

HDFC MUTUAL FUND

**DISCLOSURE OF EXERCISE OF PROXY VOTES IN EQUITY HOLDINGS ACROSS ALL SCHEMES OF HDFC MUTUAL FUND
(FINANCIAL YEAR 2013-2014)**

Shareholder proposals

| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
|------------------------|------------------------------|-------------------------------------|--|--------------------------------------|--|
| 4-Apr-13 | Ambuja Cements Limited | AGM | Appointment of Director, Mr.B.L Taparia | In favour of the Proposal | Abstain |
| 4-Apr-13 | Ambuja Cements Limited | AGM | Appointment of Director, Mr.Haigreve Khaitan | In favour of the Proposal | Abstain |
| 25-Apr-13 | FAG Bearings India Limited | AGM | Appointment of Director, Mr. Udo Bauer | In favour of the Proposal | For |
| 29-Apr-13 | Elantas Beck Limited | AGM | Appointment of Director, Dr.Guido Forstbach | In favour of the Proposal | For |
| 7-May-13 | The Paper Products Limited | AGM | Appointment of Director, Mr. A. Venkatrangan | In favour of the Proposal | For |
| 7-May-13 | The Paper Products Limited | AGM | Appointment of Director, Mr. Nripjit Singh Chawla | In favour of the Proposal | For |
| 7-May-13 | Ranbaxy Laboratories Limited | AGM | Appointment of Director, Dr. Kazunori Hirokawa | In favour of the Proposal | Abstain |
| 5-Jun-13 | Bosch Limited | AGM | Appointment of Director, Dr. Steffen Berns | In favour of the Proposal | For |
| 5-Jun-13 | Bosch Limited | AGM | Appointment of Director, Mr. Bhaskar Bhat | In favour of the Proposal | For |
| 5-Jun-13 | Bosch Limited | AGM | Appointment of Director, Mr. Soumitra Bhattacharya | In favour of the Proposal | For |
| 8-Jun-13 | Yes Bank Limited | AGM | Appointment of Director, Mr. Diwan Arun Nanda | In favour of the Proposal | For |
| 8-Jun-13 | Yes Bank Limited | AGM | Appointment of Director, Mr. M. R. Srinivasan | In favour of the Proposal | For |
| 8-Jun-13 | Yes Bank Limited | AGM | Appointment of Director, Mr. Ravish Chopra | In favour of the Proposal | For |
| 15-Jun-13 | Infosys Limited | AGM | Appointment of Director, Mr. Leo Puri | In favour of the Proposal | For |
| 24-Jun-13 | ICICI Bank Limited | AGM | Appointment of Director Mr. Dileep Choksi | In favour of the Proposal | For |
| 24-Jun-13 | Asian Paints Limited | AGM | Appointment of Director, Mr. M.K. Sharma | In favour of the Proposal | Abstain |

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|------------------------|--------------------------------------|-------------------------------------|---|--------------------------------------|--|
| 25-Jun-13 | ING Vysya Bank Limited | AGM | Appointment of Director, Mr. Sanjeev Aga | In favour of the Proposal | For |
| 26-Jun-13 | CMC Limited | AGM | Appointment of Director, Mr. Ashok Sinha | In favour of the Proposal | For |
| 26-Jun-13 | CMC Limited | AGM | Appointment of Director, Prof. M.S. Ananth | In favour of the Proposal | For |
| 27-Jun-13 | HDFC Bank Limited | AGM | Appointment of Director, Mr. Vijay Merchant | In favour of the Proposal | Abstain |
| 4-Jul-13 | Petronet LNG Limited | AGM | Appointment of Director, Shri Vivek Rae | In favour of the Proposal | For |
| 4-Jul-13 | Indo Rama Synthetics (India) Limited | AGM | Appointment of Director, Mr. Ashok Jagjivan Gupta | In favour of the Proposal | For |
| 4-Jul-13 | Indo Rama Synthetics (India) Limited | AGM | Appointment of Director, Mr. Suman Jyoti Khaitan | In favour of the Proposal | For |
| 10-Jul-13 | Nucleus Software Exports Limited | AGM | Appointment of Director Mr. N. Subramaniam | In favour of the Proposal | Abstain |
| 10-Jul-13 | Nucleus Software Exports Limited | AGM | Appointment of Director, Professor Trilochan Sastry | In favour of the Proposal | Abstain |
| 15-Jul-13 | Tata Global Beverages Limited | AGM | Appointment of Director, Mr. L.Krishnakumar | In favour of the Proposal | Abstain |
| 15-Jul-13 | Tata Global Beverages Limited | AGM | Appointment of Director, Mr. S Santhanakrishnan | In favour of the Proposal | Abstain |
| 15-Jul-13 | TTK Prestige Limited | AGM | Appointment of Director, Mr. T.T Jagannathan. | In favour of the Proposal | For |
| 16-Jul-13 | Exide Industries Limited | AGM | Appointment of Mr. Subir Chakraborty as a Director & then Whole Time Director to fix the terms of appointment. | In favour of the Proposal | For |
| 16-Jul-13 | Exide Industries Limited | AGM | Appointment of Director, Mr. Sudhir Chand. | In favour of the Proposal | For |
| 16-Jul-13 | Ashok Leyland Limited | AGM | Appointment of Director, Dr.Andreas.H.Biagosch | In favour of the Proposal | For |
| 17-Jul-13 | Dabur India Limited | AGM | Appointment of Director, Mr. Sanjay Kumar Bhattacharya | In favour of the Proposal | For |

