

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that the 23rd (Twenty-Third) Annual General Meeting of the Members of Aditya Birla Sun Life Insurance Company Limited (“the Company / your Company”) will be held on Wednesday, 16th August 2023 at 4.30 pm (IST) at a shorter notice at the Board Room, 16th Floor, One World Center, Tower 1, J. M. Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400013 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company comprising of the Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the Financial Year ended 31st March 2023 and the Balance Sheet as at that date, together with the Reports of the Board of Directors, Management and Joint Statutory Auditors thereon and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company comprising of the Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the Financial Year ended 31st March 2023 and the Balance Sheet as at that date, together with the Reports of the Board of Directors, Management and Joint Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN 00012813) who retires by rotation and being eligible, offers himself for re-appointment 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. Kumar Mangalam Birla (DIN 00012813) who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Mr. Sandeep Asthana (DIN 00401858), who retires by rotation and being eligible, offers himself for re-appointment 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, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. Appointment of Mr. Manjit Singh (DIN 09792276) as a Non-Executive Director

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, the provisions of the Corporate Governance Guidelines for Insurers in India issued by the Insurance Regulatory and Development Authority of India (IRDAI) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Manjit Singh (DIN 09792276) who was appointed as an Additional Non-Executive Director of the Company with effect from 25th January 2023, and holds office up to the date of this Annual General Meeting and who qualifies for being appointed as a Non-Executive Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation;

RESOLVED FURTHER the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Alteration to the Articles of Association 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration to the Articles of Association of the Company (AOA) by adding the following Article 81A after Article 81 of the AOA:

Article 81A: The Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

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

By Order of the Board of Directors
For Aditya Birla Sun Life Insurance Company Limited

Sangeeta Shetty
Company Secretary

Date: 25th April 2023

Place: Mumbai

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,

Jupiter Mill Compound, 841, Senapati Bapat Marg,

Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

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

The following statement sets out all material facts relating to Items 2 to 5 mentioned in the accompanying Notice:

Item No. 2

Pursuant to Section 152(6) of the Companies Act, 2013, one third of the directors who are liable to retire by rotation, shall retire from office at the Annual General Meeting. Accordingly, Mr. Kumar Mangalam Birla, Director of the Company, shall retire by rotation at the ensuing Annual General Meeting and he, being eligible, has offered himself for re-appointment. Mr. Birla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also meets the fit and proper criteria under the provisions of the Corporate Governance Guidelines for Insurers in India issued by the Insurance Regulatory and Development Authority of India (IRDAI).

Details of Mr. Kumar Mangalam Birla pursuant to the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given below:

Name	Mr. Kumar Mangalam Birla
Age / Date of Birth	56 years / 14 th June 1967
Director Identification Number	00012813
Nature of appointment/ re-appointment	Re-appointment as a Non-Executive Director on retirement by rotation
Qualification	Chartered Accountant and MBA from the London Business School
Experience and expertise in specific functional area	<p>Mr. Kumar Mangalam Birla is the Chairman of the venerable Indian multinational Aditya Birla Group. The Group's legacy dates to over a century and it was the first Indian business group to venture abroad. Today, the group is present in 36 countries across six continents with over 50% of its revenues coming from overseas operations. The Group's turnover is around \$60bn.</p> <p>Mr. Birla chairs the Boards of all major Group companies in India and globally. In the 27+ years that he has been at the helm of the Group, he has accelerated growth, built meritocracy, and enhanced stakeholder value. In the process he has raised the Group's turnover by 30 times. He has been the architect of over 40 acquisitions in India and globally, among the highest by any Indian multinational.</p> <p>Under his stewardship, the Aditya Birla Group enjoys a position of leadership in all the major sectors in which it operates, from cement to chemicals, metals to textiles, and fashion to financial services. Over the years, Mr. Birla has built a highly successful meritocratic organisation, anchored by an extraordinary force of 180,000 employees.</p> <p>Outside the Group, Mr. Birla has held several key positions on various regulatory and professional Boards. He was a Director on the Central Board of Directors of the Reserve Bank of India. As the Chairman of Securities and Exchange Board of India (SEBI) Committee on Corporate Governance, he framed the first-ever</p>

