

NOTICE OF 01/2025-26 EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **FIRST EXTRA ORDINARY GENERAL MEETING OF 2025-26** OF THE MEMBERS OF **HDFC CAPITAL ADVISORS LIMITED ('COMPANY')**, IS SCHEDULED TO BE HELD ON **WEDNESDAY, SEPTEMBER 10, 2025 AT 11: 30 A.M.** AT **HDFC HOUSE, H. T. PAREKH MARG, 165-166, BACKBAY RECLAMATION, CHURCHGATE, MUMBAI – 400 020**, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

- 1. To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution for grant of options up to 2% of the issued capital of the Company at the time of grant of such options, to Mr. Vipul Roongta – Chief Executive Officer of the Company under HDFC Capital Advisors Limited Employees Stock Option Plan – 2025:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s), enactment(s) thereof for the time being in force), the memorandum and articles of association of the Company and subject to such other rules, regulations and guidelines that may be issued by any authority(ies) from time to time and in furtherance to the approval granted by the members at the Annual General Meeting held on June 27, 2025, for HDFC Capital Advisors Limited Employees Stock Option Plan – 2025 (ESOP–2025), the consent of the members be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a duly constituted Nomination & Remuneration Committee of Directors) to grant such number of stock options to Mr. Vipul Roongta- Chief Executive Officer of the Company, in one or more tranches during the financial year 2025-26, which in aggregate translates to up to 2% (two percent) of the issued capital of the Company at the time of grant of options, under the ESOP-2025, on such terms and conditions as may be decided by the Nomination & Remuneration Committee from time to time.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the grant of stock options under this resolution shall rank *pari passu inter se* with the then existing equity shares of the Company, in all respects.

HDFC CAPITAL ADVISORS LIMITED

Regd. Off.: Ramon House, H. T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai – 400 020, **Tel.:** +91 22 6141 3951, **CIN:** U7499MH2015PLC264030, **Email:** hcal.secretarial@hdfccapital.com, **Web.:** www.hdfccapital.com

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the grant of the aforesaid stock options and to the allotment of the shares pursuant to such stock options (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT each of the Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable to give effect to the above resolutions including filing of necessary forms with the jurisdictional Registrar of Companies and to comply with all other requirements in this regard.”

Date: August 16, 2025

Place: Mumbai

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

Registered Office:

Ramon House, H. T. Parekh Marg,
169, Backbay Reclamation,
Churchgate,

Mumbai – 400 020

Sd/-

Rajesh Khushalani
Principal – Investments
& Head – Asset
Management

Sd/-

Vrishali Nayak
Head – Finance &
Accounts

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) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out all material facts relating to the resolution contained in this Notice is appended hereinbelow for information and consideration of members and the same should be considered a part of this Notice.
- (iii) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (iv) Members/Proxies are requested to bring their Attendance Slip, which is annexed to this Notice, complete in all respects and signed at the place provided thereat to attend the Meeting.
- (v) A proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
- (vi) 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.
- (vii) 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.
- (viii) All documents referred to in this Notice are open for inspection by the Members at the venue of the EGM 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.
- (ix) The route map of the EGM venue is also annexed to this Notice.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board at its meeting held on April 15, 2025 had formulated the HDFC Capital Advisors Limited Employees Stock Option Plan-2025 (“**ESOP-2025**”) in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder. The terms and conditions of ESOP-2025 were approved by the shareholders at its Annual General Meeting held on June 27, 2025.

In accordance with the terms of ESOP-2025, stock options can be granted by the Nomination and Remuneration Committee (NRC), from time to time. In recognition of the strategic leadership and contributions of Mr. Vipul Roongta, the Chief Executive Officer of the Company, the NRC proposes to grant stock options aggregating up to 2% of the Company’s issued capital at the time of grant of options, during FY 2025-26, to Mr. Roongta. This grant is intended to incentivize continued leadership and drive long-term shareholder value of the organisation to achieve the Company’s objectives.

In accordance with Rule 12(4)(b) of the Companies (Share Capital and Debentures) Rules, 2014, if the aggregate of stock options granted to an employee exceeds one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant, approval of the shareholders by way of a special resolution is required. Accordingly, the resolution set out at Item No. 1 is being placed for approval of the members of the Company by way of special resolution for grant of stock options to Mr. Roongta, aggregating up to 2% of the issued share capital at the time of grant of options.

The terms and conditions with regard to grant, vesting and exercise of stock options as well as all other related matters would be as stated in the ESOP-2025 read with the explanatory statement annexed to the notice convening the Annual General Meeting held on June 27, 2025 and NRC shall have the sole and absolute authority to modify the terms therein.

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

The board recommends passing the special resolution as set out at Item No. 1 of this notice, for the approval of the members.