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| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
|------------------------|----------------------------------|-------------------------------------|---|--------------------------------------|--|
| 18-Jul-13 | Kotak Mahindra Bank Limited | AGM | Appointment of Director, Mr. S.Mahendra Dev | In favour of the Proposal | For |
| 19-Jul-13 | Axis Bank Limited | AGM | Appointment of Director, Dr. Sanjiv Misra | In favour of the Proposal | For |
| 19-Jul-13 | Axis Bank Limited | AGM | Appointment of Director, Shri Rohit Bhagat | In favour of the Proposal | For |
| 19-Jul-13 | Axis Bank Limited | AGM | Appointment of Director, Smt. Ireena Vittal | In favour of the Proposal | For |
| 19-Jul-13 | United Phosphorus Limited | AGM | Appointment of Director, Mr. Suresh P. Prabhu | In favour of the Proposal | Abstain |
| 20-Jul-13 | The Federal Bank Limited | AGM | Appointment of Director, Shri. Dilip.G.Sadarangani | In favour of the Proposal | For |
| 20-Jul-13 | The Federal Bank Limited | AGM | Appointment of Director, Shri. K.M Chandrasekhar | In favour of the Proposal | For |
| 20-Jul-13 | The Federal Bank Limited | AGM | Appointment of Director, Dr. K.Cherien Varghese | In favour of the Proposal | For |
| 20-Jul-13 | The Federal Bank Limited | AGM | Appointment of Director, Shri. Sudhir.M. Joshi | In favour of the Proposal | For |
| 22-Jul-13 | Blue Star Limited | AGM | Appointment of Director, Mr M K Sharma | In favour of the Proposal | For |
| 22-Jul-13 | Blue Star Limited | AGM | Appointment of Director, Mr. B Thiagarajan | In favour of the Proposal | For |
| 23-Jul-13 | Coromandel International Limited | AGM | Appointment of Director, Mr. Uday Chander Khanna | In favour of the Proposal | For |
| 23-Jul-13 | NRB Bearings Limited | AGM | Appointment of Director, Mr. Tashwinder Singh | In favour of the Proposal | For |
| 24-Jul-13 | Cairn India Limited | AGM | Appointment of Mr. P. Elango as a Director and then Whole Time Director of the company and approval of terms of appointment | In favour of the Proposal | For |
| 24-Jul-13 | Grindwell Norton Limited | AGM | Appointment of Director, Mr. Keki.M. Elavia | In favour of the Proposal | For |
| 24-Jul-13 | WABCO India Limited | AGM | Appointment of Director, Mr. Michael Edward Thompson | In favour of the Proposal | For |

