

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the members of **ADITYA BIRLA INSURANCE BROKERS LIMITED** will be held on Thursday the 28th Day of August, 2014 at 2.00 p.m. at Indian Rayon Compound, Veraval, Gujarat - 362 266 to transact the following business:

SPECIAL BUSINESS:

1. Amendment of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the Regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

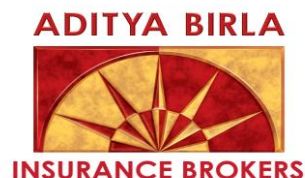
DIRECTOR

DIRECTOR

Mumbai, Dated: August 7, 2014

Registered Office:

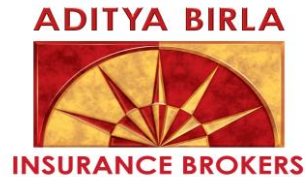
Indian Rayon Compound,
Veraval, Gujarat 362- 266.



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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 Extraordinary General Meeting (EGM).
3. 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 – 362 266 up to the date of the EGM.
4. 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:

Item 1:

Pursuant to the provisions of Section 14 of the Companies Act, 2013, read with the Rule framed thereunder, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

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

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

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**

DIRECTOR

DIRECTOR

Mumbai, Dated: August 7, 2014

REGISTERED OFFICE:

Indian Rayon Compound,
Veraval, Gujarat – 362 266