



ABSLAMCL/20/Feb-2022

February 1, 2022

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street Mumbai-400 001

**Scrip Code: 543374**

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051

**Scrip Code: ABSLAMC**

Dear Sir/Ma'am,

**Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Pursuant to the Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice dated January 25, 2022 for seeking approval of the Members of the Company through remote e-voting only for following resolutions:

1. Appointment of Mr. Ramesh Abhishek (DIN: 07452293) as an Independent Director of the Company;
2. Appointment of Mr. Sunder Rajan Raman (DIN: 02511138) as an Independent Director of the Company;
3. Amendment to the Articles of Association of the Company; and
4. Ratification of the 'Aditya Birla Sun Life AMC Limited – Employee Stock Option Scheme 2021'

In accordance with the applicable laws, the Postal Ballot Notice has been sent in electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and whose email ID is registered with the Company as on Friday, January 28, 2022 ("Cut-off Date").

The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent for providing remote e-voting facility to all its members. The e-voting facility will be available during the following period:

**Commencement of e-voting :** 9.00 a.m. (IST) on Wednesday, February 2, 2022

**End of e-voting:** 5.00 p.m. (IST) on Thursday, March 3, 2022

Aditya Birla Sun Life AMC Ltd.  
(A part of Aditya Birla Capital Ltd.)

+91 22 4356 8000 | (F) +91 22 4356 8110 / 8111  
<https://mutualfund.adityabirlacapital.com/>

Correspondence & Registered Office:  
One World Center, Tower 1, 17th Floor,  
Jupiter Mills, Senapati Bapat Marg,  
Elphinstone Road, Mumbai - 400 013  
CIN: L65991MH1994PLC080811



The Postal Ballot Notice is also available on the website of the Company <https://mutualfund.adityabirlacapital.com/> and website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.

This is for your information & record.

Thanking you.

Yours faithfully,

**For Aditya Birla Sun Life AMC Limited**

Hemanti Wadhiwa  
Company Secretary & Compliance Officer  
FCS No- 6477

Encl.: As above



## ADITYA BIRLA SUN LIFE AMC LIMITED

CIN: L65991MH1994PLC080811

**Registered Office:** One World Center, Tower 1, 17<sup>th</sup> Floor, Jupiter Mills, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013;

**Telephone No.:** +91 22 4356 8000; **Fax No.:** +91 22 4356 8110/ 8111

**Website:** <https://mutualfund.adityabirlacapital.com>

# POSTAL BALLOT NOTICE

To  
The Members,

**NOTICE** is hereby given that pursuant to and in compliance with Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No.14/2020 dated 8<sup>th</sup> April 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December 2021, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations, the Resolutions set out below are proposed to be passed by the Members of Aditya Birla Sun Life AMC Limited (“Company”) through Postal Ballot by remote e-voting process only.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. (IST) on Thursday, 3<sup>rd</sup> March 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Company has engaged the services of KFin Technologies Private Limited (**“KFinTech or “Registrar and Transfer Agent”**) as the agency to provide e-voting facility.

The Board of Directors has appointed Shri Vijay Kondalkar, a Practising Company Secretary, (Membership No.: A15697) or failing him Shri Manish Gupta, Practising Company Secretary (Membership No.: A43802), Partners of VKMG & Associates LLP, Company Secretaries as Scrutiniser for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the Postal Ballot shall be final.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his Report. The results of the e-voting will be announced on or before Friday, 4<sup>th</sup> March 2022 and will be displayed on the Company’s website <https://mutualfund.adityabirlacapital.com> and will also be communicated to the Stock Exchanges, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”) and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office. The Resolutions, if approved, will be taken as having been duly passed on the last date specified for e-voting i.e. Thursday, 3<sup>rd</sup> March 2022.

The Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head ‘Instructions for e-voting’ in this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on Thursday, 3<sup>rd</sup> March 2022. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes of this Postal Ballot Notice.

**SPECIAL BUSINESS:****1. APPOINTMENT OF MR. RAMESH ABHISHEK (DIN: 07452293) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) Regulations, 2015, SEBI (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Ramesh Abhishek (DIN: 07452293), who was appointed as an Additional Director under the Independent Director category by the Board of Directors with effect from 1<sup>st</sup> January 2022 and in respect of whom the Company has received a notice from a Member, in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years, up to 31<sup>st</sup> December 2026, not subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**2. APPOINTMENT OF MR. SUNDER RAJAN RAMAN (DIN: 02511138) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) Regulations, 2015, SEBI (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Sunder Rajan Raman (DIN: 02511138), who was appointed as an Additional Director by the Board of Directors under the Independent Director category with effect from 1<sup>st</sup> January 2022 and in respect of whom the Company has received a notice from a Member, in writing, under Section 160 of the Act, proposing his candidature for the office of a Director of the