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| Shareholder proposals | | | | | |
| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
| 25-Jul-13 | Wipro Limited | AGM | Appointment of Director, Mr. Vyomesh Joshi | In favour of the Proposal | For |
| 26-Jul-13 | CESC Limited | AGM | Appointment of Director Mr. Aniruddha Basu | In favour of the Proposal | For |
| 26-Jul-13 | ITC Limited | AGM | Appointment of Director, Mr. Sahibzada Syed Habib- u-Rehman for five years | In favour of the Proposal | For |
| 26-Jul-13 | ITC Limited | AGM | Appointment of Director, Ms. Meera Shankar for five years | In favour of the Proposal | For |
| 26-Jul-13 | ITC Limited | AGM | Re-appointment of Director, Mr. Dinesh Kumar Mehrotra | In favour of the Proposal | For |
| 26-Jul-13 | ITC Limited | AGM | Re-appointment of Director, Mr. Sunil Behari Mathur for five years | In favour of the Proposal | For |
| 26-Jul-13 | ITC Limited | AGM | Re-appointment of Mr. Pillappakkam Bahukutumbi Ramanujan for five years | In favour of the Proposal | For |
| 26-Jul-13 | ITC Limited | AGM | Re-appointment of Mr. Kurush Noshir Grant as director and also a Wholtime Director for five years & to approve the terms of appointment | In favour of the Proposal | For |
| 26-Jul-13 | Torrent Pharmaceuticals Limited | AGM | Appointment of Director, Shri Pradeep Bhargava | In favour of the Proposal | For |
| 26-Jul-13 | Hindustan Unilever Limited | AGM | Appointment of Director, Dr. Sanjiv Misra | In favour of the Proposal | Abstain |
| 29-Jul-13 | UltraTech Cement Limited | AGM | Appointment of Director, Mr. Rajiv Dube | In favour of the Proposal | Abstain |
| 29-Jul-13 | Jaypee Infratech Limited | AGM | Appointment of Director, Shri Anand Bordia | In favour of the Proposal | For |
| 29-Jul-13 | Infrastructure Dev. Fin. Co. Limited | AGM | Appointment of Director, Joseph Dominic Silva | In favour of the Proposal | For |
| 29-Jul-13 | Infrastructure Dev. Fin. Co. Limited | AGM | Appointment of Director, Ms. Snehlata Shrivastava | In favour of the Proposal | For |
| 29-Jul-13 | Colgate-Palmolive (India) Limited | AGM | Appointment of Director, Mr. Godfrey Nthunzi | In favour of the Proposal | For |
| 30-Jul-13 | VST Industries Limited | AGM | Appointment of Director, Mrs. Asha Nair | In favour of the Proposal | For |

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|------------------------|--|-------------------------------------|---|--------------------------------------|--|
| 30-Jul-13 | IPCA Laboratories Limited | AGM | Appointment of Director, Dr. Ramakanta M Panda | In favour of the Proposal | For |
| 30-Jul-13 | Zee News Limited | AGM | Appointment of Director, Mr. Surjit Banga | In favour of the Proposal | For |
| 2-Aug-13 | Tube Investments of India Limited | AGM | Appointment of Director, Mr. S B Mathur | In favour of the Proposal | For |
| 2-Aug-13 | Punj Lloyd Limited | AGM | Appointment of Director, Mr. M. Madhavan Nambhiar | In favour of the Proposal | For |
| 3-Aug-13 | Gujarat State Fertilizers & Chemicals Limited | AGM | Appointment of Director, Dr. Has Mukh Adhia | In favour of the Proposal | For |
| 5-Aug-13 | Divis Laboratories Limited | AGM | Appointment of Director, Mr. R. Ranga Rao | In favour of the Proposal | For |
| 5-Aug-13 | Lakshmi Machine Works Limited | AGM | Appointment of Director, Sri Besavaraju | In favour of the Proposal | For |
| 6-Aug-13 | Crompton Greaves Limited | AGM | Appointment of Director, Dr. C Lewiner | In favour of the Proposal | For |
| 6-Aug-13 | Crompton Greaves Limited | AGM | Appointment of Director, Mr. B Hariharan | In favour of the Proposal | For |
| 6-Aug-13 | Crompton Greaves Limited | AGM | Appointment of Director, Mr. S Apte | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Anil.D.Gala | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Atul J. Shethia | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Bipin.A. Gala | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Mohinder Pal Bansal | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Nilesh S. Vikamsey | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Raju. H. Gala | In favour of the Proposal | For |
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Shailendra J. Gala | In favour of the Proposal | For |

