

February 04, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
BSE Scrip Code: 540767

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
NSE Scrip Symbol: NAM-INDIA

Dear Sir(s),

Sub.: POSTAL BALLOT

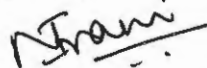
Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit a copy of the Notice to the shareholders seeking approval through Postal Ballot as per the requirements of Section 110 of the Companies Act, 2013 read with the Rules made thereunder.

We request you to inform your members accordingly.

Thanking you.

Yours faithfully,

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


Nilufer Shekhawat
Company Secretary & Compliance Officer



Encl.: 1. Postal Ballot Notice
2. Postal Ballot Form



Nippon Life India Asset Management Limited

(Formerly known as Reliance Nippon Life Asset Management Limited)

CIN: L65910MH1995PLC220793

Registered Office: Reliance Centre, 7th 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,

E-mail: 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, 7th Floor, South Wing

Off Western Express Highway

Santacruz (East), Mumbai 400 055

CIN: L65910MH1995PLC220793

Website: 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, 7th 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 and on the website of the agency (KFin Tech), 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, 7th 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 & Acquisitions at Leighton India Contractors Pvt. Ltd where she worked on various joint venture projects & 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 & 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"> • Thukral Industrial Investments Private Limited • Sterling Transtel Limited • Upper Crust Builders Private Limited • Karat Diamond Private Limited • JSW Infrastructure Limited • JSW Jaigarh Port Limited • South West Port Limited • JSW Nandgaon Port Pvt. Limited • Espandere Advisors Private Limited • IIM Vishakhapatnam
Details of Memberships/ Chairpersonships of Committees of other public Companies (includes Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> • Member of Audit Committee of JSW Infrastructure Ltd. • Member of Audit Committee of JSW Jaigarh Port Ltd. • Member of Audit Committee of South West Port Ltd.
Shareholding in the Company as at January 23, 2020	Nil
Sitting fees paid during F.Y. 2019- 20 (till Board meeting dated 10 th 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 th December 2019)	7



Nippon Life India Asset Management Ltd

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CIN: L65910MH1995PLC220793

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Off Western Express Highway, Santacruz (East), Mumbai 400 055

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

Website: www.nipponindiamf.com,

E-mail: investorrelation@nipponindiaamc.com

POSTAL BALLOT FORM

Dispatch No.:

Postal Ballot No.:

1. Name and registered address of the sole/ first named Member :
(IN BLOCK LETTERS)
2. Name(s) of the joint Member(s), if any, :
(IN BLOCK LETTERS)
3. Registered Folio Number / DP ID No. & Client ID No. * :
4. Number of Shares held :

(*Applicable to members holding share(s) in dematerialized form)

I/We, hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated January 23, 2020, of Nippon Life India Asset Management Limited (formerly known as Reliance Nippon Life Asset Management Limited) (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Item No.	Description of Business Item	No. of Equity Share(s) held	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
Special Resolution				
1.	Re-appointment of Ms. Ameeta Chatterjee as a Non-executive Independent Director			

Signature of Member: _____

VOTING THROUGH ELECTRONIC MEANS

EVEN (E-voting Event Number)	User ID	Password

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member desirous of exercising her / his / their vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, in the enclosed self-addressed Prepaid Business Reply Envelope address to the Scrutinizer by post:
Mr. Mukesh Siroya, Scrutinizer for the Postal Ballot, Nippon Life India Asset Management Limited (formerly known as Reliance Nippon Life Asset Management Limited), C/o. KFin Technologies Private Limited ("KFin Tech"), Selenium Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in her/his absence, by the next named Member.
4. Postal Ballot Forms with following deficiencies will be rejected:
 - a. A form other than this form issued by the Company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the Postal Ballot Form doesn't match the specimen signatures available in the Company's records;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - j. Member has made any amendment to the Resolutions or imposed any condition while exercising her/his vote.
5. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
6. The postal ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Friday March 6, 2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not 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, 7th 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.nipponindiaamf.com and on the website of the agency (KFin Tech), www.kfintech.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. In case of Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / KFin Tech).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 31, 2020 will be considered for the purpose of voting. A person who is not a Member as on Friday, January 31, 2020 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
10. 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.
11. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form by the Member, request for a duplicate Postal Ballot Form or for any query related thereto, the Members may contact KFin Technologies Private Limited, Selenium Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032 or on Tel.: +91 40 6716 1500, Fax +91 40 6716 1791, Toll Free No. 1800 3454 001/ E-mail: evoting@karvy.com.
14. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid.
15. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Shri Praveen Chaturvedi, KFin Technologies Private Limited, Selenium Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032; Tel.: +91 40 6716 1500, E-mail: namindiainvestor@Kfintech.com. Members may also write to investorrelation@nipponindiaamc.com.
16. Members can cast their vote online 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.
17. **Voting through electronic mode**
The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and instructions for the same are as follows:
 - i) Open your web browser during the voting period and navigate to "<https://evoting.karvy.com>".
 - ii) Enter the login credentials (i.e., user-id and password) mentioned on the Postal Ballot Form. Your Folio No. / DP Client ID will be your User-ID:

User - ID	For Members holding shares in Demat Form:- Event number followed by NSDL:- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event number followed by Folio No. registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via e-mail sent along with the Notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) Please contact KFin Tech's toll free no. 1800 3454 001 for any further clarifications.
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through **KFin Tech e-Voting platform**. System will prompt you to change your password and update any contact details like mobile # number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- viii) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and have cast your vote earlier for any company, then your existing login id and password are to be used.
- ix) On the voting page, you will see Resolution(s) description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not wish to cast, select 'ABSTAIN'.
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the Resolution(s), you will not be allowed to modify your vote.
- xii) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at siroyam@gmail.com with copy marked to evoting@karvy.com. The file scanned image of the Board resolution / Authority letter should be in the naming format "Corporate Name Event no."