

**Aditya Birla Insurance
Brokers Ltd.**

(A part of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

**TRANSCRIPT OF THE
22ND ANNUAL GENERAL MEETING OF
ADITYA BIRLA INSURANCE BROKERS LIMITED HELD
ON
MONDAY, AUGUST 05, 2024, AT 03.00 P.M. (IST)**

Members Present

Mr. Santosh Haldankar	Authorized representative of Aditya Birla Capital Limited
Mr. Shrikant Turalkar	Authorised representative of Birla Group Holdings Pvt. Ltd
Ms. Pinky Mehta	Member (as a Nominee of Aditya Birla Capital Limited)
Mr. Goverdhan Gupta	Member (as a Nominee of Aditya Birla Capital Limited)
Mr. Gopal Pamnani	Member (as a Nominee of Aditya Birla Capital Limited)

Directors Present

Mr. Askaran Agarwala	Non-Executive Director (Chairman)
Mr. A Dhanajaya	Non-Executive Director
Mr. Vijay Agarwal	Independent Director

Representative of Secretarial Function:

Mr. Jaibind Sahu	Company Secretary
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Company Executives

Mr. Karan Chopra	Chief Executive Officer
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One World Centre, Tower-1, 7th 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: 9th April, 2024.

Registered Office:

Indian Rayon Compound, Veraval,
Gujarat - 362 266

CIN: U99999GJ2001PLC062239

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

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

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Mr. Lalit Vermani	Head - Legal Risk, Internal Audit, Process Excellence and Compliance Officer
Mr. Rajesh Pandey	Finance Controller
Ms. Anjali Maithani	Deputy Manager - Compliance, Risk Management and Internal Audit

Auditors

Mr. Mukesh Jain & Mr. Rishabh Jain	Representatives of Statutory Auditor - M/s. S. B. Billimoria & Co. LLP
Mr. Honey Soni	Representative of Secretarial Auditor - M/s BNP & Associates

Welcome Speech by Mr. Jaibind Sahu, Company Secretary

Good Afternoon, everyone. I welcome you all to the 22nd Annual General Meeting ('AGM') of Aditya Birla Insurance Brokers Limited.

This Meeting is being held through Audio-Video mode on Microsoft teams. We are conducting this AGM through Video Conference as permitted by Ministry of Corporate Affairs.

The following members are present in the AGM through Microsoft teams:

1. Aditya Birla Capital Limited (ABCL) represented by Mr. Santosh Haldankar
2. Birla Group Holdings Private Limited Represented by Mr. Shrikant Turalkar
3. Other nominee shareholders of Aditya Birla Capital Limited

Pursuant to provisions of the Companies Act, 2013, notice of the meeting was sent to all the Shareholders, Directors, and Auditors of the Company.

The Company has also received representation letter u/s 113 of the Companies Act, 2013 for authorizing representatives on behalf of corporate shareholders.

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The requisite Quorum is present.

The following Directors are present at the AGM who have joined through Microsoft teams:

- Mr. Askaran Agarwala,
- Mr. Anantha Dhananjaya - member of Audit and NRC Committee
- Mr. Vijay Agarwal – member of Audit and NRC Committee

We also have our CEO, Mr., Karan Chopra present with us, in the meeting.

Mr. Kumar Sharadindu and Ms. Archana Maru has conveyed their inability to attend this meeting due to his/her pre-occupation elsewhere and hence, requested for leave of absence.

Mr. Mukesh Jain & Mr. Rishabh Jain from M/s. S B Bilimoria, our statutory Auditors and Mr. Honey Soni, representative of our Secretarial Auditors, M/s. BNP & Associates, Practicing Company Secretaries, are also present at this Meeting.

The statutory registers and documents are available electronically for the members during the meeting. Members seeking to inspect such documents can send their request to the e-mail IDs as provided in the notice.

I request the Directors present at the AGM to elect any one among themselves to Chair the AGM

Therefore, Mr. Anantha Dhananjaya proposed the name of Mr. Askaran Agarwala to Chair the proceedings of the meeting and Mr. Vijay Agarwal, seconded the same.

Jaibind Sahu:

Thank you, I request Mr. Askaran Agarwala to Chair the Meeting and commence the proceedings.

