



## **Nippon Life India Asset Management Limited**

*(formerly known as Reliance Nippon Life Asset Management Limited)*

**CIN: L65910MH1995PLC220793**

**Registered Office:** Reliance Centre, 7<sup>th</sup> Floor, South Wing,  
Off Western Express Highway, Santacruz (East), Mumbai 400 055

**Tel.:** +91 22 4303 1000, **Fax:** +91 22 4303 7662,

**Website:** [www.nipponindiamf.com](http://www.nipponindiamf.com),

**E-mail:** [investorrelation@nipponindiaamc.com](mailto:investorrelation@nipponindiaamc.com)

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

Notice is hereby given, to the Members of Nippon Life India Asset Management Limited (the "Company") for seeking their consent for transacting the following special business by passing the following special resolution 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. Re-appointment of Ms. Ameeta Chatterjee as a Non-executive Independent Director**

**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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in terms of the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Ameeta Chatterjee (DIN: 03010772) who holds office up to March 23, 2020 and who is eligible for re-appointment and who has given her consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulations and considering the report of her performance evaluation for the financial year 2018-19, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director and which has been recommended by the Nomination & Remuneration Committee of the Company, be and is hereby re-appointed as a Non-executive Independent Director of the Company for a second term of 5 years commencing from March 24, 2020 till March 23, 2025 and that she shall not be liable to retire by rotation."

**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)

January 23, 2020

**Notes:**

1. The relevant explanatory statement pursuant to the provisions of sections 102 and 110 of the Companies Act, 2013 in respect to the aforesaid item, 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 January 31, 2020. A person who is not a Member on January 31, 2020 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. KFin Technologies Private Limited ("KFin Tech"), 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 March 6, 2020 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 Mr. Sundeep Sikka, Executive Director & CEO or any person authorised by him after completion of the scrutiny on or before March 7, 2020 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M., Saturday, March 7, 2020 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 (KFin Tech), [www.kfintech.com](http://www.kfintech.com) and shall also be communicated to the Stock Exchanges.
7. The resolution 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, January 31, 2020. 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 Thursday, February 6, 2020 to 5:00 P.M. on Friday, March 6, 2020. The e-voting module shall be disabled by KFin Tech 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 Friday, March 6, 2020.
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 ("the Act") to the accompanying Notice dated January 23, 2020.**

**Item No. 1**

**Re-appointment of Ms. Ameeta Chatterjee as a Non-executive Independent Director**

Ms. Ameeta Chatterjee was appointed as an Independent Director of the Company effective from March 24, 2015 to hold office for a term of 5 (five) years. Her first five year term will come to an end on March 23, 2020. She is eligible for re-appointment by obtaining consent of the Members by passing a special resolution.

Ms. Ameeta Chatterjee has over 18 years of corporate finance experience in developing, managing and executing infrastructure projects across sectors in India and UK.

After starting her career with ICICI Limited in 1995, she moved to KPMG to set up their infrastructure related Corporate Finance team. During her 8 years with KPMG, she gained experience across various sectors including health, education, Public Private Partnerships etc.

In 2010, she moved to corporate sector as GM- Investments & Acquisitions at Leighton India Contractors Pvt. Ltd where she worked on various joint venture projects & also oversaw the finance, tax and secretarial matters.

Since September 2011, she has been working as an independent consultant advising companies on strategic growth, India entry strategy, etc. She is also a columnist with Times of India writing on working women issues & she also supports the cause of childrens healthcare through Ekam Foundation.

During her long and prestigious tenure as Non-executive Independent Director of the Company, Ms. Ameeta Chatterjee has immensely contributed to the Company's growth and business expansion. Her strategic thinking and able guidance had helped the Board and the Management on multiple occasions while taking strategic and key decisions over a period of time. Currently, Ms. Chatterjee is the Chairperson of the Audit Committee and Stakeholders Relationship Committee, and the member of the Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Committee of Directors. The Company has been tremendously benefited from the presence of Ms. Chatterjee as a Director.

Keeping in view of her vast knowledge and expertise, it will be in the interest of the Company to re-appoint Ms. Chatterjee as the Non-executive Independent Director to hold the position for a second term of up to 5 years commencing from March 24, 2020 till March 23, 2025 and that she shall not be liable to retire by rotation.

Based on the performance evaluation of the Independent Directors and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV, the Nomination & Remuneration Committee and the Board of Directors of the Company, have recommended the re-appointment of Ms. Ameeta Chatterjee as Independent Director for a period commencing from March 24, 2020 till March 23, 2025.

Copy of the draft letter of Ms. Ameeta Chatterjee setting out the terms and conditions of appointment are available 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 Friday, March 6, 2020.

In the opinion of the Board of Directors, Ms. Ameeta Chatterjee fulfils the conditions specified under sub-section (6) of Section 149 of the Act and rules made thereunder for re-appointment as an Independent Director and that Ms. Chatterjee is independent of the management of the Company.

As required under Section 160 of the Act, the Company has already received a notice from a member proposing the candidature of Ms. Ameeta Chatterjee for re-appointment.

Ms. Ameeta Chatterjee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as such. The details of the Director sought to be re-appointed as Independent Director are set out in the Annexure to the Notice.

Save and except Ms. Ameeta Chatterjee and her relatives, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

**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

January 23, 2020

## Details of Director seeking re-appointment

Name of the Director	Ms. Ameeta Chatterjee
Brief details and Nature of Expertise in specific functional areas	<p>Ms. Ameeta Chatterjee aged 47 yrs has over 18 years of corporate finance experience in developing, managing and executing infrastructure projects across sectors in India and UK.</p> <p>After starting her career with ICICI Limited in 1995, she moved to KPMG to set up their infrastructure related Corporate Finance team. During her 8 years with KPMG, she gained experience across various sectors including health, education, Public Private Partnerships etc.</p> <p>In 2010, she moved to corporate sector as GM- Investments &amp; Acquisitions at Leighton India Contractors Pvt. Ltd where she worked on various joint venture projects &amp; also oversaw the finance, tax and secretarial matters.</p> <p>Since September 2011, she has been working as an independent consultant advising companies on strategic growth, India entry strategy, etc. She is also a columnist with Times of India writing on working women issues &amp; she also supports the cause of children's healthcare through Ekam Foundation.</p>
First Appointment on the Board	March 24, 2015
Date up to which the Director shall hold office	March 23, 2020
Directorships in other companies	<ul style="list-style-type: none"> <li>• Thukral Industrial Investments Private Limited</li> <li>• Sterling Transtel Limited</li> <li>• Upper Crust Builders Private Limited</li> <li>• Karat Diamond Private Limited</li> <li>• JSW Infrastructure Limited</li> <li>• JSW Jaigarh Port Limited</li> <li>• South West Port Limited</li> <li>• JSW Nandgaon Port Pvt. Limited</li> <li>• Espandere Advisors Private Limited</li> <li>• IIM Vishakhapatnam</li> </ul>
Details of Memberships/ Chairpersonships of Committees of other public Companies (includes Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> <li>• Member of Audit Committee of JSW Infrastructure Ltd.</li> <li>• Member of Audit Committee of JSW Jaigarh Port Ltd.</li> <li>• Member of Audit Committee of South West Port Ltd.</li> </ul>
Shareholding in the Company as at January 23, 2020	Nil
Sitting fees paid during F.Y. 2019- 20 (till Board meeting dated 10 <sup>th</sup> December 2019)	Rs. 4,90,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the year (till Board meeting dated 10 <sup>th</sup> December 2019)	7