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|------------------------|---|---------------------------------|---|----------------------------------|------------------------------------|
| 6-Aug-13 | Navneet Publications (India) Limited | AGM | Appointment of Director, Shri Gnanesh D. Gala | In favour of the Proposal | For |
| 7-Aug-13 | Emami Limited | AGM | Appointment of Director, Shri Pradip Kr. Khaitan | In favour of the Proposal | For |
| 7-Aug-13 | Orient Cement Limited | AGM | Appointment of Director, Mr Rabindranath Jhunjhunwala | In favour of the Proposal | For |
| 7-Aug-13 | Orient Cement Limited | AGM | Appointment of Director, Mr. Vinod Kumar Dhall | In favour of the Proposal | For |
| 7-Aug-13 | Lupin Limited | AGM | Appointment of Director, Mr. Dileep C Choksi | In favour of the Proposal | For |
| 7-Aug-13 | Apollo Tyres Limited | AGM | Appointment of Director, Mr Vikram S Mehta | In favour of the Proposal | For |
| 8-Aug-13 | Adani Ports and Special Economic Zone Limited | AGM | Appointment of Director, Mr G. K. Pillai | In favour of the Proposal | For |
| 8-Aug-13 | Adani Ports and Special Economic Zone Limited | AGM | Appointment of Director, Mr. Sanjay Lalbhai | In favour of the Proposal | For |
| 8-Aug-13 | Adani Power Limited | AGM | Appointment of Director, Mr C P Jain | In favour of the Proposal | For |
| 8-Aug-13 | Page Industries Limited | AGM | Appointment of Director, Mr B C Prabhakar | In favour of the Proposal | For |
| 8-Aug-13 | Page Industries Limited | AGM | Appointment of Director, Mr Pius Thomas | In favour of the Proposal | For |
| 12-Aug-13 | ISMT Limited | AGM | Appointment of Director, Mr O P Kakkai | In favour of the Proposal | For |
| 14-Aug-13 | Oracle Financial Ser Software Limited | AGM | Appointment of Director Mr. Richard Jackson | In favour of the Proposal | For |
| 14-Aug-13 | Oracle Financial Ser Software Limited | AGM | Appointment of Director, Mr Harinderjit Singh | In favour of the Proposal | For |
| 14-Aug-13 | Oracle Financial Ser Software Limited | AGM | Appointment of Director, Ms. Samantha Wellington | In favour of the Proposal | For |
| 14-Aug-13 | Amara Raja Batteries Limited | AGM | Appointment of Director, Mr. Eric Stuart Mitchell | In favour of the Proposal | For |
| 14-Aug-13 | Amara Raja Batteries Limited | AGM | Appointment of Director, Mr. Ravi Bhamidipati | In favour of the Proposal | For |

HDFC MUTUAL FUND

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|------------------------|--------------------------------------|-------------------------------------|---|--------------------------------------|--|
| 14-Aug-13 | Tata Steel Limited | AGM | Appointment of Director , Mr. O P Bhatt | In favour of the Proposal | For |
| 14-Aug-13 | Tata Steel Limited | AGM | Appointment of Director Mr. D K Mehrotra | In favour of the Proposal | For |
| 14-Aug-13 | Tata Steel Limited | AGM | Appointment of Director, Mr. Koushik Chatterjee | In favour of the Proposal | For |
| 16-Aug-13 | The Tata Power Company Limited | AGM | Appointment of Director, Ms. Vishakha Mulye | In favour of the Proposal | For |
| 16-Aug-13 | Orient Paper & Industries Limited | AGM | Appointment of Director, Mr. Narendra Singh Sisodia | In favour of the Proposal | For |
| 19-Aug-13 | PTC India Financial Services Limited | AGM | Appointment of Director , Mr. R T Agarwal | In favour of the Proposal | For |
| 19-Aug-13 | PTC India Financial Services Limited | AGM | Appointment of Director, Mr. Deepak Amitabh | In favour of the Proposal | For |
| 19-Aug-13 | PTC India Financial Services Limited | AGM | Appointment of Director, Mr. S K Tuteja | In favour of the Proposal | For |
| 19-Aug-13 | PTC India Limited | AGM | Appointment of Director, Shri. M S Babu | In favour of the Proposal | Abstain |
| 19-Aug-13 | Voltas Limited | AGM | Appointment of Director, Mr. Thomas Mathew T. | In favour of the Proposal | For |
| 21-Aug-13 | KEC International Limited | AGM | Appointment of Director, Mr. S M Trehan | In favour of the Proposal | For |
| 21-Aug-13 | Tata Motors Limited | AGM | Appointment of Director, Mr. Karl J Slym | In favour of the Proposal | For |
| 21-Aug-13 | Tata Motors Limited | AGM | Appointment of Director, Ms. Falguni S Nayar | In favour of the Proposal | For |
| 21-Aug-13 | Tata Motors Limited DVR | AGM | Appointment of Director Mr. Karl J Slym | In favour of the Proposal | For |
| 21-Aug-13 | Tata Motors Limited DVR | AGM | Appointment of Director, Ms. Falguni S Nayar | In favour of the Proposal | For |
| 21-Aug-13 | The Phoenix Mills Limited | AGM | Appointment of Director, Mr. Gautam Nayak | In favour of the Proposal | For |
| 22-Aug-13 | Larsen and Toubro Limited | AGM | Appointment of Director, Mr. M Damodaran | In favour of the Proposal | For |