Company, be and is hereby appointed as an Independent Director of the Company for a term of five years, up to 31<sup>st</sup> December 2026, not subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**3. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Rules made thereunder and other applicable provision(s), if any, of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof), the Securities and Exchange Board of India (‘SEBI’) letter dated 5<sup>th</sup> August 2021 on Draft Red Hearing Prospectus in relation to the initial public offer of the Company and in accordance with the Amendment Agreement and Termination Agreement to the Shareholders Agreement executed amongst Aditya Birla Capital Limited, Sun Life (India) AMC Investments Inc. and the Company, the consent of Members of the Company be and is hereby accorded for reinstating the following special rights available to the promoters of the Company (i.e. Aditya Birla Capital Limited, Sun Life (India) AMC Investments Inc. and their Affiliates (to the extent applicable)), as stated in the Articles of Association of the Company:

**Article No. 115 – Board of Directors**

- (a) Subject to Indian Law, the Company shall have a Board consisting of a minimum of 6 (six) directors and a maximum of 12 (twelve) directors, excluding Alternate Directors. The maximum number of directors may be increased through a special resolution of the Shareholders. The number of directors to be nominated by ABCL and Sun Life India shall be in the proportion set out below:

| <b>Shareholding of each of ABCL and Sun Life India as a percentage of the Share Capital</b> | <b>Number of directors to be nominated by ABCL</b> | <b>Number of directors to be nominated by Sun Life India</b> |
|---------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------|
| 30% or more                                                                                 | Three                                              | Two                                                          |
| 26% or more but less than 30%                                                               | Two                                                | One                                                          |
| Less than 26%                                                                               | Nil                                                | Nil                                                          |

Subject to Indian Law, for the purpose of this Article 115, Article 116 (*Appointment of Alternate Directors*) and Article 129 (*Removal and replacement of Directors*), ABCL's right to nominate a Director and as the Chairman of the Company and of the Board shall mean to include right available to the Promoter Shareholder/Promoter Group of the Company, other than those forming part of the Sun Life Group.

- (b) It is clarified that, (i) for the purposes of calculating the shareholding percentage in Article 115(a), any dilution on account of exercise of employee stock options shall not be taken into consideration; and (ii) independent directors on the Board and the Managing Director and the Chief Executive Officer shall be nominated by the Board and shall not be nominated by ABCL or Sun Life India under Article 115(a) and the position of Managing Director and the Chief Executive Officer of the Company shall be held by the same person and accordingly, requirement of approval by the shareholders of the Company for appointment of the Managing Director shall also apply for appointment of the Chief Executive Officer of the Company.
- (c) Subject to Indian Law and the shareholding thresholds under Article 115(a), the Promoter Shareholder/Promoter Group of the Company, other than those forming part of the Sun Life Group shall have the right to nominate the Chairman of the Company and of the Board. Sun Life India will cause its nominee Directors on the Board to elect the Director nominated by the aforesaid Promoter Shareholder/Promoter Group of the Company, as the Chairman. The Chairman will preside over meetings of the Board and will be entitled to a casting vote
- (d) If at any time Indian Law requires an increase or decrease in the number of Directors, or the number of Independent Directors, the increase or decrease will be effected in a manner that permits, so far as possible under Indian Law or the laws, regulations or policies of any other applicable jurisdiction, the rights available to the Promoter Shareholders to continue mutatis mutandis.

*Provided however that, rights of ABCL and Sun Life India under this Article shall be subject to such rights being approved by the Members of the Company through a Special Resolution at the first General Meeting of the Company held post listing of Equity Shares on the stock exchanges, in accordance with applicable law.*

#### **Article No. 116 – Appointment of Alternate Directors**

Pursuant to the provisions of Section 161 of the Act, the Board may appoint any person to act as an Alternate Director to act for a Director (hereinafter called the “**Original Director**”) during his absence for a period of not less than three months from India (“**Alternate Director**”), provided that no person shall be appointed as an alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.

Subject to Indian Law, if any Director is likely to be absent for a continuous period of not less than three months from India in which the meetings of the Board are ordinarily held, the Board will, at the request of the Promoter Shareholder that nominated that Director, appoint its Alternate Director proposed by that Promoter Shareholder for the absent Director. Where the Director likely to be absent is a nominee of Sun Life India, only a person selected by Sun Life India and, where the Director likely to be absent is a nominee of ABCL, only a person selected by ABCL, will be appointed as the Alternate Director by the Board. Each Promoter Shareholder will cause the Directors nominated by it to vote in favour of the appointment of each of those individuals proposed to serve as Alternate Directors. Alternate Directors may serve on Board committees in the absence of absent Directors nominated to those committees.

*Provided however that, rights of ABCL and Sun Life India under this Article shall be subject to such rights being approved by the Members of the Company through a Special Resolution at the first General Meeting of the Company held post listing of Equity Shares on the stock exchanges, in accordance with applicable law.*

#### **Article No. 117 – Provision of Information**

So long as a Promoter Shareholder holds at least 10% of the Share Capital on a fully diluted basis, subject to Indian Law, the Company will provide information (including business, operational or financial information) that a Promoter Shareholder or its Affiliates may request in connection with any applicable law (including requirements with respect to regulatory audits, review, filings, reports or submissions) in their respective jurisdictions or regulatory requirement or in connection with any legal or regulatory proceedings. Subject to Indian Law, the Company will provide, as and when requested by any Promoter Shareholder or any of its Affiliates, financial statements requested by the Promoter Shareholder or any of its Affiliates including in accordance with the accounting standards or practices

generally accepted in India and, if requested, Canada or for the purposes of its consolidation of financial statements. Also, subject to Indian Law, the Company, on request by any Promoter Shareholder, will provide any additional financial information monthly or as at the end of any quarter during the financial year as such Promoter Shareholder or its Affiliates may reasonably require.

