

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of **ADITYA BIRLA INSURANCE BROKERS LIMITED** will be held on Wednesday the 23rd Day of July, 2014 at 02.00 pm at Indian Rayon Compound, Veraval, Gujarat 362266 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on that date, along with the reports of the Directors and Auditors thereon.
2. To declare final dividend for the financial year ended 31st March 2014.
3. To appoint a Director in place of Mr. Sushil Agarwal & Mr. Adesh Gupta who retires by rotation and being eligible, offers themselves for re-appointment.
4. To consider and if thought fit to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT M/s S. R. Batliboi & Company LLP, Chartered Accountants having their office at 12th Floor, The Ruby, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028 be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting of the Company, at a remuneration of Rs. Rs. 5,00,000/- (Rupees Five Lacs only) plus service tax and reimbursement of out-of-pocket expenses incurred during the course of audit.”

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals as may be required in that behalf, the Board of Directors of the Company be and are hereby authorized to make loans or make investments by way of acquisition, purchase, subscription or otherwise the securities and other financial instruments, including but not limited to units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (referred as “the Securities”) issued by banks,



body corporate(s), entity(ies), Central or State Government for an aggregate amount of Rs. 75,00,00,000 (Rupees Seventy Five Crores Only), however the investment in ICD not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine the actual sums to be utilized to give loan or to acquire securities and to determine from time to time the manner of giving such loan, manner of acquiring securities and to settle all or any of the matters pertaining to or arising there from as the Board may deem fit and to do and perform all such acts, deeds, matters and things and to take all such steps as may be necessary to expedite and desirable to give effect, to this resolution and the funds for the said purpose may be utilized out of the internal accruals or any other sources may be deemed fit and proper by the Board.

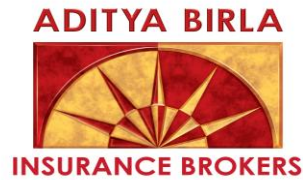
RESOLVED FURTHER THAT any two of the following persons

1. Mr. Sushil Agarwal
2. Mr. Shriram Jagetiya
3. Mr. Sandeep Dadia
4. Mr. Punit Pancholi
5. Ms. Shefaly Rai

be and is hereby authorized to do all the acts, deeds and things, sign papers, documents, agreements, undertakings etc and negotiate the terms and conditions of the investments, loans(s) mentioned herein.

By Order of the Board
For **Aditya Birla Insurance Brokers Limited**

Mumbai, dated _____



Registered Office:

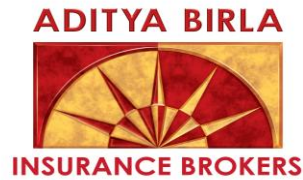
Indian Rayon Compound,
Veraval, Gujarat 362- 266.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, if any, in order to be effective must be received at the Company's Registered Office not later than 48 hours (forty eight hours) before the time fixed for holding the Annual General Meeting.

All the documents referred to in the notice and the explanatory statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Registered Office of the Company at Indian Rayon Compound, Veraval, Gujarat 362266 up to the date of the Annual General Meeting.

3. The Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Item No. 1 of the Notice set out above is annexed hereto.



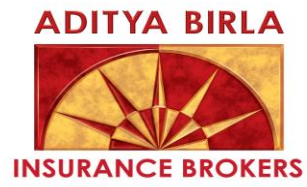
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Currently the Board of Directors of the Company have power to make loans, investments maximum upto Rs. 25 Crores (Rupees Twenty Five Crores Only). Considering the availability of funds the Company proposes to increase the limits for making loan(s) to and/or make investments or acquire by way of subscription, purchase or otherwise the securities, units, bonds, treasury bills, commercial papers etc of other body corporate(s). The proposed investments are expected to fetch reasonable returns to the Company. However, according to the provisions of the Companies Act, 2013 the Board of Directors cannot make loans, investments in excess of 60% of the paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher, except with the approval of the Members in the General Meeting.

Your Directors requests the shareholders to pass Special Resolution authorizing the Board of Directors for making loans, investments in accordance with the provisions of the section 186 of the Companies Act, 2013 for an aggregate amount of Rs. 75,00,00,000 (Rupees Seventy Five Crores Only), however investment in ICD not exceeding Rs. 50,00,00,000 (Rupees Fifty Crores Only).

None of the Directors are concerned or deemed to be interested in the resolution.

BY AND ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY



MUMBAI

DIRECTOR

DIRECTOR

REGISTERED OFFICE:
Indian Rayon Compound,
Veraval, Gujarat – 362 266