and ends on Friday, June 6, 2025 at 05.00 P.M. (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.
9. The Board of Directors has appointed Mr. Surjan Singh Rauthan (C.P. 3233) Proprietor of S. S. Rauthan & Associates, Practicing Company Secretaries, 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](mailto:ssrauthan@ssrgroupindia.in) with a copy marked to KFintech at [evoting@kfintech.com](mailto: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 p.m. (IST) on the last date of remote e-voting of this Postal Ballot i.e. Friday, June 6, 2025. basis the request being sent on [shareholders.relations@hdfcfund.com](mailto: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. Friday, June 6, 2025, shall be the date on which the resolutions 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.

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**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
<b>Individual members holding securities in demat mode with NSDL</b>	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ul style="list-style-type: none"><li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li><li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</li><li>iv. 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.</li><li>v. Click on company name or e-voting service provider, i.e. KFintech.</li><li>vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</li></ul> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ul style="list-style-type: none"><li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li><li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li><li>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.</li><li>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li><li>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li><li>vii. Click on company name or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li></ul> <p><b>C. NSDL Mobile App</b></p> <ul style="list-style-type: none"><li>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</li></ul> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"></div><div style="text-align: center;"></div><div style="text-align: center;"></div><div style="text-align: center;"></div></div>

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Type of member	Login Method
<b>Individual members holding securities in demat mode with CDSL</b>	<p><b>A. Users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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.</li> </ol> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>Option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p><b>C. By visiting the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</li> </ol>
<b>Individual members login through their demat accounts / Website of Depository Participant(s)</b>	<p><b>A. Instructions for login through Demat Account / website of Depository Participant:</b></p> <ol style="list-style-type: none"> <li>You can also login using the login credentials of their demat account through their DP registered with the NSDL/CDSL for e-voting facility.</li> <li>Once logged-in, members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, you will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>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.</li> </ol>

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.

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 – 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-22-55-33

**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.**

**Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)**

Members whose email IDs are registered with the Company / Depository Participant(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:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.

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- iii) After entering these details appropriately, click on "LOGIN".
- iv) Members will now reach "password change menu" wherein they are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v) Members would need to login again with the new credentials.
- vi) On successful login, the system will prompt the member to select the "EVEN", viz., '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, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option 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 account.
- ix) Members may then cast their 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 members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.
- xi) Corporate Members are entitled to appoint authorized representatives 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., authorizing its representative to vote through e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at [ssrauthan@ssrgroupindia.in](mailto:ssrauthan@ssrgroupindia.in) with a copy marked to KFintech at [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No". Further, Corporate / Institutional Members are encouraged to vote on the aforesaid resolution."

### **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](mailto: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 1-800-309-4001 for any clarifications / assistance that may be required.

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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](mailto: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: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com); 1-800-309-4001 (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(S) 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(s) of Special Business, mentioned in this Postal Ballot Notice dated April 17, 2025:

#### **ITEM NO. 1 AND 2:**

HDFC Asset Management Company Limited ('the Company') recognises that its people are its greatest strength, catalysts of growth, stewards of trust, and architects of the Company's enduring success. With this belief, the Company has formulated a new long-term incentive framework titled the Employees Stock Options and Performance-linked Stock Units Scheme – 2025 ("ESOP & PSU Scheme – 2025" or "the Scheme"), in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations").

The said decision reflects the Company's intent to create a plan where certain portion of the stock options would be granted as stock options based on standard principles that the Company had followed in the past and certain portion of the stock options would be granted on the basis of a forward-looking and performance-aligned framework. Accordingly, the proposed Scheme would serve the interests of shareholders and employees alike.

Through this new Scheme, the Company seeks to attract, retain, and reward high-performing individuals across critical roles in investments, business, control, and other support functions and any such other departments/functions as determined by the Nomination and Remuneration Committee ('NRC') across all lines of business.

The Scheme has been designed with a view to strengthen alignment between employee rewards and long-term shareholder value creation, and to incorporate robust governance safeguards, including performance-based vesting, individual grant caps, and clearly articulated malus and clawback provisions. In particular, the Scheme ensures that the vesting of Performance-linked Stock Units ('PSUs') is strictly contingent upon the achievement of pre-defined organisational performance metrics, including audited revenue and profit targets, as reviewed and confirmed by the NRC.

Further, on the recommendation of the NRC, the Board at its meeting held on April 17, 2025 had decided that the Company/ NRC shall not grant/ allot the 8,73,719 unallocated options that still exist under the Employees Stock Option Scheme – 2020 (ESOS – 2020) of the Company. Accordingly, no future grants shall be made under ESOS – 2020. However, the options already granted under ESOS – 2020 shall continue to remain valid until exercised or such options lapse in accordance with the ESOS-2020.

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The Scheme demonstrates the Company's dedication to transparency, accountability, and capital efficiency. It incorporates the following key design features:

### **i. TOTAL NUMBER OF OPTIONS AND PSUS TO BE GRANTED UNDER THE SCHEME:**

The total number of Options and PSUs that will be available for grant under the Scheme to Eligible Employees of the Company and its Subsidiary Company, are an aggregate of 25,00,000 Options and PSUs which represent 25,00,000 equity shares of ₹ 5/- each of the Company and 1.17% of the issued and paid-up share capital of the Company as on March 31, 2025 ("Total Pool").

The Total Pool represents the Grants that may be made in one or more tranches over a period of eight years from the date of shareholders' approval, provided the aggregate PSU grant will not exceed 50% of the total pool of 25,00,000 mentioned above.

### **ii. ROLE-BASED ALLOCATION FRAMEWORK FOR OPTIONS AND PSUS:**

Under the Scheme, Eligible Employees (as defined in the Scheme) have been classified into four distinct categories. To ensure a more role-based allocation of awards, the Options or PSUs or a combination thereof granted shall be different for each category of the Eligible Employees. The quantum and type of awards-whether in the form of Options or PSUs, or a combination of both-will be determined based on the specific category to which an Eligible Employee belongs. The explanation pertaining to the option and PSU distribution amongst Eligible Employees is explained in detail in Sr. No. 3 of this explanatory statement.

Furthermore, the total number of Options that may be granted under the Scheme per Eligible Employee, both individually and in aggregate (considering all grants), shall not exceed 5,00,000 (Five Lakhs) Options. PSU grants, on the other hand, are subject to an annual cap of 10,000 units per Eligible Employee, with not more than five PSU grants allowed per Eligible Employee during the tenure of the Scheme.

### **iii. MANDATORY PERFORMANCE LINKAGE FOR PSUS:**

The Scheme outlines specific Vesting Conditions that must be met for the Options, PSUs, or a combination thereof, to vest. As part of the Vesting Conditions, the criteria set forth in Sr. No. 4.1 of this explanatory statement must be fulfilled by the Eligible Employees. Employees eligible for the Vesting of Options and PSUs must maintain continued employment with the Company and should not have committed any Misconduct as defined in the Scheme.

In addition to the Vesting Conditions set out in Sr. No. 4.1 of this explanatory statement, for PSUs to Vest in Eligible Employees, the criterion set out in Sr. No. 4.2 of this explanatory statement has to be additionally fulfilled.

No vesting shall occur where performance falls below the thresholds specified by the NRC.

### **iv. GOVERNANCE SAFEGUARDS:**

The benefits accrued and/ or availed under the Scheme including by virtue of Grant and Vesting of Options and/ or PSUs, shall be subject to the Malus and Clawback provisions under the Company's Nomination and Remuneration Policy, as may be amended, replaced, restated, substituted from time to time, or as may be communicated by the Company to the Employees, or as per the revisions to the employment contracts/terms, which include instances such as fraud that require a financial restatement, reputational harm to the Company or exposing the Company to substantial risk.

### **v. PRICING FORMULA:**

Exercise Price in case of Options shall be the latest available closing price of the Equity Shares of the Company, on the recognised Stock Exchange on which the Shares are listed and having the highest trading volume in the Shares, of the date immediately prior to the date of meeting of the NRC at which the Options are granted.

Exercise Price in the case of PSUs shall be the face value of the Equity Shares of the Company.

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### vi. PROGRESSIVE VESTING:

All the Options and PSUs granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year from the date of the grant. Options will follow a progressive 10%-20%-30%-40% vesting pattern over four years, placing greater value in later years and supporting long-term retention; whereas in case of PSUs, no vesting shall take place in the first two years and 30% will vest in the third year and the remaining 70% in the fourth year, ensuring that value accrues only after sustained delivery.

The Scheme will be administered by the NRC, which shall have full authority to determine eligibility, quantum, performance evaluation, vesting outcomes, and any adjustments or modifications in accordance with applicable laws and shareholder resolutions.

## OBJECTIVES

The Company believes in providing competitive remuneration opportunities to its employees, including through Options or PSUs or combination thereof. The Company views Options and PSUs as a long-term incentive instrument to enable the Employees of the Company and its Subsidiary(ies) to share the value they create for the Company in the years to come.

The key objectives and benefits of the ESOP & PSU Scheme – 2025 are as follows:

- i. to attract and retain talent as well as to motivate the employees to contribute to Company's growth and profitability,
- ii. to reward employees for their commitment and performance, and to further encourage their efforts and long-term commitment,
- iii. to promote the culture of employee ownership and enable the employees to have a greater involvement in the vision, mission and future growth of the Company, and
- iv. to create a shared sense of purpose and responsibility among employees and align the interests of the employees with the long-term shareholders value.

The following would, inter-alia, be the broad terms and conditions of ESOP & PSU Scheme – 2025:

### 1. BRIEF DESCRIPTION OF THE SCHEME:

In line with the objectives of the Scheme, as mentioned above, the Company proposes to adopt and implement the ESOP & PSU Scheme – 2025 in terms of the applicable provisions of the SBEB Regulations, the Companies Act, 2013 and the relevant rules notified thereunder and other applicable laws, rules and regulations enacted by any statutory / regulatory authority(ies) in India.

The NRC is designated to act as the 'Compensation Committee' and its powers shall be limited to the administration and superintendence of the ESOP & PSU Scheme – 2025 and would, subject to the provisions of the Scheme and applicable law, be in accordance with the authority delegated to it, in this regard, from time to time. In respect of any issues or queries arising on interpretation or implementation of the ESOP & PSU Scheme – 2025, the decision of the Board or the NRC shall be final and binding on all concerned.

The Scheme shall be deemed to have come into force on the date of receipt of the members' approval to the Scheme, i.e., the effective date. The grants under the Scheme can be made over a period of eight years from the date of approval by the members and the Scheme will remain valid for operational purposes till such time the Options and PSUs granted under this Scheme are either exercised, lapsed or forfeited, as the case may be.

The Scheme shall remain in effect until the occurrence of any of the following events, whichever is earlier:

- (i) all options granted under the Scheme have been exercised and / or have expired by reasons of lapse of time or otherwise; or
- (ii) any event, including the occurrence of a corporate action, pursuant to which the Company is to lose its existence, specifically being the effective date of any court / tribunal / competent authority sanctioned scheme or the date on which a winding up order is passed against the Company or any order passed by the competent authority or
- (iii) as the Board /NRC may decide.

