

November 18, 2019

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: RNAM

Dear Sir(s),

Sub.: POSTAL BALLOT

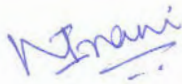
Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit a copy of the Notice to the shareholders seeking approval through Postal Ballot as per the requirements of Section 110 of the Companies Act, 2013 read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

We request you to inform your members accordingly.

Thanking you.

Yours faithfully,

For Reliance Nippon Life Asset Management Limited



Nilufer Shekhawat
Company Secretary & Compliance Officer



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

Notice pursuant to Section 110 of the Companies Act, 2013

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

1. Change in name of the Company

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

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

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

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

2. To Adopt new set of Articles of Association

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

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

Reliance Nippon Life Asset Management Limited
Registered Office: Reliance Centre, 7th Floor, South Wing, Off Western Express Highway,
Santacruz (East), Mumbai 400 055. **CIN:** 65910MH1995PLC220793
Tel.: +91 22 4303 1000; **Fax:** +91 22 4303 7662
Website: www.nipponindiamf.com; **E-mail:** rnam.investorrelation@nipponindiaamc.com

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

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

November 15, 2019

Notes:

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

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

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

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

Item No. 1

Change in name of the Company

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

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

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

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

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

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

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

Item No. 2

To adopt new set of Articles of Association

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

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

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

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

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

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

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

Registered Office:

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

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 Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice dated **November 15, 2019**, of Reliance Nippon Life Asset Management Limited (the "Company") by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolutions 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 Resolutions				
1.	Change in name of the Company			
2.	To Adopt new set of Articles of Association			

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 addressed to the Scrutinizer by post:
Mr. Mukesh Siroya, Scrutinizer for the Postal Ballot, Reliance Nippon Life Asset Management Limited, C/o. Karvy Fintech Private Limited, Karvy 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 Wednesday, December 18, 2019. 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 Ms. Ameeta Chatterjee, Director or any person authorised by her after completion of the scrutiny on or before Friday, December 20, 2019 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Friday, December 20, 2019 at the Registered Office of the Company at Reliance Centre, 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 (Karvy), www.karvyfintech.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 / Karvy Fintech Private Limited).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 15, 2019 will be considered for the purpose of voting. A person who is not a Member as on Friday, November 15, 2019 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, November 15, 2019.
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 Karvy Fintech 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 on Tel.: +91 40 6716 1500, Fax +91 40 6716 1791, Toll Free No. 1800 4250 999/ 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, Karvy Fintech Private Limited, Karvy 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: rnaminvestor@karvy.com. Members may also write to rnaminvestorrelation@nipponindiaamc.com.
16. Members can cast their vote online from Tuesday, November 19, 2019 from 10:00 A.M. to Wednesday, December 18, 2019 to 5:00 P.M. The e-voting module shall be disabled by 'Karvy' 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 Karvy's toll free no. 1800 4250 999 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 Karvy 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."