



Birla Sun Life
Insurance
NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Birla Sun Life Insurance Company Limited will be held on August 10, 2017 at 10:00 a.m. on a shorter notice, at A-4 Aditya Birla Centre, S.K. Ahire Marg, Worli, and Mumbai - 400030 to transact the following special business:

SPECIAL BUSINESS


1. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**.

“RESOLVED THAT in accordance with the provisions contained in the Articles of Association and Sections 67 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules framed thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the “SEBI SBEB Regulations”) as applicable, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted Committee to exercise its powers conferred by this Resolution) the consent of the members be and is hereby accorded to the **Aditya Birla Capital Limited Employee Stock Option Scheme 2017, including any amendments thereof (“Scheme 2017”)** being the employee stock option scheme formulated and approved by the board of directors and members of Aditya Birla Capital Limited, the holding company of the Company and the extension of the benefits and coverage of the Scheme 2017 to such persons who are in permanent employment of the Company in the management cadre, including any managing or whole time directors, if any selected on the basis of criteria decided by the Board or Committee thereof in accordance with the terms of the Scheme 2017 under the Scheme 2017 and on such terms and conditions as may be fixed or determined by the Board and/or by Aditya Birla Capital Limited in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.”

“RESOLVED FURTHER THAT in accordance with the provisions contained in the Articles of Association and Section 67 and all other applicable provisions, if any, of the Act, the members of the Company hereby give consent and approve the payment of costs, by the Company pertaining to exercise by the employees of the Company of the stock options or restricted stock units granted in terms of the Scheme 2017 in such proportion as may be fixed or determined by the Board/ Committee representing upto 100% (one hundred per cent) of the costs of exercise of the relevant stock options or restricted stock units as allocated and apportioned by Aditya Birla Capital Limited to the Company subject to an amount not exceeding INR 42 Crore (Rupees Forty Two Crore) plus taxes and other statutory charges as applicable under law, on one or more tranches from time to time as approved under the framework of the Scheme 2017

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard at any stage.”

Birla Sun Life Insurance Company Limited
G-Corp Tech Park, 5th & 6th Floor, Kasar Vadavali,
Near Hypercity Mall, Ghodbunder Road,
Thane (W)- 400 601.

A joint venture with 

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FINANCIAL SERVICES

Telephone +91 22 66917777
Website www.insurance.birlasunlife.com
Corporate website www.abfsg.com



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2. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**.

"RESOLVED THAT pursuant to section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder, consent of the members be and hereby accorded for the Related Party Transaction for the payment of costs, by the Company pertaining to exercise by the employees of the Company of the stock options or restricted stock units granted in terms of the Scheme 2017 in such proportion as may be fixed or determined by the Board/ Committee representing upto 100% (one hundred per cent) of the costs of exercise of the relevant stock options or restricted stock units as allocated/ apportioned by Aditya Birla Capital Limited to the Company subject to an amount not exceeding INR 42 Crore (Rupees Forty Two Crore) plus taxes and other statutory charges as applicable under law, on one or more tranches from time to time as approved under the framework of the Scheme 2017

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard at any stage."

By order of the Board
for BIRLA SUN LIFE INSURANCE COMPANY LIMITED


Amber Gupta
Company Secretary


Date: August 9, 2017

Place: Mumbai

Registered Office:

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

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Bodies corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under Section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
3. 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.
4. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
5. Documents referred in the notice are available for inspection of members between 11.00 A.M to 5 P.M. at the registered office of the Company until the date of meeting and the members can also obtain copy thereof.
6. A Route Map showing directions to reach the venue of the Extra Ordinary General Meeting is given below.

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ANNEXURE TO THE NOTICE

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

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

Item No. 1:

To Approve the Extension of Benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Company and approve the applicable ESOP charge

Stock options in the hands of the employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its shareholders, providing an opportunity to the employees to share the growth of the Company and to create wealth in the hands of the employees.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company, for their high level of individual performance, for their efforts to improve the financial performance of the Company and their loyalty to the Company, by offering them equity shares by way of an employee stock options scheme. The eligible employees shall be granted employee stock options in the form of options ("**Options**") and/ or restricted stock units ("**RSUs**") which will be exercisable into equity shares of Rs. 10/- each of the Holding Company - Aditya Birla Capital Limited, (the "**Equity Shares**") upon such terms and conditions applicable to the Options and RSUs, as the case may be.

Towards this objective, it is proposed to approve and adopt the '**Aditya Birla Capital Limited Employee Stock Option Scheme 2017**' (hereinafter referred to as the "**Scheme 2017**").

The Members are informed that Aditya Birla Capital Limited (formerly known as Aditya Birla Financial Services Limited) the Holding Company intends to offer not exceeding 3,22,86,062 Equity Shares in aggregate under the Scheme 2017 by way of grant of Options and RSUs to its employees and the employees of the subsidiary companies. Options and RSUs are collectively referred to as "**Stock Options**". The eligible allocation / apportionment of Stock Options under Scheme 2017 for Birla Sun Life Insurance Company Limited ("**Company**") shall be as determined by the Holding Company and approved by the Board/Committee of the Company.