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

Date: August 16, 2025

Place: Mumbai

Registered Office:

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Sd/-

Rajesh Khushalani
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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	
NAME OF JOINT MEMBER(S), IF ANY:	
NO. OF SHARES HELD	

I/WE CERTIFY THAT I/WE AM/ARE MEMBER(S)/PROXY FOR THE MEMBER(S) OF THE COMPANY.

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, SEPTEMBER 10, 2025 AT 11:30 A.M.

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

NOTE:

1. PLEASE SIGN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ATTENDANCE VERIFICATION COUNTER AT THE MEETING VENUE.
2. ONLY SHAREHOLDERS OF THE COMPANY/THEIR PROXY WILL BE ALLOWED TO ATTEND THE MEETING.
3. 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, SEPTEMBER 10, 2025 AT 11.30 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 a Special Resolution for grant of options up to 2% of the issued capital of the Company at the time of grant of options, to Mr. Vipul Roongta – Chief Executive Officer, under HDFC Capital Advisors Limited Employees Stock Option Plan – 2025			

SIGNED THIS _____ DAY OF _____, 2025

SIGNATURE OF MEMBER(S): _____

SIGNATURE OF THE PROXY HOLDER(S): _____

Affix
Revenue
Stamp

NOTES:

1. 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.

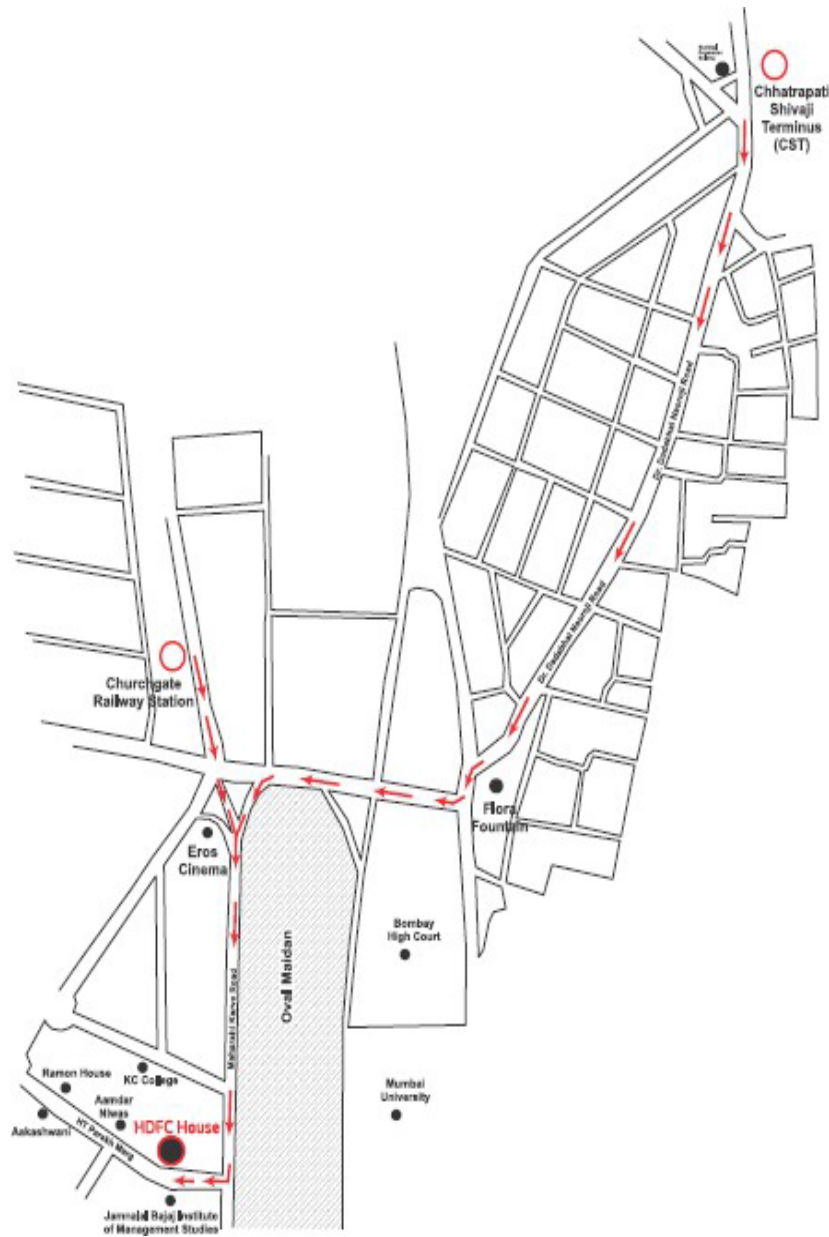
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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3. 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.
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**HDFC CAPITAL ADVISORS LIMITED**

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