



NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of Aditya Birla Sun Life Pension Management Limited will be held on Tuesday, February 20, 2024, at 11:00 AM (IST) at the **Registered Office** at 16th Floor, One World Centre, Tower 1, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013 to transact, with or without modification(s), the following business.

SPECIAL BUSINESS

1. To consider increase in the Authorised Share Capital of the company and in this regard, to pass, the following resolution as a Ordinary 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. 90,00,00,000 (Rupees Ninety Crores Only) consisting of 9,00,00,000 (Nine Crore) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 105,00,00,000/- (Rupees One Hundred and Five Crores) comprising of 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking *paripassu* with the existing equity shares of the company.

FURTHER RESOLVED THAT, any director(s) or Chief Executive Officer, or Chief Financial Officer or the 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.”

2. 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. 105,00,00,000/- (Rupees One Hundred and Five Crores Only) comprising of 10,50,00,000 (Ten Crore and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any Director(s) of the Company, Chief Executive Officer or Company Secretary, Chief Financial Officer of the Company be and is hereby severally



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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.”

3. 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:

3The Authorized Share Capital of the Company is Rs 105,00,00,000/- (Rupees One Hundred and Five Crores Only) comprising of 10,50,00,000 (Ten Crore Fifty Lakh) 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(s), Chief Executive Officer, Chief Financial Officer or the Company Secretary 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.”

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




Chetan Shigavan
Company Secretary

January 29, 2024, Mumbai

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

Aditya Birla Sun Life Pension Management Ltd.

+91 22 6723 9100

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

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U66000MH2015PLC260801

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NOTES:

1. 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. 1, 2 and 3 is annexed to this Notice.
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. 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.**

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. 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.
4. 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.
5. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
6. 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.
7. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, will be available for inspection in electronic form on the day of the meeting.
8. 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 in electronic form



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on the day of the meeting.

9. Documents referred in the notice 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.
10. A Route Map showing directions to reach the venue of the Extra Ordinary General Meeting is given below.
11. The Notice calling the Extra Ordinary General Meeting has also been uploaded on the website of the Company at <http://www.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 sub section 1 of section 102 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 January 29, 2024

Item No. 1

Keeping in view of business expansion and requirement of further fund infusion to support and execute business projections, it is proposed to increase the current authorized share capital of the Company from Rs. 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 105,00,00,000/- (Rupees One Hundred and Five Crores) comprising of 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Current Authorized Capital of the Company is Rs.90,00,00,000/- (Rupees Ninety Crore only) and the paid-up Share Capital of the Company is Rs. 85,00,00,000/- (Rupees Eighty-Five Crore only). It is proposed to increase its authorized share capital to Rs. 105,00,00,000/- (Rupees One Hundred and Five Crores) comprising of 10,50,00,000 (Ten Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking paripassu with the existing equity shares of the company.

The Board of Directors accordingly approved and recommends the Special resolution set out at Item No. 1 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 Special Resolution set out at Item No. 1 of the Notice.



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Item No. 2

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 Special resolution set out at Item No. 2 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. 2 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 Special Resolution set out at Item No. 2 of the Notice.

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



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Item No. 3

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 Special resolution set out at Item No. 3 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. 3 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 Special Resolution set out at Item No. 3 of the Notice.

A copy of all the documents as stated above is available for inspection by the members during the 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**



**Chetan Shigavan
Company Secretary**

Date: January 29, 2024
Place: Mumbai

Registered Office:

One World Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai-400013

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ATTENDANCE SLIP

ADITYA BIRLA SUN LIFE PENSION MANAGEMENT LIMITED

CIN: U66000MH2015PLC260801

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

Email: 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 Extra-ordinary General Meeting of the Company held at Registered Office at, One World Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400013 on Tuesday, February 20, 2024 at 11:00 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.



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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, 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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, February 20, 2024, at One World Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road. Mumbai 400013 at 11:00 AM, and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

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

Signed this..... day of..... 2024

Affix Re.1
Rev
Stamp

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



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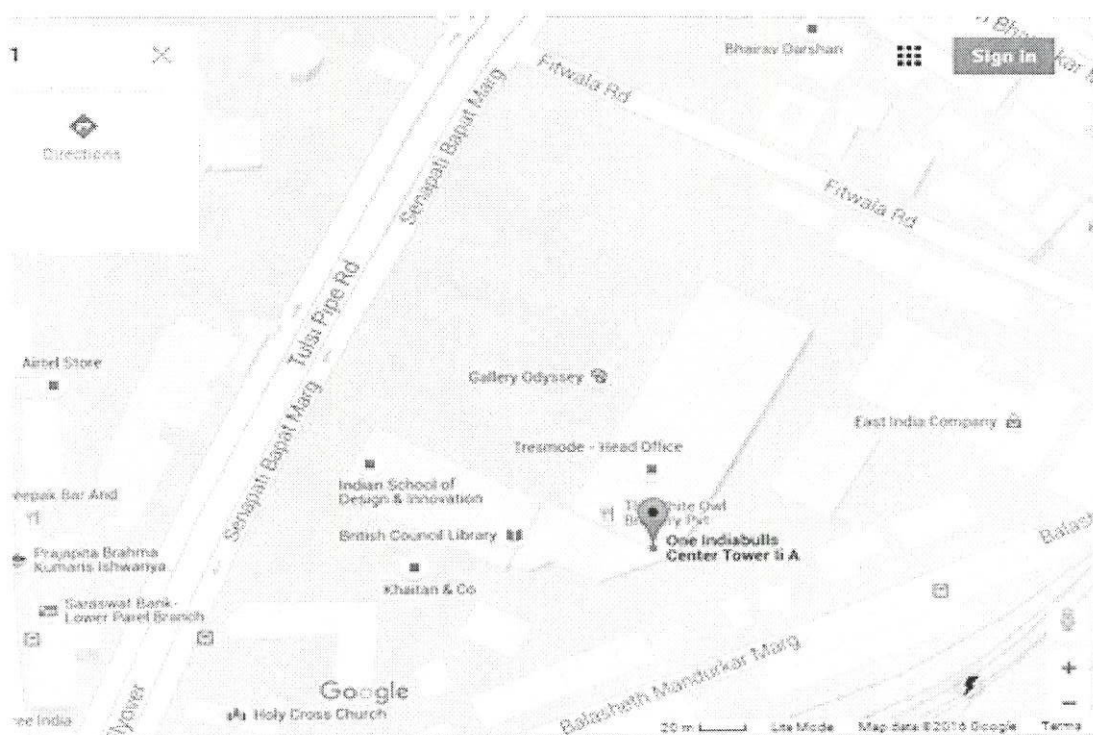
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Route Map



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




Chetan Shigavan
Company Secretary
Mumbai, January 29, 2024

Registered Office:

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Elphinstone Road, Mumbai – 400 013.

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