

Pension Funds

Aditya Birla Sun Life Pension Management Ltd.



**ADITYA BIRLA
CAPITAL**

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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 Thursday, November 25, 2021, at 12 P.M (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) to transact, with or without modification, as may be permissible, the following businesses.

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 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. 45,00,00,000 (Rupees Forty Five Crore) consisting of 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 70,00,00,000/- (Rupees Seventy Crores) comprising of 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. 70,00,00,000 (Rupees Seventy 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.”

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

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of the Company by substituting the existing Clause V(a) thereof by the following new Clause V(a):

V. (a) The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores Only) comprising of 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. 70,00,00,000 (Rupees Seventy Crores Only)

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.”

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:

- 3 The Authorized Share Capital of the Company is Rs 70,00,00,000/- (Rupees Seventy Crores Only) comprising of 7,00,00,000 (Seven 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**

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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 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 ADITYABIRLA SUN LIFE PENSION MANAGEMENT LIMITED**

**Jaibind Sahu
Company Secretary**

Mumbai, November 3, 2021

Registered Office:

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

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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. 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. 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.
4. 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.
5. 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 on the day of the meeting.
6. Pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and June 23, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Extra Ordinary General Meeting can be conducted via Video Conferencing (VC) or Other Audio Visual (OAVM). Hence, Members can attend and participate in the ensuing Extra Ordinary General Meeting through VC/OAVM, which may not require physical presence of the Members at the common venue. The Notice of EGM has been sent in electronic mode to Members on their e-mail IDs registered with the Company.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and June 23, 2021, the Notice calling the Extra Ordinary General Meeting has also been uploaded on the website of the Company at www.pensionfund.adityabirlacapital.com/
8. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed with restrictions on movement of persons at several places in the Country, the VC/OAVM facility being provided to the Members of the Company, the facility to appoint proxy to attend and cast vote for the Members is not available for this Extra Ordinary General Meeting and hence the Proxy Form is not annexed hereto.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EXTRA ORDINARY GENERALMEETING (EGM) THROUGH VC/OAVM ARE AS FOLLOWS:

The Members are requested to adhere to the following General Guidelines during the Meeting in order to ensure smooth virtual meeting:

- The Members requested to access the link (MS Teams Link) sent to their respective email ids to join the meeting.
- Members/ invites are requested to join the Meeting at least 15 minutes in advance via MS Teams meeting invite, through their respective Laptops for better experience, from their home/ office location.
- Please download the Microsoft Teams App and test the link in advance before the start of the meeting.
- Please ensure the Wi-Fi/Dongle/Hotspot/Router/ LAN etc. is up and running with goodspeed during the whole duration of the Meeting.
- In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
- No person other than the invited participants should have access to this e-meeting.
- At the start of the Meeting, Members are required to keep video on so that theCompany Secretary can complete the roll call.
- The Company Secretary will undertake roll call to seek a confirmation on the presenceof all the Members/ Invitees/ Directors
- The entire Meeting proceedings will be recorded.
- The Company Secretary/ Organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/ Members can unmute themselves at the time of speaking.
- Every participant shall identify himself/ herself at the time of making speaking on anyquery.
- To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of presentation particular agenda item.

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If Member/ invitee need any assistance during the meeting he/ she can reach out to Organizer and team members as details given below: (Help line Numbers)

Mr. Jaibind Sahu	Company Secretary & Organizer	+91 9022827188
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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 November 03, 2021

Item No. 1

As per PFRDA (Pension Fund) (Second Amendment) Regulations dated February 04, 2020 (III). Sub-regulation (1)(e) of regulation 8, Pension fund shall require having a minimum tangible **net worth of fifty Crore rupees or such other higher amount** within the period of six months from the date of selection of Pension Fund.

Aditya Birla Sun Life Insurance Company Limited ("Sponsor") had met the monthly AAUM criteria of Rs. 50,000 cr. in last 12 months under the said RFP process as of September 2021 within the extended timeline granted by the Authority. Sponsor had submitted the compliance letter in this regard vide its letter dated October 6 2021, and requested the Authority for appointment letter as Sponsor under the RFP process.

Pursuant to the regulatory requirement, which is considered to be urgent and unavoidable matter, it is proposed to increase to the current authorized share capital of the Company from Rs. 45,00,00,000/- (Rupees Forty Five Crore Only) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 70,00,00,000/- (Rupees Seventy Crores) comprising of 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs. Rs. 70,00,00,000/- (Rupees Seventy Crores)

The Current Authorized Capital of the Company is Rs.45,00,00,000/- (Rupees Forty Five Crore only) and the paid up Share Capital of the Company is Rs.42,00,00,000/- (Rupees forty Two Crore only). The Company proposes to increase its authorized share capital to Rs. 70,00,00,000/- (Rupees Seventy Crores) comprising of 7,00,00,000 (Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten) each amounting to Rs.70,00,00,000 (Rupees Seventy Crores) ranking paripassu with the existing equity shares of the company.

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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
Limited**

For, Aditya Birla Sun Life Pension Management

**Date: November 3, 2021,
Place: Mumbai**

**Jaibind Sahu
Company Secretary**

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