



HDFC SALES PRIVATE LIMITED

Registered Office: 1st Floor, Ramon House, 169, H. T. Parekh Marg,
Churchgate, Mumbai, Maharashtra, India 400020.

[CIN: U65920MH2004PTC144182] [e-mail: accounts@hdfcsales.com]

[Website: www.hdfcsales.com] [Tel. No.: 022 61552400]

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND (22ND) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HDFC SALES PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, AUGUST 18, 2026 AT 11:00 A.M. IST AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, RAMON HOUSE, 169, H. T. PAREKH MARG, CHURCHGATE, MUMBAI, MAHARASHTRA, INDIA 400020, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Simrita Kaur Ahluwalia (DIN: 08458567), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Sumant Rampal (DIN: 10615196), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Subodh Salunke (DIN: 03053815), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Mr. N. Srinivasan (DIN: 11849434) as a Non-Executive Non-Independent Nominee Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules thereunder (“the Act”), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company (“Board”), Mr. N. Srinivasan (DIN: 11849434), who was appointed as an Additional Director (Nominee Director) of the Company with effect from August 01, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature as a Non-Executive Non-Independent Nominee Director, be and is hereby appointed as an Non-Executive Non-Independent Nominee Director of the Company, liable to retire by rotation, to hold office with effect from August 01, 2026 and up to the date of his superannuation from the HDFC Bank Limited (“Bank”) or such other date as the Board of Directors of the Bank may determine from time to time.”

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized, on behalf of the Company to file necessary e-forms/ returns with Registrar of Companies and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”



6. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution for appointment of Mrs. Smita Bhagat (DIN: 08445343) as a Non-Executive Non-Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules thereunder (“the Act”), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company (“Board”), Mrs. Smita Bhagat (DIN: 08445343), who was appointed as an Additional Director of the Company with effect from August 01, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature as a Non-Executive Non-Independent Director, be and is hereby appointed as an Non-Executive Non-Independent Director of the Company, liable to retire by rotation, to hold office with effect from August 01, 2026.”

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized, on behalf of the Company to file necessary e-forms/ returns with Registrar of Companies and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”

July 31, 2026
Mumbai

Registered Office:

1st Floor, Ramon House,
169, H. T. Parekh Marg,
Churchgate, Mumbai,
Maharashtra, India 400020.



By Order of the Board


Chintan Kamdar
Company Secretary
ACS: 53951

NOTES:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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. THE PROXY FORM AS ATTACHED IN ANNEXURE-I TO BE VALID AND EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.
- (ii) Members whose names appear in the Register of Members of the Company as on the cut-off date i.e. July 31, 2026, shall be entitled to attend and vote at the meeting.
- (iii) Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
- (iv) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- (v) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (vi) All documents referred to in this Notice and other statutory registers are open for inspection by the Members at the venue of the meeting and also at the Registered Office of the Company between 10:00 AM IST and 12 Noon IST on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
- (vii) Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.
- (viii) In accordance with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, brief profiles of Mr. N. Srinivasan, Mrs. Smita Bhagat, Ms. Simrita Kaur Ahluwalia, Mr. Sumant Rampal and Mr. Subodh Salunke are set out in this Notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013

ITEM NO. 5:

Pursuant to the email dated July 21, 2026, received from HDFC Bank Limited (“the Bank”) regarding nomination of Mr. N. Srinivasan (DIN: 11849434) as a Nominee Director representing the Bank on the Board of the Company in place of Mr. Bhavesh Zaveri, he was appointed by the Board of Directors of the Company at its meeting held on July 31, 2026, as an Additional Director of the Company, effective August 01, 2026, in terms of Section 161 of the Companies Act, 2013 and other applicable rules made thereunder (“the Act”).

Pursuant to the provisions of Section 161 of the Act, term of office of Mr. N. Srinivasan (DIN: 11849434) expires at the ensuing Annual General Meeting. Further, notice under Section 160 of the Act has been received from a member proposing his appointment as a Director of the Company.

