
NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Canara Robeco Asset Management Company Limited will be held, at Shorter Notice, on Monday, 26th day of July, 2021 at 11:30 a.m. 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. Approval of Financial Statements of the Company as at 31st March, 2021

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, 2021, 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, 2021

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

"RESOLVED THAT a final dividend of Rs2 per equity share of face value of Rs` 10 each be and is hereby approved for the financial year ended 31st March, 2021."

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. Debashish Mukherjee (DIN: 08193978), 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 2021-2022 pursuant to the letter to be issued in consultation by the Comptroller & Auditor General of India, , be and is hereby approved."

5. Appointment of Mr. Suhail Chander 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. Suhail Chander (DIN: 06941577), who was appointed as an Additional Director of the Company in the capacity of an Independent Director with effect from 23rd November 2020 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, not liable to retire by rotation, to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 31st 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."

6. Cessation of Mr. Kannan Venkatachariar 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 cessation of Mr. Kannan Venkatachariar (DIN: 01354529) 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 6 is annexed hereto.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13th January, 2021 read with circulars dated 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. 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 28th 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: 22 July 2021

By Order of the Board of Directors

sd/-

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. Suhail Chander (DIN: 06941577) was appointed as an Additional Director in the capacity of Independent Directors of the Company by the Board of Directors with effect from 23rd November, 2020. In terms of Section 161 of the Act, Mr. Chander would hold office as a Director upto the date of the ensuing Annual General Meeting ("AGM").

The Company has received from Mr. Suhail Chander (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. Chander, 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.

Profile:

Mr. Suhail Chander, 62, is an accomplished banker with over 35 years of extensive experience in areas such as Strategic Planning, Corporate and SME Banking, Financial Institutions, Risk & Recoveries, Wealth Management, Retail Distribution and Credit Cards from his association with Grindlays Bank Plc, ABN AMRO Bank and IndusInd Bank, both in Domestic and international branches, in various capacities.

Directorship and Committee membership/chairmanship held in other companies:

1. Bandhan Bank Limited
2. Cashpor Micro Credit
3. Xpanse Services LLP

Item No. 6:

At the 25th AGM held on 21st August, 2018, Mr. Kannan Venkatachiar (DIN: 01354529) was re-appointed as the Independent Director of the Company for a second term till the conclusion of the 28th AGM. Consequently, as per the terms and conditions of his appointment, his second term expires at the conclusion of the ensuing AGM.

Except Mr. Kannan Venkatachiar, 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. 6 of the Notice for approval by the Members.

Regd. Office:

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

Date: 22 July 2021

By Order of the Board of Directors

sd/-

Ashutosh Vaidya
Company Secretary

ROUTE MAP OF THE VENUE OF THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY

