ADITYA BIRLA

INSURANCE BROKERS

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of **ADITYA BIRLA INSURANCE BROKERS LIMITED** will be held on Thursday, the Twenty Eight Day of July, 2016 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 2016 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 2016.

3. To appoint a Director in place of Mr. Ajay Srinivasan who retires by rotation and being eligible, offers himself 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 basis the recommendation received from Board of Directors, ratification of appointment of 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 with ICAI Firm Registration Number: 101049W be and is hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Seventeenth Annual General Meeting of the Company, at a remuneration of Rs. 6,00,000/- (Rupees Six Lakhs Thousand only) plus service tax and reimbursement of out-of-pocket expenses incurred during the course of audit.

   RESOLVED FURTHER THAT any one Director or Chief Executive officer or Company Secretary be and is hereby authorised to do all such acts, things and deeds required to give effect to the above resolution."

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

Priyanka Jain
Company Secretary

Place: Mumbai,
Dated:

Registered Office:
Indian Rayon Compound,
Veraval, Gujarat 362- 266.

Aditya Birla Insurance Brokers Limited
One Indiabulls Centre, Tower 1,
14th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400 013.

ADITYA BIRLA
FINANCIAL SERVICES

Telephone +91 22 4356 8585
Fax +91 22 4356 8511
E-mail abibl.corpcom@adityabirla.com
Website www.adityabirlainsurancebrokers.com
Corporate Website www.abfsg.com

Registered Office : Indian Rayon Compound, Veraval, Gujarat - 362 266 CIN : U99999GJ2001PLC062239.
ISO 9001 Quality Management certified by BSI under certificate number FS 611893

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.

3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending 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 by the members at the AGM.

7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

8. 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 AGM.

Details of Directors seeking appointment / re-appointment in the 14th Annual General Meeting as required under Secretarial Standards on General Meetings

Name of the Director	Mr. Ajay Srinivasan
Date of Birth	02/11/1963
Date of appointment in the Board	31/05/2013
Qualification	BA with Honours in Economics and MBA from IIM, Ahmedabad.
Expertise in specific functional area	Financial Services Industry
Directorships held in other companies	• Aditya Birla Housing Finance Limited • Aditya Birla Finance Limited • Aditya Birla Management Corporation Private Limited • Aditya Birla Capital Advisors Private Limited • Aditya Birla Insurance Brokers Limited • Aditya Birla Money Mart Limited • Birla Sun Life Pension Management Limited • Birla Sun Life Asset Management Company Limited • Aditya Birla Health Insurance Co. Limited • Aditya Birla Customer Services Limited • Aditya Birla Financial Services Limited • Pride India
Chairman / Member of Committee (s) of Board of Directors of the Company	• Audit Committee • Corporate Social Responsibility Committee
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	• Birla Sun Life Insurance Company Limited • Aditya Birla Housing Finance Limited • Aditya Birla Capital Advisors Private Limited

	• Aditya Birla Insurance Brokers Limited • Birla Sun Life Pension Management Company • Birla Sun Life Asset Management Company Limited • Aditya Birla Money Mart Limited • Aditya Birla Finance Limited • Aditya Birla Health Insurance Co. Limited
Whether related with other Directors / Key Managerial Personnel	No
Number of meetings attended during the year	4
Number of Shares held in Company	NIL

There are no *inter-se* relationships between the Board of Directors of the Company.

ADITYA BIRLA INSURANCE BROKERS LIMITED

ATTENDANCE SLIP

CIN: U99999GJ2001PLC062239

Registered Office: Indian Rayon Compound, Veraval, Gujarat- 362266.

Email: abibl.corpcom@adityabirla.com Ph: 022-43568327, Fax: 022-43568511

Name of the Member(s)	
Registered Address	
Folio No/ Client ID	
No. of Shares held	

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the Annual General Meeting held at the Registered Office at Indian Rayon Compound Veraval Gujarat 362266 on Thursday, July 28, 2016 at 02.00 P.M.

