

NOTICE IS HEREBY GIVEN THAT the Twenty Seventh Annual General Meeting of the Members of Aditya Birla Sun Life AMC Limited will be held on Monday, June 28, 2021, at 11.00 AM through Audio- Visual mode on Microsoft Teams to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:-

- i. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 including the Audited Balance Sheet as on March 31, 2021 and the Statement of Profit and Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon; and
- ii. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 including the Audited Consolidated Balance Sheet as on March 31, 2021 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.

To consider and pass the following resolutions as Ordinary Resolutions:

- i. **“RESOLVED THAT** the audited Standalone Financial Statement of the Company as per Indian Accounting Standard (Ind AS) for the financial year ended March 31, 2021 including the audited Balance Sheet as on March 31, 2021, the Statement of Profit and Loss alongwith the relevant Schedules and notes annexed thereto, Cash Flow Statement of the Company for the year ended on that date and the Report of the Board of Directors and Auditors thereon be and are hereby approved and adopted;
- ii. **“RESOLVED FURTHER THAT** the audited Consolidated Financial Statement of the Company as per Indian Accounting Standard (Ind AS) for the financial year ended March 31, 2021 including the audited consolidated Balance Sheet as on March 31, 2021, the consolidated Statement of Profit and Loss along with the relevant Schedules and notes annexed thereto, Cash Flow Statement of the Company for the year ended on that date and the Report of the Auditors thereon be and are hereby approved and adopted.”

2. To re-appoint a Director in place of Mr. Ajay Srinivasan (DIN: 00121181), who retires by rotation and being eligible offers himself for re-appointment.

To consider and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT Mr. Ajay Srinivasan (DIN: 00121181), who retires by rotation at this Annual General Meeting, be and is hereby re-elected as a Director of the Company, whose office shall be liable to retire by rotation.”

3. To re-appoint a Director in place of Mr. Sandeep Asthana (DIN: 00401858), who retires by rotation and being eligible offers himself for re-appointment.

To consider and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT Mr. Sandeep Asthana (DIN: 00401858), who retires by rotation at this Annual General Meeting, be and is hereby re-elected as a Director of the Company, whose office shall be liable to retire by rotation.”

4. To confirm the payment of interim dividend and final dividend to the equity shareholders of the Company for the financial year ended March 31, 2021.

To consider and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the interim dividend of ₹ 77.78 per share declared by the Board of Directors of the Company on January 25, 2021 on 18,000,000 equity shares of ₹ 10/- each amounting to an aggregate of ₹ 1,40,00,40,000 (Rupees One Hundred and Forty Crore and Forty Thousand Only) be and is hereby confirmed.”

RESOLVED FURTHER THAT the final dividend of ₹ 2.45 per equity share of ₹ 5/- each for the year ended 31st March, 2021 on 28,80,00,000 Equity Shares of ₹ 5/- each aggregating to ₹ 70,56,00,000 out of current year's profit, be and is hereby declared and the same be paid as recommended by Board of Directors, to those Equity shareholders whose names appear on the Register of Members of the Company as on May 7, 2021.”

**By Order of the Board
For Aditya Birla Sun Life AMC Limited**

Sd/-
**Hemanti Wadhwa
Company Secretary
FCS – 6477**

**Dated: June 14, 2021
Place: Mumbai**

NOTES:

- a. In view of the outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5th May, 2020 read together with its circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 ('the Act'), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- b. Corporate members intending to depute their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution- Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
- c. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the financial year 2020-21 is also available on the Company's website at www.mutualfund.adityabirlacapital.com
- d. Members are requested to mention their DP ID and Client ID at the Meeting.
- e. All 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 up to the date of Annual General Meeting.
- f. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- g. The Explanatory Statement pursuant to section 102(2) of the Companies Act, 2013, is annexed hereto and forms part of this Notice.
- h. In terms of the general circular no. 14/2020 dated April 08, 2020, no.17/2020 dated April, 13, 2020, no. 22/2020 dated June 15, 2020, no. 33/2020 dated September 28, 2020 and no.39/2020 dated December 31, 2020 (MCA Circulars) issued by the MCA, the Company would holding the AGM through Video Conferencing (VC) facility.
- i. Instructions for joining the AGM through VC are as follows:
 - Members/ participants will receive an e-mail for joining the meeting through Microsoft Teams with date and time of the meeting.

