

November 7, 2025

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

To,
The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Dear Sir / Madam,

Sub.: Intimation regarding the Notice of Postal Ballot

Ref: NSE Symbol – CRAMC and BSE Scrip Code – 544580

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice along with the explanatory statement (“**Postal Ballot Notice**”), being sent today for seeking approval of the members of the Company by electronic means on the below mentioned Special Business(es):

Sr. no.	Resolution Type	Particulars
1.	Special Resolution	Ratification of CRAMCL Employee Stock Option Scheme 2025 (“ESOP 2025”/ “Scheme”)
2.	Special Resolution	Approval of Promoter’s Rights post listing of Equity Shares

Please note that in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, Postal Ballot Notice is being sent only in electronic form to all those members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as the “Depositories”)/MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Company’s Registrar and Transfer Agent, as on Friday, October 31, 2025 (“Cut-off Date”) and whose e-mail addresses are registered with the Company/Depository Participants/Depositories. A Postal Ballot Notice is also being made available on the website of the Company <https://www.canararobeco.com> and the website of NSDL, the remote e-voting service providing agency to the Company www.evoting.nsdl.com.

Information pertaining to e-voting viz., Cut-off date and period of voting are mentioned hereinbelow:

Particulars	Details
Cut-off date for e-voting	Friday, October 31, 2025
E-voting start time and date	From 9:00 a.m. (IST) on Saturday, November 8, 2025
E-voting end time and date	Upto 5:00 p.m. (IST) on Sunday, December 7, 2025

This is for your kind information and records.

Yours faithfully,
For Canara Robeco Asset Management Company Limited

Ashutosh Pramod Vaidya
Company Secretary & Compliance Officer
Membership No.: A14242

CANARA ROBECO ASSET MANAGEMENT COMPANY LIMITED

CIN: U65990MH1993PLC071003

Registered Office: Construction House, 4th Floor, 5, Walchand Hirachand Marg, Ballard Estate,
Mumbai - 400 001

Tel.: 91 22 6658 5000 : **Fax:** 91 22 6658 5012

Website: <https://www.canararobeco.com> : **Email:** secretarial@canararobeco.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through electronic voting ("**e-voting**") vide General Circular No. 03/2025 dated September 22, 2025 read with General Circular No. 09/2024 dated September 19, 2024 and other connected circulars issued in this regard ("**MCA Circulars**") and pursuant to other applicable laws and regulations, the following special business as set out hereunder are proposed for approval by the Members of Canara Robeco Asset Management Company Limited ("**the Company**")/"**CRAMC**") by means of Postal Ballot through e-voting. Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts relating to the said Resolutions is annexed to this Postal Ballot Notice for your consideration.

Pursuant to MCA Circulars, the Postal Ballot Notice can be sent by e-mail to the members who have registered their e-mail addresses with the Company or Depository Participant/Depository and that the communication of assent or dissent of the Members would only take place through remote e-voting system. In compliance with the provisions of Sections 108 and 110 of the Act, rules made thereunder and the aforesaid MCA Circulars, the Company is sending the Notice of the Postal Ballot only through electronic mode to those Members whose e-mail addresses are registered with the Company/the Registrar & Transfer Agent of the Company ("**RTA**")/ Depositories and has extended only remote e-voting facility for its Members to enable them to cast their votes electronically on the resolutions. The Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only. The Company has appointed National Securities Depository Limited ("**NSDL**") for providing remote e-voting facility to enable the Members to cast their votes electronically.

The Company has appointed M/s. VPP & Associates, Practicing Company Secretaries, as the Scrutinizer. Accordingly, Ms. Pooja Jain (Membership no. F8160, CP: 9136), partner of M/s. VPP & Associates, Practicing Company Secretaries or any other person of repute authorised by them would act as the Scrutinizer to scrutinize the Postal Ballot voting process in a fair and transparent manner.

The remote e-voting period commences on Saturday, November 8, 2025 at 9:00 a.m. (IST) and ends on Sunday, December 7, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for

voting thereafter. Members desiring to exercise their vote(s) by remote e-voting are requested to carefully read the instructions provided in Point no. 16 of the Notes forming part of the Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through remote e-voting not later than 5:00 p.m. (IST) on Sunday, December 7, 2025, failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit its report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of total votes cast for Postal Ballot. The results of the resolutions proposed to be passed by Postal Ballot would be declared on or before 5:00 p.m. (IST) on Tuesday, December 9, 2025. The results declared along with the Scrutinizer's report will be sent to National Stock Exchange of India Limited and BSE Limited. The same will be available on the website of the Company at <https://www.canararobeco.com/>, the website of NSDL at <https://www.evoting.nsdl.com/> and will also be displayed at the Registered Office as well as Corporate Office of the Company.

SPECIAL BUSINESS

ITEM NO. 1:

Ratification of CRAMCL Employee Stock Option Scheme 2025 ("ESOP 2025"/ "Scheme")

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as amended from time to time read with the circulars issued thereunder (collectively referred as "**SBEB & SE Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time read with the circulars issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and any other applicable law for the time being in force, the relevant provisions of the Memorandum and Articles of Association of **Canara Robeco Asset Management Company Limited ("the Company")**, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for the ratification of **CRAMCL Employee Stock Option Scheme 2025 ("ESOP 2025"/"Scheme")** as aligned with the provisions of the SBEB & SE Regulations, which was originally approved by the Members of the Company *vide* special resolution dated April 4, 2025 and further amended on September 20, 2025, prior to initial public offer ("**IPO**"), the salient features whereof are furnished in the explanatory statement to this Notice, and authorizing the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution*) to create, offer and grant from time to time, in one or more tranches, not exceeding **39,88,348 (Thirty Nine Lakh Eighty Eight Thousand Three Hundred and Forty Eight)** employee stock options ("**Options**") to such employees working exclusively with the Company, whether in India or outside India, including any director, whether

whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent director and director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the ESOP 2025, exercisable into not more than **39,88,348 (Thirty Nine Lakh Eighty Eight Thousand Three Hundred and Forty Eight)** equity shares of face value of INR 10/- (Rupees Ten Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable law and the ESOP 2025.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the eligible employees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOP 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable law and regulations to the extent relevant and applicable to the ESOP 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under ESOP 2025 on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable law.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2025 subject to the compliance with the applicable law and regulations and further subject to consent of the Members by way of special resolution to the extent required under SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2025 and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable law in force to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and

execution of any arrangements or agreements and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

ITEM NO. 2:

Approval of Promoter’s Rights post listing of Equity Shares

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, if any, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) thereof for the time being in force) and in order to align the promoters’ right, mentioned in Waiver-cum Amendment Agreement dated April 24, 2025 to the Shareholders’ Agreement dated March 19, 2007 amongst Canara Robeco Asset Management Company Limited and Canara Bank and Orix Corporation Europe N.V. (“**Waiver-cum Amendment agreement**”), the consent of the Members of the Company be and is hereby accorded to grant special right, provided under Waiver-cum Amendment agreement, to Canara Bank and Orix Corporation Europe N.V. (“**Promoters**”) to nominate up to 2 (two) non-independent directors each on the Board of Directors of the Company (“**Board**”) and Canara Bank to have the right to nominate the Chairman of the Board where the Chairman would be one of Canara Bank’s nominated directors.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to act on behalf of the Company to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

**By Order of the Board of Directors
For Canara Robeco Asset Management Company Limited**

**Sd/-
Ashutosh Vaidya
Company Secretary & Compliance Officer
ACS: 14242**

Date: November 1, 2025

Place: Mumbai

CIN: U65990MH1993PLC071003

Website: <https://www.canararobeco.com>

Email: secretarial@canararobeco.com

Registered Office:

