

Aditya Birla Sun Life Insurance Company Limited

CIN: U99999MH2000PLC128110

Correspondence & Registered Office: One World Centre, Tower 1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013;
Tel: +91 22 6723 9203/04 | E: care.lifeinsurance@adityabirlacapital.com W: https://lifeinsurance.adityabirlacapital.com

NOTICE

NOTICE is hereby given that the 24th (Twenty-Fourth) Annual General Meeting of the Members of Aditya Birla Sun Life Insurance Company Limited ("the Company" / "your Company") will be held on **Wednesday**, **7**th **August 2024 at 11.00 am (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company comprising of the Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the Financial Year ended 31st March 2024 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Joint Statutory Auditors thereon and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company comprising of the Revenue Account, Profit and Loss Account and Receipts and Payments Account of the Company for the Financial Year ended 31st March 2024 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Joint Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- To appoint a Director in place of Mr. Krishna Kishore Maheshwari (DIN 00017572) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Krishna Kishore Maheshwari (DIN 00017572) who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

- To appoint a Director in place of Ms. Pinky Mehta (DIN 00020429), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Pinky Mehta (DIN 00020429), who retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."
- 4. To appoint M/s. M M Nissim & Co. LLP, Chartered Accountants as one of the Joint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder ('the Act'), IRDAI (Corporate Governance for Insurers) Regulations, 2024 read with Master Circular on Corporate Governance for Insurers, 2024 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, M M Nissim & Co LLP, Chartered Accountants (Firm Registration No. 107122W/W100672), be and are hereby appointed as the Statutory Auditors of the Company for a term of 4 (Four) consecutive years from the conclusion of this 24th (Twenty-Fourth) Annual General Meeting till the conclusion of the 28th (Twenty-Eighth) Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to the above resolution."

SPECIAL BUSINESS:

- To re-appoint Mr. Kamlesh Rao, as the Managing Director & CEO of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Insurance Act, 1938, Insurance Regulatory and Development Authority of India (Corporate Governance for Insurers) Regulations, 2024 and Master Circular on Corporate Governance for Insurers, 2024 and such other provisions as may be applicable (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in line with the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, and subject to the approval of the Insurance Regulatory and Development Authority of India ('IRDAI'), and such other consents and permission as may be necessary, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Kamlesh Rao (DIN: 07665616) as a Managing Director & CEO of the Company, not liable to retire by rotation, for the period and upon the following terms and conditions, including remuneration, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of re-appointment and remuneration of Mr. Kamlesh Rao, as the Managing Director & CEO in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible by law:
 - Period: Effective from 19th August, 2024 to 18th August, 2027.
 - Remuneration: as may be approved by the Board of Directors and IRDAI from time to time

- C. Annual remuneration review is effective 1st July each year, as per the policy of the Company.
- D. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Kamlesh Rao will be considered as continuous service with the Company from the date of his joining the Company/ Aditya Birla Group.
- E. The aggregate of the remuneration and perquisites in any financial year shall not exceed the limit under Sections 197 and 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee will review and recommend to the Board the remuneration payable to the Managing Director & CEO during his tenure, subject to approval of IRDAI.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to the above resolution."

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

Maneesh Sharma Company Secretary A29994

18th

Place: Mumbai

Date: 19th June 2024

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

The following statement sets out all material facts relating to ordinary and special businesses mentioned in the accompanying Notice:

Item no. 4

The Members of the Company at the $19^{\rm th}$ Annual General Meeting held on August 26, 2016 had appointed M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No.: 103523W) ("Haribhakti") as the one of the Joint Statutory Auditors for a first term of 5 (Five) years i.e. from the conclusion of $19^{\rm th}$ (Nineteenth) Annual General Meeting till the conclusion of $24^{\rm th}$ (Twenty Fourth) Annual General Meeting of the Company.

As per Insurance Regulatory and Development Authority of India ("IRDAI") Master Circular on Corporate Governance for Insurers, 2024 ("the Master Circular") bearing reference no. IRDAI/F&I/CIR/MISC/82/5/ dated 22nd May, 2024 an audit firm which completes the tenure of 4 (four) years at the first instance in respect of an Insurer may be reappointed as statutory auditors of that Insurer for another term after a cooling-off period of 3 (three) years.

Accordingly, Haribhakti, whose first term shall conclude at the ensuing Annual General Meeting, will not be eligible for re-appointment as joint statutory auditors of the Company for the second term. Consequentially, pursuant to the provisions of Section 139 of the Act, the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Master Circular, the Board of Directors of the Company have recommended the appointment of M M Nissim & Co. LLP, Chartered Accountants (Registration No. 107122W / W100672) ("Nissim") as one of the Joint Statutory Auditors of the Company for a period of 4 (Four) consecutive years i.e. from the conclusion of this 24th (Twenty-Fourth) Annual General Meeting till the conclusion of 28th (Twenty-Eighth) Annual General Meeting of the Company, for the approval of the Members.

Nissim have consented and confirmed that their appointment, if made will be within the limits specified and will be in compliance with the eligibility criteria / Fit & Proper requirements specified under the Companies Act, 2013 and the Master Circular.

Brief profile and credentials of the Auditors are as under:

M/s. M M Nissim & Co. LLP is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 107122W / W100672. The firm was established in 1946 and is led by 16 experienced partners and supported by team members across the country. It is a multidisciplinary firm providing wide spectrum of professional services to leading corporates including multinationals

operating in diverse sectors and have offices at Mumbai, New Delhi, Kolkata, Chennai and Bengaluru.

The firm has been early entrant in many areas of professional practice like advisory on mergers and acquisitions, valuations, due diligence, forensic audit, specialized monitoring of projects, FEMA advisory, quality assurance, CSR advisory, IT implementation advisory etc.

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

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval of the Members.

Item no. 5

Mr. Kamlesh Rao (DIN: 07665616), was appointed as the Managing Director & CEO of the Company for a term of five years with effect from 19^{th} August, 2019, by the Members at the 20^{th} Annual General Meeting held on 25^{th} August, 2020. The term of Mr. Kamlesh Rao as a Managing Director & CEO of the Company shall end on 18^{th} August, 2024.

Considering the overall experience, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment and based on the strong performance of the Company under the leadership of Mr. Kamlesh Rao and other key factors and on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 19th June, 2024, subject to the approval of Insurance Regulatory and Development Authority of India ('IRDAI'), have recommended the re-appointment of Mr. Kamlesh Rao as Managing Director & CEO of the Company for a further period of 3 (Three) Years with effect from 19th August, 2024, on the terms and conditions including remuneration as may be approved by the Board and IRDAI from time to time, for the approval of the Members. Further, pursuant to the Master Circular on Corporate Governance for Insurers, 2024 ("Master Circular"), issued by IRDAI the re-appointment of Mr. Kamlesh Rao as Managing Director & CEO of the Company shall also be subject to approval of IRDAI.

Mr. Kamlesh Rao is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmations, including his consent and eligibility to be re-appointed as a Managing Director & CEO of the Company.

Notice (Contd.)

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Kamlesh Rao as a Managing Director & CEO shall be beneficial to the functioning and growth of the Company and the remuneration payable to him shall be commensurate with his abilities and experience.

Details of Mr. Kamlesh Rao pursuant to the provisions of the Secretarial Standard on General Meetings issued by the Institute

of Company Secretaries of India is set out as an Annexure to the Notice.

No director, key managerial personnel or their relatives except Mr. Kamlesh Rao is interested in or concerned, financially or otherwise, in passing the resolution set out in Item no. 5 of the Notice.

The Board recommends the ordinary resolution set out in Item no. 5 of the Notice for the approval of members.

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

Maneesh Sharma Company Secretary A29994

Place: Mumbai Date: 19th June 2024

Notes

- The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2023 dated 25th September 2023 read with circular nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020, (collectively referred to as "relevant Circulars"), have permitted convening the Annual General Meeting through VC or OAVM without physical presence of the Members. In accordance with the relevant Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 24th (Twenty Fourth) Annual General Meeting ("AGM" or "the Meeting") of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e., 16th Floor, One World Center, Tower 1, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai - 400013.
- 2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out the material facts relating to the ordinary / special businesses to be transacted at the Meeting is annexed hereto. Additional information pursuant to the Secretarial Standard on General Meetings ("SS-2"), in respect of the Director(s) seeking re-appointment / continuation of their term at the Meeting, is also furnished as an Annexure to the Notice.
- 3. Since this AGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the AGM through login credentials provided to them for this purpose. Physical attendance of the Members at the AGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is also not annexed to this Notice.
- 4. Since the AGM will be held through VC / OAVM, the route map of the venue of the AGM is not annexed to this Notice.

- 5. A Corporate Member intending to send its authorised representative to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Notice of this Meeting, along with the Annual Report for the Financial Year 2023-24, is being sent by electronic mode to the Members at their e-mail address registered with the DPs/ Company/ RTA.
- 8. The Notice and the Annual Report of the Company for the Financial Year 2023-24, circulated to the Members of the Company, is available on the Company's website viz. https://lifeinsurance.adityabirlacapital.com/about-us/investors
- 9. The Audited Accounts of the Company's Subsidiary is also available on the Company's website.
- 10. Members are requested to send their queries, if any, relating to the Annual Report to the Company Secretary/ Chief Financial Officer at the Registered Office of the Company, on or before 5th August, 2024, so that the details can be made readily available at the Meeting.
- 11. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and such statutory records and registers, as are required to be kept open for inspection under the Act shall be available for inspection by the Members between 10.00 a.m. and 12 noon upto the date of the Meeting and also at the AGM.
- 12. All the documents referred to in the Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12 noon upto the date of the Meeting and also at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 24th ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS FOLLOWS:

The Members are requested to adhere to the following General Guidelines during the Meeting in order to ensure smooth virtual meeting:

- The Members requested to access the link (MS Teams Link) sent to their respective email ids to join the Meeting.
- Members/ invites are requested to join the Meeting at least 15 minutes in advance via MS Teams Meeting invite, through their respective Laptops for better experience, from their home/ office location.
- Please download the Microsoft Teams App and test the link in advance before the start of the Meeting.
- Please ensure the Wi-Fi/Dongle/Hotspot/Router/LAN etc. is up and running with good speed during the whole duration of the Meeting.
- In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
- No person other than the invited participants should have access to the Meeting.

- At the start of the Meeting, Members are required to keep video on so that the Company Secretary can complete the roll call.
- The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ Directors/ Invitees.
- The entire Meeting proceedings will be recorded.
- The Company Secretary/ Organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/ Members can unmute themselves at the time of speaking.
- Every participant shall identify himself/ herself at the time of speaking on any query.
- To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of the presentation for a particular agenda item.

If any Member/ invitee needs any assistance during the meeting he/she can reach out to Company Secretary/ Organizer and team members as per the details given below: (Help line Numbers)

| Mr. Maneesh Sharma | Company Secretary | +91 9702042253 |
|---------------------|-------------------|----------------|
| Mr. Chetan Shigavan | ABSLI Secretarial | +91 9664120601 |
| | Team Member | |

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

Maneesh Sharma Company Secretary

A29994

Place: Mumbai Date: 19th June 2024

ANNEXURE - I

Details of Directors seeking appointment/ re-appointment at the 24th AGM [Pursuant to Secretarial Standards on General Meetings (SS-2)]

| Name | Mr. Krishna Kishore Maheshwari | Mrs. Pinky Mehta | Mr. Kamlesh Rao |
|--|--|--|--|
| Age / Date of Birth | 69 years / 01 st March 1955 | 57 years / 24 th April 1967 | 54 years / 11 th April 1970 |
| Director Identification Number | 00017572 | 00020429 | 07665616 |
| Nature of appointment/ re-appointment | Re-appointment as a Non-Executive Director on retirement by rotation | Re-appointment as a Non-Executive Director on retirement by rotation | Re-appointment as Managing Director & CEO for a period of 3 years with effect from 19 th August, 2024 |
| Qualification | Master's Degree in commerce (Business Administration) and Chartered Accountant | Bachelor of Commerce and Chartered Accountant | MBA, Narsee Monjee Institute of Management Studies and B.E. Instrumentation, Vivekanand Education Society's Institute of Technology |
| Experience and expertise in specific functional area | xperience and expertise In specific functional In specific functional In specific functional In specific functional In a distinguished career spanning In a distinguished spears In a di | chartered accountant with over three decades of diversified experience. She has been a part of the Aditya Birla Group since 1991, having joined the group as its first woman officer. In her current role as the Chief Financial Officer of Aditya Birla Capital Limited, she is responsible for Finance, Accounts, Banking, Secretarial, Taxation, MIS, Mergers, Restructuring, Acquisitions and Fund Raising, as well as the ongoing development and monitoring of control systems and reporting of financial performance. Prior to joining Aditya Birla Capital, she was the Chief Financial Officer of Aditya Birla Nuvo Ltd., where she was instrumental in the demerger of Madura Garments to Pantaloons Fashion & Retail Limited. She played a | Mr. Kamlesh Rao is the MD & CEO at Aditya Birla Sun Life Insurance Company Limited (ABSLI). In his role he is responsible for providing ABSLI with strategic direction and leading the team towards achieving rapid growth and profitability. His expertise focuses on growing the business, developing new business models, |
| | | strong supporting role in the merger of Aditya Birla Nuvo Ltd., with Grasim; followed by the subsequent listing of Aditya Birla Capital Limited. Over the years, her contribution in the areas of demergers, mergers and acquisitions for the Aditya Birla Group companies has been significant. She was actively involved in the demerger of the cement business, the joint venture with the Sun Life Group for the life insurance business and acquisitions of Madura Garments, Transworks Information Services Limited, Minacs Worldwide Inc. and Apollo Sindhoori Capital Investments Limited. | |

| Name | Mr. Krishna Kishore Maheshwari | Mrs. Pinky Mehta | Mr. Kamlesh Rao |
|--|--|---|--|
| | Prior to UltraTech, Mr. Maheshwari was the Managing Director of Grasim Industries Ltd and headed the Group's Pulp, Fiber & Textile business. During his tenure the business made 2 acquisitions of pulp units in Canada and Sweden and set up the greenfield VSF plant at Vilayat. Setting up of world class R&D facilities helped the business launch premium products, improve the quality of its products and its environment profile. The launch of brand LIVA led to rapid growth in the consumption of VSF in India after having seen a stagnant demand for over 10 years. In his role in Chemical business, the thrust on specialties and cost-effective expansion helped business improve its profitability and laid the foundation for its future growth. During his tenure of 4 years in Trading business, the volume jumped two-fold and the profitability five-fold. He has been a Trustee and Member of the Board of New International School of Thailand in Bangkok. Mr. Maheshwari has also served as the President of the Man-Made Fiber Industry of India and as a member of the Ahluwalia Committee on Reforms for State Electricity Boards, constituted by the Ministry of Power. Mr. Maheshwari holds a master's degree in commerce (business administration) and is a Fellow Member of The Institute of Chartered | She is one of the distinguished Women Leaders in the Aditya Birla Group. She was conferred the 'Chairman's Award for Exceptional Contributor' 2008 and 'Chairman's Award for Accomplished Leader', 2016. She is also the recipient of the coveted Institute of Chartered Accountants of India CA CFO - Woman Award, 2016 and ET Prime's Women Leadership Award, 2021. | His experience spans across the asset and liability portfolios, including retail lending, business loans, unsecured loans, mortgages, SME lending, HNI banking and broking. He joined the bank as a Management Trainee and rapidly rose through the ranks to become the Managing Director & CEO - Retail at Kotak Securities Limited. In his earlier stint, Mr. Rao has been a part of several prestigious committees including the NSE & BSE Advisory Committees and Secondary Market Advisory Committee (SMAC). He holds a degree in Engineering and is a Management graduate. Mr. Kamlesh Rao is a part of the Senior Management Team at Aditya Birla Capital Limited. At ABSLI, he is focused towards taking the company to a leadership position within the private life insurance space. |
| Terms and conditions | Accountants of India. His office shall be liable to retire by | Her office shall be liable to retire by | His office shall not be liable to retire by |
| of appointment/ re- appointment | rotation. | rotation. | rotation. |
| Remuneration sought to be paid and last drawn | ··· | No remuneration was paid during the Financial Year 2023-24 and no approval is being sought for remuneration to be paid. | • , |
| Date of appointment on the Board | 26 th July 2021 | 16 th December 2016 | 19 th August 2019 |
| Shareholding in the Company as on date | Nil | 1 Equity Share as a Nominee of Aditya Birla Capital Limited | Nil |

| Name | Mr. Krishna Kishore Maheshwari | Mrs. Pinky Mehta | Mr. Kamlesh Rao |
|--|--|---|---|
| Relationship with Directors and Key Managerial Personnel | Not related to any other Director/ Key Managerial Personnel | Not related to any other Director/ Key Managerial Personnel | Not related to any other Director/ Key Managerial Personnel |
| Attendance at the Board Meetings held during the Financial Year 2023-24 | Attended 4 out of 5 Board Meetings held during the year. | Attended 5 out of 5 Board Meetings held during the year. | Attended 5 out of 5 Board Meetings held during the year. |
| List of other Public Limited Companies (in India) in which Directorships are held as on date | Ultratech Cement Limited | Aditya Birla ARC Limited Aditya Birla Capital Digital Limited Aditya Birla Capital Technology Services Limited Aditya Birla Money Limited Aditya Birla Money Mart Limited Aditya Birla Renewables Limited Aditya Birla Renewables SPV 1 Limited Aditya Birla Health Insurance Company Limited | Aditya Birla Sun Life Pension Management Limited |
| Chairmanship/ Membership of the Committees of other public limited companies as on date (includes only Audit Committee and Stakeholders' Relationship Committee) | Member in Audit Committee of Ultratech Cement Limited | Member in Audit Committee of Aditya Birla ARC Limited | Member in Audit Committee of Aditya Birla Sun Life Pension Management Limited |