

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that the 19th (Nineteenth) Annual General Meeting of the Members of Aditya Birla Sun Life Insurance Company Limited will be held on July 4, 2019 at 10.00 a.m. 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, as may be permissible, the following business:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet, statement of Profit and Loss Account, Receipts and Payment Account (Cash Flow Statement) and Revenue Account for the Financial Year ended March 31, 2019 together with the Reports of the Board, Management and Joint Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Srinivasan (DIN 00121181), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. B.N. Puranmalka (DIN 00007432), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, as Joint Statutory Auditor of the Company and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provision, if any, and Corporate Governance guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) on appointment of Statutory Auditors, M/s. Haribhakti & Co. LLP., Chartered Accountants (Firm Registration No. 103523W), be and are hereby appointed as the Joint Statutory Auditor of the Company to hold office from the conclusion of this 19th (Nineteenth) Annual General Meeting ('AGM') until the conclusion of the 24th (Twenty-Fourth) AGM of the Company, at a remuneration as may be determined by the Board of Directors of the Company and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

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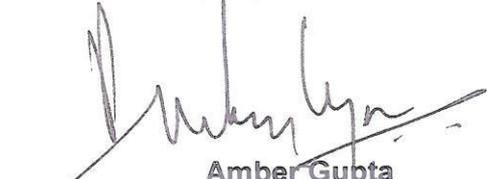
SPECIAL BUSINESS:

5. Approval for Transfer of Fund from Shareholder's A/c to Par Policyholder's A/c:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED that total amount of Rs. 15.88 crore inclusive of cost of Bonus of Rs. 203.43 crore allocated to Participating Policyholders, be transferred from Shareholder's A/c to Par Policyholder's A/c for the Financial Year 2018-19 towards mitigating the loss in Par Fund and the same be and is hereby approved."

By Order of the Board
for Aditya Birla Sun Life Insurance Company Limited
(Formerly known as Birla Sun Life Insurance Company Limited)


Amber Gupta
Company Secretary and Head – Legal

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

Mumbai, June 11, 2019

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NOTES:

1. M/s. Khimji Kunverji & Co., Chartered Accountants (Firm Registration No. 105146W), were appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of 18th (Eighteenth) Annual General Meeting ('AGM') until the conclusion of the ensuing 19th (Nineteenth) AGM of the Company.

Accordingly, the Audit Committee and Board of Directors had recommended to the shareholders the appointment of M/s. Haribhakti & Co. LLP (Registration No. 103523W) in place of M/s. Khimji Kunverji & Co. (who has completed their second term in FY18-19), as Joint Statutory Auditors of the Company to hold office from the conclusion of the ensuing 19th Annual General Meeting until the conclusion of 24th AGM of the Company.

M/s. S.B. Billimoria & Co., Chartered Accountants (Firm Registration No.101496W) were appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of 15th (Fifteenth) AGM until the conclusion of the 20th (Twentieth) AGM of the Company subject to ratification by the Members at every Annual General Meeting.

Pursuant to the amendments in Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification by the Members for the appointment of the Statutory Auditors has been withdrawn from the Act. In view of the same, the ratification by the Members for appointment of M/s. S.B. Billimoria & Co. at this ensuing 19th Annual General Meeting is not being sought.

Accordingly, M/s. S.B. Billimoria & Co., Chartered Accountants shall continue to be the Joint Statutory Auditors of the Company for F.Y 2019-20.

The Company has received the certificates from the aforesaid auditors confirming their eligibility and willingness for appointment pursuant to Section 139 (1) of the Companies Act, 2013 and as per the requirement stipulated under Corporate Governance Guidelines issued by Insurance Regulatory and Development Authority of India.

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.

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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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting under Item No. 5 is annexed hereto.
5. 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.
6. 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.
7. 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.
8. 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, shall be available for inspection by the Members at the Registered Office of the Company between 10.30 a.m. to 5.30 p.m. on all working days from the date hereof upto the date of the meeting.
9. A Route Map showing directions to reach the venue of the 19th Annual General Meeting is given below

