

August 24, 2018

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
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: RNAM

Dear Sir(s),

Re: Notice of Annual General Meeting

Further to our letter dated August 24, 2018, we herewith submit a copy of the notice of the 23rd Annual General Meeting scheduled to be held on September 18, 2018.

We request you to inform your members accordingly.

Thanking you.

Yours faithfully,

For **Reliance Nippon Life Asset Management Limited**


Deepak Mukhija
Company Secretary & Compliance Officer



Encl.: As above

- c.c.: a. National Securities Depository Limited
b. Central Depository Services (India) Limited
c. Karvy Computershare Private Limited, Hyderabad

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of **RELIANCE NIPPON LIFE ASSET MANAGEMENT LIMITED** will be held on Tuesday, September 18, 2018 at 3:30 p.m. or soon after conclusion of the Annual General Meeting of Reliance Home Finance Limited convened on the same day, whichever is later at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 to transact the following businesses:

ORDINARY BUSINESS:

- (1) To consider and adopt:
 - a. the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and that of the Auditors' thereon; and
 - b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.
- (2) To declare dividend on equity shares.
- (3) To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules there under, as amended from time to time, M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), who have confirmed their eligibility for such appointment pursuant to Section 141 of the Act, as Statutory Auditors of the Company be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS:

- (4) **Appointment of Mr. Minoru Kimura as the Non-executive Non-independent Director**

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

"RESOLVED THAT Mr. Minoru Kimura (DIN: 07497568), who was appointed by the Board of Directors as an Additional

Director of the Company with effect from April 25, 2018 and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Article 168 of the Articles of Association of the Company, but who being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, proposing his candidature for the office of Director of the Company and which has been recommended by the Nomination & Remuneration Committee of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation."

- (5) **Appointment of Mr. Akira Shibata as the Non-executive Non-independent Director**

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

"RESOLVED THAT Mr. Akira Shibata (DIN: 08107588), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 25, 2018 and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Article 168 of the Articles of Association of the Company, but who being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, proposing his candidature for the office of Director of the Company and which has been recommended by the Nomination & Remuneration Committee of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation."

- (6) **Re-appointment of Mr. Kanu H. Doshi as a Non-executive Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kanu H. Doshi (DIN: 00577409) who holds office up to March 31, 2019 and, in respect of whom the Company has received a notice in writing from a Member proposing his 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 further term up to the next Annual General Meeting of the Company and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Kanu H. Doshi (DIN: 00577409) who has attained the age of seventy five years, as the Non-executive Independent Director of the Company during his new term effective from April 01, 2019 until the next Annual General Meeting of the Company.

(7) Reappointment of Mr. S. C. Tripathi as a Non-executive Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. C. Tripathi (DIN: 00941922) who holds office up to March 31, 2019 and, in respect of whom the Company has received a notice in writing from a Member proposing his 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 further term up to the next Annual General Meeting of the Company and that he shall not be liable to retire by rotation."

(8) Appointment of Mr. Jai Anmol Ambani as the Non-executive Non-independent Director

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

"RESOLVED THAT Mr. Jai Anmol Ambani (DIN: 07591624), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 25, 2018 and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 ("the Act") and Article 168 of the Articles of Association of the Company, but who being eligible for appointment and in respect of whom the Company has received a notice in writing

from a Member under Section 160(1) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, proposing his candidature for the office of Director of the Company and which has been recommended by the Nomination & Remuneration Committee of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation."

(9) Continuation of Gen. Ved Prakash Malik (Retd.) as a Non-executive Independent Director

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

"RESOLVED THAT pursuant to the Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 and amended provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the continuation of General Ved Prakash Malik (Retd.) (DIN:00006628), who has already attained the age of seventy five years, as Non-Executive Independent Director up to April 21, 2021 i.e. until the expiry of his present term on the existing terms and conditions."

(10) Revision in the terms of Remuneration of Mr. Sundeep Sikka, the Executive Director & CEO

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

"RESOLVED THAT in partial modification of the resolution(s) passed by the Members of the Company at the Extraordinary General Meetings of the Company held on April 22, 2016 and October 20, 2016 and pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act") (including any amendment thereto or re-enactment thereof for the time being in force) read with the applicable Rules framed thereunder and Schedule V to the Act and recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors and subject to the approval of the Central Government, if required, the Company does hereby approve the remuneration payable to Mr. Sundeep Sikka, Executive Director & CEO (DIN: 02553654) of the Company, with effect from April 01, 2018 up to the remainder of his term i.e. until April 21, 2021, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with an authority to the Board of Directors or a Committee thereof to alter and vary the terms and conditions of his remuneration in such manner, as may be agreed to between the Directors and Mr. Sikka from time to time,

provided that his aggregate remuneration does not exceed the limits specified under Section 197 of the Companies Act, 2013, or any amendment thereto.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Sundeeep Sikka as the Executive Director & CEO of the Company shall continue and remain unchanged.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Sundeeep Sikka as the Executive Director & CEO of the Company, the remuneration and the perquisites be paid or granted to him as minimum remuneration and perquisites, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable limits in terms of Schedule V of the Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and incidental for giving effect to this Resolution."

