

ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

NOTICE is hereby given that the Ninth Extra Ordinary General Meeting (EOGM) of the Members of **Aditya Birla Sun Life AMC Limited** ("the Company") will be held on Tuesday, the 17th day of April, 2018 at 11.00 AM at One Indiabulls Centre, Tower-1, 18th Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 at **shorter notice** to transact the following business:

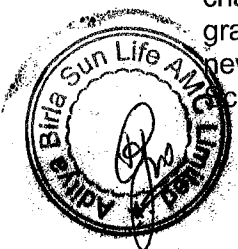
SPECIAL BUSINESS:

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 applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI SBEB Regulations"), any circulars, notifications, rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017, including any amendments thereof (the "Scheme 2017"), and as recommended by the Nomination & Remuneration Committee of the Company and of Aditya Birla Capital Limited (the Holding Company) and the Board of Directors of the Company, the consent of the members be and is hereby accorded to the category and list of eligible employees of the Company resident in India and the quantum for Stock Options ("Options") and Restricted Stock Units ("RSUs") and the payment of ESOP charge not exceeding the amount of ₹ 20,00,00,000/- (Rupees Twenty Crores only) plus taxes and other statutory charges as applicable under law, as per the list of employees approved by the Board of Directors of the Company.

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

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read along with the Rules thereunder and in accordance with Related Party Transaction Policy of the Company, the consent of the members be and hereby accorded for the Related Party Transaction between the Company and Aditya Birla Capital Limited (the Holding Company) for the payment of ESOP charge under the Aditya Birla Capital Limited Employee Stock Option Scheme 2017, including any amendments thereof (the "Scheme 2017"), subject to an amount not exceeding ₹ 20,00,00,000/- (Rupees Twenty Crores only) plus taxes and other statutory charges as applicable under law, in one or more tranches from time to time pertaining to grant/ exercise to/ by the employees of the Company resident in India of the additional/ new Stock Options ("Options") or Restricted Stock Units ("RSUs") granted in terms of the scheme 2017."



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

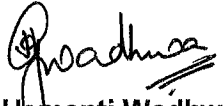
www.adityabirlasunlifeamc.com

Correspondence & Registered Office:

One Indiabulls Centre, Tower 1, 17th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U65991MH1994PLC080811

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




Hemanti Wadhwa
Company Secretary

Place: Mumbai
Dated: April 16, 2018

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

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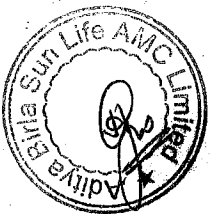
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NOTES:

- 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.



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

Item No. 1:

To approve the extension of benefits under the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 and the applicable ESOP charge

The Aditya Birla Capital Limited Employee Stock Option Scheme 2017 (the "Scheme 2017") was adopted and approved at the Extra Ordinary General Meeting of the Shareholders of the Company held on August 10, 2017 for the extension of benefits of the said Scheme 2017 to the eligible employees of the Company.

In addition to the above, the Company intends to reward, attract, motivate and retain employees of the Company for their high level of individual performance, for their efforts to improve the financial performance of the Company and their loyalty to the Company, by offering them new/additional Stock Options ("Options") and/ or Restricted Stock Units ("RSUs") in accordance with the terms of the said Scheme 2017, which would be exercisable into equity shares of the Holding Company.

Towards this objective, the Nomination & Remuneration Committee (NRC) of the Company vide its circular resolution dated April 4, 2018 had approved & recommended the list of eligible employees of the Company and the quantum for Options and RSUs under the Scheme 2017 to the NRC of the Holding Company.

Further basis the above recommendation, the NRC of the Holding Company vide its circular resolution dated April 9, 2018, approved the grant of Options and RSUs to the eligible employees of the Company resident in India and recommended the same along with corresponding Employee Stock Option Plan (ESOP) charge to the Board of the Company for its approval.

The Board of Directors at its Meeting held on April 10, 2018 had approved the category and list of eligible employees of the Company resident in India and the quantum for Stock Options ("Options") and Restricted Stock Units ("RSUs") and payment of ESOP charge not exceeding the amount of ₹ 20,00,00,000/- (Rupees Twenty Crores only) plus taxes and other statutory charges as applicable under law. The list of eligible employees will be placed at the EOGM

The ESOP charge on the basis of the Options & RSUs allocated and the valuation arrived would be borne by the Company in proportion of the grant done over the period of vesting as applicable.

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution, except to the extent of the new/ additional Options or RSUs that may be offered to them under the Scheme 2017. The new/ additional Options or RSUs to be granted under the Scheme 2017 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Holding Company.

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Special Resolution as set out at Item no. 1 for approval of the Members.

None of the Directors and Key Managerial Persons and their relatives are concerned or deemed to be interested in the aforesaid resolutions, except to the extent of their shareholding, if any.

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Item No. 2:

To approve the Related Party Transaction between the Company and the Holding Company for the payment of ESOP charge under Employee Stock Option Scheme 2017

Under the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 (the "Scheme 2017") the new/ additional Stock Options ("Options") and Restricted Stock Units ("RSUs") would be granted to employees of the Company resident in India. The ESOP charge on the basis of Options & RSUs allocated and the valuation arrived shall be borne by the Company in proportion of the grant done over the period of vesting as applicable.

The estimated ESOP charge for the additional grant would in aggregate not exceed ₹ 20,00,00,000/- (Rupees Twenty Crores only) plus taxes and other statutory charges as applicable under law.

The Board of Directors at its meeting held on April 10, 2018 had approved the Related Party Transaction between the Holding Company and the Company under section 188 of the Companies Act, 2013 for the above payment of ESOP charge.

The brief particulars as per Section 188, Companies Act, 2013 are as under:

1. Name of the Related Party:

Aditya Birla Capital Limited

2. Name of the Director or Key Managerial personnel who is related, if any

NIL

3. Nature of relationship : Holding Company

4. Nature, Material terms, monetary value and particulars of the contract or arrangement

It is proposed to grant new/ additional Stock Options ("Options") and Restricted Stock Units ("RSUs") which will be exercisable into equity shares of ₹ 10/- each of the Holding Company upon such terms and conditions applicable to the Options and RSUs as the case may be, as per the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 (the "Scheme 2017") for the value not exceeding ₹ 20,00,00,000/-. (Rupees Twenty Crores only).

5. Any other information relevant or important for the member to take a decision on the proposed resolution:

-

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution.

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Special Resolution as set out at Item no. 2 for approval of the Members.

None of the Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out in the notice, except to the extent of their shareholding, if any.



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




Hemanti Wadhwa
Company Secretary

Place: Mumbai
Dated: April 16, 2018

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	:	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	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Extra Ordinary General Meeting of the Company, to be held on the Tuesday, the 17th day of April, 2018, at One Indiabulls Centre, Tower-1, 18th Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 at 11:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Resolution
1.	To approve the extension of benefits under the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 (the Scheme 2017) and the applicable ESOP charge.
2	To approve the Related Party Transaction between the Company and the Holding Company for the payment of the ESOP charge under Employee Stock Option Scheme 2017.

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.



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 Ninth Extra Ordinary General Meeting of the Members of Aditya Birla Sun Life AMC Limited to be held on the Tuesday, the 17th day of April, 2018, at One Indiabulls Centre, Tower-1, 18th Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 at 11.00 A.M.

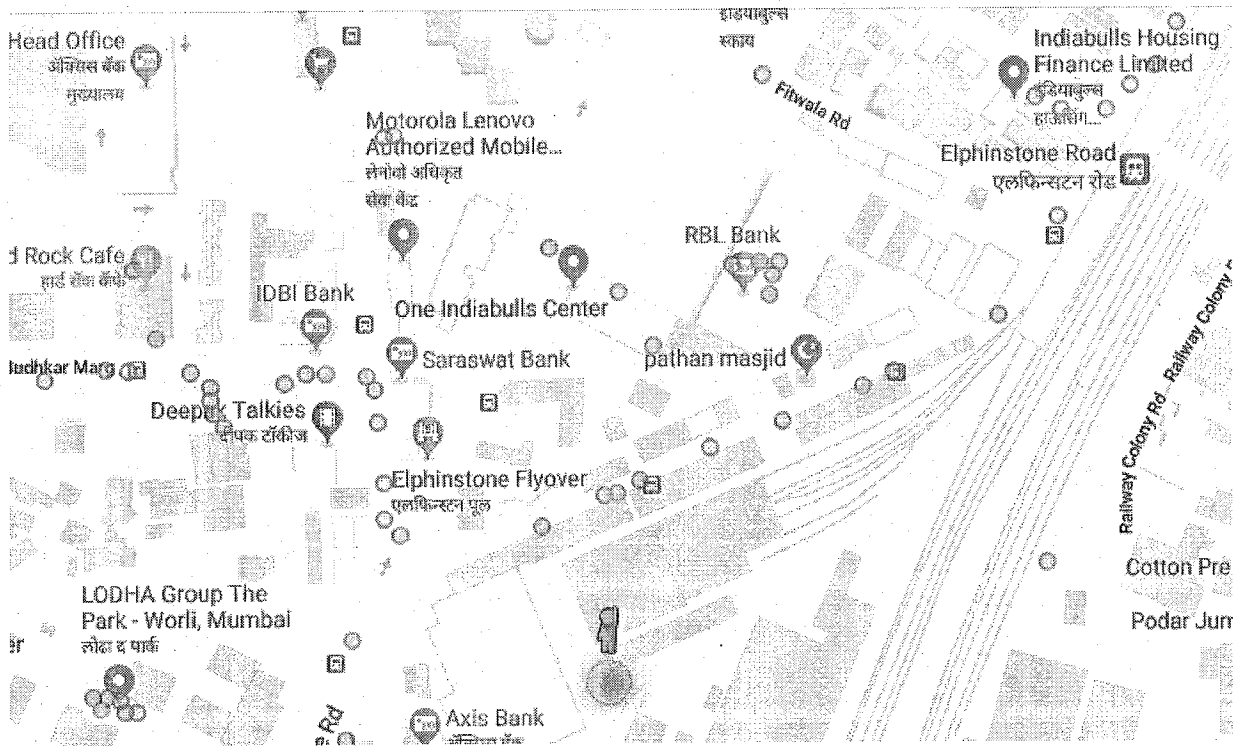
Signature of Member / Proxy



EOGM INFORMATION

Particulars	Details
Date	Tuesday, April 17, 2018
Venue	One Indiabulls Centre, Tower-1, 18 th Floor, Jupiter Mills Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013

Route Map for the 9th Extra Ordinary General Meeting of Aditya Birla Sun Life AMC Limited



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