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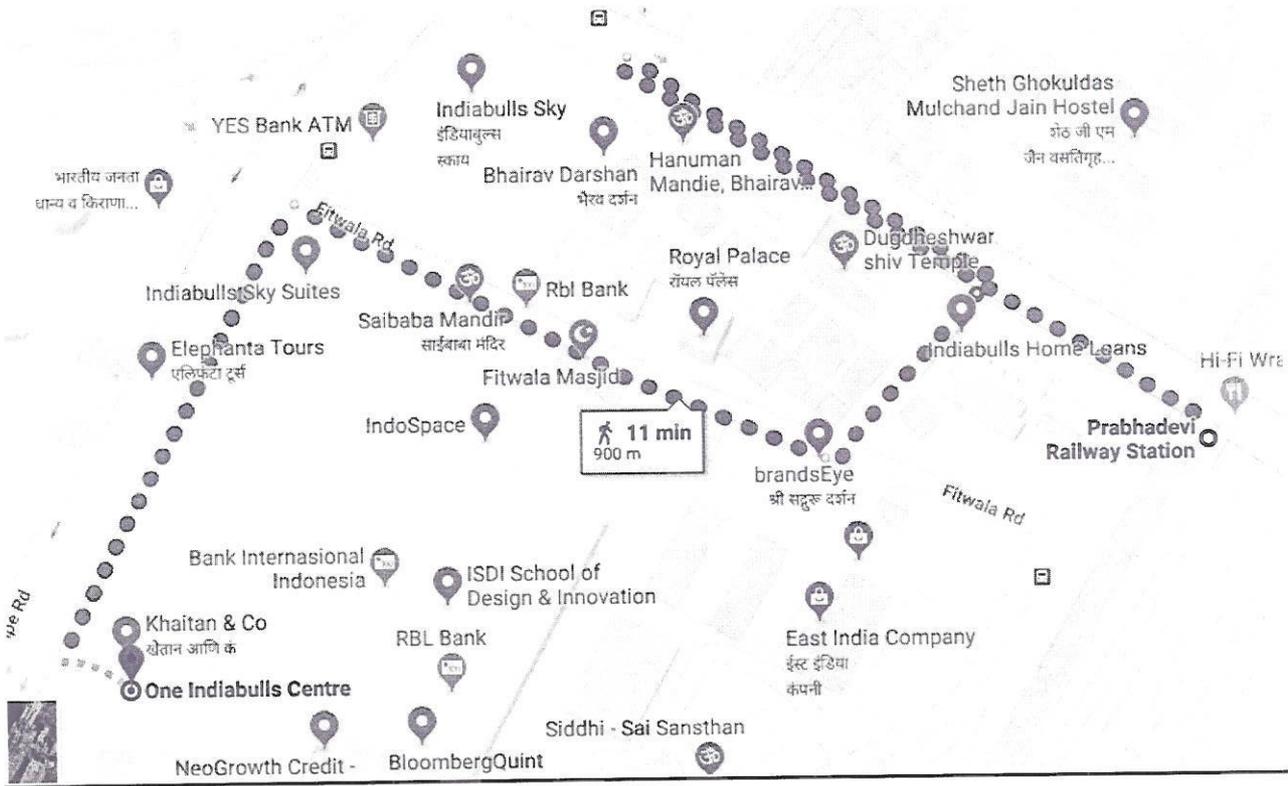
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Route Map



Aditya Birla Sun Life Insurance Company Ltd.

(Formerly known as Birla Sun Life Insurance Company Ltd.)

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One Indiabulls Centre, Tower 1, 16th Floor,

Jupiter Mill Compound, 841, Senapati Bapat Marg,

Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

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

Item No. 5

Pursuant to IRDAI Master Circular on preparation of Financial Statements and filing returns of Life Insurance business dated December 11, 2013; any Insurer, intending to declare bonus, where the Participating Life Fund is in deficit, should strictly satisfy the conditions, as laid down by IRDAI in the said circular to transfer the required fund to the Policyholder's A/c and the same shall be approved by the shareholders of the Insurer at the General Meeting.

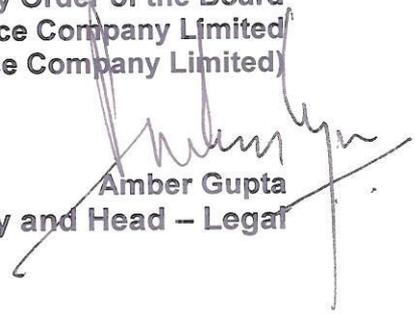
The total cost of Bonus for allocating the recommended Bonus for F.Y 2018-19 is Rs. 206.57 crore which includes an interim bonus and terminal bonus of Rs. 3.14 crore paid on claims during the year. After the allocation of proposed bonus to the participating policyholders, the Par Fund will have deficit of Rs. 15.88 crore in the Financial Year 2018-19. This deficit in the Par Fund will be financed by capital transfer from the Shareholder's Fund to the Par Policyholder Fund.

The Board of Directors at its meeting has approved the bonus rates for the participating policyholders and also the transfer of deficit amount from Shareholder's a/c to Par Policyholder a/c and proposed to seek the approval of the Shareholders as required in terms of IRDAI circular mentioned above.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item No. 5 of the Notice for transfer of Fund from Shareholder's Account to the Par Policyholder's Account.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board
for Aditya Birla Sun Life Insurance Company Limited
(Formerly known as Birla Sun Life Insurance Company Limited)


Amber Gupta
Company Secretary and Head – Legal

Registered Office:
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Mumbai, June 11, 2019

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Details of Directors seeking Re-appointment at the 19th Annual General Meeting

Name of Directors	Re-Appointment	
	Mr. Ajay Srinivasan	Mr. B.N. Puranmalka
Date of Birth	02-11-1963	02-11-1935
Date of Appointment/Re-appointment	15-07-2017	15-07-2017
Qualification	BA with Honours in Economics from St Stephens College, University of Delhi and an MBA from the Indian Institute of Management, Ahmedabad	B.Com, FCA, FCS, LL.B.
Expertise in specific functional Area	Financial Services – Life Insurance, Fund Management, Private Equity, Wealth Management, Retail Broking, Non Banking Financial Companies	Manufacturing, and Service Industry
List of Public Ltd. Companies (in India) in which outside Directorships held	Aditya Birla Housing Finance Limited Aditya Birla Finance Limited Aditya Birla Sun Life AMC Limited Aditya Birla ARC Limited Aditya Birla Health Insurance Company Limited Aditya Birla MyUniverse Limited	Aditya Birla Finance Limited
Membership/Chairman-ships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	5	-

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Correspondence & Registered Office:

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Jupiter Mill Compound, 841, Senapati Bapat Marg,

Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

ATTENDANCE SLIP

19th Annual General Meeting – July 4, 2019

I/We hereby record my/our presence at the 19th ANNUAL GENERAL MEETING of the Company to be held at 16th Floor, One Indiabulls Centre, Tower 1, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013 on **Thursday, July 4, 2019 at 10.00 a.m.**

Full name of the Member (IN BLOCKLETTERS).....

Folio No.or DP ID No.Client ID No.

No. of Shares held.....

Full name of Proxy, if any (IN BLOCK LETTERS).....

Member's/Proxy's Signature.....

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

PROXY FORM

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

ADITYA BIRLA SUN LIFE INSURANCE COMPANY LIMITED

Corporate Identity Number: U99999MH2000PLC128110
www.adityabirlasunlifeinsurance.com

Regd. Office: One Indiabulls Center, Tower 1, 16th Floor, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013

19th (Nineteenth) ANNUAL GENERAL MEETING – July 4, 2019

Name of the Member(s) :	
Registered address :	
E-mail Id:	
Folio No. / Client Id :	
DP ID :	

I/We, being the holder(s) of _____ equity shares of Aditya Birla Sun Life Insurance Company Limited, hereby appoint

1. Name : _____ E-mail Id : _____
Address: _____

Signature: _____ or failing him/her
2. Name : _____ E-mail Id : _____
Address: _____

Signature: _____ or failing him/her
3. Name : _____ E-mail Id : _____
Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, July 4, 2019 at 10:00 am at 16th Floor, One Indiabulls Centre, Tower 1, Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
	ORDINARY BUSINESS
1.	To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet, Profit and Loss Account, Receipts and Payment Accounts (Cash Flow Statement) and Revenue Account for the Financial Year ended March 31, 2019 together with the Reports of the Directors, Management and Joint Statutory Auditors thereon
2.	To appoint a Director in place of Mr. Ajay Srinivasan (DIN 00121181) who retires by rotation and, being eligible, offers himself for re-appointment.
3.	To appoint a Director in place of Mr. B.N. Puranmalka (DIN 00007432) who retires by rotation and, being eligible, offers himself for re-appointment.
4.	To appoint M/s. Haribhakti & Co. LLP, Chartered Accountants, as Joint Statutory Auditor of the Company
	SPECIAL BUSINESS
5.	Approval for Transfer of Funds from Shareholder's A/c to Par Policyholder's A/c

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

AFFIX Revenue Stamp of 1

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.