- It is advisable to download the Microsoft team app on your PC/tablet/Phone/iPad (if not done earlier) and keep it ready.
- At the bottom of the email, there will be an option to Join Microsoft Teams Meeting. Click on the said link
- In case, you have Microsoft team app on your system/device, it will direct you to Microsoft team app to connect the meeting. Thereafter, click Join now tab to join the meeting.
- In case, you do not have/fail to configure Microsoft team app on your system/device by any chance, then you can join through web page instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on Join now tab and wait therein, the Organiser will accept and allow you to join the meeting.
- Facility of joining the AGM through VC shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time and will be available for Members on first come first served basis.
- Participants/ members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues.
- Please ensure the WIFI/Dongle/hotspot/Router etc is up and running with good speed during the whole duration of the meeting for enable you to participate efficiently.
- In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest. (For e.g. XYZ joined).
- The meeting will be recorded. The transcript of the meeting will be uploaded on the website of the Company on <https://mutualfund.adityabirlacapital.com>
- The organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/members can unmute themselves at the time of presentation / speaking.
- Every participant/ member shall identify himself/herself at the time of making presenting/speaking on any item of agenda.
- To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of particular agenda item or by sending email in advance on ABSLAMC.CS@adityabirlacapital.com

- Please ensure that no person other than the invited participants should have access to the meeting. Please do not forward e-invite to any other person.
- We encourage you to download the Microsoft team app and test the link in advance before the start of the meeting. We recommend do not use / join through web-version because it may have voice and video quality issue. If you are unable to download the Microsoft team app, please reach out to us for assistance at the earliest.
- Since this AGM is being held pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
- Since the AGM will be held through VC, the route map of the venue of the AGM is not annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 2 & 3 of the accompanying Notice:

ITEM NO. 2:

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for reelection at such meeting. Independent Directors and Managing Director & CEO are not subject to retirement by rotation.

Accordingly, Mr. Ajay Srinivasan (DIN: 00121181) being longest in the office will retire by rotation and being eligible has offered himself for re-appointment. The Directors' accordingly, recommend the Ordinary Resolution at Item No.2 of the accompanying Notice for approval by the members of the Company.

Other than Mr. Ajay Srinivasan, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.2 of the accompanying Notice. Mr. Ajay Srinivasan is not related to any other Director or KMP of the Company.

Additional information with respect to Mr. Ajay Srinivasan, pursuant to the Secretarial Standards on General Meetings (SS-2), is given below:

Following is the brief profile of the Director to be re-appointed as Associate Non Executive Director:

Name	Mr. Ajay Srinivasan
Date of Birth	02-11-1963
Qualification	BA with Honours in Economics from St Stephens College, University of Delhi and PGDM from the Indian Institute of Management, Ahmedabad
Experience	Mr. Srinivasan is the Non-Executive Director of our Company. He is the Chief Executive Officer at ABCL, the non-operating holding company for the financial services businesses of the Aditya Birla group. He joined the Aditya Birla group in 2007, and during his tenure, the business under ABCL grew significantly. Before joining the Aditya Birla group, he has had experience in leadership positions with financial institutions having operations in India and internationally. He is also the chairman of the CII National Committee on NBFCs. He holds a bachelor's degree in arts (honours) from University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is a certified financial planner by the Association of Financial Planners. He is also on the board of Aditya Birla ARC Limited since October 30, 2018, Aditya Birla Capital Foundation since October 27, 2018, Aditya Birla Finance Limited since July 31, 2007, and Aditya Birla Health Insurance Company Limited since April 22, 2015.
Date of Appointment	08-02-2007
Shareholding in the Company	NA
Relationship with other Directors	NA
Number of meetings attended during the year	Stated in the Board's Report
Other Directorship	<ul style="list-style-type: none"> • Aditya Birla Sun Life Insurance Company Limited • Aditya Birla Finance Limited • Aditya Birla Management Corporation Private Limited • Aditya Birla PE Advisors Private Limited • Aditya Birla Capital Limited • Aditya Birla Health Insurance Company Limited • Aditya Birla Capital Foundation (Section 8 Company under Companies Act, 2013) • Aditya Birla ARC Limited • Aditya Birla Housing Finance Limited
Membership / Chairmanship of Committees of other Boards	As per Annexure-1

ITEM NO. 3:

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for reelection at such meeting. Independent Directors and Managing Director & CEO are not subject to retirement by rotation.

Accordingly, Mr. Sandeep Asthana (DIN: 00401858) being longest in the office will retire by rotation and being eligible has offered himself for re-appointment. The Directors' accordingly, recommend the Ordinary Resolution at Item No.3 of the accompanying Notice for approval by the members of the Company. Additional information with respect to Mr. Sandeep Asthana, pursuant to the Secretarial Standards on General Meetings (SS-2), is given below.

Other than Mr. Sandeep Asthana, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.3 of the accompanying Notice. Mr. Sandeep Asthana is not related to any other Director or KMP of the Company.

Following is the brief profile of the Director to be re-appointed as Associate Non Executive Director:

Name	Mr. Sandeep Asthana
Date of Birth	16.04.1968
Qualification	B. Tech (IIT, Mumbai), MBA (IIM, Lucknow)
Experience	Mr. Sandeep Asthana is a Non-Executive Director of our Company. He holds a bachelor's degree in chemical engineering from Indian Institute of Technology, Bombay and a post-graduate diploma in management from Indian Institute of Management, Lucknow. He brings over 27 years of experience across insurance and asset management. He is the Country – Head, India, for Sun Life Financial since 2011. His experience covers leadership roles in Reinsurance Group of America (RGA Re), Unit Trust of India (UTI) and Zurich Risk Management Services (India) Private Limited. He is also on the board of Aditya Birla Sun Life Insurance Company Limited and Aditya Birla Sun Life Pension Management Limited.
Date of Appointment	27-04-2011
Shareholding in the Company	NA
Relationship with other Directors	NA
Number of meetings attended during the year	Stated in the Board's Report
Other Directorship	<ul style="list-style-type: none"> Aditya Birla Sun Life Insurance Company Limited Aditya Birla Sun Life Pension Management Limited
Membership / Chairmanship of Committees of other Boards	As per Annexure-1

**By Order of the Board
For Aditya Birla Sun Life AMC Limited**

Sd/-

**Dated: June 14, 2021
Place: Mumbai**

**Hemanti Wadhwa
Company Secretary
FCS – 6477**

Annexure-1

1. Mr. Ajay Srinivasan

Sr. No.	Name of the Company	Name of the Committee	Member/Chairman
1	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
		Asset Liability Management Committee	Member
		Policyholders' Protection Committee	Member
2	Aditya Birla PE Advisors Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
3	Aditya Birla Sun Life AMC Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Investment Committee - Mutual Funds	Member
		Investment Committee - Alternate Assets	Member
		Product Committee	Member
		Initial Public Offer Committee	Member
4	Aditya Birla Finance Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Committee	Member
		Finance Committee	Member
		Share Allotment Committee	Member
		PIT Regulation Committee	Member
		NPA Purchase/Sale Committee	Member
5	Aditya Birla Health Insurance Co Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Investment Committee	Member
		Policyholder Protection Committee	Member
		Share Allotment Committee	Member

Sr. No.	Name of the Company	Name of the Committee	Member/ Chairman
6	Aditya Birla ARC Limited	Asset Acquisition and Resolution Committee	Chairman
		Audit Committee	Member
7	Aditya Birla Capital Limited	PIT Regulations Committee	Member
		IT Strategy Committee	Member
		Asset Liability Management Committee	Member
8.	Aditya Birla Housing Finance Limited	Audit Committee	Member
		Nomination & Remuneration Committee	
		Corporate Social Responsibility Committee	
		Risk Committee	
		Securities Allotment & Transfer Committee	

2. Mr. Sandeep Asthana

Sr. No.	Name of the Company	Name of Committee	Chairman / Member
1.	Aditya Birla Sun Life AMC Limited	Audit Committee	Member
		Risk Management Committee	
		Product committee	
		Corporate Social Responsibility Committee	
		Nomination & Remuneration Committee	
		Investment Committee- Mutual Fund	
		Investment Committee- Alternate Assets	
		Initial Public Offer Committee	
2.	Aditya Birla Sun Life Insurance Company Limited	Audit Committee	Member
		Risk Management Committee	
		Corporate Social Responsibility Committee	
		Asset Liability Management Committee	
		Investment Committee	
		Policyholders' Protection Committee	
3.	Aditya Birla Sun Life Pension Management Limited	Investment Committee	Member
		Nomination and Remuneration Committee	

AGM INFORMATION

Particulars	Details
Date & Time	Monday, 27 th day of June, 2021 at 11.00 AM
Venue	through Audio - Visual facility on Microsoft Teams

Since the AGM will be held through Audio-Visual facility, the route map of the venue of the AGM is not annexed hereto. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed hereto.