



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **Birla Sun Life Insurance Company Limited** will be held on Friday, May 13, 2016 at 11.00 A.M., on a shorter notice, at the registered office of the Company situated at One Indiabulls Centre, Tower-1, 16th floor, Jupiter Mill Compound, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013, to transact the following special business:

SPECIAL BUSINESS:

1. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting (duly initialed by the Company Secretary for the purpose of identification), be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”



By Order of the Board
for **Birla Sun Life Insurance Company Limited**

Sd/-
Amber Gupta
Company Secretary
ACS No. : 14091

Registered Office:

One Indiabulls Centre, Tower - 1,
16th floor, Jupiter Mill Compound,
841, S.B. Marg,
Elphinstone Road,
Mumbai 400 013

Date: May 12, 2016

Place: Mumbai

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.**
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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
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 e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.



ANNEXURE TO THE NOTICE

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the Company:

Item No. 1

The Company, Aditya Birla Nuvo Limited ('ABNL') and Sun Life Financial (India) Insurance Investment Inc. ('Sun Life India'), have executed the First Amendment to the Amended and Restated Shareholders' Agreement giving effect of the provisions and conditions of "Indian Owned and Controlled" criteria as provided in the Insurance and Regulatory and Development Authority of India ('IRDAI) guidelines on the Indian Owned and Controlled dated 19th October, 2015 ("Guidelines") issued pursuant to the Insurance Laws (Amendment) Act, 2015 and Insurance Companies (Foreign Investments) Rules, 2015 and due to the transfer of shares by ABNL to Sun Life India.

Pursuant to the above and in accordance with the conditions laid down by IRDAI in its letter dated March 30, 2016, approving the transfer of 43,72,77,840 Equity Shares representing 23% of the paid up share capital of the Company from ABNL to Sun Life India, it is proposed to amend the existing Articles of Association of the Company so as to incorporate the relevant provisions of the Shareholders' Agreement into the Articles of Association of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.



The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

By Order of the Board
for **Birla Sun Life Insurance Company Limited**

Sd/-
Amber Gupta
Company Secretary
ACS No. : 14091

Date: May 12, 2016

Place: Mumbai

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Route Map