*Provided however that, rights of ABCL and Sun Life India under this Article shall be subject to such rights being approved by the Members of the Company through a Special Resolution at the first General Meeting of the Company held post listing of Equity Shares on the stock exchanges, in accordance with applicable law.*

#### **Article No. 129 – Removal and replacement of Directors**

Any Promoter Shareholder entitled to nominate a person as Director will be entitled to remove any such Director by notice to that Director, the other Promoter Shareholder and to the Company. Subject to Indian Law, any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director will be filled within 30 (thirty) days by a nominee of the same Promoter Shareholder that nominated the vacating Director, so as to maintain a Board consisting of the number of nominees specified in Article 115(a). Subject to Indian Law, if the Promoter Shareholder entitled to do so fails to nominate a Director to fill the vacancy within 60 (sixty) days after the vacancy arises, the remaining Directors will appoint a Director to fill the vacancy.

*Provided however that, rights of ABCL and Sun Life India under this Article shall be subject to such rights being approved by the Members of the Company through a Special Resolution at the first General Meeting of the Company held post listing of Equity Shares on the stock exchanges, in accordance with applicable law.*

#### **Article No. 194 – Shareholding of the Affiliates to be taken into consideration for calculating Shareholding thresholds**

For purposes of calculating any shareholding thresholds specified in Articles 115, 116, 117 and 129 of this Part A, the shareholding of the Affiliates of Promoter Shareholders shall also be taken into consideration.

*Provided that this Article shall be subject to being approved by the Members of the Company through a Special Resolution at the first General Meeting of the Company held post listing of Equity Shares on the stock exchanges, in accordance with applicable law.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

#### **4. RATIFICATION OF THE ‘ADITYA BIRLA SUN LIFE AMC LIMITED – EMPLOYEE STOCK OPTION SCHEME 2021’**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the Regulation 12 and other applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations, 2021”), Section 62(1) (b) and other applicable provisions of the Companies Act, 2013 (“the Act”), the applicable provisions of SEBI (LODR) Regulations, 2015, (including any statutory amendment, modification or re-enactment to the Act or the regulations for the time being in force), provisions contained in the Memorandum and the Articles of Association and such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and based on the recommendations of the Board of Directors the Company, **Aditya Birla Sun Life AMC Limited – Employee Stock Option Scheme 2021’ (“ESOP Scheme 2021”)** as approved by the Shareholders of the Company in the Extra-Ordinary General Meeting held 6<sup>th</sup> April 2021 and amended on 15<sup>th</sup> April 2021 and 8<sup>th</sup> September 2021, prior to Initial Public Offering (IPO) of shares of the Company, be and is hereby ratified within the meaning of Regulation 12 of SEBI SBEB & SE Regulations, 2021, and the consent of the Members of the Company be and is hereby accorded to create, grant, offer, issue, vest and allot from time to time, in one or more tranches to the eligible employees, as defined under the ESOP Scheme 2021 and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the employee stock option plan under applicable laws and regulations prevailing from time to time, under ESOP Scheme 2021, as may be decided by the Board, such number of options which shall not exceed 46,08,000 stock options (“Options”) and/or Restricted Stock Units (RSUs) be created, offered, issued and allotted under

the scheme which shall be up to 1.60% of the paid-up equity share capital of the Company exercisable into equity shares not exceeding 46,08,000 equity shares of the Company, subject to such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws including SEBI SBEB & SE Regulations, 2021, the Act and provisions of the ESOP Scheme 2021.

**RESOLVED FURTHER THAT** the Nomination Remuneration and Compensation Committee or the Board of Directors of the Company be and are hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP Scheme 2021 or to suspend, withdraw or revive the ESOP Scheme 2021, as may be specified by any statutory authority or otherwise and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose in conformity with the applicable laws, the Memorandum and Articles of Association of the Company, SEBI SBEB & SE Regulations, 2021 as amended from time to time.

**RESOLVED FURTHER THAT** the Board including any committee thereof is hereby authorised to issue and allot equity shares upon exercise of options from time to time

in accordance with the ESOP Scheme 2021 and such equity shares shall rank *pari passu* with all other Shares of same class issued by the Company after the date of allotment.

**RESOLVED FURTHER THAT** the Managing Director & CEO, Chief Financial Officer, Head – Human Resource & Administration and the Company Secretary & Head – Compliance, Legal & Secretarial be and are hereby severally authorised to finalise, sign and execute any document, deed, agreement, letter or any such writing on behalf of the Company and do all such acts deeds and things (including filings with Registrar of Companies and SEBI) as may be necessary and/or expedient in the interest of the Company in order to give effect to the above resolution.”

