HDFC Securities Limited
Registered Office: Office Floor 8, I Think Techno Campus Building B- Alpha, Kanjurmarg (East), Mumbai-400042
Corporate Office: 16th Floor, Tower A, Peninsula Business Park, S.B. Marg, Lower Parel (West), Mumbai 400 013
[CIN No: U67120MH2000PLC152193]
[E-Mail: Mitul.Palankar@hdfcsec.com]
[Website: www.hdfcsec.com] [Tel Nos: 022-3075 3538]

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,
HDFC SECURITIES LIMITED

NOTICE is hereby given that pursuant to provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standards on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India) and other applicable rules/regulations/guidelines/circulars/notifications (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force**), HDFC SECURITIES LIMITED ("the Company"**) is seeking consent of the members of the Company on the special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ("e-Voting").

SPECIAL BUSINESS:

Item 1: To give loans, inter-corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

(a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
(b) give on behalf of any person, body corporate, any guarantee or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and

(c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 25,000 crores (Rupees Twenty-Five Thousand Crores Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to is given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, whether Indian or overseas, give loans to them; provide guarantees or security on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above-said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

Item No. 2: Increase the limits of borrowing by the Board of Directors of the Company under section 180(1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force) and as per the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any delegatee for exercising the powers conferred on the Board by this Resolution and under Section 179 of the Act) to borrow from time to time, all such money(ies) as may be deem requisite for the purpose of business (including new business ventures or prospects) of the Company, in both domestic and foreign currency, of both capital and revenue in nature, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided, however that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed a sum of Rs. 25,000 crores (Rupees Twenty-Five Thousand Crores Only).

RESOLVED FURTHER THAT subject to the provisions of the Act and the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks / Financial Institutions, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds (including Masala Bonds) or any other instruments permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/ agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise, including but not limited to creation, modification or satisfaction of any security in respect of any borrowing and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Item No. 3: To approve the increase in authorised share capital and consequent alteration of the capital clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the enabling provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 Equity Shares of Rs. 10 each to Rs.25,00,00,000/- (Rupees Twenty-Five Crore) divided into 2,50,00,000 Equity Shares of Rs. 10 each by the creation of additional equity shares ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V (Capital Clause) of the Memorandum of Association of the Company be altered, substituted, and replaced with the following new Clause V:

Clause V – *"The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 Equity Shares of Rs.10 each."*

RESOLVED FURTHER THAT Mr, Dhiraj Relli, Managing Director, Mr Ashish Rathi, Whole Time Director, Mr Anand Mathur, Chief Financial Officer and Mr Mitul Palankar, Company Secretary, be and are hereby, jointly/severalty, authorized to do all such acts, deeds, matters, and things, and to execute and sign all such applications, documents, and returns as may be necessary, expedient, or desirable to give effect to this resolution, including but not limited to the electronic filing of Forms with the Registrar of Companies (ROC), Mumbai, Maharashtra."

Item 4: Ratification of excess remuneration paid to the Managing Director and Chief Executive Officer.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the payment of basic salary to Mr Dhiraj Relli, Managing Director of the Company in excess of the approval accorded by the shareholders at the Annual General Meeting of the Company held on 15th July 2021 amounting to Rs. 31,379/- (Rupees Thirty-One Thousand Three Hundred Seventy-Nine only) per month during the financial year 2024-25 and Rs.1,88,354/- (Rupees One Lakh Eighty Eight Thousand Three Hundred Fifty Four only) per month during the financial year 2025-26 be and is hereby ratified."

By Order of the Board,
For HDFC Securities Limited

Mitul Palankar
Company Secretary

Date: 13th July 2026
Place: Mumbai

Registered Office:
Office Floor 8, I Think Techno Campus Building B- Alpha,
Kanjurmarg (East), Mumbai-400042

Corporate Office:
16th Floor, Tower A, Peninsula Business Park, S.B. Marg,
Lower Parel (West), Mumbai- 400 013
CIN No: U67120MH2000PLC152193
E-Mail: Mitul.Palankar@hdfcsec.com
Website: www.hdfcsec.com
Tel Nos: 022-3075 3538

Notes:

1. The Explanatory Statements pursuant to Section 102 of the Act, setting out material facts and reasons relating to the resolutions contained in this Postal Ballot Notice, is appended herein below for information and consideration of the Members, and the same should be considered as part of this Notice.

2. The Board of Directors of the Company has appointed Mr. Bhaskar Upadhyay (C.P. 9625), or failing him Mr. Bharat Upadhyay (C.P. 4457), Practising Company Secretaries, from M/s N.L. Bhatia & Associates, Company Secretaries (Not in Employment of the Company) as the Scrutinizer for the Postal Ballot to be conducted through remote e-voting in a fair and transparent manner.

   In accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), this Notice is being sent by electronic mode to those Members, whose names appeared in the Register of Members/ Register of Beneficial Owners as on Friday, 24th July 2026 **("Cut-Off date")** and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Bank, **Datamatics Business Solutions Limited** (the "RTA") / Depository Participant ("DP").

   For Members who have not registered their e-mail addresses, please follow the instructions given under Note no.12.

   Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

   Members may please note that the Notice will also be available on the Company's website at www.hdfcsec.com

3. As per the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

4. In compliance with the MCA Circulars, Sections 108 and 110 of the Act and the Rules made thereunder, the Company is offering a remote e-voting facility to seek approval of the Members of the Company for the resolutions contained in this Notice. For this purpose, the Company has engaged the services of CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot. The instructions for remote e-voting are appended to this Notice under Note No.12.

5. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote	**Friday, 24th July 2026**
Commencement of e-voting period	**Friday, 31st July 2026**
End of e-voting period	**Saturday, 29th August 2026**

   The e-voting module will be disabled by CDSL immediately after 5:00 p.m. (IST) on Saturday, 29th August 2026.

6. Voting rights of the Members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.

7. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Bank will be entitled to vote.

8. Voting rights in the Postal Ballot Form cannot be exercised by a proxy.

9. The Scrutinizer will submit his report to the Chairman of the Company, or a person authorised by him, in writing and the Chairman, or such person as authorised, shall declare the result of the Postal Ballot at the Registered Office of the Company on 31st August 2026. The results of the postal ballot (including e-voting) along with the Scrutinizer's report will be displayed on the Company's website **www.hdfcsec.com**.

10. All documents referred to in this Notice and Explanatory Statement setting out material facts and other statutory registers shall be available for inspection through electronic mode, basis the request being sent to mitul.palankar@hdfcsec.com.

11. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Saturday, 29th August 2026.

12. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through the Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on Friday, 31st July 2026 at 9.00 AM and ends on Saturday, 29th August 2026 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 24th July 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the e-Voting facility.

Pursuant to the above-said SEBI Circular**,** the login method for e-Voting **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository.**	1) Users who have opted for CDSL Easi / Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System My Easi Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository.**	1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login", which is available under the 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) log in through their **Depository Participants (DP)**	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individuals holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on the "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16-digit beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8-digit Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next, enter the Image Verification as displayed and click on Login.

5) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user, follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alphanumeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to log in. • If both the details are not recorded with the depository or company, please enter the member ID/folio number in the Dividend Bank details field.

(iii) After entering these details appropriately, click on the "SUBMIT" tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the relevant 260722011 on which you choose to vote.

(vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a printout of the votes cast by clicking on the "Click here to print" option on the Voting page.

(xii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory who is authorised to vote, to the Scrutinizer and to the Company at the email address viz; mitul.palankar@hdfcsec.com, if they have voted from the individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the **mitul.palankar@hdfcsec.com/ investorsqry@datamaticsbpm.com.**

2. For Demat shareholders, please update your email ID & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact us at the toll-free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENTS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE

ITEM NO: 1

As per the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provide that no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate;(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the Company intends to provide a loan or guarantee or any security or the acquisition of securities of any corporate as provided under Section 186(2) of the Act, in excess of the limits specified therein, prior approval of Members by means of a special resolution is required.

The Company provides the Margin Trade Funding (MTF) to its clients within the framework prescribed by the Securities and Exchange Board of India ("SEBI"). Apart from this, the Company invests in instruments such as units of mutual funds and inter-corporate deposits. It has also invested in some listed and unlisted securities and long-term bonds.

As on 30th June 2026, the aggregate value of Investments, loans and inter-corporate deposits made and Guarantees issued by the Company is Rs. 18,369 crore (Rupees Eighteen Thousand Three Hundred Sixty-Nine Crores Only) against the current approved limits of Rs. 20,000 crores (Rupees Twenty Thousand Crore Only). The Company is expecting a further increase in the MTF business and margin requirements for the broking business. Further, regulatory guidelines applicable to banks have changed effective July, 2026, whereby certain banking credit lines shall need to be fully collateralized (hitherto the requirement was 50% secured by collateral), which may require the Company to enhance its collateral placed with banks as appropriate.

Considering the above, to capitalize on market opportunities and to support the anticipated business growth in the near future, the approval of the Members is being sought by way of a special resolution authorizing the Company to lend further sums of money within an overall limit of Rs. 25,000 Crore (Rupees Twenty Five Thousand Crore only) outstanding at any given point of time.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution except to the extent of their Shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution as set out at Item No.1 of the accompanying Notice, for Members' approval.

ITEM NO: 2

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, without the consent of the Members of the Company accorded by means of a special resolution.

The Company's Margin Trading Funding (MTF) book has been growing well. As of 30th June 2026, and the MTF book stood at Rs. 12,799 Crore only (Rupees Twelve thousand seven hundred and ninety-nine crore only). This is primarily funded by the borrowings made by the Company. Apart from MTF books, the Company also funds its Exchange Margin requirements / working capital requirements by issuance of money market instruments such as Commercial Papers and borrowings from fund-based facilities availed from banking and finance companies. The current approved borrowing limit of the Company is Rs. 20,000 Crore (Rupees Twenty Thousand Crore Only) against which the Company has already borrowed Rs. 17,948 crore (Rupees Seventeen thousand nine hundred and forty-eight crore only) as on 30th June 2026. The Company is expecting a further increase in the MTF business and margin requirements for the broking business. Further, regulatory guidelines applicable to banks have changed effective July 2026 whereby certain banking credit lines shall need to be fully collateralized (hitherto the requirement was 50% secured by collateral), which may require the Company to enhance its borrowings to fund the incremental collateral that may be placed with banks as appropriate.

Considering the above, to capitalize on market opportunities and to support the anticipated business growth in the near future, the approval of the Members is being sought by way of a special resolution authorizing the Company to borrow further sums of money within an overall limit of Rs. 25,000 Crore (Rupees Twenty Five Thousand Crore Only) outstanding at any given point of time.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution except to the extent of their Shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution as set out at Item No.2 of the accompanying Notice, for Members' approval.

ITEM NO: 3

The present Authorised Share Capital of the Company stands at Rs.20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 Equity Shares of Rs. 10 each.

Considering the requirements and future prospects, it is considered to increase the Authorised Share Capital of the Company from the present Capital to Rs. Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 Equity Shares of Rs. 10 each.

The Board of Directors at its meeting held on 13th July 2026 approved the proposal to increase the Authorised Share Capital to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 Equity Shares of Rs. 10 each, which requires modification of Clause V of the Memorandum of Association of the Company.

Considering the above, approval of the Members is being sought by way of an Ordinary Resolution for the increase in the Authorized Share Capital of the Company to Rs. 25,00,00,000/-(Rupees Twenty-Five Crore only).

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are concerned or interested, financially or otherwise, in the text of this resolution, except to the extent of their existing shareholdings or directorships in the Company.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of the accompanying Notice, for Members' approval.

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ITEM NO: 4

In accordance with the resolution passed by the shareholders of the Company at its Annual General Meeting (hereinafter referred to as "the AGM") held on 15th July 2021, there was a ceiling on the remuneration of Mr Dhiraj Relli, Managing Director of the Company, particularly with reference to basic salary and allowances. In anticipation of the revision in the Code of Wages, an organisation-wide initiative to increase the basic salary of employees as a % of CTC was implemented in April 2024. Accordingly, Mr Dhiraj Relli's basic salary was also increased and consequently, there was a payment of excess basic salary amounting to Rs.31,379/- (Rupees Thirty One Thousand Three Hundred and Seventy Nine) per month during the financial year 2024-25 and Rs.1,88,354/- (Rupees One Lakh Eighty Eight Thousand Three Hundred and Fifty Four) per month during the financial year 2025-26. However, the overall remuneration of Mr Relli was within the statutory limit prescribed under the Companies Act, 2013.

Considering the above, ratification of the Members is being sought by way of an Ordinary Resolution with respect to the excess payment of basic salary for the financial year 2024-25 and the financial year 2025-26 to Mr Dhiraj Relli, Managing Director.

None of the Directors, except Mr, Dhiraj Relli or Key Managerial Personnel or their relatives, are in any way concerned or otherwise interested in this resolution.

The Board of Directors recommends the Ordinary Resolution as set out in item No. 4 of the Notice for the ratification of the Shareholders through the process of Postal Ballot.

By Order of the Board,
For HDFC Securities Limited

Mitul Palankar
Company Secretary

Date: 13th July 2026
Place: Mumbai

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