

Sustainably Forward



BOARD OF DIRECTORS:

Gen. Ved Prakash Malik (Retd.)
Ms. Ameeta Chatterjee
Mr. Ashvin Parekh
Mr. B. Sriram
Mr. Tomohiro Yao (Appointed on 21/04/22)
Mr. Akira Shibata
Mr. Minoru Kimura (Appointed on 21/04/22)
Mr. Sundeep Sikka – Executive Director &
Chief Executive Officer

KEY MANAGERIAL PERSONNEL:

Mr. Prateek Jain - Chief Financial Officer
Mr. Ajay Patel – Manager
Ms. Nilufer Shekhawat – Company Secretary

AUDITORS:

M/s. S. R. Batliboi & Co. LLP

REGISTERED OFFICE:

4th Floor, Tower A, Peninsula Business Park,
Ganapatrao Kadam Marg, Lower Parel (W),
Mumbai – 400013.
CIN : L65910MH1995PLC220793
Tel. : +91 22 6808 7000
Fax : +91 22 6808 7097
E-mail : investorrelation@nipponindiaim.com
Website : <https://mf.nipponindiaim.com>

REGISTRAR AND TRANSFER AGENT:

KFin Technologies Limited
(Formerly Known as KFin Technologies Private Limited)
Unit: Nippon Life India Asset Management Limited
Selenium Tower – B
Plot No. 31 & 32, Financial District,
Nanakramguda, Hyderabad 500 032.
Website: www.kfintech.com

INVESTOR HELPDESK:

Toll free no. (India) : 1800 309 4001
Tel. : +91 40 6716 1500
Fax : +91 40 6716 1791
E-mail : namindiainvestor@kfintech.com

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27th Annual General Meeting on Tuesday, July 12, 2022 at 11:00 A.M. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

The Annual Report can be accessed at <https://mf.nipponindiaim.com>

Letter To Shareholders

Paving the path for a sustainable tomorrow



Dear Shareholders,

Greetings!

FY22 has been a momentous year for our industry and more so for your company. Strong investor and stakeholder trust in your company has led to us having the privilege of serving the largest investor base in the industry. We are humbled to have welcomed 7 million new investors this year alone. Number of unique investors grew by 75% this year and our market share and AUM grew at a fast clip, especially in the retail domain; on the back of robust processes, strong risk management and in-depth research.

Into the new year, the world economy continues to bear the brunt of the post-pandemic easing, virus resurgence as well as the geopolitical turmoil in Europe. Globally, inflation has proven to be a dampener to the otherwise buoyant equity markets. In a measured manner, RBI has shifted its focus to combating inflation, resulting in consensus expectation of multiple hikes in interest rate in FY23.

India continues to evolve

India, however, has historically overridden global downturns and exhibited its resilience and immense potential time and again.

While the last half a decade has been challenging for India, the phase has seen much more structured and meaningful reform taking place than in the past. Economic disarray, stagnation, sluggish investment and bureaucratic red-tapism have all been addressed adequately over the last few years. Though a great challenge in a country as diverse as India, many necessary structural reforms were implemented in last 5 years with an objective of creating an environment conducive for investment.

As a result, India has emerged as a strong player with significant growth trajectory that is higher than any other developing country in the world. Defying all expectations, new estimates have shown that India may well be on the path to surpassing Japan in becoming Asia's second largest economy. Though there are multiple factors that have led to the same, exports reaching a new high of \$418 billion in a single year is a noteworthy contributor; apart from the growth in manufacturing activity. Collectively, it has helped raise global interest in the investor-friendly FDI policy of the government, thereby it can easily be ensured that India is

looked at as a strong powerhouse and a force to be reckoned with in days to come.

Future Ready NAM

All this gives me great hope about our future as a country.

But as the CEO of your company, what gives me even more hope - and, if I may add, immense satisfaction - is the fact that as India grows in stature and size, your company has the right people, strategies, processes, products, performance and partnerships in place to grow with India.

Our strategies revolve firmly around the well-being of our investors. We strive to never lose sight of the fact that the only constant in the dynamic environment around us is Investors' interest.

With higher financial literacy, formalisation of business activity, growing individual savings, improved reach of financial products aided by granular offline and convenient online conduits, and a strong governance structure, the financial services' space, particularly asset management, has the potential to help many new investors realise their financial goals. In FY22 alone, the number of active Demat accounts in India rose by 63% to 90 million. Retail MF folios rose by 30 million to 118 million. Indian capital markets were key beneficiaries of these growth trends. Equities, as a share of household assets, reached a record high of 4.8%. Overall assets of the Mutual Fund sector increased by 20% to INR 37.6 trillion in FY22. As a responsible leader in this rapidly expanding and underpenetrated sector, we continue to deploy our domain knowledge and global expertise to build products and processes with an "Investor First" philosophy at our core and nurture a performance-driven culture within a carefully calibrated effective risk management and governance framework within the organisation.

With a single-minded focus on making our investment products accessible to everyone, our products range mirrors the diverse risk-return preferences of our investors. Our leadership position in the retail as well as the passive segment is testament to the successful execution of this vision. Today, we can offer one of the most complete suite of offerings for all segments of investors (retail, HNI, institutional, corporate as well as offshore) and product classes (Equity, Debt, Liquid, ETF, Commodity, Real Estate and VC Funds). Our MF assets increased by 24% in FY22 and led to a rise in overall market share by 26 basis points to 7.38%. Our annualised systematic flows grew to INR 88 billion from 4 million folios. The stickiness of our SIP folios and AUM is far superior to the industry. This growth in assets and market share, combined with detailed cost optimisation initiatives which led to an expanding and favourable operating leverage, have helped us achieve an all-time high annual profitability of INR 7.4 billion. By successfully executing a strategy that has distinct focus on all investor segments, we have ensured that our reach and connect with our partners and investors remains amongst the best in the business.

Looking into the future, we believe that a nimble and secure digital ecosystem and an objective approach to sustainable investing are vital determinants of our growth aspirations. I would like to further share a few comments in this regard.

Digital Leadership

In this digital age, ideas such as super Apps, algo-trading, AI advisory tools, conversational commerce, etc. have transformed the global business landscape. NAM India has been a thought leader through its constant source of digital innovation in the asset management space. We have been able to build a complete world of digitech for the new-age consumers.

Our 3F strategy - friendly, frictionless and futuristic, cuts across all layers of digital usage. We have created a home of inclusiveness in the digital aspect of the industry. Voice, Vernacular and Bharat are the main focus areas. Through several industry-first endeavours, NIMF has established itself as a mobile-first wealth tech organisation. Our digitech prowess also enables the new-age fintech players in their journey. We make sure that our consumers are able to do business with us, by way of a seamless and interactive experience, on our as well as our partner platforms. Such experiences enable them to make the most of our digitech infrastructure. In FY22, 58% of our purchase transactions were executed through digital assets. One digital purchase was made every 7 seconds, while NIMF is searched on the internet once every 3 seconds.

Our People

We truly believe in the mantra that “employees are the key pillars for success of any business”, and I want to pause here for a moment in the fond memory of two of our employees whom we lost to COVID – Mr. Nitin Tyagi and Mr. Syed Saleemuddin.

Each one of us suffered to varying extent during the pandemic and I thank all team members for ensuring that NAM India emerged as one of the country’s largest asset management companies, despite all the difficulties.

We continue to have a focused approach towards employee development and engagement and, believe in nurturing professional bonds in a family environment, which reflects our overall company culture. The proof of this is the fact that more than 70% of our leaders are homegrown. Our efforts in this area have led us to the honour of receiving the prestigious AON Best Employer recognition four times in last six years – in 2016, 2018, 2019 and this year in 2021. We have also featured in India’s Best Companies to Work For in 2018 by Great Place to Work. These are two of the most coveted **Employer of Choice awards in the country, and are testaments** to our focus on people, culture and HR practices that involve various initiatives, including an inclusive plan for Employee Stock Options introduced during the year.

Our employees are truly our partners, invested in the growth and future of the organization. I am always grateful for the honour to work with this group of highly dedicated individuals who are entrepreneurial and passionate, with a never-say-die work ethos. And we are committed to invest in our people to help them grow and realise their aspirations.

Environmental, Social and Governance (ESG) framework

In line with our beliefs regarding ‘responsible and sustainable investing’, and to fulfil our responsibility towards sustainability of Planet Earth, we became a UN-PRI signatory in June 2021. Our approach towards inculcating ESG principles across the organisation, including investment management, is structured, long-term and unflinching. Apart from our ongoing initiatives on climate conservation and community welfare, including our employees, we have systematically taken steps to augment our data protection approach, keep cyber risks at bay and bolster our overall risk, control and governance framework. Digitisation of our CRM ecosystem has also made a world of difference to our customers’ experience. In FY22, approx. 70% of non-commercial customer transactions were handled without any human intervention.

NAM India seeks to set a new precedent with a sublime, result-oriented and socially responsible ecosystem. We believe that incorporating inclusive values into our policies and practices will help us in bringing alive our vision and achieving the long-term objectives. As an asset manager, we are conscious of our role as a custodian of the interest of 12 million investors. Through our Stewardship Code, we endeavor to protect interests of minority shareholders by actively voting on the affairs of our investee companies. We constantly work towards infusing financial and non-financial governance elements into our investment processes. We have made it a mission to be diligent in our efforts to relentlessly strengthen our responsible investment strategies aimed at providing sustainable returns and make a positive difference to our people and planet.

Outlook

These are uncertain times with unprecedented challenges. But even as India marches towards becoming a \$5-trillion economy by 2025, the asset management industry too continues to progress and expand its coverage in the hitherto under-penetrated regions and deepen its investor base. Your company aspires to be at the forefront of this mission with our appropriately diversified bouquet of product options to help achieve long-term investment goals for all classes of investors and by providing them with a solid platform for future growth and expansion.

We will continue to play a pivotal role in expanding the Mutual Fund industry’s reach to the under-served population, through cutting-edge Big Data, AI-ML innovation, wide distribution reach, intensive investor education initiatives, and enhancing our customer service infrastructure with a continued focus on profitable growth while always optimizing risk in all aspects of our operation.

Nippon Life Insurance and the management team remain fully committed towards enriching and suitably adding value for all stakeholders in the years to come. We are working closely together and leveraging on its 132+ year experience and global network to strengthen NAM India’s risk management and fund management processes and expand our business both domestically and internationally.

Your company will continue to share profits with our stakeholders through higher dividends. Our stated dividend policy is to distribute 60-90 percent of our profits subject to approvals from the board.

As I look towards the future, I commit to you that we will continue to transform ourselves to meet investors’ and industry needs with passion, professionalism, commitment and humility; a combination that is hallmark of your company and which our clients trust.

It is an honor to serve you, our valued clients, stockholders, and employees. Thank you for your ongoing trust and confidence!

I wish you and your families good health and safety.

Sincerely,



(Sundeeep Sikka)

Purpose

To play a leadership role in driving financial literacy and prosperity across India with a future-ready approach.



Mission statement

To create and nurture a world-class, performance-driven, and socially responsible ecosystem aimed at consistently delighting our investors and other stakeholders.



Vision statement

To consistently create a better future for our investors by making the best use of our local and global capabilities with enhanced technological preparedness.



NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Nippon Life India Asset Management Limited will be held on Tuesday, July 12, 2022 at 11.00 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

- (1) To consider and adopt:
 - a. the audited standalone financial statement of the Company for the financial year ended March 31, 2022 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, 2022 and the report of the Auditors thereon.
- (2) To confirm the payment of Interim Dividend of Rs. 3.50 per Equity Share and to declare a Final Dividend of Rs. 7.50 per Equity Share for the financial year 2021-22.
- (3) To appoint a director in place of Mr. Akira Shibata (DIN: 08107588), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

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 in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, Mr. Minoru Kimura (DIN: 07497568), who has given his consent for appointment as a Director of the Company and who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 21, 2022 and who holds office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Act, 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 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 and the Board of Director 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. Tomohiro Yao as the Non-executive Non-independent Director**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, Mr. Tomohiro Yao (DIN: 08429687), who has given his consent for appointment as a Director of the Company and who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 21, 2022 and who holds office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Act, 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 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 and the Board of Director of the Company, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation."

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

Nilufer Shekhawat
Company Secretary
Membership No.: A – 23264

Registered Office

4th Floor, Tower A, Peninsula Business Park,
Ganapatrao Kadam Marg, Lower Parel (West),
Mumbai- 400 013
CIN: L65910MH1995PLC220793
Website: <https://mf.nipponindiaim.com>
Tel.: +91 22 68087000, Fax: +91 22 68087097
E-mail: Investorrelation@nipponindiaim.com

Date: April 26, 2022

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), relating to the special business to be transacted at the Annual General Meeting (the "AGM") is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, December 8, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Corporate Members are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the scrutinizer by email through its registered email address to siroyam@gmail.com with a copy marked to evoting@nsdl.co.in
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories").

Process for registration of e-mail id for obtaining Notice of the AGM along with Annual Report.

If your e-mail address is not registered with the Depositories (if shares held in electronic form) / Company (if shares held in physical form), you may write to namindiainvestor@kfintech.com to receive the Notice of the AGM along with the Annual Report 2021-22.

Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website <https://mf.nipponindiaim.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock

Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

6. SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular. The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website <https://mf.nipponindiaim.com>. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid. In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants
7. Process for registration of e-mail address for obtaining Annual Report and all future correspondence and updation of the bank account details:

Type of holder	Process to be followed	
Physical Holding	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited (Kfintech) either by email to ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13

Type of holder	Process to be followed	
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat Holding	Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.	

8. Non-Resident Indian members are requested to inform Kfintech 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, if not furnished earlier.
9. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency for conducting of the e-AGM and providing e-voting facility.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The certificate from the Practicing Company Secretary confirming the compliance of The SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014] with respect to the Company's Employees Stock Option Schemes will be available for inspection through electronic mode. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, upon request will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to investorrelation@nipponindiaim.com.

13. Re-appointment of Director:

At the ensuing AGM, Mr. Akira Shibata (DIN: 08107588), is liable to retire by rotation in terms of section 152(6) of the Act, and, being eligible, has offered himself for re-appointment.

14. Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the IEPF. In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF.

Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on March 31, 2021 on its website at <https://mf.nipponindiaim.com/investor-service/customer-service/nam-india-shareholders-investors> and also on the website of the Ministry of Corporate Affairs.

15. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
16. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
17. The Company has fixed Friday, July 1, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM. The final dividend, once approved by the members in the ensuing AGM will be paid on and from July 19, 2022, subject to deduction of tax at source, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent