

Pension Funds

Aditya Birla Sun Life Pension Management Ltd.



ADITYA BIRLA
CAPITAL

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that the 5th (Fifth) Annual General Meeting of the Members of Aditya Birla Sun Life Pension Management Limited (formerly known as Birla Sun Life Pension Management Limited) will be held on Wednesday, July 3, 2019 at 11:00 AM at Registered Office at 16th Floor, One Indiabulls Centre, Tower 1, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013 to transact, with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2019, the Profit & Loss Account for the financial year ended March 31, 2019 together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pankaj Razdan, (DIN 00061240) who retires by rotation and, being eligible, offers himself for re - appointment.

SPECIAL BUSINESS

3. To consider increase in the Authorised Share Capital of the company and in this regard, to pass, the following resolution as a special resolution.

RESOLVED THAT, pursuant to provisions of Section 61 read with Section 13 and Section 14 of the Companies Act 2013 and other applicable provisions if any (including any statutory modification and re-enactment thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded to increase the authorised share capital of the company from the present Rs. 350,000,000 (Rupees Thirty Five Crore) consisting of 35,000,000 (Three Crore Fifty Lakh) Equity Shares of Rs.10/-(Rupees Ten) each to Rs. 40,00,00,000/- (Rupees Forty Crores) comprising of 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. 40,00,00,000 (Rupees Forty Crores) ranking paripassu with the existing equity shares of the company.

FURTHER RESOLVED THAT, any director or company secretary of the company be and is hereby authorised to do all such act, deeds and things including all forms, documents filing with the Registrar Of Companies as may be necessary and incidental to give effect to the aforesaid resolution.



4. To alter the Memorandum Of Association and in this regard, to pass, the following resolution as a special resolution.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), consent be and is hereby accorded to alter the Capital Clause of Memorandum of Association of the Company by substituting the existing Clause V(a) thereof by the following new Clause V(a):

V. (a) The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) comprising of 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. 40,00,00,000 (Rupees Forty Crores)

RESOLVED FURTHER THAT any Director of the Company or Company Secretary or Chief Financial Officer of the Company be and is hereby severally authorised to file the required forms prescribed under the Act with the registrar of companies and take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard for the purpose of giving effect to aforesaid resolution.”

5. To alter the Articles of Association and in this regard, to pass, the following resolution as a special resolution.

RESOLVED THAT pursuant to the provision of Section 14 and other applicable provisions, if any of the Companies Act, 2013 read with the relevant Rules thereof the consent of the Members be and is hereby accorded to alter the Articles of Association of the Company by substituting the existing Article 3 thereof by the following new Article 3:

3 The Authorized Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity shares of Rs.10 (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, in force, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined

by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act or provided by the Articles of Association of the Company, for the time being in force.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to to file the required forms prescribed under the Act with the registrar of companies and take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard for the purpose of giving effect to aforesaid resolution."

By order of the Board
for ADITYA BIRLA SUN LIFE PENSION MANAGEMENT LIMITED



Jaibind Sahu
Jaibind Sahu
Company Secretary
Mumbai, June 10, 2019

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.



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

As required by sub section 1 of section 102 of the Companies Act 2013, the following explanatory statement set out all the material facts relating to Item No. 3, 4 and 5 of the accompanying notice dated April 23, 2019

Item No. 3

The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company.

The Current Authorized Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty Five Crore only) and the paid up Share Capital of the Company is Rs.32,00,00,000/- (Rupees Thirty Two Crore only). The company proposes to increase its authorized share capital to Rs. 40,00,00,000/- (Rupees Forty Crores) comprising of 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs.40,00,00,000 (Rupees Forty Crores) ranking paripassu with the existing equity shares of the company.

The Board of Directors accordingly approved and recommends the resolution set out at Item No. 3 for the approval of the shareholders of the Company.

