



Ref/No/HDFCAMC/SE/2020-21/19

Date – May 30, 2020

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 year ended March 31, 2020.**

Dear Sir/Madam,

Pursuant to 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 year ended March 31, 2020.

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

**HDFC Asset Management Company Limited**

A Joint Venture with Standard Life Investments

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)

## BHANDARI & ASSOCIATES

### Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,

J. B. Nagar, Andheri East. Mumbai- 400 059

Tel: +91 22 4221 5300 Fax: +91 22 4221 5303

Email: [bhandariandassociates@gmail.com](mailto:bhandariandassociates@gmail.com) / [mumbai@anilashok.com](mailto:mumbai@anilashok.com)

### Secretarial Compliance Report of HDFC Asset Management Company Limited For The Year Ended March 31, 2020

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 Year Ended March 31, 2020 ("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; ["Listing Regulations"]
- 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;#
- 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 including the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, in terms of Para 6(A) and 6(B) of the said circular and has suitably modified the terms of appointment of its statutory auditors.

*# 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.\*

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable.			

- 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	SEBI	SEBI has issued show cause notices dated May 10, 2019, May 27, 2019 and June 12, 2019 for certain alleged violations of the SEBI Mutual	The Company with its officials on a suo-moto basis filed a settlement application, under the SEBI (Settlement	None



		Fund Regulations, 1996 and circulars and guidelines issued thereunder against the Company and certain officials in relation to the investments of Fixed Maturity Plans of HDFC Mutual Fund in debt instruments.	Proceedings) Regulations, 2018, for the matters that were covered in the show cause notices.  On April 16, 2020, vide a settlement order issued by SEBI, it has stated that enforcement proceedings initiated against the Company and certain officials have been settled.	
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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 Company has appointed an Independent Woman Director on its Board with effect from April 27, 2019 as required under Reg. 17(1)(a) of the Listing Regulations since it appeared in the list of top 500 companies based on the market capitalization as on March 31, 2019.

**For Bhandari & Associates  
Company Secretaries**

**S. N. Bhandari**

Partner | C P No. : 366

Mumbai | May 11, 2020

UDIN: F000761B000226131