Accordingly, Mr. Askaran Agarwala occupied the Chair.

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Mr. Askaran Agarwala:

Good afternoon to all present here. It gives me great pleasure to welcome you all to the 22nd Annual General Meeting of your Company along with other Directors and key personnels of the Company who are present in the meeting.

I would now proceed with the agenda items as mentioned in the AGM notice for the consideration of the shareholders.

The Notice convening the 22nd AGM along with Annual Financial Statements and the Reports of the Directors' and Auditors' thereon have already been circulated, with your permission, I would like to take them as read.

The Auditors' Report and Secretarial Audit Report do not contain any qualifications, observations or comment or remarks on the financial transactions or matters which may have an adverse impact on the functioning of your Company. With your concurrence, I take them as read.

I now request Mr. Jaibind Sahu, Company Secretary to take up the items of the Notice.

Mr. Jaibind Sahu:

I will take up the items in seriatim. Starting with Item No.1 which is an Ordinary Resolution.

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, 2024, and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Statutory Auditors thereon.

The Statutory Auditors, M/s. S B Bilimoria. and Secretarial Auditor, M/s. BNP & Associates have expressed an unqualified opinion in the respective audit reports for the Financial Year ended 31st March, 2024. The financial statements of the Company, including the reports of Board of Directors and Auditors, have already been provided to the Shareholders.

I request the shareholders to propose and second the same.

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Mr. Goverdhan Gupta: I propose the resolution.

Ms. Pinky Mehta: I second the same.

Mr. Askaran Agarwala.

Ok, I now put the resolution to vote, and request the Shareholders to say "YES" those in favour and "NO" those who are not in favour.

So, I hear all "YES", the resolution is passed unanimously.

Mr. Jaibind Sahu:

Thank you, Shareholders. Now I move to Item No. 2

To appoint a director in place of Mr. Anantha Subrahmanya Dhananiyaya (DIN: 01744569), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution

I request the shareholders to propose and second the same.

Ms. Pinky Mehta: I propose the resolution.

Mr. Santosh Haldankar: I second the same.

Mr. Askaran Agarwala.

Ok, I now put the resolution to vote, and request the Shareholders to say "YES" those in favour and "NO" those who are not in favour.

So, I hear all "YES", the resolution is passed unanimously.

Mr. Jaibind Sahu:

Thank you, Shareholders. Now I move to Item No. 3

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Appointment of Sarda Pareek LLP, Chartered Accountant (Registration No 109262W/W100673) as the Statutory Auditor of the Company and to fix their remuneration.

The term of M/s. S B Bilimoria, Chartered Accountants as our statutory Auditors have concluded in this AGM and the board has recommended Appointment of Sarda Pareek LLP, Chartered Accountant as the Statutory Auditor of the Company for a term of 5 years. The members are requested to approve their appointment and remuneration.

I may now request a member to propose and any other member to second the said business item:

Mr. Govardhan Gupta: I propose the resolution.

Ms. Pinky Mehta: I second the same.

Mr. Askaran Agarwala.

Ok, I now put the resolution to vote, and request the Shareholders to say "YES" those in favour and "NO" those who are not in favour.

So, I hear all "YES", the resolution is passed unanimously.

Mr. Jaibind Sahu:

Thank you, Shareholders. Now I move to Item No. 4

Appointment of Mr. Kumar Sharadindu (DIN: 07341455) as an Independent Director of the Company.

The Company is proposing appointment of Mr. Kumar Sharadindu to act as an Independent Director of the Company for a term of 5 years.

I now request a member to propose and any other member to second the said business item:

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Ms. Pinky Mehta: I propose the resolution.

Mr. Gopal Pamnani: I second the same.

Mr. Askaran Agarwala.

Ok, I now put the resolution to vote, and request the Shareholders to say "YES" those in favour and "NO" those who are not in favour.

So, I hear all "YES", the resolution is passed unanimously.

Vote of thanks

Mr. Askaran Agarwala:

So as all the items of the Notice have been completed, I declare the meeting concluded.

Thanks to all the Shareholders, Directors and Auditors for smooth conduct of the meeting by virtual means and wish you all a good day.

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