



Stewardship Code

Document Created: January 2022

[Last Reviewed: October 2025]

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STEWARDSHIP CODE

A. Background & Purpose

Securities and Exchange Board of India (“SEBI”) vide its Circular No. CIR/CFD/CMD1/168/2019 has prescribed stewardship principles to be adopted and implemented by all Mutual Funds (MF) and all categories of Alternative Investment Funds (“AIF”), in relation to their investment in listed equity.

HDFC Capital Advisors Limited (“HCAL”) acts as an investment manager to HDFC Capital Affordable Real Estate Fund – 1 (“HCARE-1”), HDFC Capital Affordable Real Estate Fund – 2 (“HCARE-2”), HDFC Capital Affordable Real Estate Fund – 3 (“HCARE-3”) i.e. the first scheme of HDFC Capital AIF-3 (“HCAL AIF-3”), HDFC Capital AIF-3 – Scheme 2 (“HCAL AIF-3 – Scheme 2”) i.e. the second scheme of HCAL AIF-3, HDFC Capital Development of Real Estate Affordable and Mid-income Fund – 1 (“HDREAM-1”), i.e., the first scheme of HDFC Capital AIF-4 (“HCAL AIF-4”) and HDFC Capital Development of Real Estate Affordable and Mid-income Fund – 2 (“HDREAM-2”), i.e., the second scheme of HCAL AIF-4.

Each of HCARE-1, HCARE-2, HCAL AIF-3 and HCAL AIF-4 are a Category II AIF registered with SEBI.

HCARE-1, HCARE-2, HCARE-3 and HCAL AIF-3 – Scheme 2, HDREAM-1 and HDREAM-2 as well as any other funds/schemes to which HCAL may act as an investment manager/ sponsor/ settlor now or in the future shall hereinafter be individually referred to as “Fund” and collectively as “Funds”.

While the primary objective of the Funds is to invest in unlisted securities, the Funds may invest/ have invested in listed securities in certain circumstances and in accordance with the investment objective of the respective Fund and the SEBI (AIF) Regulations, 2012, as amended from time to time.

This Stewardship Code (“Code”) is formulated to broadly lay down the principles and guidelines to monitor and engage with the investee companies whose securities are listed (“Investee Company(ies)”), on various matters including performance, strategy, corporate governance, material environmental, social and governance (ESG) opportunities and risk, capital structure and exercising voting rights on shareholder resolutions of investee companies.

The Code is approved by the Board of Directors of HCAL and is applicable to Funds. The Code must be read in conjunction with SEBI Circular No. CIR/CFD/CMD1/168/2019 on Stewardship Code and any other related directives, etc. as may be issued by SEBI from time to time in this regard.

B. Guiding Principle(s) of the Code

The Code enable(s) to formulate a guiding principle to carry out stewardship activities, including the following principles:

- a. a comprehensive policy and guiding principles to fulfil the stewardship responsibilities;
- b. managing conflict of interest to ensure investor(s) interest is placed first;
- c. continuous monitoring of listed portfolio companies in which equity investments have been made;
- d. identification of circumstances and the manner of intervention for regular assessment of portfolio companies;
- e. participation in voting and disclosure of voting activities; and
- f. periodical reporting of stewardship activities.

C. Investment Stewardship Committee (“ISC”)

Internal Investment Committee (IIC) comprising of senior management of HCAL will be the ISC of HCAL. ISC will be responsible for effective implementation of the Code. ISC shall decide on the level of monitoring for different investee companies, areas of monitoring, mechanism for monitoring, voting decisions and mechanism of voting, disclosures and reporting etc. Towards fulfilment of stewardship activities, ISC shall abide by this Code and shall be guided by the following principles:

1. Policy and guiding principles to fulfil the stewardship responsibilities:

- i. take into consideration, the corporate governance practices of investee companies;
- ii. enhance investor value through productive engagement with investee companies; and
- iii. engage with investee companies on matters including environmental, social and governance parameters.

ISC may fulfil the purpose through:

- i. Voting on shareholders’ resolutions, with a view to enhance value creation for the investors and the investee companies;
- ii. Using the services of external agencies wherever deemed fit to discharge the duties;
- iii. advocating corporate governance practices, as a driver of value creation;

- iv. Working collectively with other institutional investors and supporting collaborative engagements organised by representative bodies and others;
- v. Conducting internal training(s) of ISC members and other personnel assisting in implementation of the Code;

2. Managing conflict of interest to ensure investor(s) interest is placed first:

While carrying out portfolio investments, the Funds may be faced with a conflict of interest. In such a situation, the Funds should follow the process as specified in the respective Conflicts of Interest policy of the specific Fund. For copies of the Conflicts of Interest policies of the Funds, please email at compliance@hdfccapital.com.

3. Continuous monitoring of investee companies in which equity investments have been made:

ISC shall ensure that investee companies are regularly monitored, through regular review, interactions with investee company's management, be part of industry calls of the investee company management, research material and other means of control measures.

ISC may determine the level of monitoring depending upon the quantum of investment and certain special situations which require greater monitoring in line with both regulatory and investment requirements.

In all cases of engagement with the management and/ or the Board of Directors of the investee company, all communications and discussions will be conducted in private and confidential manner. The objective of the interactions is to play a constructive role in enhancing the value proposition of the investment.

HCAL should also keep in mind regulations on insider trading while seeking information from the investee companies for the purpose of monitoring. While dealing with the investee company, HCAL shall ensure compliance with the SEBI (Prohibition on Insider Trading) Regulations, 2015.

4. Identification of circumstances and the manner of intervention for regular assessment of investee companies:

HCAL shall intervene if, in its opinion, any act/omission of the investee company is considered material on a case-to-case basis, including but not limited to insufficient disclosures, non-

compliance with regulations, performance parameters, governance issues, corporate plans/ strategy, or any other related matters. HCAL may consider intervening in matters, if in the reasonable opinion of the ISC, the issue involved may adversely impact the overall corporate governance or investment.

The escalation matrix followed by HCAL for intervention shall be as follows:

- i. **Communication and engagement:** The ISC shall communicate to the investee company's management about any concerns of HCAL including steps to be taken to mitigate such concerns.
- ii. **Escalation:** In the event the management of the investee company fails to undertake constructive steps to resolve the concerns raised by HCAL within a reasonable timeframe, HCAL shall take all reasonable steps to engage with the senior management / board of the investee company to resolve HCAL's concerns.
- iii. **Collaboration:** HCAL shall also consider collaboration with other institutional investors, professional associations, regulators, and any other entities where it deems necessary.

5. Participation in voting and disclosure of voting activities:

The key areas that ISC should consider for the purpose of voting will be related to corporate governance and matters related to future prospects of the investee companies including Director appointments and compensation, corporate restructuring and related party transactions. ISC may also consider additional factors, including recommendations made by any proxy advisory firms while voting. HCAL shall maintain a record of its voting on investee company resolutions along with rationale. The voting policy shall be disclosed on HCAL's website.

6. Periodical reporting of stewardship activities:

As per the direction from ISC, HCAL shall report periodically to its investors on their stewardship activities. HCAL shall ensure that updated stewardship code is available on its website i.e. <https://www.hdfccapital.com/>