The Company has also received a declaration from Mr. N. Srinivasan confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Accordingly, the Board of Directors of the Company recommends to the Members, appointment of Mr. N. Srinivasan as a Non-Executive Non-Independent Nominee Director of the Company in the manner as set out in the resolution at Item No. 5 for approval of the Members by way of an ordinary resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except for Mr. N. Srinivasan shall be considered as concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5 in this Notice.

ITEM NO. 6:

Mrs. Smita Bhagat (DIN: 08445343), was appointed by the Board of Directors of the Company at its meeting held on July 31, 2026, as an Additional Director of the Company effective August 01, 2026, in terms of Section 161 of the Companies Act, 2013 and other applicable rules made thereunder (“the Act”).

Pursuant to the provisions of Section 161 of the Act, term of office of Mrs. Smita Bhagat (DIN: 08445343) expires at the ensuing Annual General Meeting. Further, notice under Section 160 of the Act has been received from a member proposing her appointment as a Director of the Company.

The Company has also received a declaration from Mrs. Smita Bhagat confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

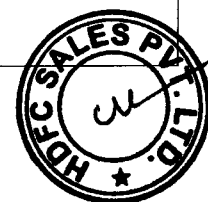
Accordingly, the Board of Directors of the Company recommends to the Members, appointment of Mrs. Smita Bhagat as a Non-Executive Non-Independent Director of the Company in the manner as set out in the resolution at Item No. 6 for approval of the Members by way of an ordinary resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except for Mrs. Smita Bhagat shall be considered as concerned or interested, financially or otherwise, in the said resolution set out at Item No. 6 in this Notice.

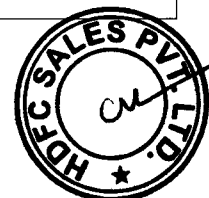


BRIEF PROFILE OF DIRECTORS BEING RE-APPOINTED

Resolution No.	2	3
Name	Ms. Simrita Kaur Ahluwalia	Mr. Sumant Rampal
DIN	08458567	10615196
Age (years)	44	50
Qualifications	B.E, MBA and CFA	B. Com, Alumnus of Symbiosis Institute of International Business, Pune
Experience	Ms. Simrita Kaur Ahluwalia is an accomplished finance professional and educator, with a unique career spanning corporate finance, strategic leadership, and institution building. She brings deep analytical acumen and a strong understanding of financial systems, capital structures, and risk governance to the boardroom. Currently serving as the CEO at The Knowledge Habitat, a chain of progressive K-12 institutions under the visionary leadership of the Shiv Nadar Foundation, Simrita is known for her ability to navigate complexity, lead with integrity, and bring a long-term, values-driven perspective to decision-making. Her experience in managing diverse stakeholders — from regulators and educators to parents and investors — equips her with a nuanced understanding of governance in both corporate and mission-led environments. As a Director, she offers a rare blend of financial expertise, strategic thinking, and a strong commitment to ethics, transparency, and sustainability — qualities increasingly critical in today's evolving business and regulatory landscape.	Mr. Sumant Rampal leads the Mortgages and Home Loans Business at HDFC Bank Limited and prior to assuming responsibility for these businesses, he was managing Business Banking, Rural Banking and SLI verticals for HDFC Bank. Under his leadership, HDFC Bank was acknowledged as the Best SME Bank by SIDBI for FY 2019-2020, by Asia Money 2021-22, Euro Money 2021-22 and Asia Money 2022-23. He and his team spearheaded the growth of the MSME and Agriculture lending business in more than 650 districts and 2,25,000 villages of India. The products and services were delivered through a mix of physical and digital solutions for the Bank's customers' needs and for efficiency. He has been a Corporate and Wholesale banker throughout his two-decade career with the Bank. He joined HDFC Bank in 1999 as a Relationship Manager in the Corporate Banking division. He managed some of the leading Indian and MNC corporates before moving to the Mid-Market Group as Regional Head – West and all India Business Head for Health care vertical. He contributed significantly towards building the Mid-Market Business vertical and was also involved in its digitisation process.
No. of shares held	Nil.	Nil.
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation.	Liable to retire by rotation.
Remuneration last drawn	₹10,00,000/- towards sitting fees for attending the Board and Committee Meetings during the financial year 2025-26 and ₹5,00,000/- towards sitting fees for attending the Board and Committee Meetings till date during the financial year 2026-27.	Nil.
Remuneration sought to be paid	Sitting Fees for attending the meetings of the Board/ Committee thereof.	Nil.



