

NOTICE is hereby given that the 13th Extra Ordinary General Meeting (EOGM) of the Members of **Aditya Birla Sun Life AMC Limited** ("the Company") will be held on Thursday, 15th day of April, 2021 at 4 PM through Audio- Visual mode on Microsoft Teams at **shorter notice** to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit to pass with or without modification(s) the following resolution **as Special Resolution:**

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder and based on the recommendation of the Nomination, Remuneration and Compensation Committee, consent of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Bharat Vithalbhai Patel (DIN: 00060998) as an Independent Director of the Company till the expiry of his existing term notwithstanding that he had attain the age of 75 years in September 2019."

2. To consider and if thought fit to pass with or without modification(s) the following resolution **as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Rules made thereunder and all other applicable provision(s), if any, of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof), consent of Members of the Company be and is hereby accorded for adoption of new set of Articles of Association in place of existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

3. To consider and if thought fit to pass with or without modification(s) the following resolution
as Special Resolution:

“RESOLVED THAT in partial modification to the earlier resolution passed and pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, including rules and regulations formed, under of Companies Act 2013 and other applicable laws, rules and regulations (including any statutory amendment, modification or re-enactment to the Act or the Regulations for the time being in force) and such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities, the members of the Company be and hereby grant approval for the adoption of the ‘Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021’ (“Scheme 2021”) and to create, offer, issue and allot in one or more tranches under the said Scheme at any time to or for the benefit of permanent employees of the Company and Directors of the Company, such number of stock options (“Options”) and/ or restricted stock units (“RSUs”), not exceeding 46,08,000 (Forty Six Lakhs Eight Thousand Only) Equity Shares (adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021) being 1.60% (one point sixty percent) of the fully diluted paid-up capital of the Company, adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) in accordance with the Guidelines or other applicable provisions of the respective laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, change in capital structure and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the the ‘Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021’ (“Scheme 2021”) shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Nomination, Remuneration and Compensation Committee be and is hereby authorised to approve the ESOP Plan and to grant ESOPs under the Scheme.

RESOLVED FURTHTER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution”.

4. To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT in partial modification to the earlier resolution passed and pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, including rules and regulations formed, under of Companies Act 2013 and other applicable laws, rules and regulations (including any statutory amendment, modification or re-enactment to the Act or the Regulations for the time being in force) and such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities, the members of the Company be and hereby grant approval for the adoption of the ‘Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021’ (“Scheme 2021”) and to create, offer, issue and allot in one or more tranches under the said Plan at any time to or for the benefit of permanent employees and Directors of the Holding Company and/ or the Subsidiary Company/(ies) whether in India or elsewhere, such number of stock options (“Options”) and/or Restricted Stock Units (RSUs) not exceeding 46,08,000 (Forty Six Lakhs Eight Thousand Only) Equity Shares (adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021) being 1.60% (one point sixty percent) of the fully diluted paid-up capital of the Company, adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) in accordance with the Guidelines or other applicable provisions of the respective laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, change in capital structure and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the the 'Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021' ("Scheme 2021") shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Nomination, Remuneration and Compensation Committee be and is hereby authorised to approve the ESOP Plan and to grant ESOPs under the Scheme.

RESOLVED FURTHTER THAT the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution".

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

**Sd/-
Hemanti Wadhwa
Company Secretary
FCS No- 6477**

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

NOTES:

- a. 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.
- b. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website <https://adityabirlasunlifemf.com>
- c. The proceedings of the EOGM shall be deemed to be held at Mumbai, India.
- d. Members are requested to notify immediately change of address, if any, at the registered office of the Company.
- e. All documents referred to in the accompanying Notice shall be made available on request for inspection by the Members. The members can write an email to BSLAMC.Compliance@adityabirlacapital.com.
- 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 EOGM through Video Conferencing (VC) facility.
- i. Instructions for joining the EGM 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://adityabirlasunlifemf.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 BSLAMC.Compliance@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 EGM 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 EGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1:

In light of offer for sale to public ("IPO") which is envisaged the Company has to be compliant of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"). As per Regulation 17 of SEBI Listing Regulations, no listed Company shall continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution by the members of the Company is passed.

