

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of Canara Robeco Asset Management Company Limited will be held, at Shorter Notice, on Friday, 22nd day of July, 2022 at 1.00 pm at the Registered Office of the Company at Construction House, 4th Floor, 5, W.H.Marg, Ballard Estate, Mumbai 400 001 and in audio-visual mode via Microsoft Teams Application to transact the following business:

1. Adoption of Financial Statements of the Company as at 31st March, 2022

To consider and if thought fit, to pass with or without modification(s), 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, 2022, 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 considered and adopted."

2. Interim Dividend and Final Dividend on Equity Shares for the financial year ended 31st March, 2022

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

"RESOLVED THAT the interim dividend of ₹ 2/- per share aggregating to ₹ 997.09 Lakhs for the year ended 31st March 2022, as per the resolution passed by the Board of Directors at their meeting held on 15th December, 2021 be and is hereby noted."

"RESOLVED FURTHER THAT on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of final dividend of ₹ 997.09 Lakhs @ ₹ 2 per equity share for the financial year ended 31st March, 2022."

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. Tim van Hest (DIN: 08601024), 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 2022-2023 pursuant to the letter to be issued in consultation by the Comptroller & Auditor General of India, be and is hereby approved."

5. Confirmation of appointment of Mr. Kiyoshi Habiro as an Associate Director

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

“RESOLVED THAT Mr. Kiyoshi Habiro (DIN: 09470886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th January 2022, 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.”

6. Appointment of Mr. Pramod Kumar Sharma as an Independent Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary 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), Mr. Pramod Kumar Sharma (DIN: 09293359), who was appointed as an Additional Director of the Company in the capacity of an Independent Director with effect from 30th August, 2021 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of 3 years.

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. Re- appointment of Mr. Rajnish Narula as Manager of Canara Robeco Asset Management Co. Ltd.

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), the re-appointment of Mr. Rajnish Narula as Manager of the Company for a period of three years (i.e. upto 25th September, 2025) on the terms and conditions as approved by the Board of Directors be and is hereby approved.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajnish Narula be and is hereby fixed equivalent to 5% of the net profit of the Company subject to relevant provisions of the Companies Act, 2013 as amended from time to time;

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 7 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05th May, 2022 read with circulars dated 14th December, 2021, 13th January, 2021, 8th April, 2020, 13th April, 2020 and 5th May, 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. 6 below. In view of the above, **appointment of proxy to attend and cast vote on behalf of the member is not available**.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 29th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA.
5. 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.
6. **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.
7. Any other matter with permission of the Chair.

Regd. Office:

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



Ashutosh Vaidya
Company Secretary

Date: 01st July, 2022

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. Kiyoshi Habiro (DIN: 09470886) was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th January 2022. In terms of the provisions of Section 161(1) of the Act read with Article 145(2) of the Articles of Association, Mr. Habiro would hold office as a Director upto the date of the ensuing Annual General Meeting ("AGM"). Mr. Habiro, 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. Habiro for the office of Director of the Company.

The profile of Mr. Habiro is enclosed as an Annexure to this Notice.

The Company has received from Mr. Habiro (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) an 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. Habiro, 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.

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

Item No. 6:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Pramod Kumar Sharma (DIN: 09293359) was appointed as an Additional Director in the capacity of Independent Directors of the Company by the Board of Directors with effect from 30th August, 2021. In terms of Section 161 of the Act, Mr. Sharma would hold office as a Director upto the date of the ensuing Annual General Meeting ("AGM"). The Company has received a notice in writing from a member proposing the candidature of Mr. Sharma for the office of Director of the Company.

The profile of Mr. Sharma is enclosed as an Annexure to this Notice.

The Company has received from Mr. Pramod Kumar Sharma an (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 (ii) an 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 and (iii) a declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Act. He is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Board, Mr. Sharma 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.