Construction House, 4th Floor,
5, Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolutions contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. In compliance with the provisions of Sections 108 and 110 of the Act, rules made thereunder and the MCA Circulars, the Company is sending the Notice of the Postal Ballot only through electronic mode. Hence, the Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
3. In case of joint holders, the Member whose name appears first in the order of names as per the Register of Members of the Company will be entitled to vote.
4. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
5. The Company’s Registrar & Transfer Agent for its share registry is MUFG Intime India Private Limited (“**MUFG**”) (Formerly Link Intime India Private Limited) having its registered office at C-101, Embassy, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India.
6. The Postal Ballot Notice and the e-voting instructions along with the User ID and Password are being sent only by e-mail to those Members who have registered their e-mail address with their Depository Participant(s) (“DPs”) or with MUFG, Registrar and Share Transfer Agent (“**RTA**”) and whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited, (“**Depositories**”) as on October 31, 2025 (“**Cut-off Date**”). It is however, clarified that all the persons who are members of the Company as on October 31, 2025 (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories/DPs) shall be entitled to vote in relation to the resolutions specified in this Notice. A person who is not a member as on October 31, 2025 should treat this Notice for information purpose only.
7. A copy of this Postal Ballot Notice is also available on the Company’s website at www.canararobeco.com and on the website of the Stock Exchanges *i.e.* National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and also on the NSDL website at <https://www.evoting.nsdl.com/>.
8. This Notice of Postal Ballot could not be served upon those Members whose e-mail addresses are not registered with the Company/DP; however, Members can obtain the soft copy of the notice and e-voting instructions along with the User ID and Password by sending an e-mail request to the Company on secretarial@canararobeco.com.
9. The Members who have not yet registered their e-mail addresses, may kindly follow the process as mentioned below:
 - Members who are holding physical shares can send relevant documents to the RTA at C-101, Embassy, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India in

Form ISR-1 available on the Company's website at <https://www.canararobeco.com/> and also on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>

- Members who are holding shares in demat can contact Depository Participant (“DP”) as per the process advised by DP. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/the Company's RTA, to enable servicing of notices, documents, annual reports and other communications electronically in future.
10. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the Listing Regulations and the Circulars issued by the MCA, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. The remote e-voting period commences on Saturday, November 8, 2025 at 9:00 a.m. (IST) and ends on Sunday, December 7, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Members desiring to exercise their vote(s) by remote e-voting are requested to carefully read the instructions provided in Point no. 16 of the Notes forming part of the Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through remote e-voting not later than 5:00 p.m. (IST) on Sunday, December 7, 2025, failing which it will be considered that no reply has been received from the Member.
 11. The Board of Directors has appointed Ms. Pooja Jain (Membership no. F8160, CP: 9136), Partner, VPP & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinise the Postal Ballot process and the e-voting in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than two working days of the conclusion of the remote e-voting. The results declared along with the Scrutiniser's Report shall be uploaded on the website of the Company and MUFG and, also communicated to the Stock Exchanges simultaneously. The results shall also be displayed on the notice board at the Registered Office of the Company.
 12. Corporate Members are entitled to appoint authorised representative(s) to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional/Corporate Members (*i.e.* other than individuals, HUF, NRI, *etc.*) are required to send a scanned, certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authority Letter, *etc.*, authorising its representative to vote through e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at pooja@vppandassociates.com with a copy marked to evoting@nsdl.com. The scanned image of the abovementioned documents should be in the naming format “Corporate Name Even No.”.
 13. Once the vote on Resolutions is cast by Members, the same shall not be allowed to be changed subsequently.
 14. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by Member(s) until 5:00 p.m. (IST) on the last date of remote e-voting of this Postal Ballot *i.e.* December 7, 2025, basis the request being sent on secretarial@canararobeco.com mentioning their name, Folio no./Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
 15. The last date specified in this Notice for e-voting *i.e.* December 7, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

16. The Details of the process and manner of e-voting:

As per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/registered DPs, to increase the efficiency of the voting process. Demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Step wise process to vote electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Shareholders/ Members holding securities in demat mode with NSDL.	<p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Existing IDeAS user can visit the e-Services website of NSDL, viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed</p>

	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (<i>i.e.</i> 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 NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders/ Members holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.</p>

	<p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders/ Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider <i>i.e.</i> NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders/Members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders/Members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>
<p>B) Login Method for Shareholders/Members other than Individual Shareholders/Members holding securities in demat mode and shareholders holding securities in physical mode.</p> <p><u>How to Log-in to NSDL e-Voting website?</u></p>	
<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p>	

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for Shareholders/Members other than Individual Shareholders/Members are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of

client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders/Members whose e-mail ids are not registered**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options *i.e.* assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- Institutional Members (*i.e.* other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested

specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pooja@vppandassociates.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.

- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/Members and e-voting user manual for Shareholders/Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Assistant Vice President at evoting@nsdl.com

Process for those shareholders/Members whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of Shareholder/Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to secretarial@canararobeco.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company e-mail id). If you are an Individual Shareholders/Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting for Individual Shareholders/Members holding securities in demat mode.**
 - c. Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
17. Contact details of the person responsible to address the queries or grievances connected with the voting by Postal Ballot through electronic means, if any: Ms. Pallavi Mhatre – Assistant Vice President, NSDL, Tel: 022 - 4886 7000; Email - evoting@nsdl.com.
18. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/Members and e-voting User Manual for Shareholders/Members available at the download section of www.evoting.nsdl.com.

19. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.

20. Members may avail the nomination facility as provided under Section 72 of the Act.

**By Order of the Board of Directors
For Canara Robeco Asset Management Company Limited**

**Sd/-
Ashutosh Vaidya
Company Secretary & Compliance Officer
ACS: 14242**

Date: November 1, 2025

Place: Mumbai

CIN: U65990MH1993PLC071003

Website: <https://www.canararobeco.com>

Email: secretarial@canararobeco.com

Registered Office:

Construction House, 4th Floor,
5, Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001

EXPLANATORY STATEMENT
(UNDER SECTION 102 OF THE COMPANIES ACT, 2013)

The following statement sets out all the material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice along with the disclosures as required under Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB Regulations').

Item No 1:

Ratification of CRAMCL Employee Stock Option Scheme 2025 ("ESOP 2025"/ "Scheme")

The Company had implemented an employee stock option plan namely '**CRAMCL Employee Stock Option Scheme 2025 ("ESOP 2025"/ "Scheme")**' for the employees of the Company, which was duly approved by the Members *vide* their special resolution dated April 4, 2025 and further amended on September 20, 2025 prior to Company's initial public offer ("**IPO**"), to motivate key employees for their contribution to the corporate growth on sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives.

Subsequently, the Company successfully completed its IPO, listing its equity shares on October 16, 2025 on the National Stock Exchange Limited ("**NSE**") and Bombay Stock Exchange ("**BSE**"). The Board of Directors ("**Board**") were informed that, in terms of Regulation 12 (1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), any fresh grant of Options post listing can be made under ESOP 2025 only in compliance with the SBEB & SE Regulations and post ratification of same by the members of the Company.

Accordingly, ESOP 2025 is being placed before the members for ratification in terms of the aforesaid SBEB & SE Regulations after which the Company would be able to grant Options and issue shares under ESOP 2025.

The said proposal of ratification of ESOP 2025 was already approved by the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company at their meetings held on October 27, 2025, subject to approval of the Members of the Company.

Features of the ESOP 2025 remain the same as approved earlier and are reproduced again in terms of SBEB & SE Regulations as under:

a. Brief description of the Scheme:

The Scheme contemplates grant of Options to the eligible employees (including Directors) as specified at point 'c' below, from time to time as may be determined in due compliance of SBEB & SE Regulations and provisions of the Scheme.

After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Committee of the Company shall supervise the Scheme as required under SBEB & SE Regulations. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b. Total number of Options to be offered and granted:

The total number of Options to be granted under the Scheme shall not exceed **39,88,348 (Thirty Nine Lakh Eighty-Eight Thousand Three Hundred and Forty-Eight)** Options. Each Option when exercised would be converted into one equity share of INR 10/- (Rupees Ten only) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid the ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

Additionally, Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Scheme.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Subject to determination or selection by the committee following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- a) an employee as designated by the Company, who is exclusively working in India or outside India; and
- b) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an Independent Director;

but does not include:

- a) an employee who is a promotor or a person belonging to the promotor Group; or
- b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of Vesting and period of Vesting:

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **3 (Three) years** from the date of grant as may be determined by the Committee.

The vesting dates and relative percentages in respect of Options granted under the Scheme shall be determined by the Committee and may vary from employee to employee or any class thereof.