None of the Directors or the Key Managerial Person's of the Company or any relatives of such Directors or Key Managerial Person's are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4

In view of the proposed increase in the Authorized capital of the Company, it is required to amend the **Clause V (a)** of Memorandum of Association of the Company and be suitably altered.



As per the provisions of Section 13 of the Companies Act, 2013, consent of the Members is required by way of Special Resolution to alter the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 for the approval of the shareholders of the Company.

None of the Directors of the Company are, in any way, concerned or interested, in the Special Resolution set out at Item No. 4 of the Notice.

None of the Directors or the Key Managerial Person's of the Company or any relatives of such Directors or Key Managerial Person's are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

In view of the proposed increase in the Authorized capital of the Company it is required to amend the Article 3 of Articles of Association of the Company and be suitably altered.

As per the provisions of Section 14 of the Companies Act, 2013, consent of the Members is required by way of Special Resolution to alter the Articles of Association of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 for the approval of the shareholders of the Company.

None of the Directors of the Company are, in any way, concerned or interested, in the Special Resolution set out at Item No. 5 of the Notice.

None of the Directors or the Key Managerial Person's of the Company or any relatives of such Directors or Key Managerial Person's are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.



DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 5TH ANNUAL GENERAL MEETING AS REQUIRED UNDER SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr. Pankaj Razdan	
Date of Birth	16.11.1968	
Age	50 years	
Date of appointment in the Board	Date of Appointment - 09.01.2015	
Qualification	B. Tech Electronics	
Expertise in specific functional area	Fields of Finance and Banking	
Directorships held in other companies	1. Aditya Birla Sun Life Insurance Company Limited 2. Aditya Birla Sun Life AMC Limited	
Chairman / Member of Committee (s) of Board of Directors of the Company	Committees Details	Chairman/Member
	Audit Committee	Member
	Risk Management Committee	Member
	Nomination and Remuneration Committee	Member
	Investment Committee	Member
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Aditya Birla Sun Life Insurance Company Limited	
	Committees Details	Chairman/Member
	Risk Management Committee	Member
	Asset Liability Management Committee	Member
	With Profit Committee	Member
	Investment Committee	Member
	Policyholders' Protection Committee	Member
Whether related with other Directors / Key	NA	

Aditya Birla Sun Life Pension Management Ltd.
 (Formerly known as Birla Sun Life Pension Management Ltd.)
 +91 22 6723 9100 | (F) +91 22 6723 9386
 care.pensionfunds@adityabirlacapital.com | www.adityabirlasunlifepensionmanagement.com
 Correspondence & Registered Office: One Indiabulls Centre, Tower 1, 16th Floor,
 Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013
 CIN: U66000MH2015PLC260801



Managerial Personnel	
Number of the Board meetings attended during the year	Four
Number of Shares held in Company	Holding 10 equity shares jointly with Aditya Birla Sun Life Insurance Company Limited

There are no *inter-se* relationships between the Board of Directors of the Company.



ADITYA BIRLA SUN LIFE PENSION MANAGEMENT LIMITED

CIN: U66000MH2015PLC260801

Registered Office: One Indiabulls Centre, Tower 1, 16th Floor, Jupiter Mill
Compound, 841, S.B. Marg, Elphinstone Rd. Mumbai 400013.Email: care.pensionfunds@adityabirlacapital.comWebsite: www.pensionfund.adityabirlacapital.com Ph: 022-67239100

Full name of the Member(s) (IN BLOCK LETTERS):

Registered Address :

Folio No/ Client ID :

No. of Shares held :

I/We hereby record my/our presence at the Fifth Annual General Meeting of the Company held at Registered Office at, One Indiabulls Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400013 on Wednesday, July 03, 2019 at 11.00 A.M

Member's Signature

.....

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



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care.pensionfunds@adityabirlacapital.com | www.adityabirlasunlifepensionmanagement.comCorrespondence & Registered Office: One Indiabulls Centre, Tower 1, 16th Floor,
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CIN: U66000MH2015PLC260801



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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Aditya Birla Sun Life Pension Management Limited

CIN: U66000MH2015PLC260801

Registered Office: One Indiabulls Centre, Tower 1, 16th Floor, Jupiter Mill Compound,
841, S.B. Marg, Elphinstone Rd. Mumbai 400013

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. /Client Id & DP. Id:

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

1.

Name:.....

Address:

E-mail Id:

Signature:..... , or failing him

2.

Name:.....

Address:

E-mail Id:

Signature:..... , or failing him

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3.

Name:.....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifth Annual General Meeting of the Company, to be held on, Wednesday, July 3, 2019 at One Indiabulls Centre, Tower 1,16th Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road. Mumbai 400013 at 11:00 A.M, and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Accounts
2. Re-appointment of Mr. Pankaj Razdan.

Special Business

1. Increase in Authorised Share Capital
2. Alteration of Memorandum of Association
3. Alteration of Article of Association

Signed this..... day of..... 2019

Signature of shareholder:

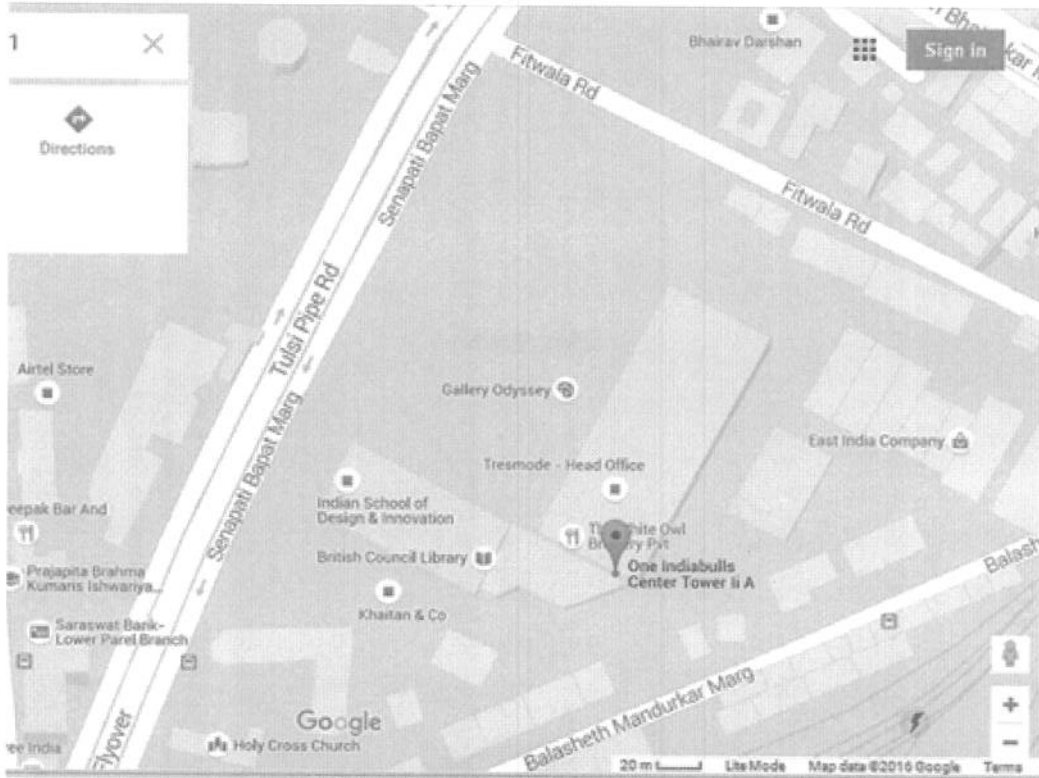
Signature of Proxy holder(s):

Affix Re.1
Rev
Stamp

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



Route Map



By order of the Board
for **ADITYA BIRLA SUN LIFE PENSION MANAGEMENT LIMITED**



Jaibind Sahu
Company Secretary

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

Mumbai, June 10, 2019

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