

Aditya Birla Insurance Brokers Ltd.

**TRANSCRIPT OF THE
03/2024-25 EXTRA-ORDINARY GENERAL MEETING OF
ADITYA BIRLA INSURANCE BROKERS LIMITED HELD
ON
TUESDAY, OCTOBER 01, 2024, AT 3:30 P.M. (IST)**

VIRTUALLY PRESENT

MEMBERS

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

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

DIRECTORS

Mr. Vikram Agarwal	Non-executive Additional Director
Mr. Manish Mehta	Non-executive Additional Director
Mr. Nilay Pratik	Non-executive Additional Director

REPRESENTATIVE OF SECRETARIAL FUNCTION:

Mr. Jaibind Sahu	Company Secretary
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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.

COMPANY EXECUTIVES

Mr. Praveen Ladia Chief Financial Officer

Mr. Anurag Dharnidharka Chief Compliance and Risk Officer

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

AUDITORS – ATTENDED VIA VIDEO CONFERENCING

Ms. Tejaswini Representative of Secretarial Auditor - M/s BNP
& Associates

Welcome Speech by Mr. Jaibind Sahu, Company Secretary

Good afternoon, everyone. It gives me a great pleasure to welcome you all to the 03rd 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. Nilay Pratik
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.

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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.

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

Thank you, I request Mr. Manish Mehta to Chair the Meeting and commence the proceedings.

Accordingly, Mr. Manish Mehta 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 (03/2024-25) 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.

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

CHANGE IN NAME OF THE COMPANY:

We propose to change the name of the Company from “ADITYA BIRLA INSURANCE BROKERS LIMITED” TO “EDME INSURANCE BROKERS LIMITED”.

I request the shareholders to propose and second the same.

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

CHANGE IN SITUATION OF THE REGISTERED OFFICE FROM THE STATE OF GUJARAT TO THE STATE OF MAHARASHTRA AT MUMBAI:

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. Nilay Pratik: I propose the resolution.

Mr. Vikram Agarwal: 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.

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

Moving to Business Agenda 3

AMENDMENT TO MEMORANDUM OF ASSOCIATION:

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. Nilay Pratik: I propose the resolution.

Mr. Vikram Agarwal: 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

Moving to Business Agenda 4

AMENDMENT TO ARTICLE OF ASSOCIATION:

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. Nilay Pratik: I propose the resolution.

Mr. Vikram Agarwal: 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

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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. Manish Mehta

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

Thank you, everyone.

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