	<p>governance code for Corporate India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on the Prime Minister of India's Advisory Council on Trade and Industry.</p> <p>Over the years, Mr. Birla has been conferred several prestigious awards. He was conferred the Padma Bhushan, India's third highest civilian honour in 2023. He also received the All India Management Association's coveted Business Leader of the Decade Awards in 2023. Mr. Birla is only the second industrialist in AIMA's history to receive this honour. He was also the first Indian Industrialist to receive the TiE Global Entrepreneurship Award for Business Transformation in 2021. Mr. Birla has been a recipient of the ABLF Global Asian Award in 2019. This marquee award was constituted by the Dubai-based Asian Business Leadership Forum, under the patronage of the UAE Ministry of Economy. Mr. Birla has also received the Business Leader of the Year Award twice at the Economic Times Awards for Corporate Excellence. In addition, he has received several awards and honours from leading institutions like EY, Forbes, CNBC, CNN-News18, WEF etc.</p> <p>Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology & Science (BITS) with campuses in Pilani, Goa, Hyderabad, and Dubai. He has been the Chairman of India's premier management institute — Indian Institute of Management, Ahmedabad and Indian Institute of Technology, Delhi. On the global arena, Mr. Birla is an Honorary Fellow of the London Business School. In 2019, Mr. Birla constituted a £15mn scholarship programme at the London Business School in memory of his grandfather, Mr. B.K. Birla, marking the largest ever endowed scholarship gift to a European Business School.</p> <p>A firm practitioner of the trusteeship concept, Mr. Birla has institutionalised the concept of caring and giving at the Aditya Birla Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively impact the quality of lives of more than 10 million people annually.</p>
Terms and conditions of appointment/ re-appointment	His office shall be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the Financial Year 2022-23 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	4 th August 2000
Shareholding in the Company as on date	Nil
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
Attendance at the Board Meetings held during the Financial Year 2022-23	Attended 1 out of 6 Board Meetings held during the year.

List of other Public Limited Companies (in India) in which Directorships are held as on date	Century Textiles and Industries Limited Grasim Industries Limited Aditya Birla Fashion and Retail Limited Hindalco Industries Limited Aditya Birla Capital Limited UltraTech Cement Limited Vodafone Idea Limited
Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	None

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in Item No. 2 of the notice for the appointment of Mr. Kumar Mangalam Birla as a Non-Executive Director, liable to retire by rotation.

Except Mr. Kumar Mangalam Birla, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 3

Pursuant to Section 152(6) of the Companies Act, 2013, one third of the directors who are liable to retire by rotation, shall retire from office at the Annual General Meeting. Accordingly, Mr. Sandeep Asthana, Director of the Company, shall retire by rotation at the ensuing Annual General Meeting and he, being eligible, has offered himself for re-appointment. Mr. Sandeep Asthana is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also meets the fit and proper criteria under the provisions of the Corporate Governance Guidelines for Insurers in India issued by the Insurance Regulatory and Development Authority of India (IRDAI).

Details of Mr. Sandeep Asthana pursuant to the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given below:

Name	Mr. Sandeep Asthana
Age / Date of Birth	55 years / 16 th April 1968
Director Identification Number	00401858
Nature of appointment/ re-appointment	Re-appointment as a Non-Executive Director on retirement by rotation
Qualification	Bachelor's degree in Chemical Engineering from Indian Institute of Technology, Bombay and a Post-graduate Diploma in Management from Indian Institute of Management, Lucknow
Experience and expertise in specific functional area	Mr. Sandeep Asthana is the India Country Head of Sun Life, a leading international provider of protection and wealth accumulation products, headquartered in Canada. In his role, he manages Sun Life's interest in its two joint ventures in India – Aditya Birla Sun Life Insurance Co. Ltd. and Aditya Birla Sun Life Asset Management Co. Ltd. He brings over 30 years of experience across insurance and asset management.

