

## Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given, to the Members of Reliance Nippon Life Asset Management Limited (the "Company") for seeking their consent for transacting the following special businesses by passing the following special resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to other applicable laws and regulations, as applicable:

### 1. Change in name of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, and subject to other approvals as may be required, approval of the members of the Company is hereby accorded to a change in the name of the Company from "Reliance Nippon Life Asset Management Limited" to "Nippon Life India Asset Management Limited" or such other name as may be available and accepted by the Board of Directors of the Company and immediately upon the said change in the name of the Company becoming complete and effective, the new name be substituted for the existing name wherever it appears in the Memorandum and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

Clause I : The name of the Company is **NIPPON LIFE INDIA ASSET MANAGEMENT LIMITED**.

**RESOLVED FURTHER THAT** for giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors, which the Board may have constituted or hereinafter may constitute, to which the Board have delegated or may delegate all or any of its powers, from time to time) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as it may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may in its absolute discretion deem fit."

### 2. To Adopt new set of Articles of Association

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new set of Articles of Association of the Company, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company [www.nipponindiamf.com](http://www.nipponindiamf.com), be and are hereby approved and adopted in total exclusion, substitution, and supersession of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors**  
**Nilufer Shekhawat**  
Company Secretary & Compliance Officer

November 15, 2019

**Notes:**

1. The relevant explanatory statement pursuant to the provisions of section 102 and 110 of the Companies Act, 2013 in respect to the aforesaid items, set out in the Notice of the Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on November 15, 2019. A person who is not a Member on November 15, 2019 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. Members cannot exercise votes by proxy on Postal Ballot.
4. The Board of Directors have appointed Mr. Mukesh Siroya (ICSI Membership No. F5682), Proprietor, M/s. M Siroya and Company, Practicing Company Secretaries as the Scrutinizer for conducting voting process in a fair and transparent manner.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid. Karvy Fintech Private Limited ("Karvy"), our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.
6. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (FOR) or dissent (AGAINST) and signed should be returned in the enclosed self addressed postage prepaid reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 P.M. on December 18, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Please note that any Postal Ballot Form(s) received after the aforesaid date will be treated as invalid and as not having been received. The Scrutinizer will submit his report to the Ms. Ameeta Chatterjee, Director or any person authorised by her after completion of the scrutiny on or before Friday, December 20, 2019 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Friday, December 20, 2019 at the Registered Office of the Company at Reliance Centre, 7<sup>th</sup> Floor, South Wing, Off Western Express Highway, Santacruz (East), Mumbai 400 055 by placing it along with the Scrutinizer's report on its notice board, Company's website [www.nipponindiamf.com](http://www.nipponindiamf.com) and on the website of the agency (Karvy), [www.karvyfintech.com](http://www.karvyfintech.com) and shall also be communicated to the Stock Exchanges.
7. The resolutions shall be taken as passed effectively on the date of declaration of the result.
8. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s).

For Members who request for physical copies and for those who have not registered their e-mail addresses, physical copies of the same are being sent through the permitted mode.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, November 15, 2019. Members can vote for their entire voting rights as per their discretion.
10. Member(s) can cast their vote electronically from 10:00 A.M. on Tuesday, November 19, 2019 to 5:00 P.M. on Wednesday, December 18, 2019. The e-voting module shall be disabled by Karvy for voting thereafter.
11. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to Wednesday, December 18, 2019.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

## **Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated November 15, 2019**

### **Item No. 1**

#### **Change in name of the Company**

The Company was incorporated as 'Reliance Capital Asset Management Limited' on February 24, 1995. The name of our Company was changed to 'Reliance Nippon Life Asset Management Limited' on May 5, 2016.

On May 23, 2019, Reliance Capital Limited (RCL), Nippon Life Insurance Company (NLI) [promoters of the Company] and the Company have executed definitive agreements in terms of which, subject to the fulfilment of certain conditions precedent (including the receipt of necessary regulatory approvals), NLI agreed to acquire additional equity shares of RNAM ("Proposed Transaction"), such that on completion of the Proposed Transaction, NLI shall in the aggregate hold equity shares amounting to a maximum of 75% of the total issued and paid up equity share capital of the Company which shall include shares acquired by NLI from the public shareholders pursuant to the open offer made by NLI.

NLI acquired 21.54% of the total issued and paid up equity share capital of the Company from RCL. NLI also acquired 10.59% of the total issued and paid up equity share capital of the Company from the public pursuant to the Open Offer. The proposed transaction has now reached closure and as per the Conditions to completion mentioned in the Share Purchase Agreement, the name of the Company was to be changed to the name intimated by NLI. Basis the name intimated by NLI, the Board of the Company approved the proposed change in the name of the Company. The Company proposes to change its name from "Reliance Nippon Life Asset Management Limited" to "Nippon Life India Asset Management Limited" or such other name as may be approved by the Registrar of Companies, Maharashtra.

The Registrar of Companies, Maharashtra has accorded approval for reservation of "Nippon Life India Asset Management Limited" as the name of the Company vide approval letter dated November 15, 2019. The approval is valid for a period of 60 days. The proposed change in name would be subject to the necessary approvals in terms of section 13 of the Companies Act, 2013.

The Board seeks the consent of the shareholders for change in name of the Company and recommends the adoption of the Resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.1 of the Notice, except to the extent of their Shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Shareholders.

## **Item No. 2**

### **To adopt new set of Articles of Association**

On May 23, 2019, Reliance Capital Limited (RCL), Nippon Life Insurance Company (NLI) [promoters of the Company] and the Company have executed definitive agreements in terms of which, subject to the fulfilment of certain conditions precedent (including the receipt of necessary regulatory approvals), NLI agreed to acquire additional equity shares of RNAM ("Proposed Transaction"), such that on completion of the Proposed Transaction, NLI shall in the aggregate hold equity shares amounting to a maximum of 75% of the total issued and paid up equity share capital of the Company which shall include shares acquired by NLI from the public shareholders pursuant to the open offer made by NLI.

NLI acquired 21.54% of the total issued and paid up equity share capital of the Company from RCL. NLI also acquired 10.59% of the total issued and paid up equity share capital of the Company from the public pursuant to the Open Offer. As on the date of the notice, the shareholding of NLI in the Company is 75% of the total issued and paid up equity share capital of the Company. The proposed transaction has now reached closure and hence the relevant provisions of the Shareholders Agreement executed between RCL, NLI and the Company dated August 8, 2017 stand repealed. It is now proposed to adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company in order to completely sanitize these Articles to bring these in line with the applicable regulatory requirements & the current practices of the established listed companies and to also include certain enabling provisions therein, which would entitle a shareholder to waive off its right to receive the dividends (interim and/ or final) being announced by the Company, from time to time.

Pursuant to provisions of Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

The proposed new Articles of Association is being uploaded on the Company's website [www.nipponindiamf.com](http://www.nipponindiamf.com) for perusal by the shareholders. A copy of the same shall be given to the shareholders upon receipt of a request for the same, in writing, during the notice period and shall also be available for inspection at the registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. from the date of despatch of the notice, upto the last date of voting i.e. December 18, 2019 and copy will be made available for inspection in physical and electronic form at the registered office of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

**By Order of the Board of Directors**

**Nilufer Shekhawat**

Company Secretary & Compliance Officer

### **Registered Office:**

Reliance Centre, 7<sup>th</sup> Floor, South Wing,  
Off Western Express Highway,  
Santacruz (East), Mumbai 400 055.  
CIN: L65910MH1995PLC220793  
Website: [www.nipponindiamf.com](http://www.nipponindiamf.com)  
November 15, 2019