**2. THE TOTAL NUMBER OF EMPLOYEE STOCK OPTIONS ('ESOPS' OR 'OPTIONS') AND PERFORMANCE-LINKED STOCK UNITS ('PSUS') TO BE OFFERED AND GRANTED:**

A maximum of 25,00,000 (Twenty Five Lakh) ESOPs and PSUs may be offered and granted under the Scheme, which on exercise, would entitle not more than 25,00,000 (Twenty Five Lakh) equity shares of face value of ₹ 5/- each of the Company, subject to any adjustment as may be required due to any corporate action or change in capital structure undertaken by the Company or any restructuring of the Company. Provided that under the Scheme the aggregate PSU grant will not exceed 50% of the total pool of 25,00,000, mentioned above i.e. 12,50,000 Equity Shares.

The members of the Company had approved the Employees Stock Option Scheme – 2020 ("ESOS 2020") wherein the total number of options available for grant to the Employees of the Company were 32,00,000 (Thirty Two Lakh). Further, the Board has decided that the remaining 8,73,719 Options under ESOS – 2020, which were available for issuance as on April 17, 2025 shall not be granted / allotted to the employees.

However, the ESOS 2020 will remain operational till such time the Options granted earlier under the ESOS 2020 are either exercised, lapsed or forfeited as the case may be.

The maximum dilution that could take place in future, if all the aforesaid options are exercised, would not exceed 1.09% of the expanded issued and paid-up share capital of the Company, even after taking into consideration the un-exercised stock options under ESOS 2020 as on date.

The NRC, on the basis of the recommendations of the management of the Company and the Board / NRC of its subsidiary, as the case may be, decide the Eligible Employees to be granted Options and/or PSU in one or more tranches and the terms and conditions of the grant. The Letter of Grant (as defined under the scheme) which will be issued by the Company for intimating the Eligible Employee of the Options and/or PSUs or combination thereof, granted to him/ her for each such Grant shall clearly stipulate the Grant Date, number of Options / PSUs Granted, the Exercise Price, the Vesting Date/ Schedule, Vesting Conditions (upon fulfilment of which the Vesting shall take place), Exercise Period and other terms and conditions thereof. The said terms and conditions will not be subject to any subsequent changes by the Board/ NRC, except in case of Force Majeure Event.

**3. IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE AND BE BENEFICIARIES IN THE SCHEME:**

An employee for the purpose of the Scheme shall mean:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) Managing Director & Chief Executive Officer and whole-time director(s) of the Company; or
- c) an employee as defined in sub-clauses (a) or (b), of a Subsidiary(ies) Company, in India or outside India;

but shall not include:

- i. an employee who is a 'Promoter' or a person belonging to 'Promoter Group'; or
- ii. a director who either by himself / herself or through his/her relative (as defined in the Act) or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company or
- iii. Independent Director (unless otherwise permitted under Applicable Laws) and Non-Executive Director.

The NRC may, from time to time, based on the recommendation of the management of the Company and the Board/NRC of its Subsidiary(ies), as the case may be, allocate and grant, in its sole and absolute discretion, the number of Options or PSUs or combination thereof, at Grant Price (i.e. in case of Options the latest available closing price of the Shares, on the recognized stock exchange on which the Shares are listed and having highest trading volume in the Shares, of the date immediately prior to the date of meeting of the NRC and for PSUs the face value of the Equity Shares of the Company), in accordance with the criteria (including but not limited to performance, merit, nature of role, conduct, length of service, future potential contribution of the Employee and to attract new talent) to Eligible Employees from time to time.

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Further, the percentage of the allocation and grant of Options and / or PSUs and/ or combination thereof to be granted to the Eligible Employees shall also be subject to the ceiling prescribed for the employee category of the relevant Eligible Employee:

EMPLOYEE CATEGORY	DEFINITION	% OF ALLOCATION – OPTIONS OR PSUS OR COMBINATION THEREOF
Category 1 – Managing Director ('MD') & Strategic Leadership	# Includes the Managing Director & Chief Executive Officer ('MD & CEO'), Whole-time Director(s) and direct reports of MD & CEO and / or Whole-time Director, designated as Departmental Heads. These roles typically carry CXO-level accountability & report directly to the MD & CEO & /WTD.	*100% Options and no PSUs
Category 2 – Senior Leadership Roles	Includes senior roles reporting to CXOs/ Departmental Heads and other leads across business, investments, control, and support functions. These individuals typically oversee strategic execution and contribute materially to business outcomes	*Upto 30% PSUs and balance in Options
Category 3 – Managerial, Regional and Functional Roles	Includes employees in managerial and specialists roles in investments, business, control, and support functions. They drive process consistency, functional performance, and contribute to business outcomes across geographical regions or functions.	*Upto 50% PSUs and balance in Options
Category 4 – Core Delivery and Execution Roles	Includes frontline employees executing critical tasks in business and other control and support functions. Though non-managerial, these roles directly impact daily service quality, regulatory compliance, and operating results.	*Upto 100% PSUs and balance in Options, if any

### Notes:

- \* The number of Options and PSUs that may be granted to each Eligible Employee per Grant and in aggregate (taking into account all grants) shall vary depending upon the designation and the appraisal / assessment process, provided that:
  - a. the total number of Options that may be granted under the Scheme per Eligible Employee, both individually and in aggregate (considering all grants), shall not exceed 5,00,000 (Five Lakh) Options.
  - b. the number of PSU grants, on the other hand, are subject to an annual cap of 10,000 units per Eligible Employee, with not more than five PSU grants allowed per Eligible Employee during the tenure of the Scheme.
- # PSUs under this Scheme are intended to reward consistent operational execution over a multi-year horizon. Given the strategic, cross-functional, and externally accountable nature of 'Category 1 - MD & Strategic Leadership' and to maintain flexibility in structuring performance-linked compensation across market cycles; only Options shall be granted to such roles. This structure remains compliant with SBEB Regulations and ensures alignment with long-term shareholder value creation. However, in case of any future talent hires and / or succession planning and / or retention of key managerial roles, the NRC may, on case by case basis, grant a combination of Options and PSUs subject to the ceiling of maximum number of Options and PSUs per employee, as mentioned above. Further, under no circumstances shall any PSUs be granted to the Managing Director & Chief Executive Officer (MD & CEO) or the Whole-time Director(s) of the Company. However, in case of any subsidiary company which is in its initial stages post incorporation, and has few employees, employees of such subsidiary belonging to the Category 1 above, would also be eligible for receiving PSUs from time to time based on the recommendations of the Board / NRC of such subsidiary and subject to sole and absolute discretion of the NRC of the Company.

Further, the senior leadership roles reporting to CXOs/ Departmental Heads fall under Category 2 and would be entitled to PSUs upto 30% of the award value and remaining would be granted as Options. The managerial, regional and functional roles that fall under Category 3 would be entitled to upto 50% PSUs of the award value and balance in Options. Lastly, the Core Delivery and Execution Roles that fall under Category 4 would be entitled to upto 100% of the award value in PSUs and balance, if any, in Options.

The above Employee categorisation is a deliberate design choice, grounded in the principle of aligning the incentive structure most effectively with the scope of influence, responsibilities, and line of sight to performance drivers for each employee group.

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### CATEGORY 1 – MANAGING DIRECTOR ('MD') & STRATEGIC LEADERSHIP (100% OPTIONS, 0% PSUS):

**Rationale:** The top leadership as specified in Category 1 primarily holds the responsibility for formulation of strategic vision, developing long-term strategies, guiding the overall direction of an organization and making critical decisions that impact the entire Company and therefore, affecting the market valuation.

**Alignment:** The decision to grant only Options ensures that the top level management is strongly incentivized to ensure that the market valuation is enhanced which in turn ensures a long-term shareholder value creation, as the reward is solely dependent on share price appreciation above the market-based grant price.

### CATEGORY 2 – SENIOR LEADERSHIP ROLES (UPTO 30% PSUS, BALANCE OPTIONS):

**Rationale:** The senior leadership roles, as specified in Category 2, are responsible for executing strategy within major business lines or functions to ensure operational excellence, foster innovation, and deliver measurable value that contributes to the company's long-term growth and competitive advantage. The senior leadership roles specified in Category 2 strongly aid the top-level management not only to formulate but also execute and implement the steps to increase the market valuations. Therefore, their actions create an impact on both profitability as well as the overall company performance reflected in the share price.

**Alignment:** A mix heavily weighted towards Options maintains strong alignment with shareholder value, while the inclusion of PSUs (up to 30%) directly incentivizes the achievement of key strategic and financial goals under their purview.

### CATEGORY 3 – MANAGERIAL, REGIONAL AND FUNCTIONAL LEADERSHIP ROLES (UP TO 50% PSUS, BALANCE OPTIONS):

**Rationale:** The managers, regional and functional leadership roles as specified in Category 3 are the Employees that have a more direct line of sight and impact on the functional, regional, or process-level performance that contribute on an operational level thereby significantly impacting the profitability of the Company. These operational performance lead to successful implications of policies formulated to ensure overall growth of the Company which leads to a better market valuation.

**Alignment:** Increasing the potential PSU component (upto 50%) strengthens the link between their Long Term Incentive and the specific operational/financial outcomes they directly influence. The balanced allocation of Options and PSUs ensures they remain focused on the Company's overall success and share performance.

### CATEGORY 4 – CORE DELIVERY AND EXECUTION ROLES (UP TO 100% PSUS, BALANCE OPTIONS):

**Rationale:** Employees in these roles have the most direct, tangible impact on daily operations, service delivery, quality, and compliance – factors that directly underpin the Company's ability to meet its operating revenue and profit targets.

**Alignment:** Allocating primarily or exclusively PSUs (up to 100%) creates a clear and strong incentive directly tied to the operational performance metrics they can most directly influence. This structure provides a tangible link between their contribution and potential reward, enhancing motivation and focusing on execution excellence. PSUs, linked to achieving specific targets and granted at face value, can also be perceived as a more direct reward mechanism for this group compared to market-based options.

The fair value of the Options/PSUs Granted to Eligible Employees of the subsidiary(ies) will be recognized as employee benefit expense in the books of the subsidiary(ies), with a corresponding increase in deemed capital contribution from the Company and the same will not be settled in cash.

The Letter of Grant shall specify the Grant Date, number of Options / PSUs Granted to the Options Grantee/ PSUs Grantee (as the case maybe), the Vesting Date/Schedule, Vesting Conditions (upon fulfilment of which the Vesting shall take place), the Exercise Price, Exercise Period and other terms and conditions thereof.

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**4. REQUIREMENTS OF VESTING AND PERIOD OF VESTING:**

**1. Vesting Conditions for Options and PSUs:**

The Options and PSUs will be vested as per the respective vesting schedule only upon fulfillment of the following conditions, which shall be communicated to the Eligible Employee in the Letter of Grant issued at each such Grant and will not be subject to any subsequent change by the Board/ NRC, except in case of Force Majeure Event:

**a. Continued employment with the Company:**

Provided that, the Option Grantee/ PSU Grantee who has tendered his/her resignation and is serving the notice period after resignation, such notice period shall not be considered for Vesting and all the Unvested Options and/ or Unvested PSUs as on date of resignation shall be cancelled forthwith. Further, the Option Grantee/ PSU Grantee while in continued employment must not be subject to any disciplinary proceedings pending against him on such date of Vesting. In case of any disciplinary proceedings against any Option Grantee/ PSU Grantee, the relevant Vesting and Exercise of Vested Options/ PSUs shall be kept in abeyance until disposal of the proceedings. In case of reinstatement, Vesting/ Exercise shall happen as if there was no abeyance. In case of termination from employment, the provisions of Sr. No. 7 (ii) of this explanatory statement shall apply.

b. The Eligible Employee has not committed any act of Misconduct.

c. Receiving performance rating of "Meet Expectations" at a minimum in the performance year immediately preceding the date of vesting, in case of Options and receiving continued performance rating of "Meet Expectations" at the minimum in all the applicable performance years, between the date of grant and vesting, in case of PSUs. The rating will be determined at the time of annual performance appraisal cycle.

**2. Additional vesting conditions for PSUs based on Company performance:**

1. The Vesting of PSUs shall also be dependent on the achievement of the following company level performance parameters over the Vesting Period, wherein NRC shall determine the extent of fulfilment of the Vesting Conditions:

The Company performance parameters shall comprise any or a combination of the following two parameters after adjusting for any extraordinary items:

a. Revenue from Operations as per the standalone audited financial statements vis-a-vis target.

b. Operating Profit before taxes computed as per the standalone audited financial statements vis-a-vis target.

Operating Profit before taxes for the purpose of this clause is defined as Profit before tax less Other Income.

2. The relative weight of operating profit shall not be higher than the weight of operating revenue, where neither metric will weigh less than 25%.

3. Proportion of vesting of PSUs based on achievement of financial performance of the Company shall be as follows:

Company Performance parameter	PSU Vesting %
>=100% of target achievement	100% vesting
>=75% of target achievement	Proportionate vesting between 75% to 100%
<75% of target achievement	No vesting

Further, the achievement of Company-level performance parameters as defined in above shall be calculated on an average basis (a) for three financial years immediately preceding the date of vesting of the third tranche, and (b) for four financial years immediately preceding the date of vesting of the fourth tranche, respectively.

Provided that any PSUs not vested on account of non-achievement of the Company-level performance parameters in the third tranche shall vest in the fourth and final tranche of the vesting schedule, provided the Company has achieved the performance parameters on an average basis for four years immediately preceding the date of fourth and final vesting. However, in the circumstances where the Company has not achieved the same, the balance PSUs shall stand lapsed upon the 4th anniversary of the date of grant.

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4. Achievement against the pre-defined performance metrics shall be evaluated by the NRC at the end of the Vesting Period, based on the Company's audited financial results and annual appraisal results and the status of Vesting against the performance parameters laid down under the Letter of Grant and the consequent number of PSUs that may be vested shall be communicated to the PSU Grantee vide a Letter of Vesting.
5. Further, in case of a Force Majeure (as defined under the Scheme) event, which may adversely impact the financials of the Company, vesting and / or vesting conditions of PSUs for the reference year may be moderated accordingly by the NRC.
6. The Vesting Conditions set out in this Scheme will have to be met for each of the year as contemplated in the Vesting Schedule. In case the Options and PSUs are not Vested due to non-fulfilment of the Vesting Conditions, such Options and PSUs shall lapse and Option / PSU Grantee shall not have any right over such Option / PSUs, as the case may be.

For the period of vesting, please refer to Sr. No. 5 of this explanatory statement.

The vesting of Options and PSUs granted to employees may expire or lapse or forfeit or accelerate, etc. (as the case may be) in the circumstances determined under the Scheme as mentioned in table in Sr. No. 7 (ii).

### 5. MAXIMUM PERIOD WITHIN WHICH OPTIONS/PSUS SHALL BE VESTED:

#### (a) Vesting of the Options:

The Vesting of Options shall commence only after the expiry of 1 (One) year from the Grant Date (as defined in the Scheme) and shall vest over a period of 4 (Four) years in accordance with the following vesting schedule, subject to fulfilment of vesting conditions laid under stipulated under Sr. No. 4 above of this explanatory statement:

Year of Vesting/Vesting Schedule	% of vesting
1 <sup>st</sup> Anniversary from the date of grant	10
2 <sup>nd</sup> Anniversary from the date of grant	20
3 <sup>rd</sup> Anniversary from the date of grant	30
4 <sup>th</sup> Anniversary from the date of grant	40

However, in any exceptional/ special circumstances such as any future talent hires and / or succession planning and / or retention of key managerial roles, the NRC at its sole and absolute discretion may grant Options in the following ratio:

Year of Vesting/Vesting Schedule	% of vesting
1 <sup>st</sup> Anniversary from the date of grant	25
2 <sup>nd</sup> Anniversary from the date of grant	25
3 <sup>rd</sup> Anniversary from the date of grant	25
4 <sup>th</sup> Anniversary from the date of grant	25

#### (b) Vesting Conditions for PSUs:

The vesting of PSUs shall commence only after the expiry of 1 (One) year from the date of the grant and shall vest in the following ratio, subject to fulfilment of vesting conditions laid under Sr. No. 4 1. and 2. above of this explanatory statement:

Year of Vesting/Vesting Schedule	% of vesting
1 <sup>st</sup> Anniversary from the date of grant	0
2 <sup>nd</sup> Anniversary from the date of grant	0
3 <sup>rd</sup> Anniversary from the date of grant	30
4 <sup>th</sup> Anniversary from the date of grant	70

Notwithstanding anything contained hereinabove, in case of death or Permanent Incapacity of an Options Grantee / PSU Grantee, the minimum Vesting Period of 1 (one) year shall not apply.

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In the event that an Employee, who has been granted Options or PSUs or a combination thereof under the Scheme, is transferred or deputed or seconded to its Subsidiary/ies or transferred to the Holding Company and accordingly resigns from the services of the Company, and forthwith joins the Subsidiary or Holding Company, prior to vesting of such Options and / or PSUs as the case may be, original vesting schedule as defined under respective Letter of Grant shall continue in case of such transferred, deputed or seconded employee even after the transfer, deputation or secondment.