HDFC MUTUAL FUND

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|------------------------|-----------------------------------|---------------------------------|---|----------------------------------|------------------------------------|
| 22-Aug-13 | Larsen and Toubro Limited | AGM | Appointment of Director, Mr. R Shankar Raman | In favour of the Proposal | For |
| 22-Aug-13 | Larsen and Toubro Limited | AGM | Appointment of Director, Mr. Shailendra Roy | In favour of the Proposal | For |
| 22-Aug-13 | Larsen and Toubro Limited | AGM | Appointment of Director, Mr. Vikram Singh Mehta | In favour of the Proposal | For |
| 22-Aug-13 | Cipla Limited | AGM | Appointment of Director, Mr. Ashok Sinha | In favour of the Proposal | For |
| 22-Aug-13 | Cipla Limited | AGM | Appointment of Director, Mr. Subhanu Saxena | In favour of the Proposal | For |
| 23-Aug-13 | Greenply Industries Limited | AGM | Appointment of Director, Mr. Upendra Nath Challu | In favour of the Proposal | For |
| 27-Aug-13 | Maruti Suzuki India Limited | AGM | Appointment of Director, Mr. R P Singh | In favour of the Proposal | For |
| 29-Aug-13 | Bayer Cropscience Limited | AGM | Appointment of Dr. Thomas Hoffmann as director and then Whole time director for five years and approval of terms of his appointment | In favour of the Proposal | For |
| 30-Aug-13 | Simplex Infrastructures Limited | AGM | Appointment of Director, Mr Asutosh Sen | In favour of the Proposal | For |
| 30-Aug-13 | Simplex Infrastructures Limited | AGM | Appointment of Director, Mr. Amiyo Kumar Chatterjee | In favour of the Proposal | For |
| 31-Aug-13 | Motherson Sumi Systems Limited | AGM | Appointment of Director, Mr. Gautam Mukherjee | In favour of the Proposal | For |
| 31-Aug-13 | Motherson Sumi Systems Limited | AGM | Appointment of Director, Mr. Sushil Chandra Tripathi | In favour of the Proposal | For |
| 3-Sep-13 | Indian Oil Corporation Limited | AGM | Appointment of Director, Prof. Devang Khakhar | In favour of the Proposal | For |
| 3-Sep-13 | Indian Oil Corporation Limited | AGM | Appointment of Director, Shri Rajive Kumar | In favour of the Proposal | For |
| 5-Sep-13 | Hindustan Petroleum Corp. Limited | AGM | Appointment of Director, Dr. Gitesh K Shah | In favour of the Proposal | For |
| 5-Sep-13 | Hindustan Petroleum Corp. Limited | AGM | Appointment of Director, Shri. B K Namdeo | In favour of the Proposal | For |

| HDFC MUTUAL FUND | | | | | |
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| 5-Sep-13 | Hindustan Petroleum Corp. Limited | AGM | Appointment of Director, Shri. K V Rao | In favour of the Proposal | For |
| 5-Sep-13 | Hindustan Petroleum Corp. Limited | AGM | Appointment of Director, Shri. R K Singh | In favour of the Proposal | For |
| 5-Sep-13 | Bharti Airtel Limited | AGM | Appointment of Director, Mr. Manish Kejriwal | In favour of the Proposal | For |
| 5-Sep-13 | Bharti Airtel Limited | AGM | Appointment of Director, Mr. Obiageli Katryn Ezekwesili | In favour of the Proposal | For |
| 6-Sep-13 | Aditya Birla Nuvo Limited | AGM | Appointment of Mr. Lalit Naik as Director then Deputy Managing Director for five years and approval of terms of his appointment | In favour of the Proposal | For |
| 7-Sep-13 | Texmaco Rail & Engineering Limited | AGM | Appointment of Director, Shri Sunil Mitra | In favour of the Proposal | For |
| 10-Sep-13 | Hindalco Industries Limited | AGM | Appointment of Director, Mr. Jagdish Khattar | In favour of the Proposal | For |
| 10-Sep-13 | Hindalco Industries Limited | AGM | Appointment of Mr. Satish Pai as director and then Whole Time Director for five years and approval of terms of his appointment | In favour of the Proposal | For |
| 11-Sep-13 | Solar Industries India Limited | AGM | Appointment of Director, Shri Amrendra Verma | In favour of the Proposal | For |
| 13-Sep-13 | Rural Electrification Corporation L | AGM | Appointment of Director, Shri Badri Narain Sharma | In favour of the Proposal | For |
| 16-Sep-13 | Idea Cellular Limited | AGM | Appointment of Director, Dr. Shridhir Sariputta Hansa Wijayasuriya | In favour of the Proposal | For |
| 17-Sep-13 | NTPC Limited | AGM | Appointment of Director, Dr. A Didar Singh | In favour of the Proposal | For |
| 17-Sep-13 | NTPC Limited | AGM | Appointment of Director, Shri Prashant Mehta | In favour of the Proposal | For |
| 17-Sep-13 | NTPC Limited | AGM | Appointment of Director, Shri. U P Pani | In favour of the Proposal | For |
| 18-Sep-13 | Coal India Limited | AGM | Appointment of Director, Dr. A K Dubey | In favour of the Proposal | For |
| 18-Sep-13 | Coal India Limited | AGM | Appointment of Director, Shri. A Chatterjee | In favour of the Proposal | For |

HDFC MUTUAL FUND

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| 18-Sep-13 | Coal India Limited | AGM | Appointment of Director, Smt. Sujata Prasad | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director (Operations), Shri R P Sasnal | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director(Personnel), Shri. Ravi P Singh | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director, Dr. K Ramalingam | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director, Shri Ajay Kumar Mittal | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director, Shri. R K Gupta | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director, Shri. R Krishnamoorthy | In favour of the Proposal | For |
| 19-Sep-13 | Power Grid Corporation of India Limited | AGM | Appointment of Director, Shri Mahesh Shah | In favour of the Proposal | For |
| 19-Sep-13 | Tamil Nadu Newsprint & Papers Limited | AGM | Appointment of Director, Thiru Mahesan Kasirajan | In favour of the Proposal | For |
| 19-Sep-13 | Tamil Nadu Newsprint & Papers Limited | AGM | Appointment of Director, Thiru T Udhayachandran | In favour of the Proposal | For |
| 19-Sep-13 | Tamil Nadu Newsprint & Papers Limited | AGM | Appointment of Director, Thiru V Nagappan | In favour of the Proposal | For |
| 19-Sep-13 | Tamil Nadu Newsprint & Papers Limited | AGM | Appointment of Director, Tmt. Sarada Jagan | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Petroleum Corporation Limited | AGM | Appointment of Director, Dr. Neeraj Mittal | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Petroleum Corporation Limited | AGM | Appointment of Director, Shri Tom Jose | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Heavy Electricals Limited | AGM | Appointment of Director Ms. Kusumjit Sidhu | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Heavy Electricals Limited | AGM | Appointment of Director, Shri W V K Krishna Shankar | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Electronics Limited | AGM | Appointment of Director, Lt. Gen (Retd.) Vinod Kumar Mehta | In favour of the Proposal | For |

HDFC MUTUAL FUND

**DISCLOSURE OF EXERCISE OF PROXY VOTES IN EQUITY HOLDINGS ACROSS ALL SCHEMES OF HDFC MUTUAL FUND
(FINANCIAL YEAR 2013-2014)**