Save and except for Mr. Sharma, 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 7:

At the AGM held on 19th August 2019, the Members' of the Company had approved the re-appointment of Mr. Rajnish Narula as the Manager of the Company under the Companies Act, 2013 for the tenure of three years, i.e. upto 25th September, 2022. Consequently, pursuant to Article 170 B and Article 179 A of the Articles of Association of the Company and considering the background and experience of Mr. Rajnish Narula in the financial sector, the Board of Directors ("Board") of Canara Robeco Asset Management Company Limited ("AMC") propose to re-appoint Mr. Narula as the Manager of the Company at the ensuing AGM and fixing his remuneration in accordance with the limits specified under Schedule V ('the Schedule') of the Companies Act 2013 as may be amended from time to time.

Additional Information

I. General Information:

1. **Nature of Industry:** Asset Management of Mutual Funds
2. **Date or expected date of commencement of commercial production:** Not applicable as the company is in asset management business.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
4. **Financial performance** – as per published audited financial results:

Particulars	For the Year ended 31/03/2022 (Rs. In lacs)	For the Year ended 31/03/2021 (Rs. In lacs)	For the Year ended 31/03/2020 (Rs. In lacs)	For the year ended 31/03/2019 (Rs. In lacs)
Income	16,167.34	12,030.27	10,632.61	10,953.85
Expenses	8,156.44	7,154.27	7,445.89	7,570.35
Profit/(Loss) before exceptional and tax	8,010.90	4,876.00	3,186.72	3,383.51
Exceptional items	-	6.00	-	-

Profit/(Loss) before Tax	8,010.90	4,870.00	3,186.72	3,383.51
Taxation	2,057.70	1,241.18	863.12	922.93
Net Profit/(Loss) After Tax	5,953.20	3,628.82	2,323.60	2,460.57

5. **Foreign Investment of collaborators, if any:** ORIX Corporation Europe N.V. (formerly known Robeco Groep N.V.), has invested 49% in the equity share capital of the Company.

II. Information about the appointee:

1. Background Details:

Mr. Rajnish Narula is a commerce graduate and holds a Masters Degree in Business Administration from U.S.A. He has over 40 years of experience spanning all three segments of the financial industry: Banking, Asset Management and Insurance. In previous roles, he has excelled across functions like Sales and Distribution, Relationship Management, Operations and Customer Services. Over these years, he has held senior management positions in ANZ Grindlays Bank and Standard Chartered Bank. His last two assignments were as Chief Executive Officer of Alliance Capital Asset Management Company Limited and DBS Chola Mandalam Asset Management Company Limited.

2. Past Remuneration:

Mr. Narula is employed by ORIX Corporation Europe N V (OCE) as Managing Director as per its global terms and conditions and is seconded to the Joint Venture in India. OCE pays the full remuneration and the cost thereof is partly reimbursed by the Company to the extent of the limits specified under of the Companies Act 2013.

The details of his remuneration from the Company during the past three financial years are as follows:

Financial Year	INR Rs. In lacs
2019-20	150
2020-21	240
2021-22	375

3. Recognition or Awards & Steps taken:

Under the leadership of Mr. Rajnish Narula, Canara Robeco has been recognized and awarded on several occasions. Few examples of such awards and recognitions are as follows:

- 1) Canara Robeco Conservative Hybrid Fund -Growth is awarded the Lipper Fund Award in the Best Fund over 3 Years Mixed Asset INR Conservative category for the year 2021.
- 2) Canara Robeco Bluechip Equity Fund was awarded the Morningstar award and Best Fund House award to Canara Robeco AMC for the year 2020-21.
- 3) Canara Robeco Emerging Equities Fund was awarded Best Fund over 10 years by Lipper
- 4) Wealth Creator Awards by Café mutual for Canara Robeco Emerging Equities Fund
- 5) Canara Robeco Equity Hybrid Fund was awarded the Best Mutual Fund - Aggressive Hybrid at the Mutual Fund Awards 2018 by CNBC-TV18
- 6) Awarded ET Best Brands in BFSI category in 2018
- 7) Awarded Best Group in Bond Category over 3 years by Lipper in 2017
- 8) Nomination by Morningstar for Best Fund House: Equity 2015-16
- 9) Best Indian Rupee Bond Fund for 10-year performance by Lipper in 2014
- 10) Best Indian Rupee Bond Fund for 5 & 10 year performance by Lipper in 2013

- 11) The Canara Robeco Equity Diversified & Canara Robeco Equity Tax Saver Funds were awarded the Best Fund: Equity: Large Cap and Mid Cap Category & Tax Planning Category award respectively at the NDTV Profit Mutual Fund Awards 2010 which was held in 2011.