Vesting of Option would be subject to continued employment with the Company. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest. An option grantee who has tendered his/her resignation and is serving the notice period after resignation, such notice period shall not be considered for vesting and all the unvested Options as on date of resignation shall be cancelled forthwith.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SBEB & SE Regulations.

e. Maximum period within which the options shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of **3 (Three)** years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f. Exercise price or pricing formula:

- i. **Initial Grant:** Middle of price band as disclosed in red herring prospectus filled by the Company in connection with its IPO.
- ii. **Subsequent Grant:** Market Price as on the date of Grant.

Provided that in any circumstances, the Exercise Price shall not be less than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.

g. Exercise period and the process of exercise:

The exercise period for vested Options shall be a maximum of **5 (Five)** years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant.

The vested Option shall be exercisable by the Option grantees by way of an application either electronic or otherwise to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years as determined by through the appraisal system, future potential, or any other criteria as may be determined by Committee from time to time.

i. Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee, shall not exceed **5,60,000 (Five Lakh Sixty Thousand)** Options at the time of grant of Option under the Scheme.

Provided that if the number of Options that may be granted to an eligible Employee, during any one year, shall be equal to or more than 1% (one percent) of the issued capital (excluding any outstanding warrants and conversions) of the Company at the time of grant of Options, then the Company shall take prior approval from Members of the Company by way of a separate resolution.

j. Maximum quantum of benefits to be provided per employee under the Scheme:

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered by the Company.

l. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme contemplates issue of fresh/primary equity shares of the Company.

m. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Scheme.

n. Maximum percentage of secondary acquisition:

This is currently not contemplated under the Scheme.

o. Accounting and Disclosure Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SBEB & SE Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee

compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r. Period of lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities/Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

In terms of Section 62 (1) (b) and other applicable provisions, if any, of the Act read with Rules thereunder and Regulation 6 and other applicable provisions of SBEB & SE Regulations, the ratification of the ESOP 2025 and grant of Options to the employees of the Company require approval of the Members by way of a special resolution.

Further if the resolution is assented to by the requisite majority of the Members, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company or the Options that may be granted under ESOP 2025.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolution as set out at item no. 1 of this Notice, for the approval of the Members of the Company.

Item No 2:

Approval of Promoter's Right post listing of Equity Shares

As per Waiver cum Amendment Agreement dated April 24, 2025 to the Shareholders' Agreement dated March 19, 2007 amongst Canara Robeco Asset Management Company Limited and Canara Bank and Orix Corporation Europe N.V. ("**Waiver-cum Amendment agreement**"), subsequent to the Offer after listing of equity shares of the Company, Canara Bank and Orix Corporation Europe N.V. ("**Promoters**") shall have the right to nominate up to two non-independent directors on the Board of Directors of the Company ("**Board**") and further, Canara Bank shall have the right to nominate the Chairman of the Board (which Chairman shall be one of its nominee non-independent directors). Such rights of the Promoters of the Company shall be subject to the approval of the Members by way of a special resolution passed in the first general meeting held after the date of listing of Equity Shares of the Company on the Stock Exchanges.

Further, the clause related to aforesaid special right to the Promoters was published in the “Risk Factors” Section in the Prospectus dated October 13, 2025, approved by the Board on October 13, 2025 and subsequently approved by the Registrar of Companies (ROC), SEBI and Stock Exchanges. In view of the above, as the equity shares of the Company are listed on the Stock Exchanges with effect from October 16, 2025, the Members are now requested to approve the aforesaid special right to the Promoters of the Company to nominate up to two non-independent directors each on the Board of the Company and Canara Bank to have the right to nominate the chairman of the Board who shall be one of the non-independent directors nominated by Canara Bank, by passing special resolution. Further if the resolution is assented to by the requisite majority of the Members, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

Prospectus and Waiver cum Amendment Agreement are available on the website of the Company on <https://www.canararobeco.com/>.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding or interest in the Company.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board, accordingly, recommends the passing of special resolution as set out at item no. 2 of this Notice, for the approval of the Members of the Company.

**By Order of the Board of Directors
For Canara Robeco Asset Management Company Limited**

**Sd/-
Ashutosh Vaidya
Company Secretary & Compliance Officer
ACS: 14242**

Date: November 1, 2025

Place: Mumbai

CIN: U65990MH1993PLC071003

Website: <https://www.canararobeco.com>

Email: secretarial@canararobeco.com

Registered Office:

Construction House, 4th Floor,
5, Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001