

Registered Office: One World Center, Tower 1, 17th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013;
Telephone No.: +91 22 4356 8000; **Website:** <https://mutualfund.adityabirlacapital.com>; **Email id:** abslamc.cs@adityabirlacapital.com
CIN: L65991MH1994PLC080811

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th (Twenty-Ninth) Annual General Meeting of the Members of Aditya Birla Sun Life AMC Limited (the “Company”) will be held on Friday, 11th August, 2023, at 11:30 a.m. (IST) through Video Conference (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors’ and Auditors thereon.
- To declare a final dividend of ₹ 5.25 per equity share of ₹ 5 each for the financial year ended 31st March, 2023, and to confirm Interim dividend of ₹ 5 per equity share of ₹ 5 each paid for the financial year ended 31st March, 2023.
- To appoint a director in place of Mr. Sandeep Asthana (DIN: 00401858), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sandeep Asthana (DIN: 00401858), who retires by rotation at this Annual General Meeting being eligible for re-appointment, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

- To appoint Mr. Supratim Bandyopadhyay (DIN:03558215) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (LODR) Regulations, 2015, SEBI (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Supratim Bandyopadhyay (DIN:03558215), who was appointed as an Additional Director (Independent) by the Board of Directors with effect from 1st June, 2023 and in respect of whom the Company has received a notice from a Member, in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years, up to 31st May, 2028, not subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company including any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

Dated: 23rd May, 2023
 Place: Mumbai

Hemanti Wadhwa
Company Secretary
Membership No. F6477



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

ITEM NO. 4

The Board of Directors of the Company, based on the recommendations of the Nomination, Remuneration and Compensation Committee ("NRCC"), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Supratim Bandyopadhyay (DIN: 03558215) as an Additional Director (Independent) for a term of 5 years with effect from 1st June, 2023, subject to the approval of the Members of the Company. Further, pursuant to Regulation 22 (c) of the SEBI (Mutual Fund) Regulations, 1996, the Board of Directors of Aditya Birla Sun Life Trustee Private Limited had also approved the appointment of Mr. Bandyopadhyay.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the members of the Company. Further, in terms of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations"), appointment of Mr. Bandyopadhyay as an Independent Director requires approval of Members of the Company by passing a special resolution. Accordingly, the appointment of Mr. Bandyopadhyay is proposed for approval of the Members of the Company.

The Company has received from Mr. Bandyopadhyay, consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by SEBI, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declarations from Mr. Bandyopadhyay that he meets the criteria of independence as prescribed under Section 149(6) of the Act, Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI Listing Regulations.

The Company has, in terms of Section 160(1) of the Act received in writing, a notice from a Member proposing the candidature of Mr. Bandyopadhyay for the office of Director of the Company.

In the opinion of the Board, Mr. Bandyopadhyay fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Bandyopadhyay is a person of integrity and independent of the Management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Bandyopadhyay in the field of Insurance, Finance, Investments and regulatory governance as well as his educational background, appointment of Mr. Bandyopadhyay as an Independent Director is in the interest of the Company. He will be eligible for payment of Sitting fees as approved by the Board from time to time.

The terms and conditions of appointment of Independent Director is available on the Company's website.

A brief profile of Mr. Bandyopadhyay, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as an Annexure to this Notice.

The Board of Directors of the Company recommend the passing of the Special Resolution at Item No.4 of the accompanying Notice.

Except for Mr. Bandyopadhyay and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or deemed to be interested, financially or otherwise, in the Special Resolution at Item No. 4.

Notes for Members' Attention:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated 28th December, 2022, read together with circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 29th

AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. One World Center, Tower 1, 17th floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013.