(11) Appointment of Mr. Ajay Patel as the Manager

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

"RESOLVED THAT in terms of the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act (including any statutory modification(s) or re-enactments thereof for the time being in force), the Articles of Association of the Company and subject to all such sanctions, as may be necessary, the consent of the Company be and is hereby accorded to the appointment of Mr. Ajay Patel as the Manager for a period of 3 (Three) years commencing from July 01, 2018 till June 30, 2021 as per the terms and conditions including remuneration as decided by the Board of Directors from time to time (hereinafter referred to as the Board which term shall be deemed to include any Committee of Directors constituted to exercise its powers including powers conferred by this resolution) and the Board is authorised to alter and vary the terms and conditions including remuneration, so as not to exceed the limits specified in schedule V to the Act or any amendment thereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Ajay Patel as the Manager of the Company, the remuneration and the perquisites be paid or granted to him

as minimum remuneration and perquisites, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable limits in terms of Schedule V of the Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(12) To enhance the FPI Investment Limit in the Company

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

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Consolidated FDI Policy Circular issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time and other applicable rules, guidelines, regulations, notifications, circulars, provisions, if any, (including any amendments, or re-enactments or re-notification of each of the above for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of the Company to permit Foreign Institutional Investors (the "FII") registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs) by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 100% (Hundred percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII / FPI in its own account and on behalf of each of their SEBI approved sub-accounts and /or by their group entities in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT for the purpose of giving effect

to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors
For **Reliance Nippon Life Asset Management Limited**

Deepak Mukhija
Company Secretary

Registered Office

Reliance Centre, 7th Floor, South Wing,
Off Western Express Highway,
Santacruz (East), Mumbai - 400055
CIN : L65910MH1995PLC220793
Website: www.reliancemutual.com

Date: June 28, 2018

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of him/ her and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**
3. Attendance slip, Proxy form and route map of the venue of the Meeting are annexed hereto.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy; however such person shall not act as proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
5. Corporate members intending to send their authorised representative(s) together with their specimen signatures to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
6. Members / Proxies are requested to bring to the meeting, their duly filled attendance slip sent herewith along with their copy of the annual report.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of members at the Meeting.
9. 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 the date of the Meeting. The certificate from the Statutory Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's ESOS Plans will be available for inspection at the Meeting.
10. (a) The Company's Register of Members and Transfer Books will remain closed from Saturday, September 15, 2018 to Tuesday, September 18, 2018 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of members eligible for dividend, if declared, on equity shares for the year ended March 31, 2018.
 - (b) The dividend on equity shares, as recommended by the Board of Directors, if declared at the Meeting, will be paid after the Meeting to:
 - i. all those equity shareholders, whose names appear in the Register of Members as on September 14, 2018; and
 - ii. Those whose names appear as beneficial owners as on September 14, 2018 as furnished by the National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
 - (c) Members may please note that the dividend warrants / Demand Draft shall be payable at par at the designated branches of the Bank for an initial period of three months only. Thereafter, the dividend warrants / Demand Draft on revalidation shall be payable only at limited centers / branches of the said Bank. Members are therefore, requested to encash dividend warrants / Demand Draft within the initial validity period.
11. Members may please note that for shares held in electronic form, bank particulars registered against their depository

accounts will be used by the Company for the payment of dividend. Members are requested to immediately intimate about change in their address or bank mandates (if any) to their Depository Participants, with whom they are maintaining their Demat accounts, since neither the Company nor its Registrar and Transfer Agent can change bank particulars or bank mandates in respect of shares held in electronic form.

12. Members holding shares in physical form are requested to advise change of address or bank mandates (if any) immediately to the Company / Registrar and Transfer Agent i.e. Karvy Computershare Private Limited.

13. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited immediately on:

- a. the change in the residential status on return to India for permanent settlement; and
- b. The particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank with pincode number, if not furnished earlier.