Shareholder proposals

| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
|------------------------|----------------------------------|-------------------------------------|--|--------------------------------------|--|
| 20-Sep-13 | Bharat Electronics Limited | AGM | Appointment of Director, Mr P K Mishra | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Electronics Limited | AGM | Appointment of Director, Mr S M Acharya | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Electronics Limited | AGM | Appointment of Director, Mr Vikram Srivastava, IPS (Retd) | In favour of the Proposal | For |
| 20-Sep-13 | Bharat Electronics Limited | AGM | Appointment of Director, Mr. P C Jain | In favour of the Proposal | For |
| 20-Sep-13 | Steel Authority of India Limited | AGM | Appointment of Director, Dr.Atmanand | In favour of the Proposal | For |
| 20-Sep-13 | Steel Authority of India Limited | AGM | Appointment of Director, Shri. J M Mauskar | In favour of the Proposal | For |
| 20-Sep-13 | Steel Authority of India Limited | AGM | Appointment of Director, Shri Kalyan Maity | In favour of the Proposal | For |
| 21-Sep-13 | Oil India Limited | AGM | Appointment of Shri Anup Mukerji as Non official part-time director of the company | In favour of the Proposal | For |
| 21-Sep-13 | Oil India Limited | AGM | Appointment of Shri Bhaskar Ramamurthi as Non-official part time director of the company | In favour of the Proposal | For |
| 21-Sep-13 | Oil India Limited | AGM | Appointment of Shri Gautam Barua as Non official part time director of the company | In favour of the Proposal | For |
| 21-Sep-13 | Oil India Limited | AGM | Appointment of Shri Nalin Kumar Srivastava as Government Nominee director of the company | In favour of the Proposal | For |
| 21-Sep-13 | Oil India Limited | AGM | Appointment of Shri Shekhar Chaudhuri as Non official part time director of the company | In favour of the Proposal | For |
| 21-Sep-13 | Oil India Limited | AGM | Appointment of Shri Suresh Chand Gupta as Non-official part time director of the company | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director Mr. Paul Steven walsh | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr Vikram Singh Mehta | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr. Arunkumar Ramanlal Gandhi | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr. Gilbert Ghostine | In favour of the Proposal | For |

HDFC MUTUAL FUND

**DISCLOSURE OF EXERCISE OF PROXY VOTES IN EQUITY HOLDINGS ACROSS ALL SCHEMES OF HDFC MUTUAL FUND
(FINANCIAL YEAR 2013-2014)**

Shareholder proposals

| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
|------------------------|---------------------------------------|-------------------------------------|---|--------------------------------------|--|
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr. P A Murali | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr. Ravi Rajgopal | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr. Sivanandhan Dhanushkodi | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Mr. Sudhakar Rao | In favour of the Proposal | For |
| 24-Sep-13 | United Spirits Limited | AGM | Appointment of Director, Ms Renu Sud Karnad | In favour of the Proposal | Abstain |
| 24-Sep-13 | Zuari Agro Chemicals Limited | AGM | Appointment of Director, Mr. Gopal Krishna Pillai | In favour of the Proposal | For |
| 25-Sep-13 | GAIL (India) Limited | AGM | Appointment of Director, Shri. M Ravindran | In favour of the Proposal | For |
| 25-Sep-13 | GAIL (India) Limited | AGM | Appointment of Director, Shri. P K Singh | In favour of the Proposal | For |
| 25-Sep-13 | GAIL (India) Limited | AGM | Appointment of Director, Shri. Rajive Kumar | In favour of the Proposal | For |
| 25-Sep-13 | Oil & Natural Gas Corporation Limited | AGM | Appointment of Director, Shri. K Narasimha Murthy | In favour of the Proposal | For |
| 25-Sep-13 | Oil & Natural Gas Corporation Limited | AGM | Appointment of Director, Shri. Narendra Kumar Verma | In favour of the Proposal | For |
| 25-Sep-13 | Oil & Natural Gas Corporation Limited | AGM | Appointment of Director, Shri. Shashi Shanker | In favour of the Proposal | For |
| 25-Sep-13 | Oil & Natural Gas Corporation Limited | AGM | Appointment of Director, Shri. Pronip Kumar Borthakur | In favour of the Proposal | For |
| 25-Sep-13 | Jagran Prakashan Limited | AGM | Appointment of Director, Mr. Anuj Puri | In favour of the Proposal | For |
| 25-Sep-13 | Jagran Prakashan Limited | AGM | Appointment of Director, Mr. Dilip Cherian | In favour of the Proposal | For |
| 25-Sep-13 | NMDC Limited | AGM | Appointment of Director, Shri. Syedain Abbasi | In favour of the Proposal | For |
| 25-Sep-13 | NMDC Limited | AGM | Appointment of Director, Shri. Vinod Kumar Thakral | In favour of the Proposal | For |

HDFC MUTUAL FUND

**DISCLOSURE OF EXERCISE OF PROXY VOTES IN EQUITY HOLDINGS ACROSS ALL SCHEMES OF HDFC MUTUAL FUND
(FINANCIAL YEAR 2013-2014)**