The ESOP charge on the basis of above allocation and the valuation arrived shall be borne by the Company in proportion of the grant done over the period of vesting as applicable and determined by the Board/Committee.

To promote the culture of employee ownership, approval of Members is also being sought for allowing the permission for issuance of Stock Options as per the Scheme 2017 to certain employees and Managing or Whole Time Directors or CEO, if any of the Company by its Holding Company and also for the applicable ESOP charges towards the allocation of Stock Options as applicable and mentioned in the Resolution set out above.


The Scheme 2017 is being formulated in accordance with the SEBI SBEB Regulations. Relevant details with respect to the aforementioned Scheme 2017 are as follows:

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(i). Total number of Options and RSUs (collectively, the "Stock Options") to be granted

The total number of Stock Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Holding Company not exceeding 3,22,86,062 equity shares of Rs. 10/- each (the "Equity Shares") being 1.5% of the fully diluted paid-up capital of the Holding Company, post Demerger.

The aggregate number of Stock Options proposed to be granted under the Scheme 2017, shall not be exercisable into more than 1.5% of the fully diluted paid-up capital of the Holding Company, post Demerger of the overall ceiling of Equity Shares to be issued under the Scheme 2017 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Holding Company from time to time).

The eligible allocation / apportionment of Stock Options applicable for the Company shall be as determined by the Holding Company and approved by the Board/Committee of the Company

One Stock Option entitles the grantees to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one RSU will entitle the grantee to one Equity Share).

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Holding Company to the grantees for making such fair and reasonable adjustment, the ceiling of total allocation shall be deemed to be increased to the extent of such additional Equity Shares issued.

Stock Options not vested due to non-fulfillment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2017 or under a new scheme, subject to compliance with applicable laws.


(ii). Identification of classes of employees entitled to participate in the Scheme 2017

Persons who are permanent employees of the Company in the management cadre, working in or out of India, including managing or whole time directors of the Company, will be entitled to participate in the Scheme 2017, subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board or constituted Committee, if any from time to time.

The following category of employees/directors shall not be eligible to participate in the Scheme 2017:

- a promoter or a person belonging to the promoter group;
- an independent director;
- a director who either by himself or through his relatives or through any body corporate,

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directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

(iii). Requirements of vesting and period of vesting

The Board or Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options: The Options would vest not earlier than one year and not later than six years from the date of grant of Options or such other period as may be determined by the Board. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Board or Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2017 shall vest in one or more tranches.

Vesting period for RSUs: The RSUs would vest not earlier than two year and not later than six years from the date of grant of RSUs or such other period as may be determined by the Board or Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the RSUs would vest) would be determined by the Board or Committee, subject to the minimum vesting period of two year from the date of grant of RSUs. The RSUs granted under the Scheme 2017 shall vest in one or more tranches.

(iv). Exercise price or pricing formula

Exercise price for Options: The Equity Shares may be issued at such price that the Board or the Committee may determine on the date of the grant of the Options under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per Option shall not be less than the face value of the equity share of the Holding Company.

Exercise price for RSUs: The Equity Shares may be issued at such price that the Board or Committee may determine on the date of the grant of the RSUs under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per RSU shall not be less than the face value of the equity share of the Holding Company.


(v). Exercise period or process of exercise

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of Stock Options or such other period as maybe determined by the Board or Committee.

During the exercise period relating to each vesting, vested Options and vested RSUs can be exercised in one or more tranches, such that each tranche will be a minimum of 500 Options or 100 RSUs, as the case may be, except in cases where the number of vested Options is less than 500 or where the number of outstanding vested RSUs is less than 100.

The Stock Options will be exercisable by the Employees through a written application to the Holding Company accompanied by payment of the exercise price in such manner and on

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execution of such documents, as may be prescribed by the Board or Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

(vi). The Appraisal process for determining the eligibility of employees

The appraisal process for determining the eligibility of the employee will be specified by the Board or the Committee, and will be based on criteria, such as role / criticality of the employee, length of service with the Company, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board or the Committee, as applicable, at its sole discretion.

The Board or the Committee may decide to extend the benefits of the Scheme 2017 to new entrants or to existing employees on such basis as it may deem fit, in accordance with applicable law.

(vii). Disclosure and accounting policies

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and as applicable and those prescribed by the concerned authorities from time to time.

(viii). Maximum number of Stock Options to be issued per employee

The maximum number of Stock Options to be granted to any employee shall be decided by the Board or Committee. However, the number of Stock Options that may be granted to a single employee under the Scheme 2017 shall not exceed 0.5% of the paid up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Holding Company from time to time).

(ix). Implementation and Administration

The Scheme 2017 shall be administered through the Board of Directors or the Committee of the Holding Company and that of the Company as applicable within the approved framework of Scheme 2017.

(x). Whether the Scheme 2017 involves new issue of Equity Shares by the Holding Company or Company or secondary acquisition or both

The Scheme 2017 will involve fresh issue of Equity Shares by the Holding Company.

(xi). The amount of loan to be provided for the implementation of the Scheme 2017 by the Company to the trust, its tenure, utilisation, repayment terms

As the Scheme 2017 is proposed to be implemented and administered through the Board of Directors or the Committee, this requirement is not applicable.

(xii). Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme 2017

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The Scheme 2017 will not involve secondary acquisition of Equity Shares and accordingly, this requirement is not applicable.

(xiii). Method of Stock Options' valuation

The Holding Company shall value the Stock Options in accordance with applicable laws.

In the event the Holding Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings per Share of the Company shall also be disclosed in the Directors' Report.

(xiv). Transferability of Stock Options

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his/her legal heirs or nominees.

(xv). Other Terms

The Board or the Committee of the Holding Company shall have the absolute authority to vary or modify the terms of the Scheme 2017 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the 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 2017.

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution, except to the extent of the Stock Options that may be offered to them under the Scheme 2017. The Stock Options to be granted under the Scheme 2017 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Holding Company.

The Board recommends the resolution in item no.1 for the approval of the members by way of special resolution.

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the Special Resolution for approval of the Members.

None of the Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out in the notice, except to the extent of their shareholding, if any.

The Board recommends the resolution in item no.1 for the approval of the members by way of special resolution



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Item No. 2:

Approval for Related Party Transaction with Aditya Birla Capital Limited

Under the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 grant of Options and RSUs would be given to provided to employees of the Company within the approved framework. The ESOP charge on the basis of stock options allocated and the valuation arrived shall be borne by the Company in proportion of the grant done over the period of vesting as applicable and determined by the Board/Committee.

Therefore, this payment of ESOP charge would result in a Related Party Transaction between Birla Sun Life Insurance Company Limited and Aditya Birla Capital Limited. Approval of the members is sought for the Related Party Transaction and for the payment of costs, by the Company pertaining to exercise by the employees. Hence the approval of members is being sought under section 188 of the Companies Act 2013 for the said related party transaction with Holding Company.

The brief particulars required under Section 188 are as under:

Particulars required under Section 188 of the Companies Act, 2013:

1. Name of the Related Party:

Aditya Birla Capital Limited

2. Name of the Director or Key Managerial personnel who is related, if any

NIL

3. Nature of relationship : Holding Company


4. Nature, Material terms, monetary value and particulars of the contract or arrangement

It is proposed to grant Employee Stock options in the form of options ("**Options**") and/ or restricted stock units ("**RSUs**") which will be exercisable into equity shares of Rs. 10/- each of the Holding Company (the "**Equity Shares**") upon such terms and conditions applicable to the Options and RSUs, as the case may be as per the '**Aditya Birla Capital Limited Employee Stock Option Scheme 2017**' (hereinafter referred to as the "**Scheme 2017**") for the value not exceeding INR 42 Crore (Rupees Forty Two Crore) plus taxes and other statutory charges as applicable under law, on one or more tranches from time to time as approved under the framework of the Scheme 2017

5. Any other information relevant or important for the member to take a decision on the proposed resolution.

Details of issue are provided in point No. (I) to (XV) above under item no, 1.

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None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution,

None of the Directors and Key Managerial Personnel are inter-se related to each other.

The Board recommends the resolution in item no.2 for the approval of the members by way of special resolution.

None of the Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out in the notice, except to the extent of their shareholding, if any.


By order of the Board
for BIRLA SUN LIFE INSURANCE COMPANY LIMITED


Amber Gupta
Company Secretary

Date: August 9, 2017
Place: Mumbai

Registered Office:
One Indiabulls Centre, Tower 1,
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Birla Sun Life Insurance

Route Map

☰ aditya birla centre, worli, mumbai

Acitya Birla Center
Sudam Kahu Ahire Marg
Worli
Mumbai, Maharashtra 400030

Directions
aditya@birlasunlife.com
222 2499 5841

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Form No. MGT-11

PROXY FORM

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

BIRLA SUN LIFE INSURANCE COMPANY LIMITED

Corporate Identity Number: U99999MH2000PLC128110
www.insurance.birlasunlife.com

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

EXTRA ORDINARY GENERAL MEETING – August 10, 2017

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

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

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

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

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

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on August 10, 2017 at 10:00 A.M. at A-4, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai-400030, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	Particulars
	SPECIAL BUSINESS
1	Approve the Extension of Benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 and approve the applicable ESOP charge
2	Approval for Related Party Transaction with Aditya Birla Capital Limited for the ESOP charge

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

AFFIX Revenue Stamp of 1