Member's Folio No

Member's / Proxy Name in Block Letters

Member's / Proxy's Signature

Note:

1. Please fill the Folio and Name, sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
2. Members holding shares in physical form are requested to advise the change in their address, if any to the Company Secretary, Ms. Priyanka Jain, One India Bull Center, Tower 1, 14th Floor, Jupiter Mill Compound, 841, S B Marg, Elphinston Road, Mumbai – 400 013.

Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U99999GJ2001PLC062239
Name of the Company : Aditya Birla Insurance Brokers Limited
Registered Office : Indian Rayon Compound, Veraval, Gujarat-362266

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. / Client Id & DP. Id:	

I/We, being the Member(s) of .....shares of the above named Company, hereby appoint

1. Name:.....
   Address:
   E-mail Id:
   Signature:..... , or failing him

2. Name:..... Address:
   E-mail Id:
   Signature:..... , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, July 28, 2016 at 02.00 P.M. at **Indian Rayon Compound, Veraval, Gujarat- 362266** and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix
Re.1 Rev
Stamp

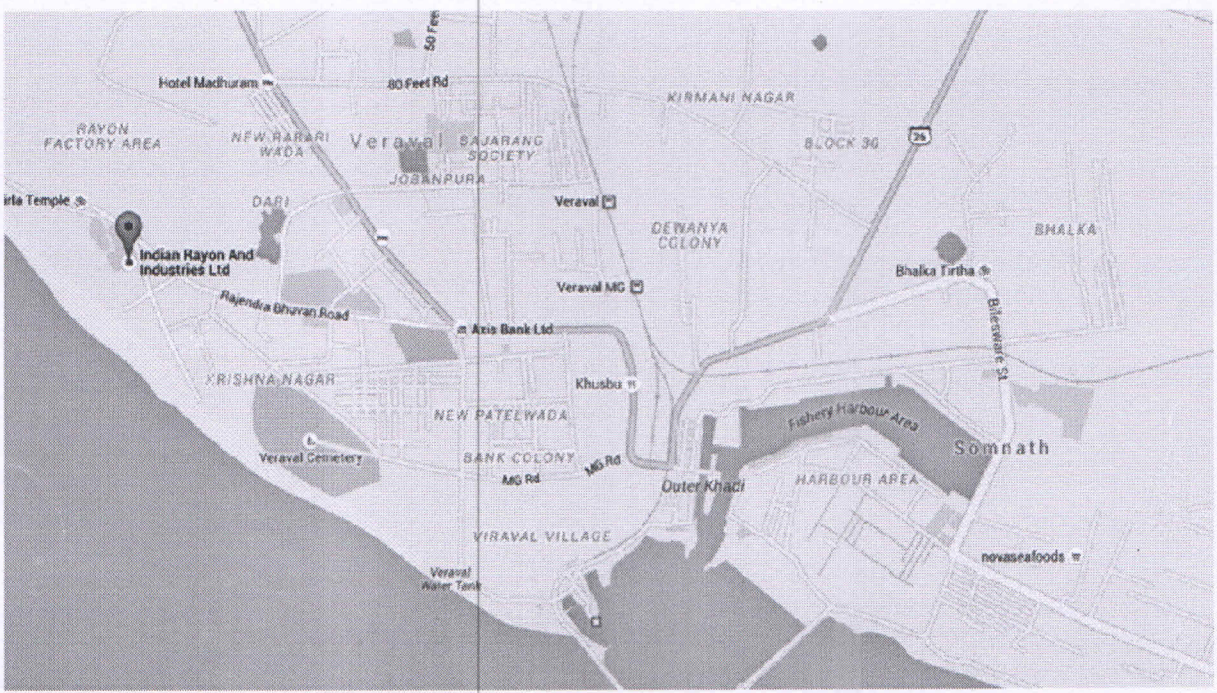
Ordinary Business

1. Adoption of Accounts
2. Declaration of final dividend for the Financial Year Ended 31st March 2016.
3. Re-appointment of Mr. Ajay Srinivasan
4. Appointment of Auditors

Signed this..... day of..... 2016

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Route Map of the Venue - Indian Rayon Compound, Veraval, Gujarat- 362266.