The shareholders of the Company had re-appointed Mr. Bharat Vithalbhai Patel as an Independent Director of the Company at their Extra Ordinary General Meeting held on September 23, 2019, for a period starting from August 25, 2019 and ending on June 26, 2022. As on date, he has attained age of 76 years. Considering his enriched experience and appreciable contribution, it is recommended to continue his Directorship as an Independent Director of the Company till the expiry of his existing term notwithstanding that he had attained the age of 75 years in September 2019.

The Board of Directors of the Company is of the opinion that Mr. Bharat Vithalbhai Patel has provided valuable insights to the Company. In view of his enriched experience and appreciable contribution, his continuation as Director would be of immense benefit to the Company thus it is intended to continue availing his services. Also, he is in good health to continue further as an Independent Director. Hence, the Board of Directors and Nomination and Remuneration Committee at their meeting held on April 12, 2021 have recommended continuation of his term as an Independent Director even after attaining the age of Seventy-Five (75) years.

The Board of Directors recommends the Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that except Mr. Bharat Patel, none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise.

Item No. 2:

The members are hereby informed that in light of offer for sale to public ("IPO") which is envisaged and pursuant to the amendment to certain provisions of amended and restated shareholders agreement dated October 10, 2012, December 24, 2015, January 14, 2021 and Termination Agreement (the "Shareholders' Agreement") it is proposed to adopt a new set of Articles of Association of the Company to align it with applicable laws post listing and so as to align it with the amended Shareholders Agreement.

Pursuant to provisions of Section 14 of Companies Act, 2013, the Board of Directors, submits resolution for amendment of Articles of Association to be passed as a Special Resolution.

A copy of the existing as well as new Articles of Association of the Company will be available for inspection on request during working hours on any working day. Request email can be sent on BSLAMC.Compliance@adityabirlacapital.com.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise.

Item No. 3 and 4:

The Shareholders of the Company at its meeting held on April 06, 2021 had approved 'Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021' ("Scheme 2021") for the benefit of the present and future permanent employees and Directors of the Company and present and future permanent employees and Directors of the Holding Company and/ or the Subsidiary Company/(ies) whether in India or elsewhere.

Further, the Board at its meeting held on April 14, 2021, have recommended the shareholders to approve increase in the offer, issue and allotment in one or more tranches under the said Plan at any time to or for the benefit of permanent employees and Directors of the Company and the Holding Company and/ or the Subsidiary Company/(ies) whether in India or elsewhere, such number of stock options ("Options") and/or Restricted Stock Units (RSUs) not exceeding 46,08,000 (Forty Six Lakhs Eight Thousand Only) Equity Shares (adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021) being 1.60% (one point sixty percent) of the fully diluted paid-up capital of the Company, adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021). Therefore the options and/or RSUs proposed to be issued under the said scheme is increased from 1.50% to 1.60% of the fully diluted paid-up capital of the Company (adjusted for the Sub-division and issue of Bonus Equity Shares approved by the Board vide resolution dated 5th April 2021) through partial modification of earlier resolution passed by the Members on April 6, 2021.

The Scheme 2021 is being formulated in accordance with the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SEBI SBEB Regulations**”)

Relevant details with respect to the aforementioned Scheme 2021 are as follows:

