



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

**NOTICE** is hereby given that the Tenth Extra Ordinary General Meeting (EOGM) of the Members of **Aditya Birla Sun Life AMC Limited** ("the Company") will be held on Monday, the 05<sup>th</sup> day of August, 2019 at 11.30 AM at The Board Room at One Indiabulls Centre, Tower-1, 17<sup>th</sup> Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 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 the provisions of Section 149, 161, 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & Regulation 22 (c) of the SEBI (Mutual Funds) Regulations, 1996 & applicable provisions of the Articles of Association of the Company, and on the basis of the recommendation of Nomination and Remuneration Committee and approval of the Board of Aditya Birla Sun Life Trustee Private Limited, Mr. A Balasubramanian (DIN: 02928193) who was appointed as an Additional Director designated as Managing Director by the Board of Directors on July 25, 2019 and who holds office up to the date of the next Annual General Meeting and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Managing Director of the Company for a term of 5 years with effect from July 25, 2019 on the following terms:

- A. Period: 5 Years with effect from July 25, 2019 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. Remuneration:
  - i. Basic Salary: ₹ 12,36,667/- (Rupees Twelve Lacs thirty six thousand six hundred and sixty seven only) per month.
  - ii. Special Allowance: ₹ 8,83,724/- (Rupees Eight Lacs eighty three thousand seven hundred and twenty four only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, and Leave encashment.
  - iii. Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, with Target Annual Incentive at 100% achievement of ₹2,59,70,000/- (Rupees Two crores fifty nine lacs seventy thousand only) per annum, subject to a maximum of 3,89,55,000/- (Rupees Three crores eighty nine lacs fifty five thousand only) per annum.
  - iv. Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units, LTIC linked to any performance matrices e.g. EBITDA, PBT, etc as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company

and/or its Parent/Subsidiaries and/or any other Incentive applicable to Senior Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.

C. Perquisites:

- i. Housing: Free furnished accommodation or House Rent Allowance in lieu of Company provided accommodation as per Company's policy.
  - ii. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company policy.
  - iii. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
  - iv. Two cars for use of Company's Business as per Company Car policy.
  - v. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
  - vi. Leave and encashment of leave: as per the policy of the Company.
  - vii. Personal accident Insurance Premium: as per the policy of the Company.
  - viii. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: as per the policy of the company.
  - ix. Gratuity and /or contribution to the Gratuity Fund of Company as per the policy of the Company.
  - x. Other Allowances / benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.
- D. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- E. Subject as aforesaid, the Managing Director & Chief Executive Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. A Balasubramanian, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or reenactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. A Balasubramanian in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Members or any other statutory approvals as the case may be.
- I. The Nomination and Remuneration Committee will review and recommend the remuneration payable to the Managing Director & Chief Executive Officer during the tenure of his appointment.



- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. A Balasubramanian would not be holding any office or place of profit by him being a mere Director of the Company's Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of Subsidiaries / Joint Ventures of the Company or the Companies promoted by the Aditya Birla Group.
- K. Mr. A Balasubramanian shall be subject to retirement by rotation during his tenure as the Managing Director and Chief Executive Officer of the Company. So long as Mr. A Balasubramanian functions as the Managing Director and Chief Executive Officer, he shall not be paid any fees for attending the Meetings of the Board or any Committee(s) thereof of the Company.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration for period not exceeding 5 years from the date of appointment or such other period as may be statutorily permitted by salary perquisites, other allowances and benefits as specified above subject to receipt of requisite approvals, if any.

**RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee thereof and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution.

**RESOLVED FURTHER THAT** any one Director and / or Company Secretary of the Company be and are hereby jointly / severally authorised to issue the certified true copy of the resolution, to file necessary form/s with the Registrar of Companies, to give necessary intimation to other statutory authority(ies), to do all such acts, deeds and things and to take necessary action to give effect to the above resolution."

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

Sd/-

**Hemanti Wadhwa  
Company Secretary**

**Place: Mumbai  
Dated: July 25, 2019**

**Registered Office:**  
One India Bulls, Tower 1,  
17<sup>th</sup> Floor, Jupiter Mills,  
Senapati Bapat Marg, Elphinstone Road,  
Mumbai - 400013.  
CIN: U65991MH1994PLC080811

**Aditya Birla Sun Life AMC Ltd.**  
(Formerly known as Birla Sun Life Asset Management Company Ltd.)  
+91 22 4356 8000 | (F) +91 22 4356 8110 / 8111  
[www.adityabirlasunlifeamc.com](http://www.adityabirlasunlifeamc.com)

**Correspondence & Registered Office:** One Indiabulls Centre, Tower 1, 17th Floor,  
Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013  
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## NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

Proxy/Proxies submitted on behalf of limited Companies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- b. Proxies, in order to be effective, must be received at the Registered Office of the Company.
- c. 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.
- d. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website <https://mutualfund.adityabirlacapital.com>
- e. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Folio No.
- f. Members are requested to notify immediately change of address, if any, at the registered office of the Company.
- g. 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 Extra Ordinary General Meeting.
- h. 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.
- i. The Explanatory Statement pursuant to section 102(2) of the Companies Act, 2013, is annexed hereto and forms part of this Notice.

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

**Item No. 1:**

Mr. A Balasubramanian (DIN: 02928193), was appointed as an Additional Director designated as Managing Director of the Company with effect from July 25, 2019 by the Board of Directors. The Nomination and Remuneration Committee (NRC) of the Company had recommended the appointment of Mr. A Balasubramanian as an Additional Director designated as Managing Director at their meeting held on July 12, 2019. Pursuant to regulation 22 (c) of SEBI MF Regulations the Board of Directors of Aditya Birla Sun Life Trustee Private Limited had approved the appointment of Mr. A Balasubramanian as an Additional Director designated as Managing Director through circular resolution dated July 16, 2019.

Mr. A Balasubramanian holds office upto the date of next Annual General Meeting and is eligible for appointment as a Director. Mr. A. Balasubramanian has provided his consent to act as a Director on the Board of the Company. Also Company has received a notice from a member proposing his candidature as Director of the Company.

Mr. A. Balasubramanian is the Chief Executive Officer for Aditya Birla Sun Life AMC Limited and has been with the organization since 1994. He brings with him over 26 years of experience in the Mutual Fund industry as Portfolio Manager both in Fixed Income and Equity. Prior to assuming the role of the CEO of Aditya Birla Sun Life AMC Limited in 2009, Bala served as Chief Investment Officer from 2006-2009. Currently, he is on the Board of Governors of National Institute of Securities Markets (NISM), which is a SEBI established entity. He is also on the Committee of Corporate Bond Market Development of SEBI. Apart from these prestigious roles, he plays an active role in AMFI as a Board of Director. He has also held the position of Chairman of AMFI for 2 years from 2016-2018.

Approval of the Members is sought for the appointment of Mr. A Balasubramanian as Managing Director of the Company. Accordingly, the Board of Directors recommend the passing of the Special Resolution as set out in the Item No. 1 of the Notice.

The appointment shall be for a term of 5 years with effect from July 25, 2019.

**Director seeking Re-appointment at the 10<sup>th</sup> Extra Ordinary General Meeting**

Name	A. Balasubramanian
Date of Birth	05/06/1966
Age (in Years)	53
Qualification	BSc in Mathematics from Bharathidasan University MBA in Finance from Global NXT University Advanced Management Programme from IIMB & Harvard A.V.V.M Sri Pushpam College, Bharathidasan University. Tamil Nadu
Experience	He brings with him over 26 years of experience in the Mutual Fund industry as Portfolio Manager both in Fixed Income and Equity. Prior to assuming the role of the CEO of Aditya Birla Sun Life AMC Limited in 2009, Bala served as Chief Investment Officer from 2006-2009.
Date of Appointment	July 25, 2019
Shareholding in the Company	0.00014% (Holding as Nominee Shareholder of Aditya Birla Capital Limited)
Relationship with other Directors	NIL

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**Correspondence & Registered Office:** One Indiabulls Centre, Tower 1, 17th Floor,  
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Remuneration to be paid	As Per Resolution
Remuneration Last Drawn	-
Number of meetings attended during the year	-
Other Directorship	<ul style="list-style-type: none"> <li>• Association of Mutual Funds In India</li> <li>• Aditya Birla Sun Life Asset Management Company Pte. Ltd</li> <li>• Institution For Mutual Fund Intermediaries (IMFI)</li> <li>• Aditya Birla Sun Life Asset Management Company Ltd, Dubai</li> <li>• National Institute of Securities Market (NISM) promoted by Securities and Exchange Board of India (SEBI)</li> <li>• Compassites Software Solutions Private Limited</li> </ul>
Membership / Chairmanship of Committees of other Boards	NIL

Except Mr. A Balasubramanian, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

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

Sd/-

**Hemanti Wadhwa  
Company Secretary**

**Place: Mumbai  
Dated: July 25, 2019**

**Registered Office:**  
One India Bulls, Tower 1,  
17<sup>th</sup> Floor, Jupiter Mills,  
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**Form No. MGT – 11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>CIN</b>	:	U65991MH1994PLC080811
<b>Name of the company</b>	:	Aditya Birla Sun Life AMC Limited
<b>Registered office</b>	:	One India Bulls, Tower-1, 17 <sup>th</sup> Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013

<b>Name of the member (s)</b>	:	
<b>Registered address</b>	:	
<b>E-mail Id</b>	:	
<b>Folio No/ Client Id</b>	:	
<b>DP ID</b>	:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1.	<b>Name</b>	:	
	<b>Address</b>	:	
	<b>E-mail Id</b>	:	
	<b>Signature</b>	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tenth Extra Ordinary General Meeting of the Company, to be held on the Monday, the 05<sup>th</sup> day of August, 2019, at One Indiabulls Centre, Tower-1, 17<sup>th</sup> Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 at 11:30 am and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Special Resolution</b>
1.	Appointment of Mr. A. Balasubramanian (DIN 02928193) as Managing Director of ABSLAMC.

Signed this..... day of..... 2019

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.**

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**Aditya Birla Sun Life AMC Limited**

Corporate Identification Number (CIN): U65991MH1994PLC080811

Registered Office: One India Bulls, Tower-1, 17<sup>th</sup> Floor, Jupiter Mills, Senapati Bapat Marg,  
Elphinstone Road, Mumbai 400 013.

Tel: (022) 43568000, Fax: (022) 43568110/8111

Visit us at: <https://mutualfund.adityabirlacapital.com>

**ATTENDANCE SLIP**

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No. /*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the Tenth Extra Ordinary General Meeting of the Members of Aditya Birla Sun Life AMC Limited to be held on the Monday, the 05<sup>th</sup> day of August, 2019, at One Indiabulls Centre, Tower-1, 17<sup>th</sup> Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 at 11.30 A.M.

\_\_\_\_\_  
Signature of Member / Proxy

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## EOGM INFORMATION

Particulars	Details
Date	Monday, August 5, 2019
Venue	The Board Room, One Indiabulls Centre, Tower-1, 17 <sup>th</sup> Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013

### Route Map for the 10<sup>th</sup> Extra Ordinary General Meeting of Aditya Birla Sun Life AMC Limited



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