In the event of division of number of Options resulting in a fractional number due to the staggered vesting of Options, the number of Options to vest shall be rounded off to the nearest whole number for the first, second and third and the balance will vest in the final tranche.

In the event of division of number of PSUs resulting in a fractional number due to the staggered vesting of PSUs, the number of PSUs to vest shall be rounded off to the nearest whole number for the instalment on the 3<sup>rd</sup> anniversary from Grant Date of PSU and the balance will vest in the final tranche on the 4<sup>th</sup> anniversary from the Grant Date of the PSU

### 6. EXERCISE PRICE OR PRICING FORMULA:

- i. 'Exercise Price in case of Options' shall be the latest available closing price of the Equity Shares of the Company, on the recognised Stock Exchange on which the Shares are listed and having the highest trading volume in the Shares, of the date immediately prior to the date of meeting of the Nomination and Remuneration Committee ('NRC') at which the Options are granted.
- ii. 'Exercise Price in the case of PSUs' shall be the face value of the Equity Shares of the Company.

Further, the Exercise Price for Options and PSUs shall be in compliance with the accounting standards specified under the SBEB Regulations.

### 7. EXERCISE PERIOD AND PROCESS OF EXERCISE / ACCEPTANCE OF OFFER:

Exercise period is the period within which the Options and / or PSUs vested in any Eligible Employee must be exercised by him / her under the Scheme before they lapse.

#### i. Exercise Period in case of continuation of employment:

##### (a) Exercise Period in case of Vested Options:

Subject to such norms as may be prescribed by the NRC, all the Vested Options shall have to be Exercised within a period of 4 (Four) years from the date of respective Vesting, at one time or at various points of time. However, the minimum number of Options that could be Exercised in one tranche should not be less than Vested Options or 300 (Three Hundred) Options, whichever is lower.

##### (b) Exercise Period in case of Vested PSUs:

Subject to such norms as may be prescribed by the NRC, all the Vested PSUs shall have to be Exercised within a period of 1 (One) year from the date of respective Vesting, at one time or at various points of time. However, the minimum number of Options that could be Exercised in one tranche should not be less than Vested PSUs or 100 (One Hundred) PSUs, whichever is lower.

**POSTAL BALLOT NOTICE**

**ii. Treatment of Options and PSUs in various separation events:**

Sr. No.	Events	Vested Options/ Vested PSUs	Unvested Options/ Unvested PSUs
1.	Resignation or Termination (other than due to Misconduct)	All the Vested Options and/ or Vested PSUs as on the date of resignation or date of termination shall be exercisable by the Option Grantee/ PSU Grantee on or before Exercise Period or within 60 (Sixty) days from the date of last working day in the Company, whichever is earlier, provided such Eligible Employee does not engage in any capacity with any Company or entity which is in the business of asset management.	In the event of resignation or termination all Unvested Options and/ or Unvested PSUs shall stand cancelled with effect from that date.
2.	Suspension due to alleged misconduct	The NRC shall have the sole and absolute discretion in determining whether the Vested Options and/ or Vested PSUs can be exercised or not, during the suspension period.	The NRC shall have the sole and absolute discretion in determining whether the Unvested Options and/ or Unvested PSUs will vest in the Option Grantee/ PSU Grantee or not, during the suspension period.
3.	Termination due to misconduct	All Vested Options and/ or Vested PSUs at the time of such termination shall stand cancelled with effect from the date of such termination and shall be deemed to have been lapsed.  The NRC shall have the sole and absolute discretion in determining whether an Eligible Employee has committed any misconduct.	All Unvested Options and/ or Unvested PSUs on the date of such termination shall stand cancelled with effect from the termination date and shall be deemed to have been lapsed.  The NRC shall have the sole and absolute discretion in determining whether an Eligible Employee has committed any misconduct.
4.	Transfer / deputation to Holding Company or Subsidiary Company	Exercise Period to remain the same as per the terms of the Grant.  In case of subsequent separation, treatment of Vested Options and/ or Vested PSUs shall be as per the applicable circumstance mentioned in this table.	Vesting schedule and Exercise Period to remain same as per the terms of the Grant.  In case of subsequent separation, treatment of Unvested Options and/ or Unvested PSUs shall be as per the applicable circumstance mentioned in this table.
5.	Retirement	All the Vested Options and/ or Vested PSUs as on the date of Retirement shall be exercisable by the Option Grantee/ PSU Grantee within the Exercise Period.	All Unvested Options and/ or Unvested PSUs as on the date of Retirement would continue to vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the NRC in accordance with the Company's policies and provisions of the then prevailing Applicable Laws.  Such aforesaid Vested Options and/ or Vested PSUs can be exercised within the Exercise Period.  For the purposes of this clause the individual performance parameters shall be deemed to have been met for the remaining period (i.e. after the date of Retirement or superannuation) unless NRC determines otherwise based on historical average performance ratings as per Vesting schedule, subject to meeting the criteria of Company's performance.
6.	Permanent Incapacity	All Vested Options and/ or Vested PSUs may be exercised by the Option Grantee/ PSU Grantee, within the Exercise Period.	All the Unvested Options and/ or Unvested PSUs as on date of incurring of such incapacity shall vest immediately with effect from such event to the Option Grantee/ PSU Grantee and can be exercised within the Exercise Period.
7.	Death	All the Vested Options and/ or Vested PSUs as on date of death shall be exercisable by the legal heir/ nominee of such deceased Option Grantee/ PSU Grantee within the Exercise Period.	All the Unvested Options and/ or Unvested PSUs as on date of death shall vest immediately with effect from the date of his/ her death to the Option Grantee's/ PSU Grantee's nominee or legal heir and can be exercised within the Exercise Period.
8.	Any other reasons apart from those mentioned above	The NRC shall have the sole and absolute discretion in determining whether the Vested Options and/ or Vested PSUs can be exercised or not, based on the Company Policies.	The NRC shall have the sole and absolute discretion in determining whether the Unvested Options and/ or Unvested PSUs will vest in the Option Grantee/ PSU Grantee or not, based on the Company Policies.

