

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

NOTICE

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Company will be held at a shorter notice at the Registered office of the Company at Board Room, One Indiabulls Centre, Tower 1, 16th Floor, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013 on Tuesday, the 28th day of January 2020, at 10.00 a.m. to transact the following business:

SPECIAL BUSINESS:

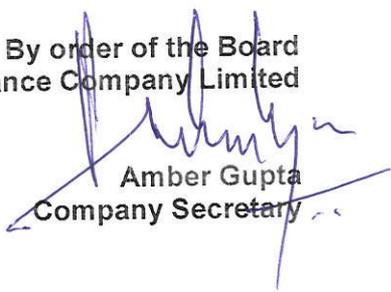
Re-appointment of Mr. Haigreve Khaitan as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re – enactment(s) thereof, for the time being in force), Mr. Haigreve Khaitan (DIN: 00005290), who was appointed as an Independent Director and holds office upto January 29, 2020 and who has given his consent for the appointment as an Independent Director, submitted a declaration that he meets the criteria for independence under section 149 of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from January 30, 2020.

RESOLVED FURTHER THAT Board of Directors, be and are hereby severally authorised to do all acts, deeds, matters and such other things as may be considered necessary, expedient, incidental or proper to do for carrying out the above resolution including issuing of appointment letter to the Independent Director.”

By order of the Board
for Aditya Birla Sun Life Insurance Company Limited


Amber Gupta
Company Secretary

Date: January 23, 2020

Place: Mumbai

Registered Office:

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

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

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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. 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.

2. Members should bring the Attendance Slip duly filled in for attending 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 e-mail 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.
6. Documents referred in the notice are available for inspection of members between 11.00 A.M to 5 P.M. at the registered office of the Company until the date of meeting and the members can also obtain copy thereof.
7. A Route Map showing directions to reach the venue of the Extra Ordinary General Meeting is given below.



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 at a shorter notice:

Mr. Haigreve Khaitan was appointed as an Independent Director of the Company on January 30, 2015 for a term of 5 (five) consecutive years and shall hold office upto January 29, 2020.

Pursuant to Section 149(10) of the Companies Act, 2013 ("the Act") , an independent director shall hold office for a term of upto 5 (five) consecutive years on the Board of a company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a company.

Accordingly, considering the background and experience and contributions made by him during his tenure, and based on the review of his performance evaluation, the continued association would be beneficial to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Mr. Haigreve Khaitan as an Independent Director for a second term of 5 (five) consecutive years commencing on the January 30, 2020

Mr. Haigreve Khaitan is not disqualified from being appointed as a Director in the terms of the section 164 of the Act and has given his consent to act as a Director

The Company has received the declaration from him confirming that he meets the criteria of independence as prescribed under Section 149 (6) of the Act. In the opinion of the Board, Mr. Khaitan fulfils the conditions for re-appointment as an Independent Director and is independent of the management.

Mr. Haigreve Khaitan fulfils the fit and proper criteria as per the requirements of Guidelines on Corporate Governance issued by IRDAI and has given all his declarations/disclosures as applicable in this regard.

The brief profile of Mr. Haigreve Khaitan is as under:

Age	49 years
Qualifications	Bachelor of Law from South Kolkata Law College
Experience	A brief profile is enclosed herewith
Terms and conditions of appointment	As per Appointment Letter
Date of first appointment on the Board	January 30, 2015
Shareholding in the Company	None

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of directorships in other companies	9 (Nine)
The number of Meetings of the Board attended during the year (From April 1, 2018 March 30, 2019)	1 (One)
Membership/Chairmanship of Committees of other Boards	As per Annexure I

The Company has also received a notice from a member under Section 160 of the Act proposing his re-appointment as Director.

Approval of the members is accordingly sought for re-appointment of Mr. Haigreve Khaitan as an Independent Director as set out in the resolution of the accompanying notice.

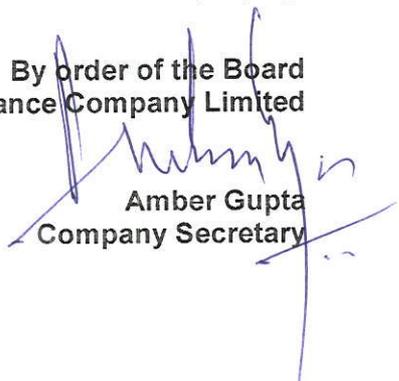
The terms and conditions of appointment of Mr. Haigreve Khaitan shall be open for inspection by the members at the registered office of the Company on all working days as well as during the meeting.

Mr. Haigreve Khaitan is interested in the resolution set out in the resolution of the accompanying notice. The relatives of Mr. Haigreve Khaitan does not have any equity shareholding interest in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Special resolution as set out in the accompanying notice for approval of the Members.

By order of the Board
for Aditya Birla Sun Life Insurance Company Limited


Amber Gupta
Company Secretary

Date: January 23, 2020
Place: Mumbai

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

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Profile

Mr. Haigreve Khaitan is a Partner of Khaitan & Co.'s Mumbai Office and also heads the Firm M&A practice. He started his career in Litigation and moved on to specialise in M&A and Private Equity transactions, Project Finance transactions, Financing transactions. He has been involved in some of the most-high profile and complex deals in India.

He has rich experience in all aspects of Merger & Acquisitions - Due Diligence, Structuring, Documentation involving listed companies, cross border transactions and medium and small business, etc. in restricting, - such as advice and documentation involving creditors restructuring, sick companies, de- mergers, spin -offs, sale of assets, etc. and in foreign investment, joint ventures and foreign Collaborations. He advises a range of large Indian conglomerates and multinational clients in various business sectors including infrastructure, power, telecom, automobiles, steel, software and information technology, retail, etc

He has been recommended by Chambers & Partners, Legal 500, IFLR 1000 as a leading lawyer in India for Corporate / M& A transactions.

He is on the Board of Directors of various public listed companies such as CEAT Limited, Inox Leisure Limited, Gujarat Borosil Limited, Torrent Pharmaceuticals Limited, JSW Steel Limited Tech Mahindra Limited and Mahindra and Mahindra Limited amongst others.

He has been in the practice of Corporate and Commercial Mergers & acquisitions Private Equity Project Finance.

Mr. Khaitan is a Law Graduate from South Kolkata Law College affiliation and involved in many as under Professional Affiliations :

1. Bar Council of West Bengal
2. Incorporated Law Society, Kolkata
3. International Bar Association, London
4. The Indian Law Institute
5. The Bar Association of India
6. Young Presidents' Organisation

He is serving directorship as an Independent Non - Executive Director on the Board of Directors of several Indian public listed companies."

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

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Annexure 1

DETAILS OF POSITION IN THE COMMITTEES OF BOARD OF DIRECTORS OF OTHER COMPANIES

Sr. No.	Name of the Company	Name of Committee (Audit/ CSR/ Stakeholders' Grievance/ Nomination & Remuneration/ ESOP or Compensation Committee)	Chairman / Member
1	Inox Leisure Limited	Audit Committee Compensation and Remuneration Committee	Chairman
2	JSW Steel Limited	Audit Committee Share Allotment Committee JSWSL ESOP Committee	Member
3	Torrent Pharmaceuticals Limited	Audit Committee Securities Transfer and Stakeholders relationship Committee	Member
4	AVTEC Limited	Audit Committee Nomination and Remuneration Committee	Member

Life Insurance

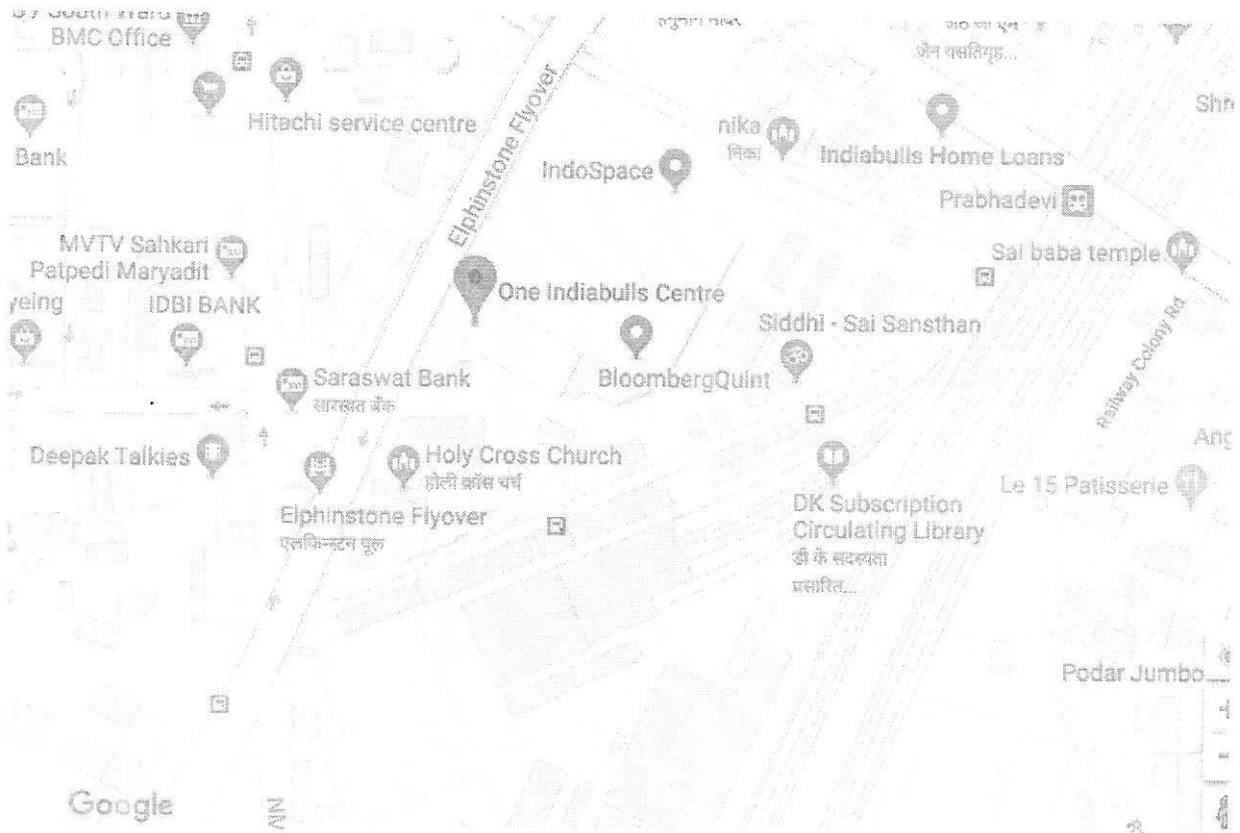
Aditya Birla Sun Life Insurance Company Ltd.



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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

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]

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

EXTRA ORDINARY ANNUAL GENERAL MEETING – January 28, 2020

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

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

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

Signature: _____ or failing him/her
- 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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, January 28, 2020 at 10:00am 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
	SPECIAL BUSINESS
1.	Re-appointment of Mr. Haigreve Khaitan as an Independent Director of the Company

Signed this _____ day of _____ 2020

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.