**By Order of the Board of Directors  
For Aditya Birla Sun Life AMC Limited**

**Hemanti Wadhwa**  
Company Secretary & Compliance Officer  
FCS No.: 6477

Place: Mumbai  
Dated: 25<sup>th</sup> January 2022

## NOTES:

1. The relevant statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, setting out all the material facts relating to the Resolutions contained in this Postal Ballot Notice dated 25<sup>th</sup> January 2022, is annexed hereto.
2. In accordance with the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December 2021, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 28<sup>th</sup> January 2022 ("Cut-Off Date")** received from the Depositories and whose e-mail address are registered with the Company / Depositories. A copy of this Postal Ballot Notice will also be available on the website of the Company (<https://mutualfund.adityabirlacapital.com>), websites of the Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and the website of KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>.
3. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting ("e-voting") i.e. by casting their votes electronically instead of submitting postal ballot forms. The Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by clicking on <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN card to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), if the shares are held in physical form.
4. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. The Members holding Equity Shares of the Company as on the Cut-off Date ("Eligible Members") only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
6. Eligible Members who have not registered their e-mail address are required to register the same so as to receive this Postal Ballot Notice and the procedure for e-voting along with the login ID and password related details. The procedure to register e-mail address is mentioned in this Postal Ballot Notice. Members may send a request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for procuring user ID and password for e-voting.
7. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an e-mail at [abslamc.cs@adityabirlacapital.com](mailto:abslamc.cs@adityabirlacapital.com).
8. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [vijay@vkmng.in](mailto:vijay@vkmng.in) with a copy marked to [abslamc.cs@adityabirlacapital.com](mailto:abslamc.cs@adityabirlacapital.com).
9. The facility to exercise vote through electronic means will be available during the following period:

| Commencement of Remote e-voting                          | End of Remote e-voting                               |
|----------------------------------------------------------|------------------------------------------------------|
| Wednesday, 2 <sup>nd</sup> February 2022 (9:00 a.m. IST) | Thursday, 3 <sup>rd</sup> March 2022 (5:00 p.m. IST) |

During this period, Eligible Members may cast their votes electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
10. There will be one login for every Folio/Client ID irrespective of the number of joint holders.
11. **INSTRUCTIONS FOR E-VOTING:**  
The Company has engaged the services of KFinTech for providing e-voting facility to the Eligible Members, enabling them to cast their vote electronically, in a secured manner. Eligible Members, other than individuals may, in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of e-voting.

**The process and manner for remote e-voting is as under:**

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail address with their DPs to access e-Voting facility.
- iv. The process and manner for remote e-voting are explained below:
  - I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
  - II. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

**I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

| Type of Member                                            | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding shares in demat mode with NSDL | <b>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</b> <ol style="list-style-type: none"> <li>i. Visit the e-services of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. 'Aditya Birla Sun Life AMC Limited' or ESP i.e. KFinTech.</li> <li>v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|                                                           | <b>2. Users not registered for IDeAS e-Services facility:</b> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select 'Register Online Ideas for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on Company name i.e. 'Aditya Birla Sun Life AMC Limited' or ESP i.e. KFinTech after which the Member will be redirected to KFinTech website for casting their vote during the remote e-voting period</li> <li>viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

| Type of Member                                            | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                           | <p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFinTech.</li> <li>Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Individual Members holding shares in demat mode with CDSL | <p><b>1. Existing user who have opted for Electronic Access to Securities Information ('Easi/Easiest') facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System MyEasi</li> <li>Login to MyEasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>You will see Company Name: "Aditya Birla Sun Life AMC Limited" on the next screen. Click on the e-Voting link available against Aditya Birla Sun Life AMC Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> <p><b>2. Users not registered for Easi/Easiest facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide demat account number and PAN</li> <li>System will authenticate user by sending OTP on registered mobile and e-mail as recorded in the demat account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company i.e. 'Aditya Birla Sun Life AMC Limited' or select 'KFinTech'.</li> <li>Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ol> |

| Type of Member                                                                           | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members login through their demat accounts /website of Depository Participant | <ol style="list-style-type: none"> <li>Individual Shareholders holding shares of the Company in Demat mode, can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, Members will be able to view e-voting option.</li> <li>Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>Click on options available against 'Aditya Birla Sun Life AMC Limited' or 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot user ID and Forgot Password option available on the websites of Depositories/ Depository Participants.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type                | Helpdesk details                                                                                                                                                                                    |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>             |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b> |

**II. Access to KFinTech e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

**(A) Members whose e-mail IDs are registered with the Company/ Depository Participant(s), will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- Launch internet browser and type the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number followed by folio number or DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN"
- You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your

contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for "Aditya Birla Sun Life AMC Limited" and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose e-mail IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:**
- i. Members who have not registered their e-mail address and in consequence the postal ballot notice cannot be serviced, may temporarily get their e-mail ID and mobile number registered by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>.
  - ja. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
12. In case of any queries, you may refer to the Frequently Asked Questions ("FAQs") for Members and e-voting user manual for Members available on <https://evoting.kfintech.com> or call on the toll free number: 1800 309 4001, or send a request to (Mr. Ganesh Patro, Senior Manager, Kfin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032); E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com) to get your grievances on e-voting addressed.

## EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated 25<sup>th</sup> January, 2022:

### ITEM NO. 1:

The Board of Directors of the Company, based on the recommendations of the Nomination Remuneration and Compensation Committee ("NRCC"), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Ramesh Abhishek (DIN: 07452293) as an Additional Director under the category of Independent Director for a term of 5 years with effect from 1<sup>st</sup> January 2022, subject to the approval of the Members of the Company. Further, pursuant to Regulation 22 (c) of the SEBI (Mutual Fund Regulations) 1996, the Board of Directors of Aditya Birla Sun Life Trustee Private Limited had also approved the appointment of Mr. Ramesh Abhishek.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations"), effective 1<sup>st</sup> January 2022, the listed Companies are required to obtain the approval of the shareholders for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Ramesh Abhishek would require the approval of the Members of the Company by 31<sup>st</sup> March 2022.

The Company has received from Mr. Ramesh Abhishek, consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by SEBI, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declarations from Mr. Ramesh Abhishek that he meets the criteria of independence as prescribed under Section 149(6) of the Act, rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations.

The Company has, in terms of Section 160(1) of the Act received in writing, a notice from a Member proposing the candidature of Mr. Ramesh Abhishek for the office of Director of the Company.

In the opinion of the Board, Mr. Ramesh Abhishek fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Ramesh Abhishek is a person of integrity and independent of the

Management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Ramesh Abhishek in the field of Finance, Commodity Derivative Markets, Capital Market and regulatory governance as well as his educational background, appointment of Mr. Ramesh Abhishek as an Independent Director is in the interest of the Company.

The copy of the letter of appointment of Mr. Ramesh Abhishek setting out the terms and conditions of appointment shall be available for inspection by the members electronically.

A brief profile of Mr. Ramesh Abhishek, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as the Annexure to this Postal Ballot Notice.

As an Independent Director of the Company, Mr. Ramesh Abhishek will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be permissible under law, from time to time.

The Board of Directors of the Company recommend the passing of the Special Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

Except for Mr. Ramesh Abhishek and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution at Item No. 1.

### ITEM NO. 2

The Board of Directors of the Company, based on the recommendations of the Nomination Remuneration and Compensation Committee ("NRCC"), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Sunder Rajan Raman (DIN: 02511138) as an Additional Director under the category of Independent Director for a term of 5 years with effect from 1<sup>st</sup> January 2022, subject to the approval of the Members of the Company. Further, pursuant to Regulation 22(c) of the SEBI (Mutual Fund Regulations) 1996, the Board of Directors of Aditya Birla Sun Life Trustee Private Limited had also approved the appointment of Mr. Sunder Rajan Raman.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further,

in terms of SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations"), effective 1<sup>st</sup> January 2022, the listed Companies are required to obtain the approval of the shareholders for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Sunder Rajan Raman would require the approval of the Members of the Company by 31<sup>st</sup> March 2022.

The Company has received from Mr. Sunder Rajan Raman, consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by SEBI, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declarations from Mr. Sunder Rajan Raman that he meets the criteria of independence as prescribed under Section 149(6) of the Act, rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations.

The Company has, in terms of Section 160(1) of the Act, received in writing, a notice from a Member proposing the candidature of Mr. Sunder Rajan Raman for the office of Director of the Company.

In the opinion of the Board, Mr. Sunder Rajan Raman fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Sunder Rajan Raman is a person of integrity and Independent of the Management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Sunder Rajan Raman in the field of Banking and Finance, Capital Market, Mutual Funds regulations and Foreign Portfolio Investments, as well as his educational background, appointment of Mr. Sunder Rajan Raman as an Independent Director is in the interest of the Company.

The copy of the letter of appointment of Mr. Sunder Rajan Raman, setting out terms and conditions of appointment shall be available for inspection by the Members electronically.

A brief profile of Mr. Sunder Rajan Raman, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in the Annexure to this Postal Ballot Notice.

As an Independent Director of the Company, Mr. Sunder Rajan Raman will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be permissible under law from time to time.

The Board of Directors of the Company recommend the passing of the Special Resolution at Item No. 2 of the accompanying Postal Ballot Notice.

Except for Mr. Sunder Rajan Raman and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution at Item No. 2.

### ITEM NO. 3

Pursuant to the letter dated 5<sup>th</sup> August 2021 from SEBI issuing observations on Draft Red Hearing Prospectus ("DRHP") in relation to the IPO of the Company, the Lead Managers were advised to categorically disclose that pursuant to the Amendment Agreement and Termination Agreement none of the special rights available to the Promoters (i.e. Aditya Birla Capital Limited, Sun Life (India) AMC Investments Inc. (except for to nominate director/ Chairman and information rights) would survive post listing of equity shares of the Company.