14. Re-appointment of Director:

At the ensuing Annual General Meeting, there are no Directors liable to retire by rotation and due for retirement or reappointment.

15. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.

16. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**

17. Members holding shares in electronic mode:

- (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- (b) are advised to contact their respective DPs for registering the nomination.
- (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

18. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested

to form furnish the details of PAN and bank account to the Company or Karvy Computershare Private Limited (Karvy), the Company's Registrar and Transfer Agent. Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.

20. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to Karvy Computershare Private Limited, Karvy Selenium Tower – B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032 or call on Tel.: +91 40 6716 1500; Fax: +91 40 6716 1791/ E-mail: naminvestor@karvy.com. The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

21. 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 communications from the Company electronically.

22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated June 28, 2018 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. September 11, 2018 only shall be entitled to avail the facility of remote e-voting/voting. Karvy Computershare Private Limited, our Registrar and Transfer Agent will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10:00 A.M. on September 14, 2018 to 5:00 P.M. on September 17, 2018. The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip.

The facility for voting shall also be available at the meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting.

The Board of Directors has appointed Mr. Mukesh Siroya of M/s. M. Siroya & Company, as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancemutual.com and on the website of Karvy Computershare Private Limited.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED JUNE 28, 2018

Item No. 4: Appointment of Mr. Minoru Kimura as the Non-executive Non-independent Director

Mr. Minoru Kimura was appointed as the Additional Director of the Company with effect from April 25, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act") and Article 168 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Mr. Minoru Kimura holds office upto the date of ensuing Annual General Meeting.

As required under Section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Minoru Kimura for his office of Director of the Company.

Mr. Minoru Kimura is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The details of Mr. Minoru Kimura sought to be appointed as Director are set out in the Annexure to the Notice.

The Nomination & Remuneration Committee and the Board of the Company at their meetings held on April 25, 2018 and June 28, 2018, respectively have recommended the appointment of Mr. Minoru Kimura as the Director.

Mr. Minoru Kimura and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 4 relating to his appointment as a Director. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the Resolution.

Item No. 5: Appointment of Mr. Akira Shibata as the Non-executive Non-independent Director

Mr. Akira Shibata was appointed as the Additional Director of the Company with effect from April 25, 2018 in accordance with the

provisions of Section 161 of the Companies Act, 2013 (the "Act") and Article 168 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Mr. Akira Shibata holds office upto the date of ensuing Annual General Meeting.

As required under Section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Akira Shibata for his office of Director of the Company.

Mr. Akira Shibata is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The details of Mr. Akira Shibata sought to be appointed as Director are set out in the Annexure to the Notice.

The Nomination & Remuneration Committee and the Board of the Company at their meetings held on April 25, 2018 and June 28, 2018, respectively have recommended the appointment of Mr. Akira Shibata as the Director.

Mr. Akira Shibata and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 5 relating to his appointment as a Director. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the Resolution.

Item No. 6: Re-appointment of Mr. Kanu H. Doshi as Non-executive Independent Director

Mr. Kanu H. Doshi has been holding the position of the Non-executive Independent Director of the Company since August 2005. After the enactment of the Companies Act, 2013, he was appointed as an Independent Director of the Company effective from April 01, 2014 and his first five year term will come to an end on March 31, 2019. He is eligible for reappointment by obtaining consent of the Members by passing a special resolution. However, in terms of Circular no. SEBI/HO/IMD/ DF2/CIR/P/2017/125 dated November 30, 2017 and circular no. SEBI/HO/IMD/DF2/CIR/P/2018/19 dated February 07, 2018 issued by the Securities & Exchange Board of India, the Company being an Asset Management Company, Mr. Doshi can hold this position only upto November 30, 2019.

Additionally, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which will come into force on April 01, 2019) no listed entity can appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. As Mr. Kanu H. Doshi has already attained the age of seventy five years (currently 81 years), his re-appointment would require a special resolution passed by the Members.

Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company recommend re-appointment of Mr. Kanu H. Doshi as a Non-executive Independent Director, not liable to retire by rotation, by special resolution.

Mr. Kanu H. Doshi is a fellow member of the Institute of Chartered Accountants of India (ICAI) and was a partner of Kanu Doshi Associates, Chartered Accountants. He is also the Dean - Finance, at Welinkar Institute of Management, Mumbai, where he teaches Corporate Tax Planning and Financial Management for Master's Degree of Mumbai University in Management. He regularly contributes articles to leading journals and periodicals, including leading websites. He is the co-author of "Tax Holidays", "Financial Accounting", and "Treatise on Special Economic Zones".

