

## Pension Funds

Aditya Birla Sun Life Pension Management Ltd.



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

### NOTICE

**NOTICE** is hereby given that the 9<sup>th</sup> (Ninth) Annual General Meeting of the Members of Aditya Birla Sun Life Pension Management Limited will be held on Tuesday, July 04, 2023, at 9:00 am at the Registered Office at 16<sup>th</sup> Floor, One World Centre, Tower 1, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013 at shorter notice to transact, with or without modification(s), the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamlesh Rao, (DIN: 07665616) 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, the consent of the Members be and is hereby accorded to increase the authorised share capital of the company from the present Rs. 75,00,00,000 (Rupees Seventy Five Crore Only) consisting of 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of Rs.10 (Rupees Ten Only) each to Rs. 90,00,00,000 (Rupees Ninety Crore Only) comprising of 9,00,00,000 (Nine Crore) Shares of Rs. 10 (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER 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 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 of the

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Members 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. 90,00,00,000 (Rupees Ninety Crore Only) comprising of 9,00,00,000 (Nine Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each.**

**RESOLVED FURTHER THAT** any Director or Company Secretary or Chief Financial Officer or Chief Executive 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. 90,00,00,000 (Rupees Ninety Crores Only) divided into 9,00,00,000 (Nine Crore) 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 or Company Secretary or Chief Financial Officer or Chief Executive Officer of the Company be and is hereby severally authorised to file the

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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**

**Sd/-  
Kamlesh Rao  
Director (DIN 07665616)**

**Mumbai, April 20, 2023**

**Registered Office:**

One World Centre, Tower 1,  
16<sup>th</sup> Floor, Jupiter Mill  
Compound, 841, S. B. Marg,  
Elphinstone Road, Mumbai –  
400 013

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### 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. List of 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. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the 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 person or shareholder. The proxy form duly completed and signed should be deposited at the registered office of the Company not less than 48 hours before the time fixed for the meeting.
3. Item No. 2 of the Notice: The Company has determined retiring directors and their eligibility for re-appointment under Section 152 of the Act. The Profile of the Director seeking re-appointment is annexed to this Notice as Annexure-A.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Business to be transacted at the Meeting under Item No. 3, 4 and 5 is annexed to this Notice.
5. Body 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.
6. In case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
7. 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.
8. 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.

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9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. All Documents referred in the notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are available for inspection of members between 11.00 A.M to 5 P.M. on working days at the registered office of the Company until the date of meeting and the members can also obtain copy thereof.
12. A Route Map showing directions to reach the venue of the Annual General Meeting is given below.
13. The Notice calling the Annual General Meeting has also been uploaded on the website of the Company at <https://pensionfund.adityabirlacapital.com>.

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### ANNEXURE TO THE NOTICE

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

As required by Section 102(1) of the Companies Act 2013, the following explanatory statement set out all the material facts relating to Special Business mentioned in the accompanying notice dated April 20, 2023

##### **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. 75,00,00,000 (Rupees Seventy Five Crore Only) and the paid up Share Capital of the Company is Rs. 73,00,00,000/- (Rupees Seventy Three Crore Only). The Company proposes to increase its authorized share capital to Rs. 90,00,00,000 (Rupees Ninety Crore Only) comprising of 9,00,00,000 (Nine Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company.

The Board of Directors accordingly approved and recommends the Special Resolution set out at Item No. 3 for the approval of the Members of the Company.

None of the Directors or the Key Managerial Personnel of the Company or any relatives of such Directors or Key Managerial Personnel are in any way concerned or interested financially or otherwise, in the Special 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 substituted.

As per the provisions of Section 13 of the Companies Act, 2013, the 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 Special resolution set out at Item No. 4 for the approval of the Members of the Company.



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

A copy of all the documents as stated above is available for inspection by the members during normal business hours on any working day at the registered office of the Company.

### **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, the 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 Special 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.

A copy of all the documents as stated above is available for inspection by the Members during normal business hours on any working day at the registered office of the Company.

**By order of the Board  
For Aditya Birla Sun Life Pension Management Limited**

**Date: April 20, 2023**

**Place: Mumbai**

**Sd/-  
Kamlesh Rao  
Director (DIN 07665616)**

**Registered Office:**

One World Centre, Tower 1, 16<sup>th</sup> Floor,  
Jupiter Mill Compound, 841, S. B.  
Marg, Elphinstone Road, Mumbai – 400  
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### Annexure A

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 9<sup>th</sup> ANNUAL GENERAL MEETING AS REQUIRED UNDER SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director/ DIN	<b>Mr. Kamlesh Rao (DIN 07665616)</b>	
Date of Birth	11 <sup>th</sup> April 1970	
Age	53 years	
Date of appointment in the Board	18 <sup>th</sup> October 2019	
Qualification	MBA, Narsee Monjee Institute of Management Studies, 1995, B.E. Instrumentation, Vivekanand Education Society's Institute of Technology, 1992	
Expertise in specific functional area	Banking and Financial Services	
Directorships held in other companies	1. Aditya Birla Sun Life Insurance Company Limited 2. Aditya Birla Finance Limited	
Terms and conditions of appointment/ re-appointment	His office shall be liable to retire by rotation.	
Relationship with Directors and Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel	
Chairman / Member of Committee (s) of Board of Directors of the Company <b>Aditya Birla Sun Life Insurance Company Limited</b>	<b>Committees Details</b>	<b>Chairperson/Member</b>
	Policyholder Protection Committee	Member
	Risk Management Committee	Member
	Asset Liability Management Committee	Member
	Investment Committee	Member
	With Profit Committee	Member
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.	
Number of the Board meetings attended during the year	4 out of 4	



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Number of Shares held in Company	Holds 10 equity shares of the Company as a nominee shareholder of Aditya Birla Sun Life Insurance Company Limited.
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There are no *inter-se* relationships between the Board of Directors of the Company.