Number of Board meetings attended during the year	Attended 7/7 board meetings held during the financial year 2025-26 and 3/3 board meetings held till date during the financial year 2026-27.	Attended 7/7 board meetings held during the financial year 2025-26 and 3/3 board meetings held till date during the financial year 2026-27.
Original date of appointment	January 03, 2024.	May 07, 2024.
Relationship with other Directors, Manager and Key Managerial Personnel	Nil.	Nil.
Directorships held in other companies in India	1. Edu Voyage Education Private Limited (formerly known as HDFC Education and Development Services Private Limited)	Nil.
Resolution No.	4	
Name	Mr. Subodh Kamalakar Salunke	
DIN	03053815	
Age (years)	63	
Qualifications	Master's Degree in Management Studies from Sydenham Institute of Management, Mumbai University and a Bachelor's Degree in Commerce.	
Experience	Mr. Subodh K. Salunke joined Housing Development Finance Corporation Limited (HDFC) in June 1988. He was the Regional Manager, Mumbai and Vidarbha and his responsibilities included business development in Mumbai and Vidarbha Region in Maharashtra through the developer and corporate channels. He was also responsible for Affordable Housing initiative of HDFC. He has also worked in Management Services Division of HDFC. This stint for 6 years (1992-98) gave him an opportunity to work very closely with the Top Management of HDFC very early in his career. The scope of work included Corporate Planning and Budgeting, Financial Forecasting, International Borrowing, Foreign Exchange Risk Management, Lease Finance for tax planning (origination, processing and servicing of Lease Transactions), Coordination with Regulator (National Housing Bank) including Refinance, Investor Relations and New Projects. He was responsible for Operations Training at an all-India level. He has also been instrumental in the development and execution of domestic and international training programmes. He was also associated with Credila Financial Services Limited as a Director and subsequently as Executive Vice Chairman. He superannuated from HDFC in June 2022 as Senior General Manager in Treasury department. He worked with HDFC Bank for one year as a Consultant during the transition period after merger with HDFC. He currently works with Vastu Housing Finance Corporation Limited as an Advisor.	
No. of shares held	Nil.	
Terms and conditions of re-appointment	Liable to retire by rotation.	
Remuneration last drawn	₹4,50,000/- towards sitting fees for attending the Board and Committee Meetings during the financial year 2025-26 and ₹3,50,000/- towards sitting fees for attending the Board and Committee Meetings till date during the financial year 2026-27.	



Remuneration sought to be paid	Sitting Fees for attending the meetings of the Board/ Committee thereof.
Number of Board meetings attended during the year	Attended 4/4 board meetings held during the financial year 2025-26 and 3/3 board meetings held till date during the financial year 2026-27.
Original date of appointment	August 01, 2025.
Relationship with other Directors, Manager and Key Managerial Personnel	Nil.
Directorships held in other companies in India	Nil.

The Directors seeking re-appointment have furnished declarations confirming that they are not disqualified under Section 164 of the Companies Act, 2013 and have given their consent to act as Directors of the Company.

Accordingly, in terms of the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, the above-mentioned Directors are liable to retire by rotation at this AGM, and being eligible, offered themselves for reappointment.

The Board recommends the passing of ordinary resolutions as set out in Resolution Nos. 2 to 4 of this Notice.



BRIEF PROFILE OF DIRECTORS BEING APPOINTED

Resolution No.	5	6
Name	Mr. N. Srinivasan	Mrs. Smita Bhagat
DIN	11849434	08445343
Age (years)	58	60
Qualifications	Chartered Accountant, Cost Accountant and Company Secretary.	Bachelor's degree in Economics, Master's degree in Financial Management and MBA. Executive Programme from Indian Institute of Management, Ahmedabad.
Experience	Mr. N Srinivasan is Group Head – Lending Operations & Pan India Branch Hub Operations. Leading Pan-India Lending Operations across all Asset and Loan businesses, while also spearheading Branch Operations across North, South, East and West India and driving Operations enterprise-wide Digitalization and Automation initiatives. Responsible for operations supporting an asset portfolio exceeding ₹25 trillion. In this role, he is responsible for lending businesses including wholesale, retail, agriculture and home loan segments. Having pioneered numerous transformative projects, Mr. Srinivasan's expertise spans across digitization and operations risk management. He played a pivotal role in Bank's large-scale initiatives and industry-first innovations in digital lending, development of operational systems supporting the Bank's expansive corporate and retail-loan portfolios and operations transition during merger of large portfolios. Mr. Srinivasan joined the Bank in 1996 as a Relationship Manager before moving to set up retail assets operations and established ground-up operations for the Bank's advanced portfolio. He has been a member of various committees in public institutions related to digitization of banking services for customers viz., eSigning, eStamping of documents, electronic NOCs for hypothecation removal on vehicles and inter bank portal for credit linked-schemes. Mr. Srinivasan started his career in Bhilai Steel Plant, Steel Authority of India. He is a Chartered Accountant, Cost Accountant,	Mrs. Smita Bhagat is a senior banking and financial services professional with over three decades of experience in building and scaling businesses across Branch Banking, Government and Institutional Banking/ Retail Foreign Exchange and Alternate channel Distribution. Formerly associated with HDFC Bank as Group Head and have diversify portfolio including Branch Banking, Government and Institutional Business, Retail Foreign Exchange, Alternate Channels and Partnerships, and inclusive banking initiatives. She has been instrumental in incubating and scaling high-impact business verticals, developing technology-led distribution platforms, and expanding banking access across semi-urban and rural markets, with a strong focus on building sustainable and scalable ecosystems. She is credited with launching India's first digital distribution platform for banking products via corporate Business Correspondent (BC) partners in 2019. Following the merger, she led the integration of key HDFC Limited partners into HDFC Bank's alternate channel, achieving the distinction of being the first in the industry to receive all regulatory permissions for such a channel. Mrs. Bhagat brings significant governance and advisory experience through her association with Boards of entities under the Ministry of Electronics and Information Technology, Government of India, and her engagement with leading industry bodies such as NASSCOM, Confederation of Indian Industry, Open Network for Digital Commerce and Federation of Indian Chambers of Commerce and Industry. Her contributions have been recognised through several industry accolades, including the Economic Times Women Ahead Award and the CII Award for Innovation in the



	Company Secretary and was awarded Gold-Medal for securing first place in the Company Secretary final examinations.	BFSI sector. She holds a Bachelor's degree in Economics, a Master's degree in Financial Management and MBA. She has also done an Executive Programme from Indian Institute of Management, Ahmedabad.
No. of shares held	Nil.	Nil.
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation.	Liable to retire by rotation.
Remuneration last drawn	Nil.	Nil.
Remuneration sought to be paid	Nil.	Sitting Fees for attending the meetings of the Board/ Committee thereof.
Number of Board meetings attended during the year	Not applicable.	Not applicable.
Original date of appointment	August 01, 2026.	August 01, 2026.
Relationship with other Directors, Manager and Key Managerial Personnel	Nil.	Nil.
Directorships held in other companies in India	Nil.	1. Tyger Capital Private Limited 2. Motilal Oswal Financial Services Limited

July 31, 2026
Mumbai

Registered Office:

1st Floor, Ramon House,
169, H. T. Parekh Marg,
Churchgate, Mumbai,
Maharashtra, India 400020.