Under his leadership, Canara Robeco Asset Management has consistently demonstrated robust credit risk control framework, which has resulted in averting debt crisis that impacted the mutual fund industry recently during the financial year.

4. Job profile and his suitability:

Mr. Narula has over 40 years of experience in banking and asset management. During his 12 years tenure as the Chief Executive Officer of the company, he has overseen all activities of the company encompassing Operations, Fund Management and Sales. During this period, the Assets Under Management (AUM), revenue and profitability have grown significantly. This vast and rich experience of Mr. Rajnish Narula in all three segments of the financial industry as mentioned above will immensely help the Company to steer through steep competition that exists in the Mutual Fund Industry.

5. Remuneration proposed:

Mr. Rajnish Narula's remuneration is proposed to be equivalent to 5% of the net profits of the Company.

6. Remuneration profile with respect to Industry, size of the company, profile of the position and persons:

The remuneration shall be as per the ceiling limits specified in Schedule V read with the relevant provisions of the Companies Act, 2013.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

None.

III. Other Information:

8. Reasons for loss or Inadequate Profits:

Not applicable as the Company is profitable as per the last available financial results (FY 2021-22).

9. Expected increase in productivity and profits in measurable terms:

Currently, the profitability is progressing as per the current business plan approved by the Board of Directors, and improvements in revenues are visible as a result of the up gradation efforts.

Except Mr. Rajnish Naurula, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Regd. Office:

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

By Order of the Board of DirectorsDate: 1st July, 2022**Ashutosh Vaidya**
Company Secretary

ANNEXURE**PROFILE OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING****Mr. Kiyoshi Habiro**

Mr. Kiyoshi Habiro, aged 51 years has a Degree in Business Law, and Bachelor's degree in Science. He is currently the Chief Executive Officer of ORIX Corporation UK Limited and ORIX Corporation Europe N.V. and the Executive Officer of ORIX Corporation.

He has a rich and extensive experience in Financial Sector. Mr. Habiro has almost 30 years of extensive experience since joining ORIX in 1993 in the financial sectors that includes M&A, infrastructure investments, life insurance, special investments and restructuring, alternative investments, securitization, real estate finance, corporate credit.

Directorship and Committee membership/chairmanship held in other companies :

1. ORIX Corporation UK Limited
2. Gravis Capital Management Limited
3. OCE Nederland B.V.
4. OCE Holding, Inc.
5. Harbor Capital Advisors, Inc.

He is a Director of the Company from 18th January 2022 and does not hold by himself or through his relatives or for any other person on a beneficial basis, any equity shares in the Company.

Mr. Pramod Kumar Sharma

Mr. Pramod Kumar Sharma, aged 62 years holds a Masters' degree in Arts and has also passed CAIIB exam.

Mr. Sharma is an accomplished banker with 37 years of extensive experience in areas such as Capital Planning/ Capital raising, Financial controls, Capital & Liquidity Management, Corporate credit like Project Financing, underwriting loans, stress resolution including restructuring and rehabilitation, Performance Management, Budgeting and Planning, Operations & Business Process Re-engineering, Retail Banking administration, Communications and PR from his association with Punjab National Bank in different roles as officer to Chief General Manager and Chief Financial Officer.

Directorship and Committee membership/chairmanship held in other companies:

Nil

He is a Director of the Company from 30th August, 2021 and does not hold by himself or through his relatives or for any other person on a beneficial basis, any equity shares in the Company.

ROUTE MAP OF THE VENUE OF THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY

