



Birla Sun Life

Asset Management

NOTICE is hereby given that the Eighth Extra Ordinary General Meeting (EOGM) of the Members of **Aditya Birla Sun Life AMC Limited** ("the Company") will be held on Thursday, the 10th day of August, 2017 at 10.30 AM at A4, Aditya Birla Centre, S K Ahire Marg, Worli, Mumbai - 400030 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 in accordance with the provisions contained in the Articles of Association and Sections 62, 67 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules framed thereunder, the 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 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 as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee constituted by the Board to exercise its powers conferred by this Resolution) the consent of the members be and is hereby accorded to the **Aditya Birla Capital Limited Employee Stock Option Scheme 2017, including any amendments thereof ("Scheme 2017")** being the employee stock option scheme formulated and approved by the board of directors and members of Aditya Birla Capital Limited, the holding company of the Company, and the extension of the benefits and coverage of the Scheme 2017 to such persons who are [in permanent employment of the Company in the management cadre, including any managing or whole time directors or CEO, if any, selected on the basis of criteria decided by the Board or Committee thereof in accordance with the terms of the Scheme 2017 under the Scheme 2017 on such terms and conditions as may be fixed or determined by the Board and/or by Aditya Birla Capital Limited in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time;

RESOLVED FURTHER THAT in accordance with the provisions contained in the Articles of Association and Section 67 and all other applicable provisions, if any, of the Act, the members of the Company hereby consents and approves the payment of costs, by the Company pertaining to exercise by the employees of the Company of the stock options or restricted stock units granted in terms of the Scheme 2017 in such proportion as may be fixed or determined by the Board/ Committee upto 100% (one hundred per cent) of the costs of exercise of the relevant stock options or restricted stock units as allocated and apportioned by Aditya Birla Capital Limited to the Company subject to an amount not exceeding Rs. 18.79 Crore /-. (Rupees Eighteen crores Seventy Nine lakhs only) plus taxes and other statutory charges as applicable under law in one or more tranches from time to time, as approved under the framework of the Scheme 2017.

Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

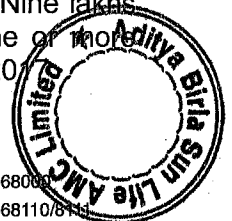
One Indiabulls Centre, Tower 1, 17th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400 013.
CIN U65991MH1994PLC080811

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com





Birla Sun Life

Asset Management

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard at any stage."

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") and the rules framed thereunder, consent of the members be and hereby accorded for the Related Party Transaction for the payment of costs, by the Company pertaining to exercise by the employees of the Company and its subsidiary Companies of the stock options or restricted stock units granted in terms of the Scheme 2017 in such proportion as may be fixed or determined by the Board/ Committee representing upto 100% (one hundred per cent) of the costs of exercise of the relevant stock options or restricted stock units as allocated and apportioned by Aditya Birla Capital Limited to the Company subject to an amount not exceeding Rs. 18.79 Crore /-. (Rupees Eighteen crores Seventy Nine lakhs only) plus taxes and other statutory charges as applicable under law, on one or more tranches from time to time as approved under the framework of the Scheme 2017;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard at any stage."

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

**Hemanti Wadhwa
Company Secretary**

Place: Mumbai

Dated: August 10, 2017

Registered Office:

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

CIN: U65991MH1994PLC080811



Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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



Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com



Birla Sun Life
Asset Management

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 www.birlasunlife.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.

Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com





Birla Sun Life
Asset Management

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

Item No. 1:

To Approve the Extension of Benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Company and approve the applicable ESOP charge

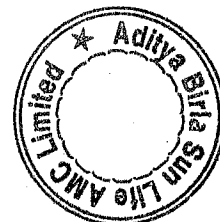
Stock options in the hands of the employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its shareholders, providing an opportunity to the employees to share the growth of the Company and to create wealth in the hands of the employees.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors 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 equity shares by way of an employee stock options scheme. The eligible employees shall be granted employee stock options in the form of options ("**Options**") and/ or restricted stock units ("**RSUs**") which will be exercisable into equity shares of Rs. 10/- each (Face Value) of Aditya Birla Capital Limited, the Holding Company (the "**Equity Shares**") upon such terms and conditions applicable to the Options and RSUs, as the case may be.

Towards this objective, it is proposed to approve and adopt the '**Aditya Birla Capital Limited Employee Stock Option Scheme 2017**' (hereinafter referred to as the "**Scheme 2017**"). At the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors of the Company through a resolution dated August 8, 2017 approved the broad framework of the Scheme 2017.

The Members are informed that the Holding Company intends to offer not more than 3,22,86,062 Equity Shares in aggregate under the Scheme 2017 by way of grant of Options and RSUs to its employees and the employees of the subsidiary companies. Options and RSUs are collectively referred to as "**Stock Options**". The eligible allocation / apportionment of Stock Options under Scheme 2017 for Aditya Birla Sun Life AMC Limited ("Company") shall be as determined by the Holding Company and approved by the Board/Committee of the Company.

The ESOP charge on the basis of above allocation and the valuation arrived shall be borne by the Company in proportion of the grant done over the period of vesting as applicable and determined by the Board/Committee.



Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com



Birla Sun Life

Asset Management

To promote the culture of employee ownership, approval of Members is being sought for issue of Stock Options as per the Scheme 2017 to certain employees and Managing or Whole Time Directors or CEO, if any, of the Company by its Holding Company and also for the applicable ESOP charges towards the allocation of Stock Options as applicable and mentioned in the Resolution set out above.

The Scheme 2017 is being formulated in accordance with the SEBI SBEB Regulations. Relevant details with respect to the aforementioned Scheme 2017 are as follows:

(i). Total number of Options and RSUs (collectively, the "Stock Options") to be granted

The total number of Stock Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Holding Company not exceeding 3,22,86,062 equity shares of Rs. 10/- each (the "Equity Shares") being 1.5 % of the fully diluted paid-up capital of the Holding Company, post Demerger.

The aggregate number of Stock Options proposed to be granted under the Scheme 2017, shall not be exercisable into more than 1.5-% (percent) of the fully diluted paid-up capital of the Holding Company, post Demerger of the overall ceiling of Equity Shares to be issued under the Scheme 2017 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Holding Company from time to time).

The eligible allocation / apportionment of Stock Options applicable for the Company shall be as determined by the Holding Company and approved by the Board/Committee of the Company

One Stock Option entitles the grantees to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one RSU will entitle the grantee to one Equity Share).

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Holding Company to the grantees for making such fair and reasonable adjustment, the ceiling shall be deemed to be increased to the extent of such additional Equity Shares issued.

Stock Options not vested due to non-fulfillment of the vesting conditions, vested Stock Options which the grantees expressly refuse 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 under the present Scheme 2017 or under a new scheme, subject to compliance with applicable laws.

Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

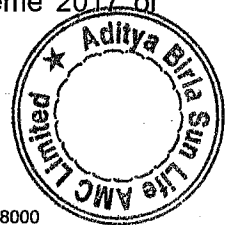
One Indiabulls Centre, Tower 1, 17th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400 013.
CIN U65991MH1994PLC080811

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com





Birla Sun Life
Asset Management

(ii). Identification of classes of employees entitled to participate in the Scheme 2017

Persons who are permanent employees of the Company in the management cadre, working in or out of India, including managing or whole time directors or CEO, if any, of the Company, and also includes employees of the subsidiary Companies will be entitled to participate in the Scheme 2017, subject to fulfillment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board or the Nomination, and Remuneration Committee of the Company, from time to time.

The following category of employees / directors shall not be eligible to participate in the Scheme 2017:

- (a). a promoter or a person belonging to the promoter group;
- (b). an independent director;
- (c). a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

(iii). Requirements of vesting and period of vesting

The Board or the Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the 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 as specified below.

Vesting period for Options: The Options would vest not earlier than one year and not later than six years from the date of grant of Options or such other period as may be determined by the Board or Nomination and Remuneration Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Board or Nomination and Remuneration Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2017 shall vest in one or more tranches.

Vesting period for RSUs: The RSUs would vest not earlier than two year and not later than six years from the date of grant of RSUs or such other period as may be determined by the Board or Nomination and Remuneration Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the RSUs would vest) would be determined by the Board or Committee, subject to the minimum vesting period of two year from the date of grant of RSUs. The RSUs granted under the Scheme 2017 shall vest in one or more tranches.

Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone +91 22 43568000
Fax +91 22 43568110/8111
Website www.birlasunlife.com





Birla Sun Life
Asset Management

(iv). Exercise price or pricing formula

Exercise price for Options: The Equity Shares may be issued at such price that the Board or the NRC may determine on the date of the grant of the Options under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per Option shall not be less than the face value of the equity share of the Holding Company.

Exercise price for RSUs: The Equity Shares may be issued at such price that the Board or NRC may determine on the date of the grant of the RSUs under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per RSU shall not be less than the face value of the equity share of the Holding Company.

(v). Exercise period or process of exercise

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of Stock Options or such other period as maybe determined by the Board or the Committee.

During the exercise period relating to each vesting, vested Options and 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 is less than 500 or where the number of outstanding vested RSUs is less than 100.

The Stock Options will be exercisable by the Employees through a written application to the Holding 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 Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

(vi). The Appraisal process for determining the eligibility of employees

The appraisal process for determining the eligibility of the employee will be specified by the Board or Committee, and will be based on criteria, such as role / criticality of the employee, length of service with the Company, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board or Committee, as applicable, at its sole discretion.

The Board or Committee may decide to extend the benefits of the Scheme 2017 to new entrants or to existing employees on such basis as it may deem fit, in accordance with applicable law.

Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com





(vii). Disclosure and accounting policies

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations, to the extent applicable, and those prescribed by the concerned authorities from time to time.

(viii). Maximum number of Stock Options to be issued per employee and in aggregate

The maximum number of Stock Options to be granted to any employee shall be decided by the Board or Committee. However, the number of Stock Options that may be granted to a single employee under the Scheme 2017 shall not exceed 0.5% of the paid up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Holding Company from time to time).

(ix). Implementation and Administration

The Scheme 2017 shall be administered through the Board of Directors or the Committee of the Holding Company and that of the Company as applicable within the approved framework of Scheme 2017.

(x). Whether the Scheme 2017 involves new issue of Equity Shares by the Holding Company or Company or secondary acquisition or both

The Scheme 2017 will involve fresh issue of Equity Shares by the Holding Company.

(xi). The amount of loan to be provided for the implementation of the Scheme 2017 by the Company to the trust, its tenure, utilisation, repayment terms

As the Scheme 2017 is proposed to be implemented and administered through the Board or Committee, this requirement is not applicable.

(xii). 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 2017 will not involve secondary acquisition of Equity Shares and accordingly, this requirement is not applicable.



Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com



Birla Sun Life
Asset Management

(xiii). Method of Stock Options' valuation

The Holding Company shall value the Stock Options in accordance with applicable laws.

In the event the Holding Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings per Share of the Company shall also be disclosed in the Directors' Report.

(xiv). 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/her legal heirs or nominees.

(xv). Other Terms

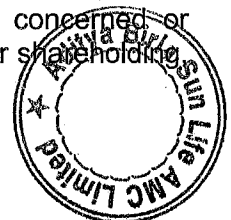
The Board or the Committee of the Holding Company shall have the absolute authority to vary or modify the terms of the Scheme 2017 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SBEB Regulations or regulations that may 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 2017.

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 Stock options that may be offered to them under the Scheme 2017. The Stock Options 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.



Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com



Birla Sun Life
Asset Management

Item No. 2:

To approve the Related Party Transaction between Aditya Birla Sun Life AMC Limited and Aditya Birla Capital Limited for the payment of cost, by the Company pertaining to exercise by the employees of Stock Option

Under the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 the Options and RSUs would be granted to employees of the Company and its subsidiary Companies within the approved framework. The ESOP charge on the basis of stock options allocated and the valuation arrived shall be borne by the Company in proportion of the grant done over the period of vesting as applicable and determined by the Board/Committee.

Therefore, this payment of ESOP charge would result in a Related Party Transaction between Aditya Birla Sun Life AMC Limited and Aditya Birla Capital Limited. Approval of the members is sought for the Related Party Transaction and for the payment of costs, by the Company pertaining to exercise by the employees of the Company and its subsidiary Companies. The brief particulars required under Section 188 are as under:

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 Employee Stock options in the form of options ("Options") and/ or restricted stock units ("RSUs") which will be exercisable into equity shares of Rs. 10/- each of the Holding Company (the "Equity Shares") 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' (hereinafter referred to as the "Scheme 2017") for the value not exceeding Rs. 18.79 Crore /-. (Rupees Eighteen crores Seventy Nine lakhs only)

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

Details of issue are provided in point No. (i) to (xv) above, under item no, 1



Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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

ADITYA BIRLA

FINANCIAL SERVICES

Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com



Birla Sun Life
Asset Management

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.

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

**Hemanti Wadhwa
Company Secretary**

Place: Mumbai

Dated: August 10, 2017

Registered Office:

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

CIN: U65991MH1994PLC080811



Aditya Birla Sun Life AMC Ltd.
(erstwhile known as 'Birla Sun Life Asset Management Company Ltd.')

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



Telephone
Fax
Website

+91 22 43568000
+91 22 43568110/8111
www.birlasunlife.com



Birla Sun Life

Asset Management Company Limited

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 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	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Extra Ordinary General Meeting of the company, to be held on the Thursday, the 10th day of August, 2017, at A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400030 at 10:30 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 of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Company and approve the applicable ESOP charge
2	To approve the Related Party Transaction between Aditya Birla Sun Life AMC Limited and Aditya Birla Capital Limited for the payment of cost, by the Company pertaining to exercise by the employees of Stock Option



Birla Sun Life

Asset Management Company Limited

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.



Birla Sun Life

Asset Management Company Limited

Aditya Birla Sun Life AMC Limited

(formerly known as 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 Eighth Extra Ordinary General Meeting of the Members of Aditya Birla Sun Life AMC Limited to be held on the Thursday, the 10th day of August, 2017, at A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400030 at 10:30 am.

Signature of Member / Proxy



Birla Sun Life

Asset Management Company Limited

EOGM INFORMATION

Particulars	Details
Date	Thursday, August 10, 2017
Venue	A-4, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai - 400030
Landmark	Regional Passport Office

Route Map for the 8th Extra Ordinary General Meeting of Aditya Birla Sun Life AMC Limited



Aditya Birla Sun Life AMC Limited
(formerly known as Birla Sun Life Asset Management Company Limited)
Registered Office:
One India Bulls Centre, Tower 1,
17th floor, Jupiter Mill Compound,
841, S. B. Marg, Elphinstone Road,
Mumbai - 400013.
CIN: U65991MH1994PLC080811