During his long and prestigious tenure as Non-executive Independent Director of the Company, Mr. Doshi has immensely contributed to the Company's growth and business expansion. His 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. As one of the independent directors, he has also played a pivotal role in setting up and refining the corporate governance practices at the Company. Currently, Mr. Doshi is the Chairperson of the Audit Committee and the member of Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and the Committee of Directors. The Company has been tremendously benefited from the presence of Mr. Doshi as a Director.

Keeping in view of his vast knowledge and expertise, it will be in the interest of the Company to re-appoint Mr. Doshi as the Non-executive Independent Director to hold the position until the next Annual General Meeting to be held during 2019.

In the opinion of the Board of Directors, Mr. Kanu H. Doshi fulfils the conditions specified under the Companies Act, 2013 for re-appointment as an Independent Director.

As required under Section 160 of the Act, the Company has already received a notice from a member proposing the candidature of Mr. Kanu H. Doshi for re-appointment.

Mr. Kanu H. Doshi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his 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 Mr. Kanu H. Doshi and his relatives, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 7: Re-appointment of Mr. S. C. Tripathi as Non-executive Independent Director

Mr. S. C. Tripathi has been holding the position of the Non-executive Independent Director of the Company since February 2007. After the enactment of the Companies Act, 2013, he was appointed as an Independent Director of the Company effective from April 01, 2014 and his first five year term will come to an end on March 31, 2019. He is eligible for reappointment by obtaining consent of the Members by passing a special resolution. However, in terms of Circular no. SEBI/HO/IMD/ DF2/CIR/P/2017/125 dated November

30, 2017 and circular no. SEBI/HO/IMD/DF2/CIR/P/2018/19 dated February 07, 2018 issued by the Securities & Exchange Board of India, the Company being an Asset Management Company, Mr. Tripathi can hold this position only upto November 30, 2019.

Accordingly, the Nomination & Remuneration Committee and the Board of Directors recommend re-appointment of Mr. S. C. Tripathi as a Non-executive Independent Director, not liable to retire by rotation, by special resolution.

Mr. S. C. Tripathi has experience over 20 years at senior levels in Govt. including as Principal Secretary (Finance and Industry-Govt. of UP); Joint Secretary (Economic Affairs); Additional Secretary (Mines); Secretary for Education and Petroleum & Natural Gas. He has held representative positions internationally in Energy, Education, Industry, Public Finance, Investment promotion & Banking. He was the Chief Executive of Bharat Aluminium Co., National Aluminium Co. and UP Industrial and Investment Co. He is a Member of Energy Institute, UK; Institute of Electronics and Telecom Engg, India; Computer Society of India; AIMA; IIPA and Supreme Court Bar Association.

During his long and prestigious tenure as Non-executive Independent Director of the Company, Mr. Tripathi has immensely contributed to the Company's growth and business expansion. His strategic thinking and able guidance had helped the Board and the Management at multiple occasions in taking strategic and key decisions over a period of time. Currently, Mr. Tripathi is the Member of the Audit Committee, Nomination & Remuneration Committee & Corporate Social Responsibility Committee. The Company has been tremendously benefited from the presence of Mr. Tripathi as a Director.

Keeping in view of his immense knowledge and experience, it will be in the interest of the Company to re-appoint Mr. Tripathi as the Non-executive Independent Director of the Company to hold the position until the next Annual General Meeting to be held during 2019.

In the opinion of the Board of Directors, Mr. S. C. Tripathi fulfils the conditions specified under the Companies Act, 2013 for re-appointment as an Independent Director.

As required under Section 160 of the Act, the Company has already received a notice from a member proposing the candidature of Mr. S. C. Tripathi for re-appointment.

Mr. S. C. Tripathi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his 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 Mr. S. C. Tripathi and his relatives, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 8: Appointment of Mr. Jai Anmol Ambani as a Non-executive Non-independent Director

Mr. Jai Anmol Ambani was appointed as the Additional Director of the Company with effect from April 25, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act") and Article 168 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Mr. Jai Anmol Ambani holds office upto the date of ensuing Annual General Meeting.

As required under Section 160 of the Act, the Company has received a notice from a member proposing the candidature of Mr. Jai Anmol Ambani for his office of Director of the Company.

Mr. Jai Anmol Ambani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The details of Mr. Jai Anmol Ambani sought to be appointed as Director are set out in the Annexure to the Notice.

The Nomination & Remuneration Committee and the Board of the Company at their meetings held on April 25, 2018 and June 28, 2018, respectively have recommended the appointment of Mr. Jai Anmol Ambani as the Director.