Further, in accordance with the Amendment Agreement and Termination Agreement to the Shareholders Agreement executed amongst Aditya Birla Capital Limited, Sun Life (India) AMC Investments Inc. and the Company and in line with the observations of SEBI, a new set of Articles of Association of the Company was adopted by the Members of the Company at the Extra-Ordinary General Meeting held on 8<sup>th</sup> September 2021. However, the rights mentioned in Articles 115, 116, 117, 129 and 194 of the Articles of Association as defined in the Resolution No. 3 of the Postal Ballot Notice, are subject to such rights being approved by the Members of the Company at the first General Meeting of the Company post listing of Equity Shares on the stock exchanges, in accordance with applicable Law.

In view of the above, it is proposed to approve the special rights as mentioned in Articles 115, 116, 117, 129 & 194 of the Articles of Association of the Company available to the Promoters (i.e. Aditya Birla Capital Limited, Sun Life (India) AMC Investments Inc. and their Affiliates ( to the extent applicable).

Further, pursuant to provisions of the Companies Act, 2013 and the Rules, as may be applicable, approval of the Members of the Company by way of a special resolution is required for reinstating the rights as mentioned in the Articles of Association of the Company.

The copy of Articles of Association shall be available for inspection by the Members electronically.

Accordingly, it is proposed to obtain the approval of the Members of the Company by way of a Special Resolution for Item No. 3 of this Postal Ballot Notice.

The Board of Directors of the Company recommend the passing of the Special Resolution at Item No. 3 of the accompanying Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution at Item No. 3.

#### ITEM NO. 4

The Members of the Company at the Extra-Ordinary General Meeting held on 6<sup>th</sup> April 2021 had adopted Aditya Birla Sun Life AMC Limited – Employee Stock Option Scheme 2021' ("ESOP Scheme 2021"). The said ESOP Scheme 2021 was amended at the Extra-Ordinary General Meeting held on 15<sup>th</sup> April 2021 and 8<sup>th</sup> September 2021. Under the ESOP Scheme 2021, 32,32,899 Stock Options and 9,51,354 RSUs have been granted out of which 1,70,496 Stock Options and 69,047 RSUs have lapsed and none of these options have been vested as on date of this notice.

In terms of Regulation 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations, 2021"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offer ("IPO") and prior to the listing of its equity shares ('pre-IPO

scheme') unless such pre-IPO scheme is in conformity with these regulations and is ratified by its shareholders subsequent to the IPO.

The Equity Shares of the Company were listed on 11<sup>th</sup> October 2021 on the BSE Limited and National Stock Exchange of India Limited. The Company's ESOP Scheme 2021 is required to be ratified by the shareholders of the Company pursuant to Regulation 12 of the SEBI SBEB Regulations, 2021 for making any fresh grant of ESOPs under this Scheme. Accordingly, the same is referred to the shareholders of the Company for their ratification in terms of Regulation 12 and other applicable provisions of the SEBI SBEB Regulations, 2021.

The ESOP Scheme 2021 is in conformity with the SEBI SBEB Regulations, 2021 and the Company has not made any fresh grant of options to employees after listing of shares of the Company on the stock exchanges.

#### The Broad features of the ESOP Scheme 2021 are as follows:

| Headings                                                                                                           | ESOP Scheme details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i) Total number of Options and RSUs (Collectively the "Stock Options") to be granted:                             | The total number of Stock Options and RSUs that may in the aggregate be granted shall be such number that will would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 46,08,000 equity shares of ₹ 5/- each being 1.60% of the paid-up equity share capital of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| (ii) Identification of Classes of employees entitled to participate in the Scheme 2021:                            | <ol style="list-style-type: none"> <li>an employee as designated by the Company, who is exclusively working in India or outside India; or</li> <li>a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or</li> <li>an employee as defined in sub-clauses (i) or (ii) above, of a Group company including Subsidiary or its Associate Company, in India or outside India, or of a Holding company of the Company, but does not include – <ol style="list-style-type: none"> <li>an employee who is a Promoter or belongs to the Promoter Group;</li> <li>a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity Shares of the Company.</li> </ol> </li> </ol> |
| (iii) Appraisal process for determining the eligibility of the employees for the Employee Stock Option Scheme 2021 | The appraisal process for determining the eligibility of the Employees will be specified by the Nomination, Remuneration and Compensation Committee, and will be based on criteria such as role/level of the Employee, past performance record, future potential of the Employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the Nomination, Remuneration and Compensation Committee at its sole discretion.                                                                                                                                                                                                                                                                                                                                                                                                                             |
| (iv) Requirements of Vesting and period of Vesting and the maximum period within which the options shall be vested | The Options/RSUs granted under the Company's Employee Stock Option Scheme 2021 shall vest not earlier than one year in one or more tranche (as the case may be) and not later than five years, subject to compliance with the minimum Vesting Period of one year from the Grant Date, in the manner set out in the respective vesting letters to be issued by the Company to the Grantees from time to time. However, in case of death or Permanent Incapacity of a Grantee, the minimum Vesting Period of one year shall not apply.                                                                                                                                                                                                                                                                                                                                                                              |
| (v) Exercise Price or pricing formula for Options                                                                  | The Equity Shares may be issued at such price that the Board or the Nomination, Remuneration and Compensation Committee may determine on the date of the grant of the Options/RSUs in the ESOP Scheme 2021 and specified in the relevant grant documents provided that the exercise price per Stock Option shall not be less than the face value of the equity share of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

| Headings                                                                                                                                                                    | ESOP Scheme details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (vi) Exercise Period and process of exercise                                                                                                                                | <p>The Stock Options granted to a grantee shall be capable of being Exercised within a period of five years from the date of vesting of the respective Stock Options or such other period as may be determined by the Nomination, Remuneration and Compensation Committee from time to time.</p> <p>The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the Nomination, Remuneration and Compensation Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.</p>                                                                                              |
| (vii) The lock in period, if any                                                                                                                                            | There will be no lock-in period in respect of the Equity Shares, which may be issued or transferred upon Exercise of the Stock Options/RSUs granted pursuant to ESOP Scheme 2021, other than in the event of termination of employment as a 'Good Leaver', as decided by the Nomination, Remuneration and Compensation Committee may, in its sole discretion.                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| (viii) Maximum number of options to be granted per employee and in aggregate                                                                                                | <p>As covered in point (i)</p> <p>Maximum number of options granted/to be granted to an employee should not be equal to or more than 1% of the paid-up share capital.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| (ix) The method which the Company shall use to value its options                                                                                                            | The Company shall value the Options/RSUs as per Applicable Law and will make the necessary disclosures as may be required in this regard under Applicable Law.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| (x) The Conditions under which option vested in employees may lapse. e.g. in case of termination of employment for misconduct                                               | <p>Upon the occurrences of certain events, the Stock Options may lapse, including and not limited to:</p> <ol style="list-style-type: none"> <li>Termination of employment within 1 year</li> <li>In case of breach of Company policies or terms of employment</li> <li>Employee surrendering the Stock Options</li> <li>Non-fulfillment of vesting conditions (time or performance conditions).</li> <li>Stock Options vested, (including situations such as death or permanent incapacity), if not exercised within the time period specified in the grant letter or on such conditions as may be specified by the Board or Nomination, Remuneration and Compensation Committee, shall lapse.</li> <li>Termination of employment for fraud or misconduct.</li> <li>Retirement or superannuation</li> </ol> |
| (xi) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee. | All Vested Stock Options as on such date shall, at the discretion of the Nomination, Remuneration and Compensation Committee, be exercisable by the Grantee within the period specified in the relevant Vesting Letter or Grantee's last working day whichever is earlier.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| (xii) Whether the ESOP Scheme 2021 involves new issue of Equity Shares by the Company or secondary acquisition or both.                                                     | The Company shall issue new shares on exercise of stock options/ RSUs under the ESOP Scheme 2021.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| (xiii) Implementation and administration of ESOP Scheme 2021                                                                                                                | The Company shall directly implement and administer the ESOP Scheme 2021 through the Board/ the Nomination, Remuneration and Compensation Committee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| (xiv) Disclosure of Accounting Policies                                                                                                                                     | The Company shall comply with such applicable disclosure and accounting policies as prescribed by the Companies Act or the SEBI SBEB Regulations, as may be applicable and those prescribed by the concerned authorities from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| (xv) Other Terms                                                                                                                                                            | The Board or Nomination, Remuneration and Compensation Committee shall have the absolute authority to vary or modify the terms of the Scheme 2021 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted stock options under the Scheme 2021.                                                                                                                                                                                                                                                    |

Accordingly, it is proposed to obtain the approval of the Members of the Company by way of a Special Resolution for Item No. 4 of this Postal Ballot Notice.

The Board of Directors of the Company recommend the passing of the Special Resolution at Item No. 4 of the accompanying Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution at Item No. 4, except to the extent of the stock options that are granted or may be granted to them under the said ESOP Scheme 2021.