Provided that in case of a Force Majeure event, which may adversely impact the financials of the Company, vesting and / or vesting conditions of PSUs for the reference year may be moderated accordingly by the NRC.

## POSTAL BALLOT NOTICE

### *Acceptance of Grant*

Upon Grant of Options and / or PSUs, the Eligible Employee, shall be bound by the terms, conditions and restrictions of the ESOP & PSU Scheme – 2025 and the Letter of Grant. The Grantee's acceptance of the Grant of Options and / or PSUs under the ESOP & PSU Scheme – 2025, shall constitute an agreement between the Option Grantee/ PSU Grantee and the Company as to the terms of the Scheme and Letter of Grant.

It is clarified that the Exercise Consideration (as defined in the Scheme) shall be payable by the Option Grantee / PSU Grantee only at the time of Exercise of Options / PSUs.

### *Process of Exercise:*

The Options and PSUs grantee may exercise the Options and PSUs, inter-alia, by submitting an online application to the Company accompanied by payment of the full amount equivalent to the Exercise Price of the shares along with the applicable tax amount and other necessary documents, in accordance with the process stipulated by the Company from time to time in this regard, after which the equity shares would be allotted.

### *Exercise conditions:*

The Board / NRC may:

- (i) not permit the exercise of any Options / PSUs granted (whether vested or not) to an employee, in the event of the employee being found to be involved in Misconduct, and in such an event, the rights under the Options / PSUs (whether vested or not) shall lapse forthwith without any claim on, or recourse to the Company or the subsidiary;
- (ii) if the exercise of Options / PSUs within the exercise period, is prevented by any law or regulation in force, defer or not to permit the exercise of Options / PSUs till such time as it is prohibited by the applicable laws or regulations and in such an event, the Company or subsidiary shall not be liable to pay any compensation or similar payment to the employee for any loss suffered due to such refusal. Notwithstanding anything contrary contained in the Scheme, the Board / NRC shall have the power to extend the exercise period in such case.

Provided, further, that the Board / NRC shall have the power to cancel all or any of the Options or PSUs granted under the Scheme, if so required under any law for the time being in force or the order of any jurisdictional court. In the event of any such cancellation, no compensation shall be payable to the Options or PSUs Grantee for such cancelled PSUs.

## **8. THE APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES FOR THE SCHEME:**

The Board / NRC may, from time to time, based on the recommendation of the management of the Company and the Board / NRC of its subsidiary, make grants of Options and / or PSUs to Employees from Category 4 employees performing Core Delivery and Execution Roles, Category 3 performing managerial, Regional and Functional Leadership Roles and Category 2 performing Senior Leadership Roles and make grants of Options to Employees from Category 1, more particularly prescribed in Sr. No. 3 of this explanatory statement.

The employees to whom the Options and / or PSUs would be granted, shall be determined by the Board / NRC in accordance with the Scheme. The eligibility criteria for grant of Options and / or PSUs for employees include but will not be limited to performance, merit, grade, conduct, length of service, future potential contribution of the Employee and to attract new talent).

## **9. MAXIMUM NUMBER OF OPTIONS AND / OR PSUS TO BE OFFERED AND ISSUED PER EMPLOYEE AND IN AGGREGATE, IF ANY**

A maximum of 25,00,000 (Twenty Five Lakh) Options and / or PSUs may be offered and granted under the Scheme, which on exercise would entitle not more than 25,00,000 (Twenty Five Lakh) equity shares of face value of ₹ 5/- each of the Company, subject to any adjustment as may be required due to any corporate action or change in capital structure or any restructuring of the Company.

## POSTAL BALLOT NOTICE

The maximum number of Options and PSUs to be issued to any eligible employee during any one year will be decided by the NRC, subject however that the Options and PSUs issued in total shall be less than 1% of the total issued and paid up share capital (excluding any outstanding warrants and conversions) of the Company, as on the date of grant.

The number of Options and PSUs that may be granted to each Employee per Grant and in aggregate (taking into account all grants) shall vary depending upon the designation and the appraisal/ assessment process, provided that:

- a. the number of Options that may be granted under the Scheme per Eligible Employee and in aggregate (taking into account all grants) for such Eligible Employee, shall not exceed 5,00,000 (Five Lakh) Options.
- b. The number of PSUs that may be granted under the Scheme shall not exceed 10,000 (Ten Thousand) PSUs per Eligible Employee per Financial Year and number of such grants shall be restricted to 5 times in aggregate under the Scheme to such Eligible Employee.

### **10. MAXIMUM QUANTUM OF BENEFITS TO BE PROVIDED PER EMPLOYEE UNDER THE SCHEME:**

The maximum number of Options and PSUs to be issued to any eligible employee during any one year will be decided by the NRC, subject however that the Options and PSUs issued in total shall be less than 1% of the total issued and paid up share capital (excluding any outstanding warrants and conversions) of the Company, as on the date of grant,

provided that:

- a. the number of Options that may be granted under the Scheme per Eligible Employee and in aggregate (taking into account all grants) for such Eligible Employee, shall not exceed 5,00,000 (Five Lakh) Options.
- b. The number of PSUs that may be granted under the Scheme shall not exceed 10,000 (Ten Thousand) PSUs per Eligible Employee per Financial Year and number of such grants shall be restricted to 5 times in aggregate under the Scheme to such Eligible Employee.

### **11. WHETHER THE SCHEME IS TO BE IMPLEMENTED AND ADMINISTERED DIRECTLY BY THE COMPANY OR THROUGH A TRUST:**

The ESOP & PSU Scheme – 2025 shall be implemented and administered directly by the Company and not through a trust.

