

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of Canara Robeco Asset Management Company Limited will be held at Shorter Notice on Tuesday, 25th day of August, 2020 at 1.15 p.m. at the Registered Office of the Company at Construction House, 4th Floor, 5, W.H.Marg, Ballard Estate, Mumbai 400 001 to transact the following business:

Ordinary Business:**1. Approval of Financial Statements of the Company as at 31st March, 2020**

To consider and approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company comprising of the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Reports of the Directors' and Auditor's thereon as placed before the Members, be and is hereby approved and adopted."

2. Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2020

To consider and approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a final dividend of ₹1 per equity share of face value of ₹ 10 each be and is hereby approved for the financial year ended 31st March, 2020."

3. Rotation of Director

To consider and approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles 160, 161 and 162 of the Articles of Association (AoA) of the Company, Mr. Yoshiaki Matsuoka (DIN: 0008141800), who retires by rotation at this Annual General Meeting and being eligible for such re-appointment pursuant to Article 138 of the AoA, be and is hereby re-appointed as a Director of the Company."

4. Remuneration of Statutory Auditors appointed by the Comptroller & Auditor General of India

To consider and approve the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013, the remuneration of the Statutory Auditors appointed for the year 2020-2021 pursuant to the letter issued by the Comptroller & Auditor General of India, as recommended by the Board of Directors, be and is hereby approved."

Special Business:**5. Confirmation of appointment of Mr. Lingam Venkata Prabhakar as a Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. L V Prabhakar (DIN: 08110715), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th August 2020, in terms of Section 161 (1)

and Section 152(6) of the Companies Act, 2013 ("Act") and Article 138 & Article 145 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retirement by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to sign and file all the necessary e-forms/ forms, returns and other documents with the Registrar of Companies and/or any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

6. Confirmation of appointment of Mr. Tim van Hest as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Tim van Hest (DIN: 08601024), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th December, 2019, in terms of Section 161 (1) and Section 152 of the Companies Act, 2013 and Article 138 & Article 145 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retirement by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to sign and file all the necessary e-forms/ forms, returns and other documents with the Registrar of Companies and/or any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

7. Renewal of the term of Mr. Jaideep Singh as an Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions 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), the tenure of Mr. Jaideep Singh (DIN: 0008512925), Independent Director of the Company, whose first term as an Independent Director expires on the date of this AGM and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing in writing under Section 160 of the Companies Act, from a member proposing his candidature for the office of Director, be and is hereby renewed as an Independent Director of the Company for the second term, not liable to retire by rotation, to hold office from the conclusion of the 27th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to sign and file all the necessary e-forms/ forms, returns and other documents with the Registrar of Companies and/or any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

8. Retirement of Mr. S. Venkatachalam as the Independent Director

To consider and if deemed fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the retirement of Mr. S. Venkatachalam (DIN: 00257819) as the Independent Director of the Company effective on the conclusion of this Annual General Meeting be and is hereby noted.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to sign and file all the necessary forms, returns and other documents with the Registrar of Companies and/or any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Items 5 to 8 is annexed hereto.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 ("MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company will also be held through VC. Hence, Members have the option to attend and participate in the AGM through VC **via Microsoft Teams application**. The deemed venue of the meeting for the purpose of VC shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC is mentioned at point no. 5 below. In view of the above, **appointment of proxy to attend and cast vote on behalf of the member is not available**.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 27th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA.
4. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. **PROCEDURE FOR ATTENDING THE AGM THROUGH VC**
 - a) Download the Microsoft Teams Application. Kindly do not log in on the app.
 - b) **The Organiser will send a meeting invite to your email id. Please accept the invite.**
 - c) On the meeting date, you will receive a reminder a few minutes before the meeting.
 - d) Clicking on the Reminder will open the calendar on your device.
 - e) Click on link provided for 'Join Microsoft Teams Meeting' which opens the Teams application.
 - f) Click on 'Join as a guest'
 - g) **The Organiser then admits you to the meeting.**
 - h) Kindly enable the microphone and video options after joining the meeting.

Regd. Office:

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

Date: 24th August, 2020

By Order of the Board of Directors


Ashutosh Vaidya
Company Secretary

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. L V Prabhakar (DIN: 08110715) was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th August, 2020. In terms of the provisions of Section 161(1) of the Act read with Article 145(2) of the Articles of Association, Mr. Prabhakar would hold office as a Director upto the date of the ensuing Annual General Meeting ("AGM"). Mr. Prabhakar, being eligible, his appointment as Director is proposed to be confirmed at the ensuing AGM. The Company has received a notice in writing from a member proposing the candidature of Mr. Prabhakar for the office of Director of the Company.

Mr. L. V. Prabhakar, 57, is currently the Managing Director & Chief Executive Officer of Canara Bank. He holds a Masters Degree in Agriculture and is a Certified Associate of Indian Institute of Bankers (CAIIB). He has a rich and varied experience in the Banking sector.

Prior to his appointment as MD&CEO of Canara Bank, he was the Executive Director of Punjab National Bank from 01/03/2018 till 31/01/2020. At Punjab National Bank, he has headed various important verticals of the Bank viz., Credit, Treasury and HR. Prior to that he was associated with Allahabad Bank till 28.02.2018 serving in various capacities and holding various positions till the rank of General Manager.

Directorship and Committee membership/chairmanship held in other companies:

Canara Bank - Managing Director & CEO

Canfin Homes Ltd. - Director

The Company has received from Mr. Prabhakar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. He is not related to any other Director and Key Managerial Personnel of the Company.

Save and except for Mr. Prabhakar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at respective Item No. 5 of the Notice. He does not hold by himself or through his relatives or for any other person on a beneficial basis, any equity shares in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

Confirmation of appointment of Mr. Tim van Hest as a Director

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Tim van Hest (DIN: 08601024) was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th December, 2019. In terms of the provisions of Section 161(1) of the Act read with Article 145(2) of the Articles of Association, Mr. Tim van Hest would hold office as a Director upto the date of the ensuing Annual General Meeting ("AGM"). Mr. van Hest, being eligible, his appointment as Director is proposed to be confirmed at the ensuing AGM.

Mr. van Hest, 41, has more than 15 years of experience in the financial industry and has fulfilled several management positions for considerable periods at Rabobank. Currently, he is the Chief Risk Officer and Member of the Management Board of ORIX Corporation Europe N.V. He also has a lot of experience being a Board member of several ORIX group companies of Non-Bank Finance Institution in MENA region.

Directorship and Committee membership/chairmanship held in other companies:
ORIX Corporation Europe NV

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Tim van Hest for the office of a Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has furnished relevant information/ declarations for his appointment as prescribed under the Act.

Save and except for Mr. van Hest, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at respective Item No. 6 of the Notice. He does not hold by himself or through his relatives or for any other person on a beneficial basis, any equity shares in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

Mr. Jaideep Singh (DIN: 0008512925) is the Independent Director of the Company since 26th July 2019. Pursuant to the Companies Act 2013, he was appointed as Independent Director of the Company in the 26th Annual General Meeting till the conclusion of the 27th Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment or renewal of an Independent Director requires approval of the members by way of a special resolution.

The Company has received notice in writing from a member, proposing the candidature of Mr. Singh for the office of Director of the Company.

Mr. Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has also given his consent to act as a Director. The Company has received a declaration from Mr. Singh that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Mr. Singh fulfill the conditions for re-appointment as Independent Director as specified in the Act & the rules made thereunder. He is independent of the Management and possesses appropriate skill, knowledge and experience. He does not hold by himself or through his relatives or for any other person on a beneficial basis, any equity shares in the Company.

Post evaluation of the performance of the Independent Directors, carried out by the Board of Directors of the Company, the Board is satisfied with the performance and participation of Mr. Singh.

Resolution No. 6 seeks the approval of members for the renewal of the term of Mr. Singh as an Independent Director of the Company for the second and final term, not liable to retire by rotation, from the conclusion of the 27th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company pursuant to Section 149 and other applicable provisions of the Act.

A Copy of the draft appointment letter of Mr. Singh as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Save and except for Mr. Singh, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise, in the respective resolution at Item No. 7.

The Board considers that his re-appointment would be of immense benefit to the Company and it is desirable to avail his expertise and services as Independent Director and hence recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8:

At the 22nd AGM held on 25th August, 2015, Mr. S. Venkatachalam (DIN: 00257819) was re-appointed as the Independent Director of the Company for a second term till the conclusion of the 27th AGM. Consequently, as per the terms and conditions of his appointment, his second term expires at the conclusion of the ensuing AGM.

Except Mr. Venkatachalam, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

Regd. Office:

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

Date: 24th August, 2020

By Order of the Board of Directors


Ashutosh Vaidya
Company Secretary

ROUTE MAP OF THE VENUE OF THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY

