



**TRANSCRIPT  
EXTRA - ORDINARY GENERAL MEETING OF  
ADITYA BIRLA SUN LIFE PENSION MANAGEMENT COMPANY LIMITED  
HELD ON  
THURSDAY, NOVEMBER 25, 2021, AT 12.00 P.M. (IST)**

**Members Present**

Mr. Shailender Kothavale	Authorized representative of Aditya Birla Sun Life Insurance Company Limited (ABSLI)
Mr. Kamlesh Rao	Member (as a Nominee of Aditya Birla Sun Life Insurance Company Limited)
Mr. Sandesh Joshi	Member (as a Nominee of Aditya Birla Sun Life Insurance Company Limited)
Mr. Lalit Vermani	Member (as a Nominee of Aditya Birla Sun Life Insurance Company Limited)
Mr. Amber Gupta	Member (as a Nominee of Aditya Birla Sun Life Insurance Company Limited)

**Directors Present**

Mr. Kamlesh Rao	Non-Executive Director
Mr. Sandeep Asthana	Non-Executive Director
Mr. S. C. Bhargava	Independent Director and Chairman of Audit Committee
Mr. Balasubramanian Athmanathan	Non-Executive Director

## Pension Funds

Aditya Birla Sun Life Pension Management Ltd.



**ADITYA BIRLA  
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### In Attendance

Mr. Jaibind Sahu

Company Secretary

### Invitees

Mr. Augustin Edwin      Representative(s) of. M/s. Sharp & Tannan., Chartered Accountants, Statutory Auditors

### **Welcome Speech by Mr. Jaibind Sahu, Company Secretary**

Good afternoon, everyone and welcome you all to the Extra General Meeting ('EGM') of Aditya Birla Sun Life Pension Management Limited. The meeting is being held through Audio-Video mode on Microsoft teams pursuant to the spread of COVID-19 pandemic outbreak. This is in compliance with the applicable General Circulars issued by the Ministry of Corporate Affairs in this regard.

5 (FIVE) Members of the Company are present in the meeting, including the authorized representative of Aditya Birla Sun Life Insurance Company Limited (ABSLI) (holding 99.99% of shareholding) represented by Mr. Shailender Kothavale. Other 4 Members are individual Members who are representing as nominee of Aditya Birla Sun Life Insurance Company Limited. Mr. Ajay Srinivasan and Ms. Shobha Ratna could not join the meeting and had asked for Leave of absence.

I welcome all the Directors also for this EGM, and I am pleased to welcome, Mr. S.C Bhargava who is also the Chairman of the Audit Committee and Mr. Kamlesh Rao who is the member of Audit Committee and Nomination and Remuneration Committee and Mr. Sandeep Asthana who is a member of Nomination and Remuneration Committee of the Company and required to be present at the EGM. Mr. Kumar Sharadindu and Mr. Vijay Agarwal could not join the meeting and have asked for Leave of absence.

I am delighted to welcome Mr. Augustin Edwin from M/s. Sharp & Tannan Chartered Accountants, Statutory Auditors and I would like to inform that Mr. Dilip Bharadiya from M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries. Mr. Dilip Bharadiya could not join the meeting and has asked for Leave of absence.

All the statutory registers and the necessary documents as required under the provisions of the Companies Act, 2013 are available for inspections during the meeting.



Mr. Jaibind Sahu, as per the provisions of the Companies Act and the Articles of Association, asked the Directors to elect amongst themselves any one of the Director to be the Chairman of the meeting.

Therefore, Mr. Sandeep Asthana proposed the name of **Mr. Kamlesh Rao** to Chair the proceedings of the meeting and Mr. S.C. Bhargava second the same.

### **Jaibind Sahu:**

Thank you everyone, now I request **Mr. Kamlesh Rao** to Chair the proceedings of the meeting and commence the proceedings.

Accordingly, Mr. **Mr. Kamlesh Rao** occupied the Chair.

### **Mr. Kamlesh Rao:**

Thank you **Jaibind**, good morning to everybody present in this virtual EGM. It gives me great pleasure to welcome you all to the Extra General Meeting of your Company along with other Directors of the Company who are present in the meeting.

4 (Four) Directors are present virtually in the meeting via video conference facility (through Microsoft Teams). Other Directors could not attend the meeting due to their pre-occupation.

### **Commencement of the meeting**

Mr. Jaibind Sahu could you please read the Notice of EGM.

### **Mr. Jaibind Sahu:**

Thank you, Sir, the Notice of the EGM has been circulated to all the Members of the Company electronically on the email addresses registered with the Company. With the consent of the Shareholders present, the EGM Notice dated November 03, 2021, which was circulated on November 03, 2021, shall be taken as read.

### **Mr. Jaibind Sahu:**

I will take up the items in seriatim. Starting with Item No.1 which is a Special Resolution. Mr. Kamlesh Rao briefed about the resolution.

**To consider and approve increase in the Authorised Share Capital of the company from Rs. 45,00,00,000 to Rs. 70,00,00,000**

I request the shareholders to propose and second the same.



Mr. Sandesh Joshi: I propose the resolution.  
Mr. Shailendra Kothavale: I will second the same.

**Mr. Kamlesh Rao:**

Ok, I now put the resolution to vote, and request the Shareholders to say “YES” those in favour and “NO” those who are not in favour.

So, I hear all “YES”, the resolution is passed unanimously.

**Mr. Jaibind Sahu:**

Thank you, Shareholders. Now I move to Item No. 2 which is a Special Resolution. Mr. Kamlesh Rao briefed about the resolution.

**To alter the Memorandum of Association of the Company**

I request the shareholders to propose and second the same.

Ms. Shailendra Kothavale - I propose the resolution  
Mr. Lalit Vermani -I second the resolution

**Mr. Kamlesh Rao:**

Ok, I now put the resolution to vote, and request the Shareholders to say “YES” those in favour and “NO” those who are not in favour.

Again, I hear all “YES”, so the resolution is passed unanimously.

**Mr. Jaibind Sahu:**

Thank you everyone, I would like to move on the Item No. 3 which is an Special Resolution. Mr. Kamlesh Rao briefed about the resolution.

**To alter the Articles of Association of the Company**

I request the shareholders to please propose and second the same.

Mr. Lalit Vermani: I propose the resolution.  
Mr. Shailendra Kothavale: I second the same.

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### **Mr. Kamlesh Rao:**

Thank you Jaibind, I now put the resolution to vote, and request the Shareholders to say “YES” those in favour and “NO” those who are not in favour.

Hearing all “YES”, the resolution is passed unanimously.

### **Vote of thanks**

### **Mr. Kamlesh Rao:**

So as all the items of the Notice have been completed, I declare the meeting concluded.

Thanks to all the Shareholders, Directors and Auditors for smooth conduct of the meeting by virtual means and wish you all a good day.