

HSBC Asset Management (India) Private Limited**CIN No.: U74140MH2001PTC134220****Registered Office: 9-11 Floors, NESCO IT Park, Building no.3, Western Express Highway,
Goregaon (East), Mumbai 400 063**

NOTICE is hereby given that the 21st Annual General Meeting of **HSBC Asset Management (India) Private Limited (the Company)** will be held on Friday, 29 September 2023 at 05.00 p.m. at the registered office of the Company at 9 – 11 Floors, NESCO IT Park, Building no.3, Western Express Highway, Goregaon (East), Mumbai 400 063 at a shorter notice to transact the following business:

Ordinary Business:

- 1) To receive, consider and adopt the audited Financial Statements for the year ended 31 March 2023 together with the Reports of Board of Directors and Auditors thereon.

Special Business:

- 2) Appointment of Mr. Kapil Seth (DIN: 03596866) as a Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“IT IS RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kapil Seth (DIN: 03596866), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 20 September 2023 be and is hereby appointed as Director of the Company.

THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient, or incidental for the purpose of giving effect to the aforesaid resolution.

THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to issue Certified True Copy of the aforesaid resolution as and when required.”

- 3) Appointment of Ms. Roopa Varma (DIN 09779388) as a Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“IT IS RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Roopa Varma (DIN 09779388), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 20 September 2023 be and is hereby appointed as Director of the Company.

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THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient, or incidental for the purpose of giving effect to the aforesaid resolution.

THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to issue Certified True Copy of the aforesaid resolution as and when required.”

4) Appointment of Mr. Kailash Kulkarni (DIN: 07242982) as a Director of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“IT IS RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kailash Kulkarni (DIN: 07242982), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 26 November 2022 be and is hereby appointed as Director of the Company.

THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient, or incidental for the purpose of giving effect to the aforesaid resolution.

THAT any one of the Directors or Company Secretary of the Company is hereby severally authorized to issue Certified True Copy of the aforesaid resolution as and when required.”

5) Appointment of Mr. Kailash Kulkarni (DIN: 07242982) as a Whole time Director of the Company of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“IT IS RESOLVED THAT pursuant to the provisions of Sections 196, Schedule V of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded to appoint Mr. Kailash Kulkarni (DIN: 07242982) as a Whole-time Director of the Company for a period of 5 years.

THAT any one of the directors or the Company Secretary of the Company be and are hereby severally authorized to digitally sign and arrange for filing of e-form DIR-12 for the appointment and to carry out such other incidental and ancillary act, deeds as deemed expedient with regard to aforesaid resolution including updation of Register of Directors accordingly.

THAT any one of the Directors or Company Secretary of the Company, be and are hereby severally authorized to issue Certified True Copy of the aforesaid resolution as and when required.”

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6) Approval for Cancellation of unsubscribed 4,36,07,710 Equity Share capital of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **special resolution**:

“RESOLVED THAT pursuant to provisions of Section 61 of the Companies Act, 2013, read with The Companies (Share Capital and Debentures) Rules, 2014, and such other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and rules framed thereunder and the provisions of the Memorandum and Articles of Association of the Company, and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents the approval of the Members be and is hereby accorded to cancel 4,36,07,710 (Four Crores Thirty Six Lacs Seven Thousand Seven Hundred and Ten only) Equity Shares consisting of face value of INR 10 [Rupees Ten Only] each which have not been taken by person to whom so offered from Issued Equity Share Capital of the Company.

RESOLVED FURTHER THAT any one of the Directors, Chief Operating officer, Company Secretary, Head of Finance and Compliance Officer of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to the alteration of the aforesaid resolution, if required, and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter as they may deem fit to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of this resolution be submitted to the concerned stakeholder or the regulatory authorities certified by any Director or Company Secretary of the Company.”

By Order of the Board of Directors

SD/-
Sneha Shetty
Company Secretary
Membership no. A32038

Registered Office:
9-11 floors, NESCO IT Park,
Building no.3, Western Express Highway,
Goregaon (East), Mumbai 400 063.

Date – 29 September 2023
Place - Mumbai

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE 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. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of limited companies, etc. must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 Member.
2. The details of the meeting as required by the Members to enable them to attend the meeting will be sent to the Members at their email address as available with the Company.
3. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The relevant Explanatory Statements pursuant to the section 102 (1) of the Companies Act, 2013, in respect of the Special Businesses under item no 2 to 4 as set out above and proposed to be transacted at the Annual General Meeting is annexed hereto.
5. In case the poll is required to be taken during the meeting, the designated email id on which members can convey their vote is sneha.shetty@hsbc.co.in. The Members are requested to cast their vote on the resolution only by sending emails through their email addresses which are registered with the Company.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 29 September 2023 through email to sneha.shetty@hsbc.co.in The same will be replied by the Company suitably.
7. Pursuant to Section 113 of the Act, corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, by e-mail before attending AGM, to sneha.shetty@hsbc.co.in.
8. All the documents referred to in the accompanying Notice and other documents as required for inspection, shall be available for inspection through electronic mode, upon the request being sent on sneha.shetty@hsbc.co.in

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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 2

Mr. Kapil Seth (DIN: 03596866) was appointed as an Additional Director (Non Executive) of the Company w.e.f. 20 September 2023.

The Board of Directors at their meeting held on 27 September 2023 had recommended appointment of Mr. Kapil Seth as a Director.

Members are further informed that pursuant to provisions of Section 161 of the Companies Act, 2013, he shall hold the office as an Additional Director up-to the Twenty First Annual General Meeting and is eligible for appointment as Director.

A brief resume of Mr. Kapil Seth and other details, as required to be given in accordance with Secretarial Standard - 2 issued by the Institute of the Company Secretaries of India, has been given below.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

The Board of Directors seek approval of Members for appointment of Mr. Kailash Kulkarni (DIN: 03596866) as a Director (Executive) of the Company.

Sr. No	Particulars	Mr. Kapil Seth
1	Age	49 years
2	Profile including Qualification & Experience	Mr. Kapil Seth is Certified Associate of the Indian Institute of Bankers, Postgraduate in Management from Indian Institute of Management, Lucknow, B.A (Hons) Economics from St. Stephen's College, Delhi Univ, India <u>Previous positions/roles:</u> <ul style="list-style-type: none"> • Managing Director & Regional Head, HSBC Securities Services at HSBC Bank Middle East Limited, Dubai • Managing Director & Head, HSBC Securities Services, India at The Hongkong and Shanghai Banking Corporation Limited, India
3	Date of first appointment	20 September 2023
4	Shareholding in the Company	Nil
5	Terms and conditions along Remuneration paid/ remuneration last drawn	None

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6	Relationship with other Directors/ KMP	None
7	Other Directorships	1) NSE IFSC Clearing Corporation Limited 2) NSE Clearing Limited (Member of Risk Committee)
8	Other Membership / Chairmanship of Committees	None
9	Number of meeting of Board attended during the year.	1 meeting

ITEM NO. 3

Ms. Roopa Varma (DIN: 09779388) was appointed as an Additional Director (Non - Executive) of the Company w.e.f. 20 September 2023.

The Board of Directors at their meeting held on 27 September 2023 had recommended appointment of Ms. Roopa Varma as an Director.

Members are further informed that pursuant to provisions of Section 161 of the Companies Act, 2013, she shall hold the office as an Additional Director up-to the Twenty First Annual General Meeting and is eligible for appointment as Director.

A brief resume of Ms. Roopa Varma and other details, as required to be given in accordance with Secretarial Standard - 2 issued by the Institute of the Company Secretaries of India, has been given below.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

The Board of Directors seek approval of Members for appointment of Ms. Roopa Varma (DIN: 09779388 as a Director (Executive) of the Company.

Sr. No	Particulars	Ms. Roopa Varma
1	Age	53 years
2	Profile including Qualification & Experience	Ms. Roopa Varma is a Bachelor of Commerce from Mumbai University. <u>Previous positions/roles:</u> <ul style="list-style-type: none"> • Head of Operations – HSBC India • Head of Transformation - HSBC India • Branch Manager – HSBC India Mumbai Main branch • Various roles across Retail Bank, Contact Centre, Wealth Management, HSBC India
3	Date of first appointment	20 September 2023
4	Shareholding in the Company	None

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5	Terms and conditions along Remuneration paid/ remuneration last drawn	None
6	Relationship with other Directors/ KMP	None
7	Other Directorships	1) HSBC InvestDirect (India) Private Limited 2) HSBC InvestDirect Sales & Marketing (India) Limited 3) HSBC InvestDirect Financial Services (India) Limited
8	Other Membership / Chairmanship of Committees	None
9	Number of meetings of the Board of Directors attended during the year	1

ITEM NO. 4 and 5

Mr. Kailash Kulkarni (DIN: 07242982) was appointed as an Additional Director (Executive) of the Company w.e.f. 26 November 2022.

The Board of Directors at their meeting held on 27 September 2023 had recommended appointment of Mr. Kailash Kulkarni as an Director.

Members are further informed that pursuant to provisions of Section 161 of the Companies Act, 2013, he shall hold the office as an Additional Director up-to the Twenty First Annual General Meeting and is eligible for appointment as Director.

A brief resume of Mr. Kailash Kulkarni and other details, as required to be given in accordance with Secretarial Standard - 2 issued by the Institute of the Company Secretaries of India, has been given below.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed resolution.

The Board of Directors seek approval of Members for appointment of Mr. Kailash Kulkarni (DIN: 07242982) as a Director (Executive) of the Company.

Sr. No	Particulars	Mr. Kailash Kulkarni
1	Age	56 years
2	Profile including Qualification & Experience	Mr. Kailash Kulkarni has completed his bachelor's in arts, MDBA from Institute of Management Development & Research, Pune. <u>Previous positions/roles:</u> <ul style="list-style-type: none"> Chief Executive Officer - HSBC Consultancy (India) Limited (Formerly known as L&T Investment Management Limited)

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3	Date of first appointment	26 November 2022
4	Shareholding in the Company	Nil
5	Terms and conditions along Remuneration paid/ remuneration last drawn	Information available on request
6	Relationship with other Directors/ KMP	None
7	Other Directorships	1) HSBC Consultancy (India) Limited (formerly known as L&T Investment Management Limited) 2) First Ray Films LLP – Designated Partner
8	Other Membership / Chairmanship of Committees	Member of the following Committees: 1) Audit Committee 2) Risk Management Committee 3) Corporate Social Responsibility Committee
9	Number of meeting of Board attended during the year.	3 meetings.

ITEM NO. 6

The Rights issue of shares of the Company during the financial year 2022-23 was under subscribed and the Company does not propose any further issue in the current financial year. Hence, the remaining 4,36,07,710 (no of shares) equity shares can be cancelled from the share capital of the Company.

The Company seeks approval from its shareholders pursuant to applicable provisions of Companies Act, 2013 and the existing Articles of Association of the Company, to cancel such unissued part of capital that is reflected in the issued capital of the company to 4,36,07,710 (Four Crores Thirty Six Lacs Seven Thousand Seven Hundred and Ten only) Equity shares of Rs. 10/- (ten) each.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 6 of the Notice.

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ATTENDANCE SLIP

THE ANNUAL GENERAL MEETING – Friday, 29 September 2023 AT 05.00 P.M.

Registered Folio/DP ID & Client ID	
Name and Address of the shareholder(s)	
Joint Holder 1 Joint Holder 2	
I/We hereby record my/our presence at the Annual General Meeting of the Company held on Friday, 29 September 2023 at 9 -11 Floors, NESCO IT Park, Building No. 3, Western Express Highway, Goregaon (East), Mumbai – 400 063.	
..... Member's/Proxy's Signature	
Note: Please complete this Attendance slip and hand it over at the entrance of the Meeting hall.	

**FORM NO. MGT – 11
PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN No. : U74140MH2001PTC134220

Name of the Company: HSBC Asset Management (India) Private Limited

Registered Office: 9-11 Floors, NESCO IT Park, Building no. 3, Western Express Highway, Goregaon (East), Mumbai – 400 063

Name of the Member(s)		
Registered Address:		
E-mail id:		
DP ID		Folio No./ Client ID

I/We, being the member(s) ofshares of the above named company, hereby appoint

1.Name	Address	
Email Id	Signature	or failing him
2.Name	Address	
Email Id	Signature	or failing him
3.Name	Address	
Email Id	Signature	or failing him

As my/our proxy to attend and vote (on a poll) for me/our behalf at the Annual General Meeting of the Company held on Friday, 29 September 2023 at 9-11 Floors, NESCO IT Park, Building No. 3, Western Express Highway, Goregaon (East), Mumbai – 400 063 at 05.00 p.m and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- 1) To receive, consider and adopt the Financial Statements for the year ended 31 March 2023 together with the Reports of Board of Directors and Auditors thereon.

Special Business:

- 2) Appointment of Mr. Kapil Seth (DIN: 03596866) as a Director
- 3) Appointment of Ms. Roopa Varma (DIN: 09779388) as a Director
- 4) Appointment of Mr. Kailash Kulkarni (DIN: 07242982) as a Director
- 5) Appointment of Appointment of Mr. Kailash Kulkarni (DIN: 07242982) as an Whole Time Director
- 6) Approval for Cancellation of unsubscribed 4,36,07,710 issued Equity Share Capital of the Company

Affix Re.1 Revenue Stamp

Signed this 29 day of September 2023.

Signature of Proxy holder(s).....Signature of Shareholder.....

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Notes:

1. This form of proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a Member of the Company.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 Member.

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