

Ref/No/HDFCAMC/SE/2019-20/16

Date – May 22, 2019

National Stock Exchange of India Limited Exchange Plaza, Plot C/1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400051 <b>Kind Attn: Head – Listing Department</b>	BSE Limited Sir PJ Towers, Dalal Street, Mumbai – 400001 <b>Kind Attn: Sr. General Manager – DCS Listing Department</b>
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**Sub: Annual Secretarial Compliance Report for the period August 06, 2018 to March 31, 2019.**

Dear Sir/Madam,

Pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith copy of Annual Secretarial Compliance Report for the period August 06, 2018 (i.e date of listing) to March 31, 2019.

You are requested to kindly take the above information on records.

Thank You,

Yours faithfully,

For HDFC Asset Management Company Limited



**Sylvia Furtado**  
**Company Secretary**

Encl: a/a

## **BHANDARI & ASSOCIATES**

Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,  
J. B. Nagar, Andheri East. Mumbai - 400 059  
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Email: mumbai@anilashok.com

### **Secretarial Compliance Report of HDFC Asset Management Company Limited for the period August 06, 2018 to March 31, 2019\***

We, Bhandari & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by **HDFC Asset Management Company Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the period **August 06, 2018 to March 31, 2019\*** ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;#
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;#



**B&A**

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;#
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 as amended.
- j) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993.
- k) The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012. (*Company has not commenced the business of Alternative Investment Funds*).

and circulars/ guidelines issued thereunder;

# The Regulations or Guidelines, as the case may be were not applicable for the period under review.

and based on the above examination, we hereby report that, during the review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
There were no such instances.			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
01	Quasi-judicial proceedings initiated by SEBI	Certain alleged violations of the SEBI Mutual Fund	The Company, on a suo moto basis, filed a settlement	None



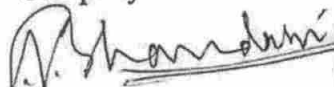
vide its letter dated May 31, 2018	Regulations, 1996 and circulars and arising from the inspection conducted on the schemes of HDFC Mutual Fund for the period from April 1, 2014 to March 31, 2016 guidelines issued thereunder	application, under the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014, for settling any adjudication proceedings. The Adjudicating officer in the matter issued a Settlement order dated December 4, 2018 and the Company has paid the settlement amount to SEBI.	
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- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable.				

\* The equity shares of the Company were listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on August 6, 2018.

For Bhandari & Associates  
Company Secretaries

  
S. N. Bhandari  
Partner | CP No. : 366  
Mumbai | April 26, 2019

