

Aditya Birla Insurance Brokers Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of **Aditya Birla Insurance Brokers Limited** (“the Company / your Company”) will be held on Thursday, 13th Day of August, 2020 at 11:00 am at a shorter notice through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”) to transact the following business: :

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
2. To appoint Mr. Askaran Agarwala who retires by rotation as a Director at and in this regard to consider and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Mr. Askaran Agarwala (DIN: 00023684), Non-Executive & Non-Independent Director, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

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

Deepak
Shivkumar
Modi

Digitally signed by Deepak Shivkumar Modi, DN: cn=B, ou=Personal, email=deepak@adityabirla.com, serialNumber=7015469e7a8825a550229eef46c248c2, c=IN, o=Aditya Birla Insurance Brokers Limited, ou=Deepak Shivkumar Modi, Date: 2020.08.13 18:17:38 +05'30'

Deepak Modi
Company Secretary
ACS 25419

Date : August 10, 2020

Place : Mumbai

Aditya Birla Insurance Brokers Ltd.

One Indiabulls Centre, Tower 1, 14th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013
+91 22 4356 8585

care.insurancebrokers@adityabirlacapital.com | www.adityabirlainsurancebrokers.com

Registration No.: 146. Composite Insurance Broker. Valid till: April 9, 2021.

ISO 9001 Quality Management certified by BSI under certificate number FS 611893.

Aditya Birla Insurance Brokers Limited, Aditya Birla Health Insurance Co. Limited and Aditya Birla Sun Life Insurance Company Limited are part of the same promoter group.

Registered Office:

Indian Rayon Compound, Veraval,
Gujarat - 362 266

CIN: U99999GJ2001PLC062239

Notes:

1. In view of the outbreak of the COVID 19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs vide its Circular dated May 5, 2020 read together with its Circulars dated April 8, 2020 and April 13, 2020 permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. In accordance with the provisions of the Companies Act, 2013 (‘the **Act**’), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. Indian Rayon Compound, Veraval - 362 266, Gujarat.
3. Since this AGM is being held through VC/OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the Meeting through the link of Microsoft teams provided to them to connect to Video conference. Physical attendance of the Members at the AGM venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed hereto.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the AGM is not annexed hereto.
5. Additional information pursuant to Secretarial Standard on General Meetings (“SS-2”), with respect to the Director seeking appointment at the Meeting, is also furnished to this Notice.
6. Members of the Company had approved the appointment of M/s. S. B. Billimoria, Chartered Accountants (ICAI Registration No.: 101496W as the Statutory Auditors at the Seventeenth AGM of the Company, for a term of five years i.e. till the conclusion of Twenty Second Annual General Meeting of the Company. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
7. In compliance with the MCA Circulars, Notice of AGM along with the Annual Report for the financial year 2019-20 has been sent to members on the e- mail address registered with the Company/Depositories through electronic means. The Notice has also been hosted on the website of the Company.
8. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

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9. In accordance with the aforesaid MCA Circulars, the Company has provided to the members the VC facility for participating in the Annual General Meeting through Microsoft Teams. The members are requested to follow the below instructions in order to participate in the Annual General Meeting through VC/ OAVM:
- The Members are requested to access the link (MS Teams) sent to their respective email address to join the meeting.
 - The Members/ invites are requested to join the Meeting at least 10 minutes in advance via MS Teams from their respective locations.
 - At the start of the Meeting, Members are required to keep their video on.
 - The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Directors/Members/ Auditors/ Invitees
 - The entire proceedings of the Meeting will be recorded.
 - The Company Secretary/ Organiser 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 speaking on any matter.
 - To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of the respective agenda item.
 - No person other than the invited participants should have access to this e-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.
 - Members are requested to e-mail at deepak.modi@adityabirlacapital.com in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC/ OAVM;
10. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by Members.
12. All other relevant documents referred to in the accompanying notice/explanatory statement will be available for inspection by the members.

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

The following statement sets out all material facts relating to ordinary business mentioned in the accompanying Notice:

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One third of these Directors must retire from office at each AGM, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation.

Accordingly, Mr. Askaran Agarwala (DIN: 00023684), Non-Executive and Non-Independent Director, shall retire by rotation at this AGM and being eligible, has offered himself for re-appointment. The Board is of the opinion that it would be in the interest of the Company to re-appoint him as a Non-Executive and Non-Independent Director of the Company. Additional information with respect to Mr. Askaran Agarwala, pursuant to Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. In the opinion of the Board, the above proposal as set out in Item No. 2 of the Notice is in the interest of the Company and accordingly the Board recommends the same for approval by the Members by way of an ordinary resolution.

Annexure A

Details of Directors seeking appointment/re-appointment at the AGM to be held on August 13, 2020

Name of the Director	Mr. Askaran Agarwala
Date of Birth	01-07-1933
Director Identification Number	00023684
Father Name	Late Shri Inder Chand Agarwala
Qualification	B.com, LLB, FCA
Expertise in specific functional area	Financial and Manufacturing Sector
Terms and conditions of appointment/ re-appointment	His office is liable to retire by rotation
Remuneration sought to be paid and last drawn	Nil

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Date of appointment in the Board	08-11-2006
Shareholding in the Company as on 31st March, 2020	Nil
Relationship with Directors and Key Managerial Personnel	Mr. Askaran Agarwala is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives, in any way.
Details of attendance at the Board Meeting(s) during the financial year 2019-20	5
Directorships held in other companies	<ul style="list-style-type: none">• Hindalco Industries Limited• Udyog Services Limited• Aditya Birla Health Services Limited• G. D. Birla Medical Research & Education Foundation• Vaibhav Medical and Education Foundation• Novelis Inc.• P.T. Elegant Textile Industry• P.T. Indo-Bharat Rayon• Swiss Singapore Overseas Enterprises Pte. Ltd.
Chairman/Member of Committee (s) of Board of Directors of the Company	Member of Finance Committee and Risk Management Committee of Hindalco Industries Ltd.

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