



Birla Sun Life
Asset Management

NOTICE IS HEREBY GIVEN THAT the Twenty Third Annual General Meeting of the Members of Birla Sun Life Asset Management Company Limited will be held on Friday, the 23rd day of June, 2017, at A-5, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai – 400030 at 03.00 p.m. at a shorter notice 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, 2017 including the Audited Balance Sheet as on March 31, 2017 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, 2017 including the Audited Consolidated Balance Sheet as on March 31, 2017 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. Ajay Srinivasan (DIN: 00121181), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sandeep Asthana (DIN: 00401858), 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, 2017.
5. To consider the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, 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(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Messrs. Deloitte Haskins & Sells LLP., Chartered Accountants, Mumbai, bearing Firm Registration No. 117366W/W-100018, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty Eighth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM), 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.”



Birla Sun Life Asset Management Company Ltd.
One India Bulls Centre, Tower1, 17th Flr,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400013
CIN U65991MH1994PLC080811

A joint venture with  Sun Life

ADITYA BIRLA

FINANCIAL SERVICES

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+91 22 43568110/8111
www.birlasunlife.com



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SPECIAL BUSINESS:

6. Appointment of Mr. Colm Freyne as a Non Executive Director of the Company

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

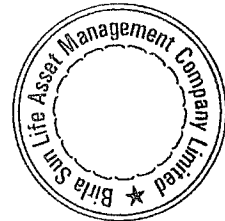
“RESOLVED THAT pursuant to the provisions of sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, as amended from time to time, Mr. Colm Freyne (DIN no.: 07627357), who was appointed as Director in causal vacancy on October 25, 2016 and whose term is expiring at the ensuing Annual General Meeting and being eligible 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 Non Executive / Associate Director of the Company with effect from the conclusion of this Annual General Meeting and shall be subject to retirement by rotation.”

By Order of the Board
For Birla Sun Life Asset Management Company Limited


Hemanti Wadhwa
Company Secretary
FCS - 6477

Place: Mumbai
Dated: June 9, 2017

Registered Office:
One India Bulls Centre, Tower 1,
17th floor, Jupiter Mill Compound,
841, S. B. Marg, Elphinstone Road,
Mumbai - 400013.
CIN: U65991MH1994PLC080811



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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 not less than 48 hours before the time of holding the meeting.
- c. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Folio No.
- 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 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.



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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:

Pursuant to Section 161 of the Companies Act, 2013, Mr. Colm Freyne (DIN No. 07627357) was appointed as a Director to fill the casual vacancy caused due to resignation of Mr. Donald Stewart (DIN: 00438164) at the Board meeting held on October 25, 2016.

Mr. Donald Stewart was liable to retire by rotation at this AGM. However, pursuant to his resignation and appointment of Mr. Colm Freyne in his place, Mr. Colm Freyne shall hold office as a Director in casual vacancy up to the date of this AGM.

Further, the Company has received a notice in writing under section 160 of the Act, from Sun Life (India) AMC Investments Inc., proposing the candidature of Mr. Colm Freyne for the office of a Director. In compliance with the provisions of Section 152 and other applicable provisions of the Act, the appointment of aforesaid director 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. Colm Freyne to be appointed is given below:

Mr. Freyne has over 35 years of experience in the areas of corporate finance planning, taxation, capital and investor relations. Mr. Freyne joined Sun Life in 2003 and currently is the Executive Vice President and Chief Financial Officer of Sun Life Financial Inc.

Name	Mr. Colm Freyne
Age	58 years
Qualification	Chartered Accountant in Ireland and Canada, B. Comm. (Honours) University College, Dublin
Experience	Over 35 years
Date of Appointment	October 25, 2016 (Casual Vacancy Director)
Shareholding in the Company	None
Relationship with other Directors	None
Number of meetings attended during the year	One
Other Directorship	Birla Sun Life Insurance Company Limited MFS Investment Management Sun Life Global Investments Inc Sun Life of Canada (U.S.) Financial Services Holdings Inc.
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 Birla Sun Life Asset Management Company Limited**


Hemanti Wadhwa
Company Secretary
FCS - 6477

Place: Mumbai

Dated: June 9, 2017


Registered Office:

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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	:	Birla Sun Life Asset Management Company Limited
Registered office	:	One Indiabulls Centre, Tower-1, 17th floor, Jupiter Mill Compound, 841, S. B. 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 Third Annual General Meeting of the company, to be held on the Friday, the 23rd day of June, 2017 at 03.00 pm at A-5, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai – 400030 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, 2017 including the Audited Balance Sheet as on March 31, 2017 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, 2017 including the Audited Consolidated Balance Sheet as on March 31, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
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4.	To confirm the payment of interim dividend to the equity shareholders of the Company for the financial year ended March 31, 2017.
5.	To consider the appointment of Statutory Auditors and fix their remuneration.
Special Business	
6.	Appointment of Mr. Colm Freyne as a Non Executive Director of the Company.

Signed this..... day of..... 2017

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.



Birla Sun Life Asset Management Company Limited

Corporate Identification Number (CIN): U65991MH1994PLC080811

Registered Office: One Indiabulls Centre, Tower-1, 17th floor, Jupiter Mill Compound, 841,

S.B. Marg, Elphinstone Road, Mumbai 400 013.

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

Visit us at: www.birlasunlife.com.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	

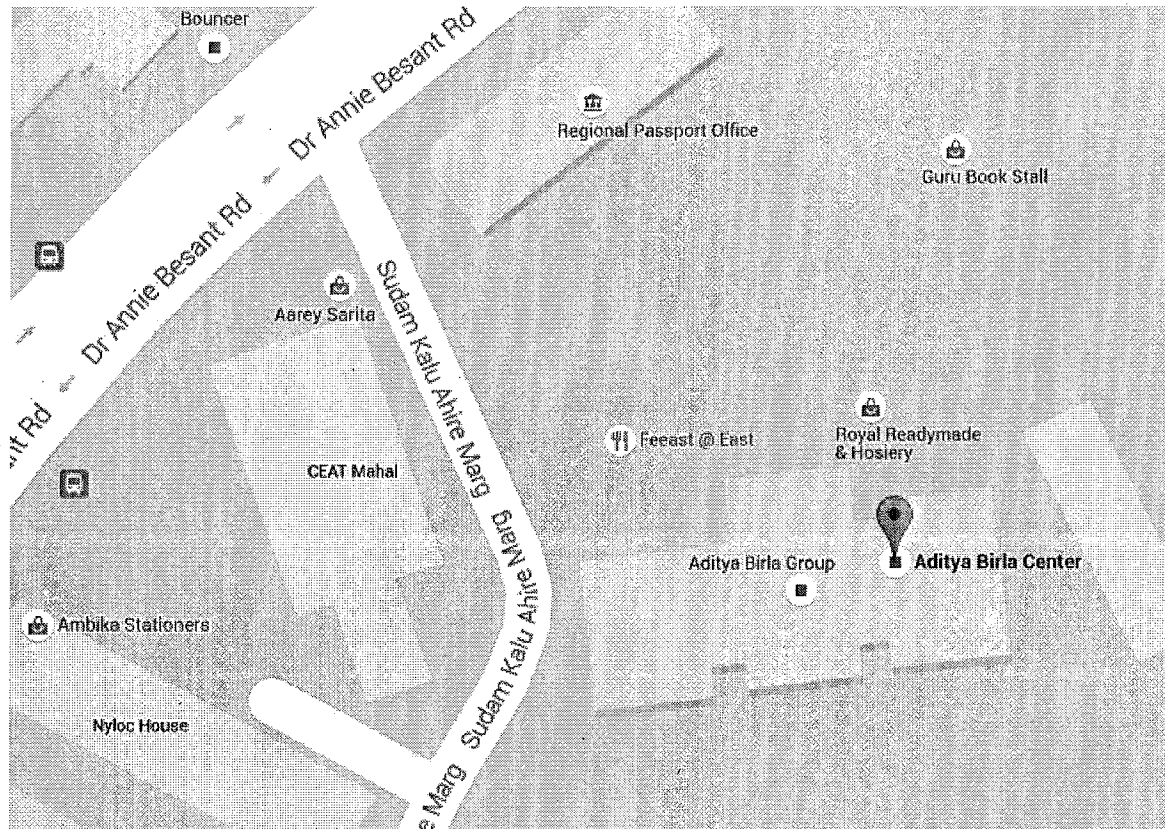
I/We hereby record my/our presence at the Twenty Third Annual General Meeting of the Members of Birla Sun Life Asset Management Company Limited to be held on the Friday, the 23rd day of June, 2017 at 03.00 pm at A-5, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400030.

Signature of Member / Proxy

AGM INFORMATION

Particulars	Details
Date	Friday, June 23, 2017
Venue	A-5, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400030
Landmark	Regional Passport Office

Route Map for the 23rd Annual General Meeting of Birla Sun Life Asset Management Company Limited



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Registered Office:

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