(i) Total number of Options and RSUs (Collectively the “Stock Options”) to be granted:	<p>The total number of Stock Options that may in the aggregate be granted shall be such number that will entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 46,08,000 equity shares of Rs. 5/- each (the “Equity Shares”) being 1.60% (one point sixty percent) of the fully diluted paid-up capital of the Company (or such other numbers adjusted pursuant to change in capital structure and other corporate actions or such other number as may be approved by the Board and the Shareholders from time to time.) in one or more tranches, whereby each such Stock Options, as the case may be, confers a right upon the Grantee to apply for 1 (one) Equity Share, in accordance with the terms and conditions of the Scheme 2021 (which shall be adjusted in lieu of adjustments/re-organisation of capital structure and other corporate actions of the Company from time to time).</p> <p>The aggregate number of Stock Options that shall be Granted under the Scheme 2021, shall not be exercisable into more than 1.60 % of the overall ceiling of 46,08,000 Equity Shares (which number may be adjusted pursuant to change in capital structure and other corporate actions of the Company or such other number as may be approved by the Board and the Shareholders from time to time).</p> <p>Stock Options not Vested due to non-fulfillment of the Vesting Conditions, Vested Options and Vested RSUs which the Grantees have expressly refused to Exercise, Stock Options (Vested and not Exercised and Unvested) which have been surrendered and any Stock Options Granted but not Vested or Exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for Grant by the Nomination, Remuneration and</p>
--	--

	Compensation Committee to any Employee(s) as it may deem fit in its absolute discretion, whether under the Scheme 2021 or any amendment thereto or under a new scheme, as a fresh grant, subject to compliance with the provisions of the Applicable Law.
(ii) Identification of Classes of employees entitled to participate in the Scheme 2021:	<p>(a) a permanent employee of the Company working in India or out of India; or (b) a director, whether managing / whole time director of the Company or not, but excluding an Independent Director; or (c) an Employee, as specified in (a) or (b) in this paragraph above, of a Subsidiary company, in India or out of India, or of a Holding company, but excludes:</p> <p>(i). an employee who is a Promoter or a person belonging to the Promoter Group;</p> <p>(ii). an Independent Director (unless permitted otherwise under law);</p> <p>(iii). a director who either by self or through his/her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity share capital of the Company.</p>
(iii) Appraisal process for determining the eligibility of the employees	<p>The appraisal process for determining the eligibility of the Employees will be specified by the Nomination, Remuneration and Compensation Committee, and will be based on criteria such as role/level of the Employee, past performance record, future potential of the Employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the Nomination, Remuneration and Compensation Committee at its sole discretion.</p> <p>The Board or the Nomination, Remuneration and Compensation Committee may decide to extend the benefits of the Scheme 2021 to new entrants or to existing employees on such basis as it may deem fit, in accordance with applicable law.</p>

(iv) Requirements of Vesting and period of Vesting	<p>The Stock Options Granted under the Scheme 2021 shall Vest not earlier than one year in one or more tranche and not later than five years, subject to compliance with the minimum Vesting Period of one year from the Grant Date, in the manner set out in the respective vesting letters to the Grantees from time to time or such other period or manner as may be determined by the Board or Nomination, Remuneration and Compensation Committee from time to time.</p> <p>In case where Stock Options are granted by the Company under this Scheme 2021 in lieu of options held by a person under an employee stock option scheme in another company which has merged or amalgamated with the Company, the period during which the options granted by the transferor company were held by the person shall be adjusted against the minimum Vesting Period set out above.</p> <p>Vesting of Stock Options shall be subject to, amongst other things, the conditions that (A) the Company's Shares are listed on a Recognised Stock Exchange, (B) a minimum of 1 (one) year has completed from Grant Date, and (C) the Grantee is (i) in continuous employment with the Company (or its Holding company or Subsidiary company); (ii) is not serving any notice of resignation/ termination on the date of such Vesting (except in the case of (a) death (b) Permanent Incapacity suffered by the Grantee (c) Retirement or (d) incase of transfer or deputation to an Associate Company and (iii) is not subject to any pending disciplinary proceeding.</p> <p>In case of Stock Options granted prior to listing of the Company's Shares on a Recognized Stock Exchange, in the event the Company's Shares are not listed on a Recognized Stock Exchange within 2 (two) years from the Grant Date, then such Stock Options granted shall lapse, unless otherwise decided by the Nomination, Remuneration and Compensation Committee, in its discretion as deemed fit.</p> <p>The Board or the Nomination, Remuneration and Compensation Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the</p>
--	--

