



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 at a shorter notice on Thursday, March 23, 2017 at 2.30 P.M, at A-4 Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai – 400 030 to transact the following special business:

SPECIAL BUSINESS:

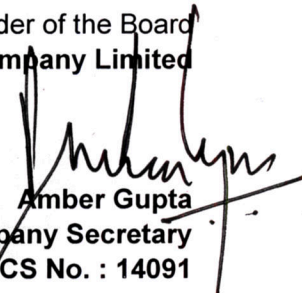
1. Approval for Related Party Transaction with Sun Life Financial (India) Insurance Investment Inc for Technology Subvention

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

“RESOLVED THAT pursuant to the applicable provisions of Insurance Act, 1938, IRDA Regulations & Guidelines, the provisions of Companies Act, 2013 read with relevant rules made thereunder and the applicable provisions of Indian Accounting Standards (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other provisions as may be applicable, approval of the Shareholders be and is hereby accorded for availing the Subvention Amount for a maximum amount of INR 250 million (Rupees two hundred fifty million only) as a voluntary gratuitous payment with Sun Life Financial (India) Insurance Investment Inc. (‘SLF’) (‘Related Party Transaction’) for the purpose of enabling the Company to upgrade its digital technology capabilities for the benefit of business of the Company and enhance its competitive advantage in the Indian life insurance industry.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and to do all such acts, deeds and things as may be applicable and necessary to give effect to the aforesaid resolution”

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


Amber Gupta
Company Secretary
ACS No. : 14091



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Insurance

Registered Office:

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

Date: 20.03.2017

Place: Mumbai

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Bodies corporate can be represented at the meeting by such person(s) as are authorised. Copies of resolution under section 113 of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.



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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

The Shareholders are informed that Birla Sun Life Insurance Company Limited ('BSLI'/'Company') as part of its digital strategy plans to invest into technology solution/up-gradation to enhance its digital capabilities over the next few years. The amount of investment proposed will be substantial and such investment in digital technologies and processes will be highly beneficial to BSLI in terms of accessing new customers, providing better experience to customers, building process efficiencies and to be competitive in the current environment. The investment may involve both tangible as well as intangible assets as part of overall technology solution which shall be owned by BSLI.

Sun Life Financial (India) Insurance Investment Inc. ('SLF'), holding 49% equity stake in BSLI, desires to support this work and agrees in concept to pay Subvention Amount to BSLI for an aggregate amount not exceeding INR 250 million as a one time.

The Subvention Amount would be a voluntary gratuitous payment by SLF to BSLI as a current account transaction under Foreign Exchange Regulations. Being a gratuitous payment this Subvention Amount will not be re-paid and shall exclusively be used by BSLI to upgrade its technology to enhance its digital capabilities, to sell new business and to service customers and distribution to significantly enhance its competitive advantage in the Indian life insurance industry. Further, a Governance Framework will also be put in place to monitor the implementation.

Considering that the aforesaid transaction would not be in ordinary course of business and will also classify as a related party transaction under the applicable provisions of Indian Accounting Standard/Companies Act 2013, It is proposed to obtain the approval of Shareholders for the aforesaid Subvention Amount from SLF to BSLI as per the following:

Particulars	Details/Amount
the name of the related party and nature of relationship;	Sun Life Financial (India) Insurance Investment Inc, (SLF), Joint Venture partner, holding 49% equity share capital in BSLI.



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the nature, duration of the contract and particulars of the contract or arrangement;	The Subvention Amount will be a voluntary gratuitous payment by SLF to BSLI as a current account transaction under Foreign Exchange Regulations. Being a gratuitous payment, this Subvention Amount will not be re-paid to SLF. The Subvention Amount will be a onetime payment by SLF to BSLI and shall be exclusively used for the purpose of enabling the Company to upgrade its digital technology capabilities and enhance its competitive advantage in the Indian life insurance industry. BSLI will utilize the said amount in accordance with the scope and benefit as per the agreed digital strategy.
the material terms of the contract or arrangement including the value, if any;	Rs. 250 Million.
any advance paid or received for the contract or arrangement, if any;	It will be a one time gratuitous payment from SLF to BSLI
the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	NA being a gratuitous payment
whether all factors relevant to the contract have been considered, if not, the details of not considered with the rationale for not considering those factors	NA
any other information relevant or important to take a decision on the proposed transaction.	BSLI shall appoint an independent consultant, of global reputation and having the necessary domain expertise, to undertake a feasibility study and recommend modifications to BSLI's digital strategy commensurate with the purpose for final implementation. The fees/charges for such feasibility study will be paid from the Subvention Amount. BSLI will devise the implementation plan which will be subject to certain milestones and guidelines measurable against criterion approved and monitored by a Governing Board and implemented by the Project Team
Directors interested	-