2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Route Map of the venue of the AGM and the Attendance Slip are not annexed to this Notice.
3. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
4. The Company has appointed KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFinTech"), Registrar and Transfer Agents ("RTA") of the Company, to provide facility for voting through remote e-voting, for participating in the AGM through VC/OAVM and e-voting during the AGM.
5. Additional information pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and SS-2, with respect of the Director(s) seeking appointment/ re-appointment at this AGM is also furnished as an Annexure to this Notice.
6. The details relating to item no. 4 (special business) forms part of the explanatory statement pursuant to Section 102 (1) of the Act which is annexed hereto and forms part of this Notice.
7. The Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/ Power of Attorney/ Authority Letter etc. authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and to cast the vote through e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer through e-mail at vijay@vkmng.in with a copy marked to abslamc.cs@adityabirlacapital.com and evoting@kfintech.com. Institutional shareholders are encouraged to attend and vote at the AGM.

Dispatch of Notice and Annual Report through Electronic Mode:

1. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose email address are registered with the Company/ KFinTech/ National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL"). Members may note that the Notice and Annual Report for the Financial Year 2022-23 will also be available on the Company's website at <https://mutualfund.adityabirlacapital.com/shareholders/annual-reports>, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website KFinTech at <https://evoting.kfintech.com>.
2. Any Member desiring to receive a copy of the Annual Report for the Financial Year 2022-23 may write to Company's RTA, KFinTech.
3. Members holding shares in dematerialized mode are requested to register/update their email ID with the relevant Depository Participants.

A. Procedure for Joining the AGM through VC / OAVM:

1. Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their e-voting login credentials. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this AGM Notice.
3. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned in this notice which shall be kept open for the Members from 11:00 a.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and shall be kept open throughout the proceedings of the AGM.



4. Members may note that the VC/OAVM Facility, provided by KFinTech, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
5. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox. Please note that participants connecting from Mobile devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
6. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members will be required to grant access to the web-cam to enable two-way video conferencing.
9. Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5:00 p.m. (IST) on Tuesday, 8th August, 2023.
10. Members who need assistance before or during the AGM, can view the instructions at <https://emeetings.kfintech.com/video/howitworks.aspx> or contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST)). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
11. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, 8th August, 2023 through an email at abslamc.cs@adityabirlacapital.com. The same will be replied by the Company suitably.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
13. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFinTech for remote e-voting, they can use their existing User ID and password for voting.

Speaker Registration:

8. Members holding shares as on the cut-off date i.e. Friday, 4th August, 2023 and who would like to express their views or ask questions during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from 9:00 a.m. (IST) on Tuesday, 8th August, 2023 to 5:00 p.m. (IST) on Thursday, 10th August, 2023. Only those members who are registered as Speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
14. Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFinTech, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

B. Procedure and instructions for remote E-Voting and E-Voting during the AGM:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, read with the

Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email address is provided in the instructions given below:

1. Voting rights of a Member / Beneficial Owner shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, 4th August, 2023.
2. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	9.00 a.m. (IST) on Tuesday, 8 th August, 2023
End of remote e-voting:	5.00 p.m. (IST) on Thursday, 10 th August, 2023.

3. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, Friday, 4th August, 2023, only shall be entitled to avail the facility of remote e-voting or for participation at the AGM. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

5. The Board of Directors have appointed Shri Vijay Babaji Kondalkar (ACS No.: 15697) or failing him Shri Manish Gupta, (ACS No.: 43802), Partners of VKMG & Associates LLP, Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process at the AGM and remote e-voting in a fair and transparent manner.

6. The Members who have cast their vote(s) by remote e-voting may also attend the AGM but shall not be entitled to cast their vote(s) again during the AGM. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

7. Information and instructions for voting during the AGM: Facility to cast vote during the AGM will be made available on the Video Conferencing screen and will be activated once the voting is announced during the AGM.

8. A Member can opt for only single mode of voting per EVENT, i.e., through remote e-voting or voting during the AGM (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast during the AGM shall be treated as "INVALID".

9. As per circular of SEBI on E-Voting Facility provided by Listed Entities, dated 9th December, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories, is given below:

Step 1: Access to Depositories e-voting system in case of individual Members holding shares in demat mode.





Step 2: Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Step 3: Access to join the AGM on KFinTech system and to participate and vote.



Details on Step 1 are Mentioned Below:

I) Login for remote e-voting for Individual shareholders holding equity shares in demat mode.

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A) Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on Company name i.e. ‘Aditya Birla Sun Life AMC Limited’ or e-voting service provider i.e. KFinTech. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period. <p>B) Users not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. Follow steps given in point A. <p>C) By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e. Aditya Birla Sun Life AMC Limited or e-voting service provider name i.e. KFinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Members holding equity shares in demat mode with CDSL	<p>A) Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasinew/Home/Login or www.cdslindia.com Click on New System Myeasi. Login to MyEasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. <p>B) Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasinew/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C) By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit www.cdslindia.com Provide demat Account Number and PAN System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Aditya Birla Sun Life AMC Limited’ or select KFinTech. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.

Type of Member	Login Method
Individual Members (holding equity shares in demat mode) logging through their depository participants	i) Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii) Once logged-in, Members will be able to view e-voting option. iii) Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv) Click on options available against Aditya Birla Sun Life AMC Limited or KFinTech. v) Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 'Aditya Birla Sun Life AMC Limited – AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.



- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- v. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for Members for attending the AGM of the Company through VC / OAVM and e-Voting during the meeting:

- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

(B) Members whose email IDs are not registered with the Company/ Depository Participants and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members holding shares in physical mode and who have not registered/updated their email ID with the Company are requested to register/update their email ID with KFinTech by submitting the requisite ISR 1 Form along with the supporting documents. ISR 1 Form can be downloaded from the link: <https://ris.kfintech.com/client services/isc/default.aspx>. Detailed Frequently Asked Questions (FAQs) on the same are available on KFinTech's website: <https://ris.kfintech.com/faq.html>.
- ii. Members holding shares in dematerialized mode are requested to register/update their email ID with the relevant Depository Participants.
- iii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
- iv. Alternatively, Members may send an e-mail request at the email id: einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

E-Voting during the Annual General Meeting:

- i. The 'Vote Now Thumb sign' on the left-hand corner of the video screen shall be activated upon instructions of the Chairperson during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- ii. Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

In case of any queries/grievances, you may refer the FAQs available on KFinTech's website: <https://ris.kfintech.com/faq.html> or call KFinTech on 1800 309 4001 (toll free).

Contact details for addressing e-voting grievances:

Mr. Ganesh Patro, Assistant Vice President, KFin Technologies Limited, Address: Selenium, Tower B, Plot Nos. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 Email: einward@kfintech.com. Toll Free No. 1800 309 4001.

OTHER INSTRUCTIONS RELATED TO THE EVOTING:

1. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 04th August, 2023.
2. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, 4th August, 2023 may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

 Example for NSDL: MYEPWD<SPACE>IN12345612345678

 Example for CDSL: MYEPWD<SPACE>1402345612345678

 Example for Physical: MYEPWD<SPACE>XXX1234567890
 - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFinTech toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFinTech e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.

3. KPRISM- Mobile service application by KFinTech:

Members are requested to note that KFinTech has launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFinTech. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM".

DIVIDEND RELATED INFORMATION

1. The Board of Directors at their Meeting held on 27th April, 2023, had recommended a final dividend of ₹ 5.25 per equity share of ₹ 5 each for the financial year ended 31st March, 2023 subject to approval of the shareholders at the ensuing Annual General Meeting. The Final dividend, if approved by the Members at the ensuing Annual General Meeting will be paid to those shareholders whose names stand as Beneficial Owners as at the end of business on Friday, 4th August, 2023 ("Record Date") as per list to be furnished by NSDL and CDSL in respect of shares held in electronic and physical form.
2. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to KFinTech at by visiting at <https://karisma.kfintech.com> and clicking on 'Investor Relations' section for query registration through free identity registration process. Members may also write at einward.ris@kfintech.com clearly mentioning their DP ID/ Client ID.
3. In case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such Member by post.
4. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. For detailed information on the same, please refer the Company's website



<https://mutualfund.adityabirlacapital.com/shareholders/investor-information>.

5. Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed/unpaid for a period of 7 (seven) years and/or unclaimed equity shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).
6. Members are requested to contact KFinTech for encashing the unclaimed dividend. The detailed dividend history is available on 'Shareholders' page on the website of the Company <https://mutualfund.adityabirlacapital.com/shareholders/investor-information>.
7. The SEBI Listing Regulations provides for companies to use any of the approved electronic payment facility such as ECS, NECS or RTGS etc. for making payments to Members. The Company or KFinTech is required to maintain bank details of their members as follows:
 - for Members holding securities in dematerialised form, the Company shall seek relevant bank details from the Depositories.
 - for Members holding securities in physical mode, the Company shall maintain updated bank details from their end.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

The following documents will be available for inspection by the Members electronically during the AGM:

- a) Certificate from the Secretarial Auditor relating to the Company's Employee Stock Option Scheme as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- b) Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, maintained under the Act;
- c) Details as required under Section 197(12) of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, with respect to information of employees;

- d) Such other document referred to in the Notice and the Explanatory Statement.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to abslamc.cs@adityabirlacapital.com.

GENERAL INFORMATION

1. Members are requested to notify immediately any change of address:
 - a. to their Depository Participants ("DPs") in respect of the shares held in electronic form;
 - b. to the Company; and
 - c. Registrar and Transfer Agents viz. KFinTech in respect of the shares held in physical form together with a proof of address viz. electricity bill, telephone bill, aadhar card, voter ID card, passport, etc
2. Non-resident Indian Members are requested to inform the Company or KFinTech or to the concerned DPs, as the case may be, immediately:
 - (a) the change in the residential status on return to India for permanent settlement;
 - (b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
3. Members are requested to make all correspondence in connection with shares held by them by sending an email to KFinTech at einward.ris@kfintech.com quoting their Folio number or their Client ID with DP ID, as the case may be.
4. Nomination facility as per the provisions of Section 72 of the Act is available to INDIVIDUALS holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may

submit the same in Form No. SH-14. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

5. SEBI vide Circular dated 20th April, 2018, has mandated the submission of Permanent Account Number (PAN) by every participant transacting in the securities market, irrespective of the amount of such transactions. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to KFinTech. Members may further note that SEBI has also made it mandatory for submission of PAN in the following cases, viz., deletion of name, transmission of shares and transposition of shares.
6. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the AGM.

RESULTS OF REMOTE E-VOTING AND E-VOTING DURING THE AGM:

7. The Scrutiniser shall, after the conclusion of e-voting during the AGM, scrutinise the votes cast during the AGM (InstaPoll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report. The result of e-voting will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company at: <https://mutualfund.adityabirlacapital.com> and on the website of KFinTech at: <https://evoting.kfintech.com> and shall be communicated to BSE Limited and National Stock Exchange of India Limited. The Scrutinizer's decision on the validity of the vote shall be final and binding.
8. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e., Friday, 11th August, 2023.

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

Hemanti Wadhwa
Company Secretary
Membership No. F6477

Dated: 23rd May, 2023
Place: Mumbai



FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE AGM FOR REFERENCE:

Sr. No	Particulars	Details of access
1	Link for participation through Video Conferencing (VC) at the AGM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
2	Link for posting AGM queries and speaker registration and period of registration	<p>https://emeetings.kfintech.com by using e-voting credentials and clicking on “post your queries”/ “Speaker registration” as the case may be.</p> <p>Period for speaker registration: 9:00 a.m. (IST) on Tuesday, 8th August, 2023 5:00 p.m. (IST) on Thursday, 10th August, 2023</p>
3	Link for remote e-voting	Members may refer to the instructions provided under “Procedure and Instructions” for E-Voting” section in the subsequent pages of this Notice
4	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice
5	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at einward.ris@kfintech.com
6	Cut-off date for e-voting	Friday, 4 th August, 2023
7	Time period for remote e-voting	Commencement of remote e-voting: 9:00 a.m. (IST) on Tuesday, 8 th August, 2023 End of remote e-voting: 5:00 p.m. (IST) on Thursday, 10 th August, 2023
8	Registrar and Transfer Agent – Contact details	<p>KFin Technologies Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Phone No.: +91 40 67161627, Toll-free No.: 1800-309-4001; E-mail: einward.ris@kfintech.com, Website: www.kfintech.com</p>
9	Aditya Birla Sun Life AMC Limited – Contact details	<p>Registered Office One World Center, Tower 1, 17th Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013; Telephone No.: +91 22 4356 8000; Email id: abslamc.cs@adityabirlacapital.com Website: https://mutualfund.adityabirlacapital.com</p>

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY

Name	Mr. Sandeep Asthana	Mr. Supratim Bandyopadhyay
DIN	00401858	03558215
Date of Birth/ Age	16 th April, 1968/ 55 years	17 th January, 1958/ 65 years
Nationality	Indian	Indian
Qualification(s)	Mr. Asthana holds a Bachelor's degree in Chemical Engineering from Indian Institute of Technology (IIT), Bombay and a Post-Graduate Diploma in Management from Indian Institute of Management, Lucknow.	Mr. Bandyopadhyay is an Associate Member of the Institute of Chartered Accountant of India.
Experience and nature of expertise in specific functional areas	Mr. Sandeep Asthana has over 28 years of experience across insurance and asset management. He is the Country-Head, India, for Sun Life Financial since 2011. His experience covers leadership roles in Reinsurance Group of America (RGA Re), Unit Trust of India (UTI) and Zurich Risk Management Services (India) Private Limited.	Mr. Supratim Bandyopadhyay served as Chairman of Pension Fund Regulatory and Development Authority (PFRDA) from a period of three years from January, 2020 to January, 2023 and prior to this he was the Whole Time Member (Finance) of PFRDA for two years. During his tenure with PFRDA, the AUM of PFRDA increased almost 4 folds to ₹ 9 Trillion. Mr. Bandyopadhyay has vast experience in the field of Insurance, Finance, Investments and Debt operations. Prior to PFRDA, Mr. Bandyopadhyay served around three and half decades at Life Insurance Corporation of India (LIC), the largest Life Insurance Company of India. During his tenure at LIC, Mr. Bandyopadhyay served in various capacities heading two large divisions as Chief (Investment) and Executive Director (Investment).
Number of Board meetings attended during the FY 22-23	Seven (7)	Not Applicable as appointment is with effect from 1 st June, 2023
Terms and conditions of appointment/re-appointment	Mr. Asthana is Non-Executive Director, representative of Sun Life (India) AMC Investments Inc, liable to retire by rotation.	Mr. Bandyopadhyay is an Independent Director, not liable to retire by rotation. The terms and conditions of appointment of an Independent Director is available on the Company's website at https://mutualfund.adityabirlacapital.com/-/media/bsl/files/resources/corporate-governance/terms-and-conditions-of-appointment-of-independent-directors-281221.pdf .
Remuneration last drawn	Not Applicable	-
Remuneration sought to be paid (including sitting fees, if any)	Not Applicable	Mr. Bandyopadhyay shall be paid remuneration by way of sitting fees for attending Meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other Meetings.
Date of first appointment on the Board	27 th April, 2011	1 st June, 2023
Directorships in other Public Companies ¹	<ul style="list-style-type: none"> Aditya Birla Sun Life Pension Management Limited Aditya Birla Sun Life Insurance Company Limited 	-
Listed entities from which the Director resigned in the past three years	-	-
Membership / Chairmanship of Committees of other Boards ²	Aditya Birla Sun Life Insurance Company Limited - Audit Committee (Member)	-
Shareholding in the Company	-	-
Relationship between Director inter se and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.	

Note: 1. Excludes directorships held in foreign companies.

2. Pursuant to Regulation 26 of the SEBI Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.