	<p>granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period.</p> <p>The vesting schedule (i.e. exact proportion in which and the exact period over which the Stock Options would vest) would be determined by the Nomination, Remuneration and Compensation Committee, subject to the minimum vesting period of one year from the date of grant of Stock Options. The Stock Options granted under the Scheme 2021 shall vest in one or more tranches.</p>
(v) The maximum period within which the options shall be vested	The Stock Options Granted under the Scheme 2021 shall Vest not earlier than one year and not later than five years, subject to compliance with the minimum Vesting Period of one year from the Grant Date, or such other period or manner as may be determined by the Nomination, Remuneration and Compensation Committee from time to time.
(vi) Exercise Price or pricing formula for Options	The Equity Shares may be issued at such price that the Board or the Nomination, Remuneration and Compensation Committee may determine on the date of the grant of the Options under the Scheme 2021 and specified in the relevant grant documents provided that the exercise price per Stock Option shall not be less than the face value of the equity share of the Company. Employee shall bear all tax liability in relation to grant of options.
(vii) Exercise Period and process of exercise	<p>The Stock Options Granted to a Grantee shall be capable of being Exercised within a period of five years from the date of Vesting of the respective Stock Options or such other period as may be determined by the Nomination, Remuneration and Compensation Committee from time to time.</p> <p>During the Exercise Period relating to each Vesting, the Vested Options and the Vested RSUs can be Exercised in one or more tranches, such that each tranche will be a minimum of 500 options or 100 RSUs, as the case may be, except in cases where the number of Vested Options</p>

	<p>is less than 500 or where the number of outstanding Vested RSUs is less than 100.</p> <p>The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the Nomination, Remuneration and Compensation Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.</p>
(viii) The lock in period, if any	<p>There will be no Lock-In Period in respect of the Equity Shares, which may be issued or transferred upon Exercise of the Stock Options Granted pursuant to Scheme 2021, other than in the event of termination of employment as a 'Good Leaver', as decided by the Nomination, Remuneration and Compensation Committee may, in its sole discretion</p> <p>In the event of termination of employment as a Good Leaver, the Nomination, Remuneration and Compensation Committee may, in its sole discretion, accelerate the vesting of the Unvested Stock Options held by the Good Leaver, subject to compliance with the minimum Vesting Period of one year and shall vest on the last date of the employment (the "Acceleration"). Such accelerated Vested Stock Options shall be exercisable within the period set out in the Vesting letter to be issued in this regard, subject to Applicable Law (the "Accelerated Vesting Letter"). The Equity Shares resulting from the exercise of the accelerated Vested Stock Options may be subject to a lock-in period of one year from the date of allotment or transfer, as applicable, if so specified in the Accelerated Vesting Letter.</p>
(ix) Maximum number of options to be granted per employee and in aggregate	As covered in point (i)
(x) The method which the Company shall use to value its options	The Company shall use the Fair Value method for valuation of the Stock Options as permitted under Applicable Law and shall also make necessary disclosures as may be required in this regard under Applicable Law.

(xi) The Conditions under which option vested in employees may lapse. e.g. in case of termination of employment for misconduct	Upon the occurrences of certain events, the Stock Options may lapse, including and not limited to: <ul style="list-style-type: none"> a. Termination of employment within 1 year b. In case of breach of Company policies or terms of employment c. Employee surrendering the Stock Options d. Non-fulfillment of vesting conditions (time or performance conditions). e. Stock Options vested, (including situations such as death or permanent incapacity) , if not exercised within the time period specified in the grant letter or on such conditions as may be specified by the Board or Nomination, Remuneration and Compensation Committee, shall lapse.
(xii) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.	All Vested Stock Options as on such date shall, at the discretion of the Nomination, Remuneration and Compensation Committee, be exercisable by the Grantee within the period specified in the relevant Vesting Letter or Grantee's last working day whichever is earlier.
(xiii) Disclosure of Accounting Policies	Company shall comply with such applicable disclosure and accounting policies as prescribed by the Companies Act or the SEBI SBEB Regulations, as may be applicable and those prescribed by the concerned authorities from time to time.
(xiv) Implementation and Administration	The Scheme 2021 shall be administered through the Nomination, Remuneration and Compensation Committee.
(xv) Whether the Scheme 2021 involves new issue of Equity Shares by the Company or secondary acquisition or both.	The Scheme 2021 will involve fresh issue of Equity Shares by the Company.
(xvi) The amount of loan to be provided for the implementation of the Scheme 2021 by the Company to the trust,	This requirement is not applicable.