By Order of the Board

Chintan Kamdar
Chintan Kamdar
Company Secretary
ACS: 53951

ATTENDANCE SLIP

(PLEASE HAND OVER THIS SLIP AT THE ENTRANCE OF THE MEETING VENUE)

CLIENT ID:	
DP ID:	
NAME AND ADDRESS OF THE MEMBER	

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE TWENTY SECOND (22ND) ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, RAMON HOUSE, 169, H. T. PAREKH MARG, CHURCHGATE, MUMBAI, MAHARASHTRA, INDIA 400020 ON TUESDAY, AUGUST 18, 2026 AT 11:00 AM IST.

FULL NAME OF THE MEMBER/ PROXY ATTENDING THE MEETING	
MEMBER'S/ PROXY'S SIGNATURE	

NOTE: YOUR ENTRY TO THE MEETING WILL BE REGULATED BY THIS ATTENDANCE SLIP.



Form No. MGT – 11

PROXY FORM

[PURSUANT TO THE PROVISIONS OF SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

CIN: U65920MH2004PTC144182

NAME OF THE COMPANY: HDFC SALES PRIVATE LIMITED

REGISTERED OFFICE: 1ST FLOOR, RAMON HOUSE, 169, H. T. PAREKH MARG, CHURCHGATE, MUMBAI, MAHARASHTRA, INDIA 400020.

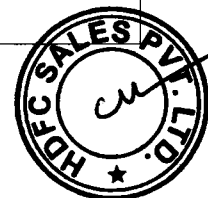
NAME OF THE MEMBER(S):		E-MAIL:	
REGISTERED ADDRESS:		CLIENT ID:	
		DP ID:	

I/WE BEING THE MEMBER(S) OF _____ EQUITY SHARES OF ₹10 EACH OF HDFC SALES PRIVATE LIMITED, HEREBY APPOINT:

- NAME: _____
EMAIL: _____ ADDRESS: _____
____ SIGNATURE: _____, OR FAILING HIM /HER,
- NAME: _____
EMAIL: _____ ADDRESS: _____
____ SIGNATURE: _____, OR FAILING HIM /HER,
- NAME: _____
EMAIL: _____ ADDRESS: _____
____ SIGNATURE: _____.

AS MY/OUR PROXY TO ATTEND AND VOTE (ON A POLL) FOR ME/US AND ON MY/OUR BEHALF AT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 1ST FLOOR, RAMON HOUSE, 169, H. T. PAREKH MARG, CHURCHGATE, MUMBAI, MAHARASHTRA, INDIA 400020 ON TUESDAY, AUGUST 18, 2026 AT 11:00 AM IST AND AT ANY ADJOURNMENT(S) THEREOF, IN RESPECT OF SUCH RESOLUTIONS IN THE MANNER AS INDICATED BELOW:

SR. NO.	BRIEF DETAILS OF THE RESOLUTION	OPTIONAL (REFER NOTE NO. 4)		
		FOR	AGAINST	ABSTAIN
1.	Adoption of the audited financial statement of the Company for the financial year ended March 31, 2026.			
2.	Re-appointment of Ms. Simrita Kaur Ahluwalia (DIN: 08458567), who retires by rotation and being eligible, offers herself for re-appointment.			



3.	Re-appointment of Mr. Sumant Rampal (DIN: 10615196), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Re-appointment of Mr. Subodh Salunke (DIN: 03053815), who retires by rotation and being eligible, offers himself for re-appointment.			
5.	Appointment of Mr. N. Srinivasan (DIN: 11849434) as a Non-Executive Non-Independent Nominee Director of the Company.			
6.	Appointment of Mrs. Smita Bhagat (DIN: 08445343) as a Non-Executive Non-Independent Director of the Company.			

SIGNED THIS _____ DAY OF _____, 2026

SIGNATURE OF MEMBER(S): _____

SIGNATURE OF THE PROXY HOLDER(S): _____

Affix
Revenue
Stamp

NOTES:

1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, 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 APPOINTED AS PROXY SHALL ACT ON BEHALF OF NOT MORE THAN 50 MEMBERS AND HOLDING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
4. OPTIONAL. PLEASE PUT A '✓' IN THE APPROPRIATE COLUMN AGAINST THE RESOLUTIONS INDICATED IN THE BOX.



ROUTE MAP OF THE VENUE OF THE AGM

