



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE IS HEREBY GIVEN THAT the Twenty Fourth Annual General Meeting of the Members of Aditya Birla Sun Life AMC Limited will be held on *Friday*, the 22nd day of June, 2018, at One India Bulls, Tower 1, 18th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013 at 11 A.M. 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, 2018 including the Audited Balance Sheet as on March 31, 2018 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, 2018 including the Audited Consolidated Balance Sheet as on March 31, 2018 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Pankaj Razdan (DIN: 00061240), who retires by rotation and being eligible offers himself for re-appointment.
4. To confirm the payment of interim dividend to the equity shareholders of the Company for the financial year ended March 31, 2018.
5. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactments thereof for the time being in force), the appointment of Messrs. Deloitte Haskins & Sells LLP., Chartered Accountants, Mumbai, bearing Firm Registration No. 117366W/W-100018, as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”



SPECIAL BUSINESS:

6. To appoint Mr. Claude Accum as a Non-Executive/ Associate Director of the Company and in this regard, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, (including any statutory modification(s) or re-enactments thereof for the time being in force) , Mr. Claude Accum (DIN: 07882135), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 25, 2017 and whose term of office expires at this Annual General Meeting (AGM) 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 Director, be and is hereby appointed as a Non-Executive/ Associate Director of the Company, liable to retire by rotation.”

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




Hemanti Wadhwa
Company Secretary
FCS - 6477

Place: Mumbai

Dated: May 31, 2018

Registered Office:

One India Bulls, Tower 1,
17th 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

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 ANNUAL 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 Annual General Meeting will also be available on the Company's website www.adityabirlasunlifeamc.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 Annual 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.

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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. 6 of the accompanying Notice:

ITEM NO. 6:

Mr. Claude Accum (DIN No. 07882135) was appointed as an Additional Director of the Company with effect from July 25, 2017 by the Board of Directors holding office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (Act).

The Company has received a notice in writing under Section 160 of the Act, from Sun Life (India) AMC Investments Inc., proposing his candidature for the office of a Director. Basis which the Nomination & Remuneration Committee vide its circular resolution dated April 27, 2018 and the Board of Directors at its Meeting held on April 27, 2018 have recommended the appointment of Mr. Claude Accum as a Non-executive/ Associate Director of the Company, liable to retire by rotation.

In compliance with the provisions of Section 152, 160 and other applicable provisions of the Act, the appointment of Mr. Claude Accum as a Non Executive/ Associate Director, liable to retire by rotation, is now being placed before the Members for their approval vide resolution as set out in Item no. 6 of the Notice as an Ordinary resolution.

A brief profile of Mr. Claude Accum is given below:

Mr. Accum joined Sun Life in 1983 and has since held various senior leadership positions spanning Individual Insurance, Group Insurance and Investments and served as Chief Risk Officer and Chief Actuary for the company's U.S. business. He is currently President, Sun Life Financial Asia.

Name	Mr. Claude Accum
Date of Birth	December 19, 1960
Qualification	Bachelor of Science degree in Actuarial Science from the University of Toronto. Fellow of both the Canadian Institute of Actuaries and the Society of Actuaries.
Experience	Over 30 years
Date of Appointment	July 25, 2017 (Additional Director)
Shareholding in the Company	None
Relationship with other Directors	None
Number of meetings attended during the year	One
Other Directorship	As per Annexure I
Membership / Chairmanship of Committees of other Boards	---

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None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution No. 6 of the accompanying Notice, except the director himself be deemed interested for his individual appointment as per the applicable resolutions contained in item no. 6.

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




Hemanti Wadhwa
Company Secretary
FCS - 6477

Place: Mumbai
Dated: May 31, 2018

Registered Office:
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Annexure I

Other Directorship details

Sr. No	Names of the companies/ bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern	Date on which interest or concern arose/ changed
1.	Sun Life Hong Kong Limited	Director	June 30, 2017
2.	Sun Life of Canada (Philippines), Inc.	Director	June 6, 2017
3.	Sun Life Grepa Financial, Inc.	Director	June 6, 2017
4.	Sun Life Asset Management Company, Inc.	Director	June 7, 2017
5.	Grepalife Asset Management Corporation	Director	June 7, 2017
6.	Sun Life Financial Inc.	President, SLF Asia	May 29, 2017
7.	Sun Life Assurance Company of Canada	President, SLF Asia	May 29, 2017
8.	The Claude Accum Trust 2009	Owner	September 25, 2009
9.	The Diana Bradley Trust 2009	Beneficiary	September 25, 2009
10.	Aditya Birla Sun Life Insurance Company Limited	Additional Director	July 25, 2017



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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]