its tenure, utilisation, repayment terms	
(xvii) Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme 2017.	The Scheme 2021 will not involve secondary acquisition of Equity Shares and accordingly, this requirement is not applicable.
(xviii) Transferability of Stock Options	The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees.
(xix) Other Terms	<p>The Board or Nomination, Remuneration and Compensation Committee shall have the absolute authority to vary or modify the terms of the Scheme 2021 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted stock options under the Scheme 2021.</p> <p>The Nomination, Remuneration and Compensation Committee may re-price the Options, which are not exercised, if such Options are rendered unattractive due to fall in the share price of the Company in the stock market. Provided that the Nomination, Remuneration and Compensation Committee shall ensure that such re-pricing shall not be detrimental to the interest of the Grantees and such re-pricing is in terms of and in compliance with Applicable Law.</p> <p>Subject to the approval of the Recognised Stock Exchange(s), the Equity Shares issued upon exercise of the Vested Stock Options, as the case may be, shall be listed on such Recognised Stock Exchange(s).</p>

	<p>An Employee may surrender his Stock Options (Vested and un-Exercised and Unvested) at any time during his employment with the Company till the Scheme 2021 remains in effect. Any Employee willing to surrender his Stock Options shall communicate the same, in writing, to the Nomination, Remuneration and Compensation Committee. Thereafter the surrendered Stock Options shall lapse or expire with effect from the date of surrender and the underlying Shares shall become available for future Grant in the form of Stock Options as per discretion of Nomination, Remuneration and Compensation Committee.</p> <p>As the Scheme 2021 would entail issue of further Equity Shares to persons other than the existing Members, in terms of Section 62 of the Companies Act, 2013, as amended, consent of the Members is required by passing a special resolution in general meeting. Further, approval of Members by passing a special resolution is required for offering Stock Options under SEBI SBEB Regulations if benefits of the Scheme 2021 as stated in Resolution No. 5 of this Notice are being extended to the employees of the subsidiary/Holding company(ies) of the Company.</p> <p>Therefore, a separate resolution, as stated in Resolutions No. 4 is proposed to extend the benefits of the Scheme 2021 to the permanent employees including Managing or Whole-time Directors of the Holding/ Subsidiary Companies of the Company, in accordance with applicable laws.</p>
--	---

Further the Company shall comply with the applicable accounting standards.

The Nomination, Remuneration and Compensation Committee shall be authorized to approve the ESOP Plan and to grant ESOPs under the Scheme

Stock options and RSUs are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

This Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement an Employee Stock Option Scheme. The main objective of the Scheme is to give employees, who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract the best talent available in the market.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise.

The Board thereby recommends passing of the resolutions as set out under Item No. 3 and 4 of the Notice for approval of the members as special resolutions for amendment to the Aditya Birla Sun Life AMC Limited Employee Stock Option Scheme 2021.

By Order of the Board

For Aditya Birla Sun Life AMC Limited

Sd/-

Hemanti Wadhwa

Company Secretary

FCS No- 6477

Place: Mumbai

Dated: April 14, 2021

EOGM INFORMATION

Particulars	Details
Date & Time	Thursday, 15 th day of April, 2021 at 4 PM
Venue	through through Audio - Visual facility on Microsoft Teams

Since the EOGM will be held through Audio-Visual facility, the route map of the venue of the EOGM 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.