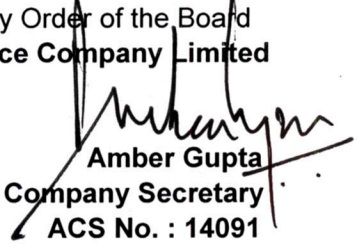


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The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution.

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

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


Amber Gupta
Company Secretary
ACS No. : 14091

Date: 20.03.2017

Place: Mumbai

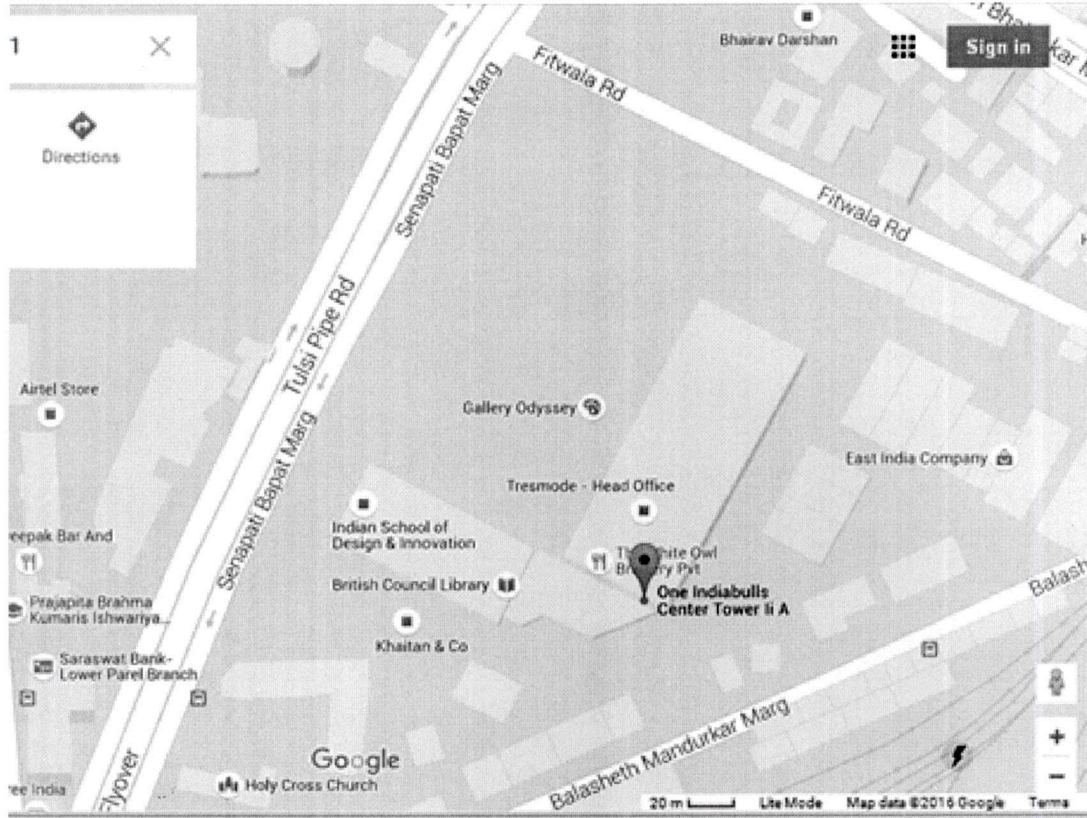
Registered Office:

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



Birla Sun Life Insurance

Route Map



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 – MARCH 23, 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

1. Name : _____ E-mail Id : _____
Address: _____
Signature: _____ or failing him/her
2. Name : _____ E-mail Id : _____
Address: _____
Signature: _____ or failing him/her
3. 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 March 23, 2017 at 2:30 p.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	Approval for Related Party Transaction with Sun Life Financial (India) Insurance Investment Inc for Technology Subvention

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

AFFIX
Revenue
Stamp of
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