Shareholder proposals

| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
|------------------------|--------------------------------|-------------------------------------|---|--------------------------------------|--|
| 25-Sep-13 | NMDC Limited | AGM | Appointment of Director, Dr. Noor Mohammad | In favour of the Proposal | For |
| 25-Sep-13 | NMDC Limited | AGM | Appointment of Director, Shri. Vinai Kumar Agarwal | In favour of the Proposal | For |
| 25-Sep-13 | NMDC Limited | AGM | Appointment of Director, Shri Mahesh Shah | In favour of the Proposal | For |
| 27-Sep-13 | NCC Limited | AGM | Appointment of Director, Sri. Anil P Gupta | In favour of the Proposal | For |
| 27-Sep-13 | NCC Limited | AGM | Appointment of Director, Sri. T N Manoharan | In favour of the Proposal | For |
| 27-Sep-13 | Gujarat State Petronet Limited | AGM | Appointment of Director Shri. Yogesh B Sinha | In favour of the Proposal | For |
| 27-Sep-13 | Gujarat State Petronet Limited | AGM | Appointment of Director, Dr. Hasmukh Adhia, IAS | In favour of the Proposal | For |
| 27-Sep-13 | Gujarat State Petronet Limited | AGM | Appointment of Director, Prof. Yogesh Singh | In favour of the Proposal | For |
| 30-Sep-13 | Maharashtra Seamless Limited | AGM | Appointment of Director Shri. Naresh Chand Jain | In favour of the Proposal | For |
| 30-Sep-13 | Maharashtra Seamless Limited | AGM | Appointment of Director, Shri. P N Vijay | In favour of the Proposal | For |
| 30-Sep-13 | Sadbhav Engineering Limited | AGM | Appointment of Director, Mr. Arunbhai S Patel | In favour of the Proposal | For |
| 30-Sep-13 | Sadbhav Engineering Limited | AGM | Appointment of Director, Mr. Hemendra C Shah | In favour of the Proposal | For |
| 30-Sep-13 | Sadbhav Engineering Limited | AGM | Appointment of Director, Mr. Vasistha C Patel | In favour of the Proposal | For |
| 30-Sep-13 | Sadbhav Engineering Limited | AGM | Appointment of Director, Mr. Vikramkumar R Patel | In favour of the Proposal | For |
| 30-Sep-13 | Jindal Steel & Power Limited | AGM | Appointment of Director, Shri. Dinesh Kumar Saraogi | In favour of the Proposal | Abstain |
| 30-Sep-13 | Jindal Steel & Power Limited | AGM | Appointment of Director, Shri. Ravi Uppal | In favour of the Proposal | Abstain |
| 30-Sep-13 | Jindal Steel & Power Limited | AGM | Appointment of Director, Shri. Sudershan Kumar Garg | In favour of the Proposal | Abstain |

| HDFC MUTUAL FUND | | | | | |
|---|--|-----------------------------|--|------------------------------|--------------------------------|
| DISCLOSURE OF EXERCISE OF PROXY VOTES IN EQUITY HOLDINGS ACROSS ALL SCHEMES OF HDFC MUTUAL FUND (FINANCIAL YEAR 2013-2014) | | | | | |
| Shareholder proposals | | | | | |
| Date of Meeting | Name of the Company | Meeting Type (AGM / EGM) | Proposal | Management Recommendation | Vote (For/Against/ Abstain) |
| 9-Dec-13 | Procter & Gamble Hygiene and Health Care Limited | AGM | Appointment of Director, Mr. Anil Kumar Gupta | In favour of the Proposal | For |
| 12-Dec-13 | Ballarpur Industries Limited | AGM | Appointment of Director, Ms. Jane Fields Wicker - Miurin | In favour of the Proposal | For |
| 27-Dec-13 | HCL Technologies Limited | AGM | Appointment of Director - Mr. Keki Mistry | In favour of the Proposal | Abstain |
| 27-Dec-13 | HCL Technologies Limited | AGM | Appointment of Director - Mr. Subramanian Madhavan | In favour of the Proposal | For |
| 27-Dec-13 | HCL Technologies Limited | AGM | Appointment of Director - Ms. Roshni Nadar Malhotra | In favour of the Proposal | For |
| 30-Jan-14 | Siemens Limited | AGM | Appointment of Director, Ms. Mariel von Drathen | In favour of the Proposal | For |
| 30-Jan-14 | Siemens Limited | AGM | Appointment of Director. Mr. Johannes Apitzsch | In favour of the Proposal | For |
| 21-Mar-14 | Ahmednagar Forgings Limited | AGM | Appointment of Director, Mr. Sanjiv Bhasin | In favour of the Proposal | For |
| 24-Mar-14 | Amtek Auto Limited | AGM | Appointment of Director, Mr.Gautam Malhotra. | In favour of the Proposal | For |

Note : AGM - Annual General Meeting, EGM - Extra-Ordinary General Meeting