

Aditya Birla Insurance Brokers Ltd.

**TRANSCRIPT OF THE
02/2024-25 EXTRA-ORDINARY GENERAL MEETING OF
ADITYA BIRLA INSURANCE BROKERS LIMITED HELD
ON
SATURDAY, SEPTEMBER 14, 2024, AT 12:00 P.M. (IST)**

VIRTUALLY PRESENT

MEMBERS

Mr. Vikram Agarwal	Member* and Authorized representative of M/s. Edme Services Private Limited and M/s. Samara Alternate Investment Management LLP.
Mr. Abhishek Kabra	Member*
Ms. Anchit Gupta	Member*
Mr. Nilay Pratik	Member*
Mr. Manish Mehta	Member*

**As nominees of M/s. Edme Services Private Limited*

DIRECTORS

Mr. Vikram Agarwal	Non-executive Director (Chairman)
Mr. Manish Mehta	Non-executive Director
Mr. Nilay Pratik	Non-executive Director

REPRESENTATIVE OF SECRETARIAL FUNCTION:

Mr. Jaibind Sahu	Company Secretary
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COMPANY EXECUTIVES

Mr. Anurag Dharnidharka Chief Compliance & Risk Officer

Aditya Birla Insurance Brokers Limited

One World Center, Tower 1, 7th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013
Tel: +91 22 4356 8585
care.insurancebrokers@adityabirlacapital.com | www.adityabirlainsurancebrokers.com
Registration No.: 146. Composite Insurance Broker. Valid till: 9th April, 2027

Registered Office:
Indian Rayon Compound,
Veraval, Gujarat - 362 266
CIN: U99999GJ2001PLC062239

Aditya Birla Insurance Brokers Ltd.

Ms. Anjali Maithani Deputy Manager - Compliance, Risk Management
and Internal Audit

Welcome Speech by Mr. Jaibind Sahu, Company Secretary

Good afternoon, everyone. It gives me a great pleasure to welcome you all to the 02nd Extra-Ordinary General Meeting (“EGM”) of Aditya Birla Insurance Brokers Limited.

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

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

1. Edme Services Private Limited represented and Samara Alternate Investment Management LLP (nominee shareholder) represented by Mr. Vikram Agarwal
2. Other nominee shareholders of Edme Services Private Limited

Consents and Authorisation received from shareholders

Pursuant to provisions of the Companies Act, 2013, shorter notice of the meeting was sent to all the Shareholders, Directors, and Auditors of the Company and we have received consent for holding meeting at a shorter notice.

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

Quorum

The requisite Quorum is present.

All the Directors are present at the EGM.

Leave of Absence

The Auditors have conveyed their inability to attend the meeting due to their pre-occupation elsewhere and hence, have requested for leave of absence.

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Availability of Statutory registers and documents electronically

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.

Appointment of Chairman

Now may I request the Directors present at the EGM to elect any one among themselves to Chair the EGM.

Mr. Nilay Pratik proposed the name of Mr. Vikram Agarwal to Chair the proceedings of the meeting and Mr. Manish Mehta seconded the same.

Thank you, I request Mr. Vikram Agarwal to Chair the Meeting and commence the proceedings.

Accordingly, Mr. Vikram Agarwal occupied the Chair.

Proceedings of the Meeting

On Behalf of the Chairman, I would like to conduct the proceedings of the meeting.

The Notice convening the (02/2024-25) EGM have already been circulated, with your permission, I would like to take them as read.

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

So, I would now proceed with Business agenda.1 which is to be passed as a Special Resolution.

To consider and approve Amendment to Articles of Association (“AOA”):

We propose to delete the insertion earlier done in Article 132 as the decision made by the Board need not to be ratified or approved by the shareholders in the General Meeting. We, therefore, propose to delete the insertion in the AoA of the Company.

I request the shareholders to propose and second the same.

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Mr. Nilay Pratik: I propose the resolution.

Mr. Vikram Agarwal: I second the same.

Mr. Jaibind Sahu:

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.

Moving to Business Agenda 2

To grant approval for execution of transaction documents in relation to proposed acquisition of 100% of the paid-up share capital of UIB Insurance Brokers (India) Private Limited:

The members are requested to approve the business agenda by way of passing of special resolution

I request the shareholders to propose and second the same.

Mr. Vikram Agarwal: I propose the resolution.

Mr. Nilay Pratik: I second the same.

Mr. Jaibind Sahu:

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.

Conclusion of the meeting

Mr. Jaibind Sahu:

Thank you, there being no other business to transact, I request Chairman to kindly conclude the meeting.

Mr. Vikram Agarwal

Since, there is no other business to conduct, we conclude the meeting.

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Thank you, everyone.

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