Mr. Jai Anmol Ambani and his relatives may be deemed to be concerned or interested in the Resolution at Item No. 8 relating to his appointment as a Director. None of the other Directors, Key Managerial Personnel of the Company or their relatives is interested in the Resolution.

Item No. 9: Continuation of Gen. Ved Prakash Malik (Retd.) as Non-executive Independent Director

The Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 has amended Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prescribed that no company shall continue the directorship of a person as a non-executive director who has attained the age of seventy five years unless it is approved by the members by passing a special resolution. The effective date of Notification is April 1, 2019.

General Ved Prakash Malik (Retd.), who was appointed as a Non-executive Independent Director by the members to hold office for a term of 5 (five) years up to April 21, 2021, has already attained the age of seventy five years (currently 78 Years) and in terms of the requirements of abovementioned SEBI Notification, continuation of his office as Independent Director beyond the age of 75 years requires the approval of members by a special resolution.

Gen. Malik (Retd.) has served in the Indian Army at various positions including as Chief of the Army Staff from October 1, 1997 to September 30, 2000. He had dual responsibility of being an advisor to the Government as well as commander of 1.2 million strong Indian Army to fulfil its national role and assigned missions.

During the service at Indian Army, General Malik was bestowed with prestigious awards like Ati Vishishta Seva Medal (1986) and Param Vishita Seva Medal (1996). He has also received 'Excellence in Leadership Award' by Atur Foundation, 'Pride of Nation Award' by Doon Citizens Council and 'Distinguished Fellowship' by the Institute of Directors, New Delhi (1999).

Since his appointment on the Board as an Independent Director, Gen. Malik (Retd.) has been bestowing the Company with his vast knowledge and strategic insight. He has been a pivotal contributor towards both the Company's business as well as corporate governance practices. Currently, Gen. Malik (Retd.) is the Chairperson of the Nomination & Remuneration Committee and is also the member of the Audit Committee & Corporate Social Responsibility Committee. Keeping in view of his immense knowledge and strategic insight, it will be in the interest of the Company that Gen. Malik (Retd.) continues as Non-executive Independent Director of the Company.

In view of above, it is proposed to seek approval of the Members for continuation of office of General Ved Prakash Malik (Retd.) as Non-executive Independent Director on the Board of the Company.

Details of General Ved Prakash Malik (Retd.) have been furnished in Corporate Governance Report.

Approval of members is accordingly sought for continuation of office of General Ved Prakash Malik (Retd.) as Non-executive Independent Director as set out in the Item No. 9 of the accompanying Notice.

Save and except General Ved Prakash Malik (Retd.) and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 10: Revision in terms of Remuneration of Mr. Sundeep Sikka, the Executive Director & CEO

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on June 28, 2018, have, subject to the approval of the Members at the general meeting and that of the Central Government, if required, have revised the terms and conditions pertaining to the remuneration of Mr. Sundeep Sikka as a Whole-time Director (designated as Executive Director & CEO) of the Company effective from April 01, 2018.

Accordingly effective from April 01, 2018, the remuneration payable to Mr. Sundeep Sikka as Whole-time Director of the Company during the remaining tenure of his appointment (i.e. till April 21, 2021) will comprise the following:

- salary of ₹ 3,51,00,000/- per annum (including value of any perquisites and retrials benefits such as provident fund, gratuity etc.), being paid for financial year 2018-19;
- allowances to the extent of ₹12 Lacs per annum;

- c. Payment of Ex-Gratia as determined by the Board from time to time (including the Ex-Gratia of ₹ 4 Crores during FY 2018-19);
- d. discretionary Bonus as determined by the Board, from time to time; and
- e. stock options or its equivalent (by whatever name called), as determined by the Board from time to time.

The perquisites and allowances payable to Mr. Sikka may include Company owned/Leased Accommodation (furnished or otherwise) or House Rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical reimbursements, leave travel concession for self and his family including dependants; medical insurance and such other perquisites and/or allowances within the amount specified above. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

In addition to the above, Mr. Sikka shall also be eligible to an annual increment, not exceeding 25 per cent on the last drawn salary, as determined by the Board of Directors, during his tenure as the Whole-time Director.

The Board or any Committee thereof, subject to requisite approval(s), if necessary, is entitled and authorized to revise at any time, the salary, allowances and perquisites payable to the Executive Director & CEO of the Company such that the overall remuneration payable to Mr. Sikka shall not exceed the limits specified above and the ceilings mentioned in Section 197 of the Companies Act, 2013 and the rules made thereunder. In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Sundeep Sikka as the whole-time Director of the Company, the remuneration and the perquisites be paid or granted to him as minimum remuneration and perquisites, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limits in terms of Schedule V of the Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

Approval of the members is accordingly sought for the variation in the terms of appointment pertaining to remuneration of Mr. Sundeep Sikka as a Whole-time Director of the Company.

The terms and conditions of appointment of Mr. Sundeep Sikka shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, between 11:00 A.M. and 1:00 P.M. up to the date of Meeting.

The terms and conditions mentioned herein may also be treated as an abstract under Section 190 of the Act.

Mr. Sundeep Sikka is interested in the resolution set out at Item No. 10 of the Notice in regard to revision of his remuneration.

Save and except Mr. Sundeep Sikka and his relatives, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 10 of the accompanying Notice for the approval of the Members.

Item No. 11: Appointment of Mr. Ajay Patel as the Manager

In terms of the requirements of Sections 203, 196, 197 and Schedule V of the Companies Act, 2013 ("the Act") read along with rules made in this regard, Mr. Ajay Patel was appointed as the Manager of the Company for a period commencing from July 01, 2015 to June 30, 2018. The term of his appointment would expire on June 30, 2018. The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on June 28, 2018 have, subject to the approval of the Members at the general meeting and the Central Government, if required, appointed Mr. Ajay Patel as the Manager of the Company for a period of 3 (three) years commencing from July 01, 2018 to June 30, 2021 and remuneration payable to Mr. Ajay Patel during his tenure, as such, will comprise the following:

- a. salary of ₹ 60 Lacs per annum (including retiral benefits such as provident fund, gratuity etc.);
- b. Payment of Ex-Gratia as determined by the Board from time to time;
- c. discretionary Bonus as determined by the Board, from time to time; and
- d. stock options or its equivalent (by whatever name called), as determined by the Board from time to time.

The perquisites and allowances payable to Mr. Ajay Patel may include Company owned/Leased Accommodation (furnished or otherwise) or House Rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical reimbursements, leave travel concession for self and his family including dependants; medical insurance and such other perquisites and/or allowances within the amount specified above. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). Additionally, Mr. Ajay Patel shall also be eligible to an annual increment as may be decided by the Board from time to time, provided that after the increment, the overall remuneration of Mr. Patel shall not exceed the limits mentioned in Section 197 of the Act and rules made thereunder. In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Ajay Patel as the Manager of the Company, the remuneration and the perquisites be paid or granted to him as minimum remuneration and perquisites, provided that the total remuneration by way of salary, perquisites

and other allowances shall not exceed the applicable ceiling limits in terms of Schedule V of the Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

Mr. Ajay Patel fulfils the conditions for eligibility contained in Part I of Schedule V of the Act.

The terms and conditions for appointment including payment of remuneration may be altered and varied from time to time by the Board / Nomination and Remuneration Committee as it may, at its discretion, deem fit within the overall ceiling fixed herein.

Approval of the members is accordingly sought for the appointment of Mr. Ajay Patel as Manager of the Company for a period of 3 (three) years, as set out in the Item No. 11 of the accompanying Notice.

The terms and conditions of appointment of Mr. Ajay Patel shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, between 11:00 A.M. and 1:00 P.M. up to the date of Meeting.

The terms and conditions mentioned herein may also be treated as an abstract under Section 190 of the Act.

Mr. Ajay Patel is interested in the resolution set out at Item No. 11 of the Notice in regard to his appointment.

Save and except Mr. Ajay Patel and his relatives, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 11 of the accompanying Notice for the approval of the Members.

Item No. 12: To enhance the FPI Investment Limit in the Company

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017

read along with the Consolidated FDI Policy Circular issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, the SEBI approved Foreign Institutional Investors (FIIs) / sub-accounts of FIIs or Foreign Portfolio Investors (FPIs) can in aggregate, hold upto 24% of paid-up capital of the Company which limit can be increased upto the sectoral cap / statutory ceiling by the Company concerned by passing a Resolution of its Board of Directors followed by a Special Resolution passed by the Members to that effect.

The Board of Directors of the Company at its meeting held on June 28, 2018, *inter-alia*, approved, subject to the approval of the Members by way of a Special Resolution, enhancement in the said FII investment limit to 100 per cent i.e. sectoral cap / statutory ceiling applicable to the Company.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in Item No. 12 of the Notice for increasing the limit of shareholding of registered FIIs, sub accounts thereof and FPIs upto sectoral cap / statutory ceiling i.e. 100%.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out at Item No. 12 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors
For **Reliance Nippon Life Asset Management Limited**

Deepak Mukhija
Company Secretary

Registered Office

Reliance Centre, 7th Floor, South Wing,
Off Western Express Highway,
Santacruz (East), Mumbai - 400055
CIN : L65910MH1995PLC220793
Website: www.reliancemutual.com

Date: June 28, 2018

ANNEXURE

Name of the Director	Mr. Minoru Kimura	Mr. Akira Shibata	Mr. Kanu H. Doshi	Mr. S. C. Tripathi	Mr. Jai Anmol Ambani
Brief details and Nature of Expertise in specific functional areas	<p>Mr. Minoru Kimura, aged 50 years holds a Bachelor's degree in Laws from Kyoto University, Japan.</p> <p>He currently serves as the Executive Officer, Head of Asia Pacific at Nippon Life Insurance Company (Nippon). In his 28-year professional career with Nippon, Mr. Kimura has engaged in corporate planning for more than 10 years. Also, Mr. Kimura has worked for Nissay Asset Management Corporation in Investment Planning for 5 years from 2010 to 2015. Other than above, Mr. Kimura has also spent his professional career in Nissay Deutsche Asset Management Europe Limited and NLI Investments Europe Limited, where he carried the position of Chief Executive Officer for 4 years (2003 to 2007).</p>	<p>Mr. Akira Shibata, aged 45 years holds a Bachelor's degree in Laws from University of Tokyo and MBA from A.B. Freeman School of Business, Tulane University.</p> <p>He currently serves as the General Manager / Global Business Planning Department at Nippon Life Insurance Company (Nippon). In his 20-year professional career with Nippon, Mr. Shibata has engaged in Finance Planning & Management business for 3 years. Also, Mr. Shibata has been engaged in Public & Investors Relations for 3 years. Other than above, Mr. Shibata has also spent his professional career in the Nippon's U.S. group insurance subsidiary, Nippon Life Insurance Company of America, where he carried the position of Vice President for 4 years (2008 to 2012).</p>	<p>Mr. Kanu H. Doshi, aged 81 years is a fellow member of the Institute of Chartered Accountants of India (ICAI) and a partner of Kanu Doshi Associates, chartered accountants. He is also the Dean - Finance, at Welingkar Institute of Management, Mumbai, where he teaches Corporate Tax Planning and Financial Management for Master's Degree of Mumbai University in Management. He regularly contributes articles to leading journals and periodicals, including leading websites. He is the co-author of "Tax Holidays", "Financial Accounting", and "Treatise on Special Economic Zones".</p>	<p>Mr. S. C. Tripathi, aged 72 years, holds degree in M.Sc (Physics - Spl. Electronics), LLB, Postgraduate Diploma in Development Studies (Cantab), AIMA Diploma in Management.</p> <p>He has over 20 years of experience at senior levels of the State and Central Government. He has also been in representative positions at the international levels in Energy, Education, Industry, Public Finance, Industrial and Commercial Finance, Investment promotion and Banking. He has held several senior level posts including Principal Secretary in charge of Finance and Industry in Government of UP, Lucknow; Joint Secretary (Economic Affairs); Additional Secretary Mines; and later, as Secretary for Education, and Petroleum and Natural Gas in Government of India. He held the position of Minister, Embassy of India, Tokyo. He was Corporate Chief Executive of Bharat Aluminium Co., National Aluminium Co. and UP Industrial and Investment Co. He is a Fellow Member of Energy Institute, UK; Fellow Member of Institute of Electronics and Telecom Engg, India; Member of Computer Society of India; Member of AIMA; Member of IIPA and Member of Supreme Court Bar Association.</p>	<p>Mr. Jai Anmol Ambani, 26 years, studied in Cathedral and John Connon School, Mumbai, till Xth (2007) and thereafter completed his schooling from Seven Oaks School, United Kingdom, in 2009.</p> <p>Mr. Anmol completed his undergraduate studies – BSC in Management - from Warwick Business School, UK. He has 4 years of experience in financial services.</p> <p>He is a member of Audit Committee, Nomination and Remuneration Committee and CSR Committee of the Company.</p> <p>He serves on the board of Reliance Capital Limited as an executive director and Reliance Home Finance Limited. He is the member of the audit committee of Reliance Capital Limited.</p> <p>He does not hold any share in the Company as of March 31, 2018.</p>
Date of appointment (Board)	April 25, 2018	April 25, 2018	–	–	April 25, 2018
Date up to which the Director shall hold office	Ensuing AGM	Ensuing AGM	March 31, 2019	March 31, 2019	Ensuing AGM

Name of the Director	Mr. Minoru Kimura	Mr. Akira Shibata	Mr. Kanu H. Doshi	Mr. S. C. Tripathi	Mr. Jai Anmol Ambani
Directorships in other companies	<ul style="list-style-type: none"> Nippon Life Asia Pacific (Regional HQ) Pte. Ltd. Bangkok Life Assurance Public Company Limited Reliance Nippon Life Insurance Company Limited PT Asuransi Jiwa Sequis Life 	<ul style="list-style-type: none"> NLI US Investments, Inc. Nippon Life Global Investors Americas, Inc. Nippon Life Global Investors Europe Plc. 	<ul style="list-style-type: none"> Edelweiss Asset Management Limited Motilal Oswal Asset Management Company Limited 	<ul style="list-style-type: none"> IL&FS Energy Development Company Limited Kailash Healthcare Limited Gammon Infrastructure Projects Limited Motherhood Sumi Systems Limited Ginni Filaments Limited Kailash Hospitals Limited Samvardhana Motherhood Polymers Limited 	<ul style="list-style-type: none"> Reliance Capital Ltd. Reliance Home Finance Limited Reliance Innoventures Private Limited Unlimit lot Private Limited
Details of Memberships/ Chairmanships of Committees (includes Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> Member of Stakeholders Relationship Committee of Reliance Nippon Life Asset Management Ltd. 	<ul style="list-style-type: none"> Member of Audit Committee of Reliance Nippon Life Asset Management Ltd. 	<ul style="list-style-type: none"> Chairman & Member of Audit Committee and Member of Stakeholders Relationship Committee of Reliance Nippon Life Asset Management Ltd. Chairman & Member of Audit Committee of Edelweiss asset Management Limited Chairman & Member of Audit Committee of Motilal Oswal Asset Management Company Limited 	<ul style="list-style-type: none"> Member of Audit Committee of Reliance Nippon Life Asset Management Ltd. Member of Audit Committee of IL&FS Energy Development Company Limited Member of Audit Committee of Gammon Infrastructure Projects Limited Member of Audit Committee of Motherhood Sumi Systems Limited Member of Audit Committee of Kailash Healthcare Limited Member of Audit Committee of Kailash Hospital Ltd. Chairman & Member of Stakeholders Relationship Committee of Ginni Filament Ltd. 	<ul style="list-style-type: none"> Member of Audit Committee of Reliance Nippon Life Asset Management Ltd. Member of Audit Committee of Reliance Capital Ltd
Shareholding in the Company as at June 28, 2018	Nil	Nil	Nil	Nil	Nil
Sitting fees paid during F.Y. 2017-18	–	–	₹ 13,30,000/-	₹ 8,50,000/-	–



Dispatch Ref. No.: Reference No.

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.: +91 022 3303 1000 Fax : +91 022 3303 7662

E-mail : rnam.investorrelation@relianceada.com

Website: www.reliancecmutual.com

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 Share(s) held :

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

Dear Member,

Sub.: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of 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, Reliance Nippon Life Asset Management Limited ("RNLAM" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 23rd Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 at 3:30 p.m. or soon after conclusion of the Annual General Meeting of Reliance Home Finance Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN
4039		

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10:00 A.M. on Friday, September 14, 2018.

End of remote e-voting : Up to 5:00 P.M. on Monday, September 17, 2018.

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the 23rd Annual General Meeting is September 11, 2018.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated June 28, 2018 for the 23rd Annual General Meeting scheduled to be held on September 18, 2018 which is being mailed to you with this communication.

The notice for the 23rd Annual General Meeting and this communication are also available on the website of the Company at www.reliancecmutual.com

Mumbai
June 28, 2018

Yours faithfully,

For Reliance Nippon Life Asset Management Limited

Deepak Mukhija

Company Secretary

Instructions and other information relating to e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No./DP ID - Client ID will be your User- ID.

User – ID	For Members holding shares in Demat Form:-
	For 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 no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via e-mail forwarded through the electronic notice
Captcha	Please enter the Verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote on-line from Friday, September 14, 2018 at 10:00 A.M. to Monday, September 17, 2018 till 5:00 P.M.
 - 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 in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your 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 you 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 Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents the 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 you do not wish to vote, please 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, you will not be allowed to modify your vote.
 - xii) Corporate/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 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Tuesday, September 11, 2018.
 4. The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.
 5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com> OR contact our toll free No.1800 4250 999.