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

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

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

1.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

or failing him

2.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

or failing him

3.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on *Friday*, the 22nd day of June, 2018, at One India Bulls, Tower 1, 18th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013 at 11 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt:- i. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as on March 31, 2018 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, 2018 including the Audited Consolidated Balance Sheet as on March 31, 2018 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
2.	To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and being eligible offers himself for re-appointment.
3.	To appoint a Director in place of Mr. Pankaj Razdan (DIN: 00061240), who retires by rotation and being eligible offers himself for re-appointment.
4.	To confirm the payment of interim dividend to the equity shareholders of the Company for the financial year ended March 31, 2018.
5.	To ratify the appointment of Statutory Auditors and fix their remuneration.
Special Business	
6.	To appoint Mr. Claude Accum as a Non-Executive/ Associate Director of the Company.

Signed this..... day of..... 2018

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, not less than 48 hours before the commencement of the Meeting.

Aditya Birla Sun Life AMC Ltd.



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Aditya Birla Sun Life AMC Limited
(Formerly known as Birla Sun Life Asset Management Company Limited)
Corporate Identification Number (CIN): U65991MH1994PLC080811
Registered Office: One India Bulls, Tower-1, 17th 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

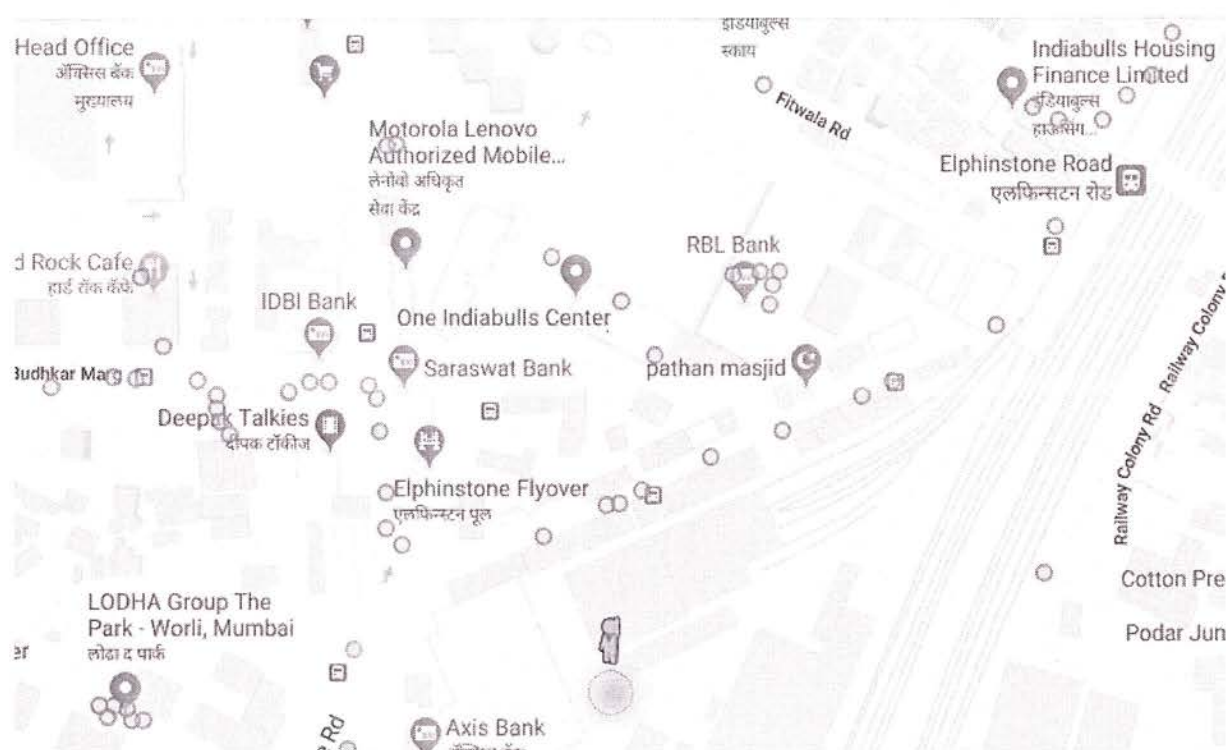
1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No. /*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the Twenty Fourth Annual General Meeting of the Members of Aditya Birla Sun Life AMC Limited to be held on Friday, the 22nd day of June, 2018, at One India Bulls, Tower 1, 18th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013 at 11 A.M.

Signature of Member / Proxy

AGM INFORMATION

Particulars	Details
Date	Friday, the 22 nd day of June, 2018
Venue	One India Bulls, Tower 1, 18 th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013
Landmark	Near Elphinstone Railway station

Route Map for the 24th Annual General Meeting of Aditya Birla Sun Life AMC Limited
Aditya Birla Sun Life AMC Limited
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Registered Office:

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