**By Order of the Board of Directors  
For Aditya Birla Sun Life AMC Limited**

Place: Mumbai  
Dated: 25<sup>th</sup> January 2022

**Hemanti Wadhwa**  
Company Secretary & Compliance Officer  
FCS No.: 6477

## ANNEXURE

### BRIEF PROFILE OF THE DIRECTORS BEING APPOINTED

#### A) PROFILE OF MR. RAMESH ABHISHEK

| Name of the Director                                                                | Mr. Ramesh Abhishek (DIN: 07452293)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth/Age                                                                   | 03-07-1959/62 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Nationality                                                                         | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Qualification(s)                                                                    | Mr. Ramesh Abhishek holds a Master's degree in Business Administration in Finance, Master's in International Politics and Master's in Public Administration                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Brief details of experience and nature of expertise in specific functional area     | Mr. Ramesh Abhishek an Indian Administrative Service (IAS) officer, 1982 batch (Retired July 2019) served as Secretary to the Government of India in the Department for Promotion of Industry and Internal Trade (DPIIT), the key department spearheading key government initiatives. Mr. Ramesh Abhishek has wide experience in governance, designing as well as implementing public policy and large-scale reforms at national level. He has played a crucial role in FDI policy reforms, the Ease of Doing Business initiative, investment promotion and in the Start-up India campaign. |
| Number of Board Meetings attended during FY 21-22                                   | One Board Meeting attended. (One board meeting has been held since appointment of the Director and up to the date of this Notice.)                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Number of Committee Meetings attended during FY 21-22                               | Not Applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Terms and Conditions of appointment, including remuneration                         | Mr. Ramesh Abhishek will be an Independent Director, not liable to retire by rotation. Mr. Abhishek shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.                                                                                                                                                                                                                                                |
| Remuneration last drawn (including sitting fees, if any)                            | Sitting fees @ ₹ 1,00,000 per meeting of the Board                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Date of first appointment (Board) – effective date                                  | Effective from 1 <sup>st</sup> January 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Chairman/Member of the Committee of the Board of Directors of the Company           | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Directorships in other Listed entities/ companies / Positions in other entities     | <ol style="list-style-type: none"> <li>1. Cyient Limited</li> <li>2. Edelweiss Securities Limited</li> <li>3. Edelweiss Capital Services Limited</li> <li>4. Edelweiss Finance &amp; Investments Limited</li> <li>5. Paras Healthcare Private Limited</li> <li>6. Paytm Payments Bank Limited</li> </ol>                                                                                                                                                                                                                                                                                    |
| Details of Memberships/Chairmanships of Committees of other Boards                  | <ol style="list-style-type: none"> <li>1. <b>Edelweiss Capital Services Limited</b><br/>Member of Audit Committee</li> <li>2. <b>Edelweiss Finance &amp; Investments Limited</b><br/>Member of Audit Committee</li> <li>3. <b>Cyient Limited</b><br/>Member of Strategy Committee</li> </ol>                                                                                                                                                                                                                                                                                                |
| Listed entities from which the Director resigned in the past three years            | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Relationship between Directors inter se and Key Managerial Personnel of the Company | Not related to any Director and Key Managerial Personnel of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Shareholding in the Company (including shareholding as a beneficial owner)          | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

## B) PROFILE OF MR. SUNDER RAJAN RAMAN

|                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                | <b>Mr. Sunder Rajan Raman (DIN: 02511138)</b>                                                                                                                                                                                                                                                                                                                                                       |
| Date of Birth/Age                                                                          | 07-09-1952/69 years                                                                                                                                                                                                                                                                                                                                                                                 |
| Nationality                                                                                | Indian                                                                                                                                                                                                                                                                                                                                                                                              |
| Qualification(s)                                                                           | Mr. Sunder Rajan Raman holds master's degree in Economics and is a law graduate. He also holds diploma in Business Management.                                                                                                                                                                                                                                                                      |
| Brief details of experience and nature of expertise in specific functional area and skills | Mr. Raman served as a Whole Time Member of SEBI. During his tenure with SEBI, Mr. Raman supervised almost the entire spectrum of the capital markets including Investments (Mutual Funds, Foreign Portfolio Investments, Corporate Bonds etc., Primary Markets and Secondary Markets. His core expertise is in investment banking, finance, corporate restructuring, capital market and governance. |
| Number of Board Meetings attended during FY 21-22                                          | One Board Meeting attended. (One board meeting has been held since appointment of the Director and up to the date of this Notice.)                                                                                                                                                                                                                                                                  |
| Number of Committee Meetings attended during FY 21-22                                      | Not Applicable.                                                                                                                                                                                                                                                                                                                                                                                     |
| Terms and Conditions of appointment, including remuneration                                | Mr. Raman will be an Independent Director, not liable to retire by rotation. Mr. Raman shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.                                                                     |
| Remuneration last drawn (including sitting fees, if any)                                   | Sitting fees @ ₹ 1,00,000 per meeting of the Board                                                                                                                                                                                                                                                                                                                                                  |
| Date of first appointment (Board) – effective date                                         | Effective from 1 <sup>st</sup> January 2022                                                                                                                                                                                                                                                                                                                                                         |
| Chairman/Member of the Committee of the Board of Directors of the Company                  | NIL                                                                                                                                                                                                                                                                                                                                                                                                 |
| Directorships in other Listed entities/ companies / Positions in other entities            | NIL                                                                                                                                                                                                                                                                                                                                                                                                 |
| Details of Memberships/Chairmanships of Committees of other Boards                         | NIL                                                                                                                                                                                                                                                                                                                                                                                                 |
| Listed entities from which the Director resigned in the past three years                   | NIL                                                                                                                                                                                                                                                                                                                                                                                                 |
| Relationship between Directors inter se and Key Managerial Personnel of the Company        | Not related to any Director and Key Managerial Personnel of the Company                                                                                                                                                                                                                                                                                                                             |
| Shareholding in the Company (including shareholding as a beneficial owner)                 | NIL                                                                                                                                                                                                                                                                                                                                                                                                 |