



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Birla Sun Life Insurance Company Limited will be held on Wednesday, July 19, 2017 at 12.00 Noon on a shorter notice, at the Registered Office of the Company at One Indiabulls Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013, to transact the following special business:

SPECIAL BUSINESS

1. To consider and approve change in name of the Company and to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and 14 read with Section 4 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the name of the Company be changed from **“Birla Sun Life Insurance Company Limited”** to **“Aditya Birla Sun Life Insurance Company Limited.”**

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 4 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, and subject to the approval of the Registrar of Companies, clause I (name clause) of the Memorandum of association of the Company be and is hereby altered by substituting the same with the following:

“Clause I: The name of the Company is **“Aditya Birla Sun Life Insurance Company Limited**

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or Key Managerial Personnel of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

2. To consider and approve the following Amendments in Article of Association of Company for change in name of the Company and to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 read with Section 5 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, and subject to the approval of the Registrar of Companies, Article 1(i) of the Articles of Association of the Company be and is hereby altered by substituting the same with the following in part II (Definitions and Interpretation):

“Article 1(xviii): “Company” or “this Company” means **“Aditya Birla Sun Life Insurance Company Limited.”**

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or Key Managerial Personnel of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

3. To consider and approve the following Amendments in Article of Association of Company and to pass the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, and subject to the approval of the Registrar of Companies, the Articles of Association of the Company be and are hereby altered as per the following changes:

Sl. No.	Addition/ Deletion/ Modification /substitution	Articles No.	Nature of change	Revised Article
1.	Substitution	Article 1(i)	The Article 1(i) shall be substituted by new a Article in place of existing Article defining ABCL in place of ABN	Article 1(i) : “ABCL” means Aditya Birla Capital Limited



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2.	Addition	Article 1(v)(a)	The Article 1(v)(a) shall be inserted for "Advisory Committee"	Article 1(v)(a): " Advisory Committee " has the meaning ascribed to it in paragraph 134(A)
3.	Modification	Article 1(lxiii)	The Article 1(lxiii) shall be amended/modified for " Shareholders' Agreement "	Article 1(lxiii): " Shareholders' Agreement " means the Amended and Restated Shareholders' Agreement dated 10 April 2012, the First Amendment Agreement to the Amended and Restated Shareholders' Agreement dated 29 March 2016, the Second Amendment Agreement to the Amended and Restated Shareholders' Agreement dated June 29, 2017 all executed, <i>inter- alia</i> , between Aditya Birla Nuvo Limited, Sun Life Financial (India) Insurance Investments Inc, and the Company and read with the Deed of Adherence dated February 7, 2017 <i>inter- alia</i> , between Aditya Birla Nuvo Limited, Aditya Birla Capital Limited (formerly Aditya Birla Financial Services Limited), Sun Life Financial (India) Insurance Investments Inc. and the Company wherein Aditya Birla Capital Limited (formerly Aditya Birla Financial Services Limited) undertakes to be bound by and perform each of the terms conditions covenants and agreements which were otherwise to be performed by Aditya Birla Nuvo Limited under the Shareholders' Agreement.



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4.	Modification	Article 108	<p>The following paragraph in Article 108 shall be deleted:</p> <p>“The resolution to appoint or remove the CEO will require the affirmative of at least one Director representing each Group”</p>	<p>Article 108: The Board will approve the appointment and removal of the CEO as well as the terms of the appointment thereof. The CEO will be compensated at market rates at the cost of the Company.</p>
5.	Addition	Article 134A	<p>A new Article 134A defining the Roles and functions of the Advisory committee shall be inserted.</p>	<p>Article 134A Advisory Committee:</p> <p>(a) The Shareholders shall constitute a committee (the “Advisory Committee”) which shall consist of two representatives of Sun Life Group and two representatives of the Aditya Birla Group. At least one such representative will either be the nominee director of each Shareholder on the Board or a director on the board of directors of the holding company of such Shareholder.</p> <p>(b) The Advisory Committee will meet at least once every six months or more frequently, if determined by its members. Meetings may take place in person or via teleconference or video conference.</p> <p>(c) The Advisory Committee will be a forum for the Shareholders to consider, discuss and review matters relating to the Company and its business, as agreed between the Shareholders from time</p>

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Website www.insurance.birlasunlife.com
Corporate website www.abfsg.com



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				<p>to time. The Advisory Committee will provide its views to the Board or the Company, if appropriate, following its deliberations and discussions but these views will not be binding on the Board or the Company.</p> <p>(d) The Advisory Committee may invite to its meetings the Company CEO and/or other key management persons of the Company to present on matters relevant to the agenda and to generally aid and assist the Advisory Committee in its deliberations.</p> <p>(e) The Shareholders shall bear their own cost and expenses for convening and conducting the Advisory Committee meetings without putting any burden on the Company.</p> <p>(f) Minutes of each meeting of the Advisory Committee shall be recorded expeditiously and circulated.</p>
6.	Deletion	Article 135(b)(xi)	The Article 135(b)(xi) shall be deleted	--
7.	Deletion	Article 135(b)(xiii)	The Article 135(b)(xiii) shall be deleted	--



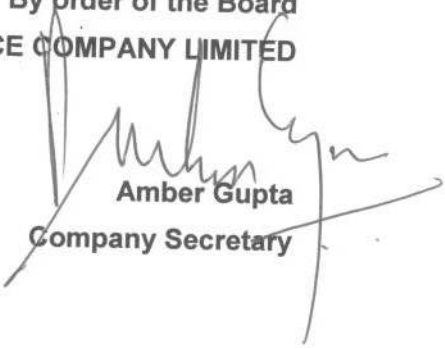
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8.	Addition	Article 135(b)(xv)	The following paragraph shall be added in Article 135(b)(xv) after the word key employees: "subject to compliance with the Corporate governance guidelines of the Insurance Regulatory and Development Authority of India	Article 135(b)(xv): The creation of any policy relating to long-term or deferred compensation plans/arrangements for key employees, subject to compliance with the corporate governance guidelines of the Insurance Regulatory and Development Authority of India.
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"RESOLVED FURTHER THAT except otherwise stated specifically in the Articles of Association, the word "ABCL" shall be inserted in substitution for and in place of "ABN" in all places wherever appearing in the Articles of Association

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) or Key Managerial Personnel of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**By order of the Board
for BIRLA SUN LIFE INSURANCE COMPANY LIMITED**


**Amber Gupta
Company Secretary**

Registered Office:
One Indiabulls Centre, Tower 1,
16th Floor, Jupiter Mill Compound,
841, S. B. Marg, Elphinstone Road,
Mumbai – 400 013.

Date: July 17, 2017

Place: Mumbai

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Website

Corporate website

www.insurance.birlasunlife.com

www.abfsg.com



NOTES:

1. **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. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Bodies corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under Section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
3. 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.
4. Members who have not registered their e-mail 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.
5. Member / Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
6. Documents referred in the notice are available for inspection of members between 11.00 A.M to 5 P.M. at the registered office of the Company until the date of meeting and the members can also obtain copy thereof.
7. A Route Map showing directions to reach the venue of the Extra Ordinary General Meeting is given below.



ANNEXURE TO THE NOTICE

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the Company:

Item No. 1 & 2

To cue the shareholder parentage (Aditya Birla) it is intended to modify the name of the company from Birla Sun Life Insurance Company Limited to Aditya Birla Sun life Insurance Company Limited

The Registrar of Companies has informed the Company vide letter dated July 11, 2017 that the name Aditya Birla Sun Life Insurance Company Limited is available.

As per the provisions of Section 13 and 14 of the Companies Act, 2013, consent of the Members is required by way of Special Resolution to alter the name of the Company. Consequential changes are proposed in the Memorandum of Association (Name Clause) and Articles of Association of the Company.

Accordingly, approval of the members is sought for passing a Special Resolution as set out in Item No.1 & 2 of the Notice.

The Board of Directors recommends the resolution(s) as set out in Item No.1& 2 of the Notice for approval of the members of the company.

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.

Item No. 3

The Shareholders Agreement between the Aditya Birla Group and Sun Life Group has been amended in accordance with the directions provided by Insurance Development and Regulatory Authority of India for meeting compliance of conditions of Indian Owned and Control Guidelines.



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The Article of Association accordingly is also required to be amended to reflect these changes of the Shareholders Agreement. Further, pursuant to transfer of 51% shareholding by Aditya Birla Nuvo Limited in the Company to Aditya Birla Capital Limited (formerly Aditya Birla Financial Services Limited) and pursuant to the execution of Deed of Adherence between Aditya Birla Nuvo Limited, Aditya Birla Capital Limited (formerly Aditya Birla Financial Services Limited), Sun Life Financial (India) Insurance Investments Inc. and the Company, Aditya Birla Capital Limited (formerly Aditya Birla Financial Services Limited) undertakes to be bound by and perform each of the terms conditions covenants and agreements which were otherwise to be performed by Aditya Birla Nuvo Limited under the Shareholders' Agreement. Consequently, Aditya Birla Nuvo Limited (ABN) wherever appearing in the Articles of Association shall be substituted by Aditya Birla Capital Limited (ABCL).

As per the provisions of Section 13 and 14 of the Companies Act, 2013, approval of the Members is required by way of Special Resolution to amend the Articles of Association of the Company.

Accordingly, approval of the members is sought for passing a Special Resolution as set out in Item No.3 of the Notice.

The Board of Directors recommends the resolution(s) as set out in Item No.3 of the Notice for approval of the members of the company.

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 BIRLA SUN LIFE INSURANCE COMPANY LIMITED


Amber Gupta

Company Secretary

Registered Office:
One Indiabulls Centre, Tower 1,
16th Floor, Jupiter Mill Compound,
841, S. B. Marg, Elphinstone Road,
Mumbai – 400 013.

Date: July 17, 2017
Place: Mumbai