

Notice

NOTICE is hereby given that the 21st (Twenty-First) Annual General Meeting of the Members of Aditya Birla Insurance Brokers Limited (the Company / your Company) will be held on Monday, August 07, 2023 at 3:00 pm (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company comprising of Revenue Account, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2023, and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Statutory Auditors thereon and in this regard, to consider and if thought fit, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 the Audited Financial Statements of the Company comprising of Revenue Account, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2023, and the Balance Sheet as at that date, together with the Reports of the Board of Directors, Management and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Askaran Agarwala (DIN: 00023684), 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. Askaran Agarwala (DIN 00023684) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board
For Aditya Birla Insurance Brokers Limited

Jaibind Kumar Sahu
Company Secretary

Date: April 26, 2023
Place: Mumbai

Corporate Office:

One World Centre, Tower 1, 7th Floor, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013

NOTES:

1. Item No. 2 of the Notice: The Company has determined retiring director and his eligibility for re-appointment under Section 152 of the Act. The Profile of the Director seeking re-appointment is annexed to this Notice.
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. 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.
4. M/s. S. B. Billimoria & Co. LLP, (ICAI Firm Registration No. 101496W/W100774) Chartered Accountants have confirmed their eligibility for appointment as Statutory Auditors for the FY 2023-24. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the same, ratification of the Members for continuance of appointment of M/s. S. B. Billimoria & Co. LLP, (ICAI Firm Registration No. 101496W/W100774) Chartered Accountants at this ensuing 21st Annual General Meeting is not being sought.

The Company has ensured about the independence of the Statutory Auditors as required under the Companies Act, 2013 and sought the declarations as required under the Act. The Statutory Auditors are eligible to continue with their appointment/re-appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
5. All documents referred to in the Notice and the Explanatory Statement, and requiring Members’ approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, will



be available for inspection in electronic form on the day of the Meeting.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection in electronic form on the day of the Meeting.
7. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular dated 28 December 2022, read with circulars dated 13 January 2021, 5 May 2020, 13 April 2020 and 8 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"), on or before 30 September 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), and MCA Circulars, the 21st AGM of the Company is being held through VC/OAVM.
8. In line with the MCA Circular No.10/2022 dated 28th December, 2022, the Notice calling the AGM and the Annual Report for the financial year 2022-23 has been uploaded on the website of the Company at www.adityabirlainsurancebrokers.com
9. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed with restrictions on movement of persons at several places in the Country, the VC/ OAVM facility being provided to the Members of the Company, the facility to appoint proxy to attend and cast vote for the Members is not available for this 21st Annual General Meeting and hence the Proxy Form is not annexed hereto.

- Members/ invitees 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 this e-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/ Invitees/ Directors
- The entire Meeting proceedings will be recorded.
- The Company Secretary/ Organizer 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 making 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 presentation particular agenda item.

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

Mr. Jaibind Kumar Sahu	Company Secretary	+91 9022827188
Mr. Gaurav Verma	Secretarial Team Member	+91 9167404613

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 21ST 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.

Item No. 2

Name	Mr. Askaran Agarwala Non - Executive Director (DIN 00023684)
Qualification	Chartered Accountant, LLB and B.com
Expertise in specific functional Area	Financial and Manufacturing Sector
Date of Birth/ Age	July 01, 1933
Date of First Appointment on Board	November 08, 2006
Brief Details	<p>Mr. Askaran Agarwala has been associated with the Aditya Birla Group, specifically with Hindalco Industries Ltd., for over 52 years. He currently serves on the Board of Hindalco Industries Limited, Aditya Birla Health Services Ltd., and several other companies within the Aditya Birla Group. In addition, he is actively involved in various projects under the Aditya Birla Centre for Community Initiatives & Rural Development, as well as numerous important, strategic, and sustainability initiatives and activities of the Group.</p> <p>Mr. Agarwala joined Hindalco Industries Limited in 1959, right from its inception. Over his extensive tenure of more than 52 years, he has witnessed the growth of the Aluminum Industry in India from its early stages. Through his leadership, Hindalco has emerged as one of the most cost-efficient producers of aluminum worldwide. He possesses comprehensive knowledge of the technological and commercial aspects of the industry.</p> <p>Educationally, Mr. A.K. Agarwala holds a degree in Commerce and Law from Calcutta University. He is also a Fellow Member of the Institute of Chartered Accountants of India.</p> <p>Furthermore, Mr. Agarwala served as the President of the Aluminum Association of India for over four years and held the position of Vice-Chairman of the International Aluminum Institution for a significant period. Additionally, he has actively contributed to various committees established by both the State and Central Governments.</p>
Details of Remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Relationship with other Director/ Managers and KMP's	Not Applicable
Number of Board Meetings attended during the year	7
Directorship held in other Companies including Public Limited Companies (in India) in which outside Directorships held as on March 31, 2023	Hindalco Industries Limited Udyog Upskill Limited P.T. Elegant Industry P.T. Indo-Bharat Rayon Aditya Birla Health Services Private Ltd Swiss Singapore Overseas Pte Ltd
Status of Membership/ Chairmanship of other companies Committees (includes only Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) as on March 31, 2023	Member in Stake holder Relationship Committee of Hindalco Industries Ltd
Number of Shares held in the Company	Nil



The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the Item No. 2 of the notice for the appointment of Mr. Askaran Agarwala as a Director, liable to retire by rotation.

Except Mr. Askaran Agarwala, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board
For Aditya Birla Insurance Brokers Limited

Jaibind Kumar Sahu
Company Secretary

Date: April 26, 2023

Place: Mumbai

Corporate Office:

One World Centre, Tower 1, 7th Floor, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013