### **12. WHETHER THE SCHEME INVOLVES NEW ISSUE OF SHARES BY THE COMPANY OR SECONDARY ACQUISITION BY THE TRUST OR BOTH:**

The Company had taken an approval of the members for the issuance of 32,00,000 options under the ESOS – 2020. Further, on the recommendation of the NRC, the Board at its meeting held on April 17, 2025 had decided that the 8,73,719 unallocated options under ESOS – 2020 shall not be granted / allotted further with effect from the Board meeting date and no future grant shall be made under the ESOS – 2020.

The Scheme involves new issuance of 25,00,000 (Twenty Five Lakh) Options and / or PSUs entitling the Options and / or PSUs holders to subscribe to an aggregate of 25,00,000 (Twenty Five Lakh) fully paid-up equity shares of the Company.

There is no secondary acquisition by any trust.

### **13. THE AMOUNT OF LOAN TO BE PROVIDED FOR IMPLEMENTATION OF THE SCHEME BY THE COMPANY TO THE TRUST, ITS TENURE, UTILIZATION, REPAYMENT TERMS, ETC.:**

Not applicable.

### **14. MAXIMUM PERCENTAGE OF SECONDARY ACQUISITION (SUBJECT TO LIMITS SPECIFIED UNDER THE REGULATIONS) THAT CAN BE MADE BY THE TRUST FOR THE PURPOSES OF THE SCHEME:**

Not applicable.

**15. A STATEMENT TO THE EFFECT THAT THE COMPANY SHALL CONFORM TO THE ACCOUNTING POLICIES SPECIFIED IN REGULATION 15:**

The Company shall conform to the applicable accounting policies prescribed under the SBEB Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for Options and / or PSUs, including by any regulatory authority.

**16. THE METHOD WHICH THE COMPANY SHALL USE TO VALUE ITS OPTIONS AND / OR PSUS:**

The Company shall use such methodology for valuation of Options and PSUs, as mandated by the Applicable Law(s) / applicable accounting standards prevailing at that point in time. As per the current Applicable Law, the Company shall use the following methodology:

The Options and PSUs granted to Employees pursuant to the Company's Scheme, will be measured at the fair value at the Grant Date using Black-Scholes Model or any other methodology as prescribed / permitted under the Applicable Laws / applicable accounting standards.

**17. PERIOD OF LOCK-IN:**

The equity shares issued under the Scheme shall not be subject to any transfer restrictions or lock-in restrictions, except as may be required for compliance of any regulatory / statutory / judicial requirements from time to time.

**18. TERMS & CONDITIONS FOR BUYBACK, IF ANY, OF SPECIFIED SECURITIES COVERED UNDER THESE REGULATIONS:**

None.

**19. MALUS AND CLAWBACK:**

The benefits accrued and/ or availed under the Scheme including by virtue of Grant and Vesting of Options and/or PSUs, shall be subject to the Malus and Clawback provisions under the Company's Nomination and Remuneration Policy, as may be amended, replaced, restated, substituted from time to time, or as may be communicated by the Company to the Employees, or as per the revisions to the employment contracts/terms, which include instances such as fraud that require a financial restatement, reputational harm to the Company or exposing the Company to substantial risk.

**20. DISCLOSURES:**

Every year, the Company shall disclose information pertaining to Options and PSUs granted during the year in the annual report.

The Company shall disclose in its subsequent annual reports, the details of Company's performance parameters, the target for each of the performance parameters and achievement during the year, basis which the vesting of the PSUs was allowed, count of employees covered, number of PSUs granted, count of employees whose PSUs vested, number of PSUs due for vesting as per the vesting schedule and number of PSUs vested as per vesting schedule on meeting the vesting conditions.

**21. OTHERS:**

**a. Amendment or Termination of the Scheme**

The Board, to the extent permissible in the SBEB Regulations and applicable law, may from time to time suspend, withdraw or terminate the Scheme. Any material amendments / variations to this Scheme shall be done by the Board / NRC only with the prior approval of the members. However, while making such amendment or alteration to the Scheme, the interest of all the other stakeholders shall also be considered.

Further, the Board / NRC shall not, without the approval of the members, amend the Scheme to increase the aggregate number of shares which may be issued pursuant to the provisions of the Scheme on exercise or surrender of Options and / or PSUs or upon grants except as otherwise stated elsewhere in the Scheme and as per the SEBI Regulations.

**b. Compliance with Applicable Laws**

In the event of any variation between the provisions of the Scheme and the SBEB Regulations, the provisions of the SBEB Regulations shall prevail over the Scheme and the provisions of the ESOP & PSU Scheme – 2025 shall be deemed to have been amended so as to be read in consonance with the SBEB Regulations.

The Board / NRC may without any reference to or consent of the employees concerned, amend the Scheme or grant or any agreement to comply with any law, regulation or guideline.

Approval of the members is being sought in terms of Section 62 of the Companies Act, 2013 and rules made thereunder, Regulation 6 and 7 of SBEB Regulations, and any other applicable provisions of law, for the implementation of the Scheme and the grant and issuance of Options and / or PSUs exercisable into equal number of equity shares of the Company to the employees and Directors of the Company and the subsidiary company/ies, as decided from time to time.

Based on the above statement covering the facts and the rationale of the proposal, your Directors' recommend the passing of the Special Resolutions set out at Item Nos. 1 and 2 in the accompanying Postal Ballot Notice.

The Managing Director & Chief Executive Officer and the Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Special Resolutions set out herein, to the extent of Options / PSUs that have been granted and / or may be granted from time to time under the scheme. None of the other Directors of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolutions set out herein above.

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

**Sonali Chandak**  
Company Secretary  
Membership No. A18108

Place: Mumbai  
Date: April 17, 2025

**Registered Office:**

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