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**ATTENDANCE SLIP**

### **ADITYA BIRLA SUN LIFE PENSION MANAGEMENT LIMITED**

CIN: U66000MH2015PLC260801

Registered Office: One World Centre, Tower 1, 16<sup>th</sup> Floor, Jupiter Mill Compound,  
841, S.B. Marg, Elphinstone Rd. Mumbai 400013.

Email: [care.pensionfunds@adityabirlacapital.com](mailto:care.pensionfunds@adityabirlacapital.com)

Website: <https://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 Ninth Annual General Meeting of the Company held at Registered Office at, One World Centre, Tower 1, 16<sup>th</sup> Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400013 on Tuesday, July 04, 2023, at 9:00 am

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.*

Aditya Birla Sun Life Pension Management Ltd.

+91 22 6723 9100

[care.pensionfunds@adityabirlacapital.com](mailto:care.pensionfunds@adityabirlacapital.com) | <https://pensionfund.adityabirlacapital.com>

Correspondence & Registered Office:

One World Center, Tower-1, 16<sup>th</sup> Floor,  
Jupiter Mill Compound, 841, Senapati Bapat Marg,  
Elphinstone Road, Mumbai - 400 013

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 World Centre, Tower 1, 16<sup>th</sup> 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) of .....shares 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

3. Name:.....

Address:

E-mail Id:

Aditya Birla Sun Life Pension Management Ltd.

+91 22 6723 9100

care.pensionfunds@adityabirlacapital.com | <https://pensionfund.adityabirlacapital.com>

Correspondence & Registered Office:

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CIN: U66000MH2015PLC260801

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Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Annual General Meeting of the Company, to be held on Tuesday, July 04, 2023 at One World Centre, Tower 1, 16<sup>th</sup> Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road. Mumbai 400013 at 9:00 am, and at any adjournment thereof in respect of such resolutions as are indicated below:

### Ordinary Business

1. Adoption of Financial Statements together with Reports of Directors and Auditors
2. Re-appointment of Mr. Kamlesh Rao liable to retire by rotation.

### Special Business

3. To consider increase in the Authorised Share Capital
4. To alter the Memorandum of Association
5. To alter the Articles of Association

Signed this..... day of..... 2023

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

# Pension Funds

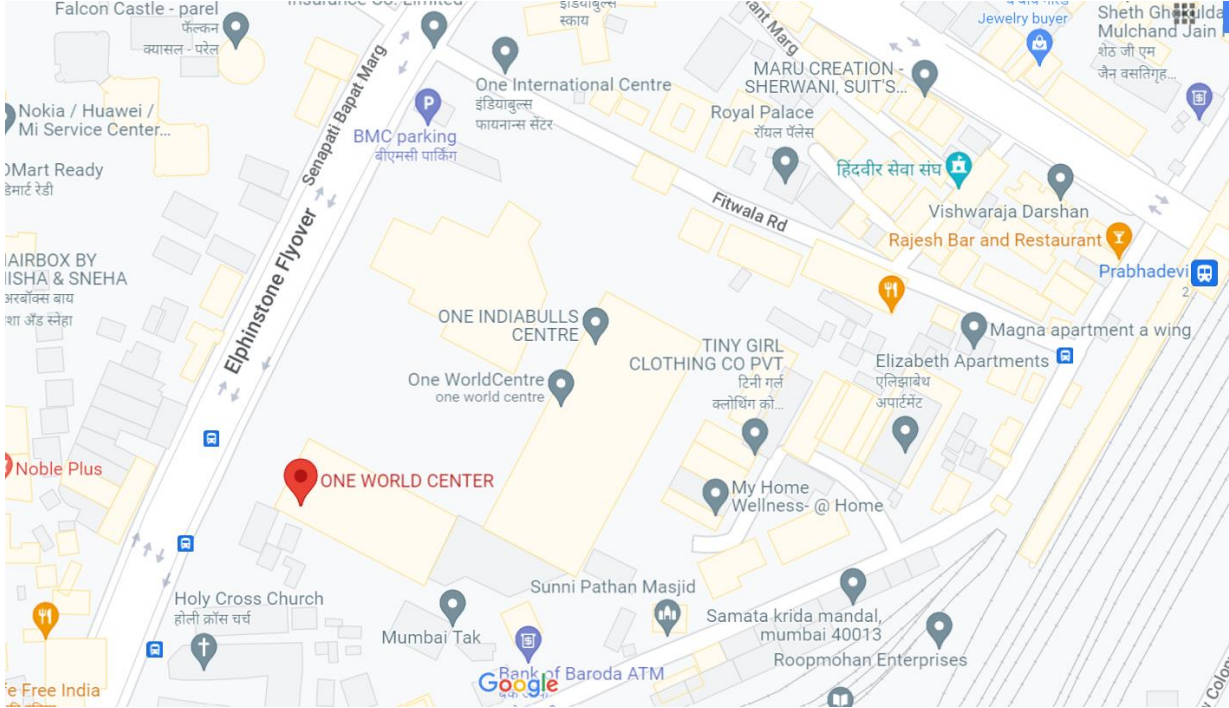
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## Route Map



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

**Sd/-  
Kamlesh Rao  
Director (DIN 07665616)  
Mumbai, April 20, 2023**

### **Registered Office:**

One World Centre, Tower 1,  
16<sup>th</sup> Floor, Jupiter Mill Compound,  
841, S. B. Marg, Elphinstone Road,  
Mumbai – 400 013.