	Sandeep started his career with Unit Trust of India in 1993 and was closely involved with its plans for entry into life insurance and pensions. He joined Zurich Financial Services in 2000 and headed the life insurance planning team. In 2003, he joined Reinsurance Group of America (RGA Re), a leading US-based life and health reinsurer, and built up their business to make it a leading reinsurance player in India. Prior to joining Sun Life, he was Managing Director of RGA Services India Pvt. Ltd.
Terms and conditions of appointment/ re-appointment	His office shall be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the Financial Year 2022-23 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	1 st August 2014
Shareholding in the Company as on date	Nil
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
Attendance at the Board Meetings held during the Financial Year 2022-23	Attended 5 out of 6 Board Meetings held during the year.
List of other Public Limited Companies (in India) in which Directorships are held as on date	Aditya Birla Sun Life AMC Limited Aditya Birla Sun Life Pension Management Limited
Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	None

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in item no. 3 of the notice for the appointment of Mr. Sandeep Asthana as a Non-Executive Director, liable to retire by rotation.

Except Mr. Sandeep Asthana, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item no. 4

Mr. Manjit Singh (DIN 09792276) was appointed as an Additional Non-Executive Director (nominee of Sun Life Financial (India) Insurance Investments Inc.) on the Board of the Company with effect from 25th January 2023. Mr. Manjit Singh being an Additional Director as per the provisions of Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. Mr. Manjit Singh is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. The Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director.

Based on the recommendation of the Nomination and Remuneration Committee and the criteria of fit and proper as per the provisions of the Corporate Governance Guidelines for Insurers in India issued by the Insurance Regulatory and Development Authority of India (IRDAI) being met, the Board recommends the appointment of Mr. Manjit Singh as a Non-Executive Director of the Company.

Details of Mr. Manjit Singh pursuant to the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given below:

Name	Mr. Manjit Singh
Age / Date of Birth	54 years / 25 th July 1969
Director Identification Number	09792276
Nature of appointment/ re-appointment	Appointment as a Non-Executive Director
Qualification	Bachelor of Arts, Chartered Accountancy Studies degree from the University of Waterloo and a Masters of Business Administration from the Richard Ivey School of Business. Fellow of the Chartered Professional Accountants (CPA) of Ontario, CFA and completed the Advanced Management Program at the Harvard Business School
Experience and expertise in specific functional area	Manjit Singh is Executive Vice-President and Chief Financial Officer of Sun Life. Manjit is responsible for leading the company's finance organization including Finance, Tax, Capital, Corporate Development, Investor Relations and strategic finance initiatives. With more than 25 years of finance, strategy, risk and treasury experience, Manjit has worked in financial services in Canada, the US and Europe. Prior to Sun Life, Manjit was Executive Vice-President, Finance at TD Bank, where he led Enterprise Finance including all Business Segment finance functions, Investor Relations, Tax, Chief Accountants and Enterprise Strategy. During his time with the bank, Manjit worked in all the Bank's major businesses and was actively involved in setting business strategy, leading strategic and corporate development analysis, driving financial performance and executing on key business priorities.
Terms and conditions of appointment/ re-appointment	His office shall be liable to retire by rotation.
Remuneration sought to be paid and last drawn	No remuneration was paid during the Financial Year 2022-23 and no approval is being sought for remuneration to be paid.
Date of appointment on the Board	25 th January 2023
Shareholding in the Company as on date	Nil
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
Attendance at the Board Meetings held during the Financial Year 2022-23	Not applicable
List of other Public Limited Companies (in India) in which Directorships are held as on date	None
Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee)	None

The Board recommends the Resolution for approval of the members as an Ordinary Resolution as set out in Item No. 4 of the Notice for the appointment of Mr. Manjit Singh as a Non-Executive Director of the Company, liable to retire by rotation.

Except Mr. Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is/ are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5

SEBI vide notification No. SEBI/LAD-NRO/GN/2023/119, dated February 2, 2023 has issued SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023.

Pursuant to the amended Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company is required to amend the Articles of Association (“AOA”) by adding the following clause in the Articles of Association:

Article 81A: The Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

For information of the Shareholders, clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 is reproduced below:

“It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.”

Copy of the AOA of the Company together with the proposed alteration is available to the Members for inspection without any fee from the date of circulation of this Notice up to the date of Annual General Meeting. Members seeking to inspect such documents can send an email at ABSLI.Secretarial@adityabirlacapital.com. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval by the Members. None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice

By Order of the Board of Directors
For Aditya Birla Sun Life Insurance Company Limited

Date: 25th April 2023
Place: Mumbai

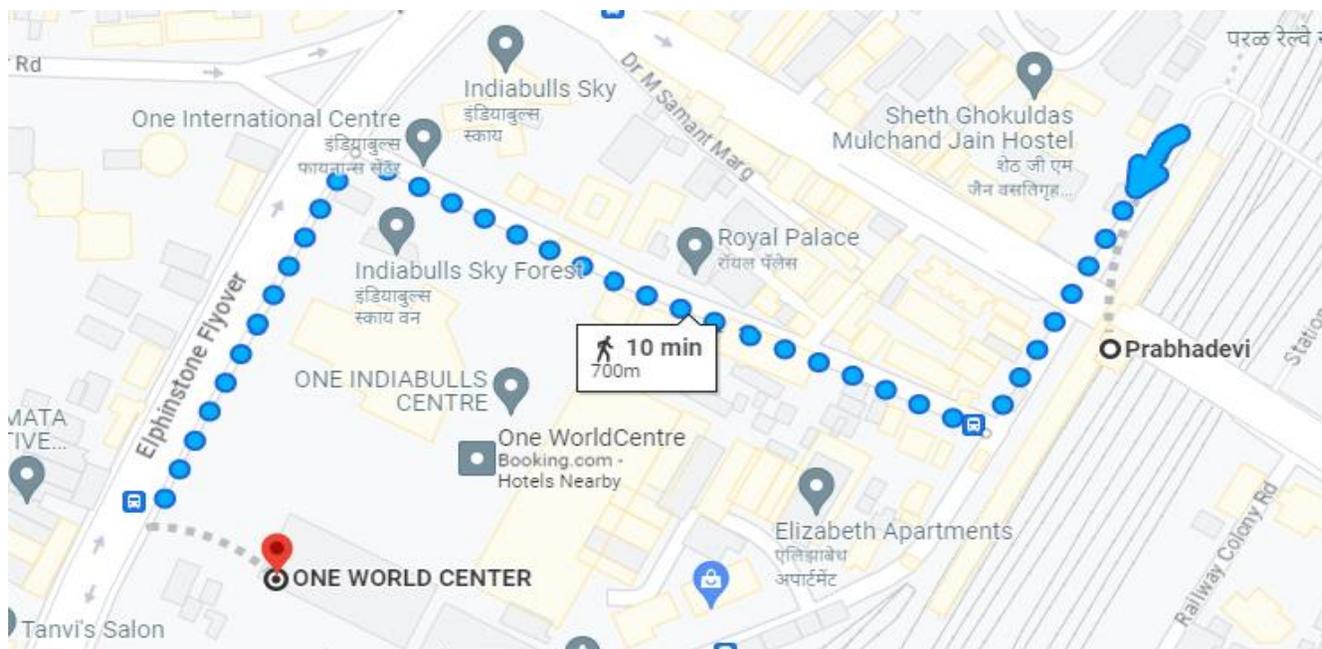
Sangeeta Shetty
Company Secretary

Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out the material facts relating to the special businesses to be transacted at the Annual General Meeting (“Meeting”) under item nos. 4 and 5 of the Notice as set out above is annexed hereto. Additional information pursuant to the Secretarial Standard on General Meetings (“SS-2”), in respect of the Director(s) seeking re-appointment / continuation of their term at the Meeting, is also furnished as part of the Explanatory Statement.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.
4. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the Registered office of the Company and addressed to the “Company Secretary”.
5. A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company.
6. An instrument for appointment of proxy is valid only if it is duly filled, properly stamped and signed. Incomplete, blank, undated proxy or proxy form which does not state the name of the proxy will not be considered valid.
7. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
8. Members, proxies and authorised representatives are requested to bring the attendance slip, duly filled and signed, which is attached herewith and are requested to hand it over at the AGM venue.
9. During the period beginning 24 hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of notice in writing is given to the Company.
10. A Corporate Member intending to send its authorised representative to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
13. The Notice of this Meeting, along with the Annual Report for the Financial Year 2022-23, is being sent by electronic mode to the Members at their e-mail address registered with the DPs/ Company/ RTA, unless a Member has requested for a physical copy of the same.
14. The Notice and the Annual Report of the Company for the Financial Year 2022-23, circulated to the Members of the Company, is available on the Company's website viz. <https://lifeinsurance.adityabirlacapital.com/about-us/investors>
15. The Audited Accounts of the Company's Subsidiary is also available on the Company's website.
16. Members are requested to send their queries, if any, relating to the Annual Report to the Company Secretary/ Chief Financial Officer at the Registered Office of the Company, on or before 14th August, 2023, so that the details can be made readily available at the Meeting.
17. The 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 Section 189 of the Act and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members between 10.00 a.m. and 12 noon upto the date of the Meeting and also at the AGM.
18. All the documents referred to in the Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12 noon upto the date of the Meeting and also at the AGM.
19. A Route Map showing directions to reach the venue of the 23rd Annual General Meeting is given below.

Route Map



ATTENDANCE SLIP

23rd Annual General Meeting – August 16, 2023

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company to be held at the Board Room, 16th Floor, One World Center, Tower 1, J. M. Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400013 on **Wednesday, August 16, 2023 at 4.30 p.m.**

Full name of the Member (IN BLOCKLETTERS)

Folio No. or DP ID No. Client ID No.

No. of Shares held

Full name of Proxy, if any (IN BLOCK LETTERS)

Member's/Proxy's Signature.....

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

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]

ADITYA BIRLA SUN LIFE INSURANCE COMPANY LIMITED

Corporate Identity Number: U99999MH2000PLC128110

<https://lifeinsurance.adityabirlacapital.com>

Regd. Office: 16th Floor, One World Center, Tower 1, J. M. Compound, 841, S. B. Marg,
Elphinstone Road, Mumbai – 400013

23RD (TWENTY THIRD) ANNUAL GENERAL MEETING – August 16, 2023

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

I/We, being the holder(s) of _____ equity shares of Aditya Birla Sun Life Insurance Company Limited, hereby appoint

1. Name : _____ E-mail Id : _____
Address: _____
Signature: _____ or failing him/her
2. Name : _____ E-mail Id : _____
Address: _____
Signature: _____ or failing him/her
3. Name : _____ E-mail Id : _____
Address: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, August 16, 2023 at 4:30 p.m. at the Board Room, 16th Floor, One World Center, Tower 1, J. M. Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
	ORDINARY BUSINESS
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company comprising of the Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the Financial Year ended 31st March 2023 and the Balance Sheet as at that date, together with the Reports of the Board of Directors, Management and Joint Statutory Auditors thereon
2.	To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN 00012813) who retires by rotation and being eligible, offers himself for re-appointment
3.	To appoint a Director in place of Mr. Sandeep Asthana (DIN 00401858), who retires by rotation and being eligible, offers himself for re-appointment
	SPECIAL BUSINESS
4.	Appointment of Mr. Manjit Singh (DIN 09792276) as a Non-Executive Director
5.	Alteration to the Articles of Association of the Company

Signed this _____ day of _____ 2023

AFFIX
Revenue
Stamp of
Re.1

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.