

Insurance Advisory

Aditya Birla Insurance Brokers Ltd.
(A subsidiary of Aditya Birla Capital Limited)



ADITYA BIRLA
CAPITAL

PROTECTING INVESTING FINANCING ADVISING

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE (01/2024-25) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA INSURANCE BROKERS LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 02, 2024, AT 4:00 P.M THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT, WITH OR WITHOUT MODIFICATION, AS MAY BE PERMISSIBLE, THE FOLLOWING SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE AMENDMENT TO ARTICLES OF ASSOCIATION:

To consider, and if thought fit, to pass with or without notification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14, and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules, circulars, notifications made thereunder, including any statutory modification, amendment or re-enactment thereof, the Memorandum of Association of the Company, the following alterations to the Articles of Association of the Company, be and are hereby approved by the members of the Company:

1. The following paragraph shall stand inserted after Article 132:

“Notwithstanding anything contained in these Articles, all the decisions of the Board, whether undertaken pursuant to a resolution passed in meeting of the Board or through circular resolution, shall be subject the approval of the shareholders of the Company in a general meeting.”

RESOLVED FURTHER THAT the amended Articles of Association of the Company is hereby approved and shall become effective immediately.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized severally to do all such acts, matters, deeds and things as may be necessary in connection with or incidental or ancillary to giving effect to the above resolution, on behalf of the Company, including but not limited to making the necessary applications and filings with the jurisdictional Registrar of Companies including without limitation the power to delegate any of the powers / authority granted to them hereunder to any other person.

Aditya Birla Insurance Brokers Ltd.
(A subsidiary of Aditya Birla Capital Limited)
One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013
+91 22 4356 8585
cars.insurancebrokers@adityabirlacapital.com
www.adityabirlainsurancebrokers.com
Registration No.: 14E. Composite Insurance Broker. Valid till: 30th April, 2024.

Registered Office:
Indian Rayon Compound, Veraval,
Gujarat - 362 266
CIN: U99999GJ2001PLD062739

ISO 9001 Quality Management certified by EDI under certificate number TS 011893.
Aditya Birla Insurance Brokers Limited, Aditya Birla Health Insurance Company Limited and Aditya Birla Life Insurance Company Limited are part of the same promoter group.

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RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one Director or Company Secretary of the Company, may be furnished to any concerned person(s) including Edme Services Private Limited and/or any governmental authority(ies) as and when required.”

**By order of the Board
for Aditya Birla Insurance Brokers Limited**

**Jaibind Sahu
Company Secretary**

Date: September 02, 2024

Place: Mumbai

Corporate Office: One World Centre, Tower 1, 7th Floor, Jupiter Mill Compound, 841, S. B. Marg, Elphinstone Road, Mumbai – 400 013

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NOTES:

1. Explanatory Statement as required under Section 102 is enclosed with the Notice.
2. Bodies corporate can be represented at the Meeting by such person(s) as are authorised. Copies of resolution under Section 113 of the Companies Act, 2013, authorising such person(s) to attend the Meeting should be forwarded to the Company prior to the Meeting.
3. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars etc. from the Company electronically.
4. Copy of Amended AOA referred to in the Notice and the Explanatory Statement, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, will be available for inspection in electronic form on the day of the Meeting.
5. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular dated 25th September 2023, read with circulars dated 28 December 2022, 13 January 2021, 5 May 2020, 13 April 2020 and 8 April 2020, (collectively referred to as "MCA Circulars") permitted the holding of the Extra-ordinary General Meeting ("EGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), and MCA Circulars, the (01/2024-25) EGM of the Company is being held through VC/OAVM.
6. A Member entitled to attend and vote at the Extra-Ordinary general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this EGM is being held through VC / OAVM, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this EGM.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE (01/2024-25) EXTRA-ORDINARY GENERAL MEETING THROUGH VC/OAVM ARE AS FOLLOWS:

The Members are requested to adhere to the following General Guidelines during the Meeting in order to ensure smooth virtual meeting:

- The Members requested to access the link (MS Teams Link) sent to their respective email ids to join the Meeting.
- Members/ invites are requested to join the Meeting at least 15 minutes in advance via MS Teams Meeting invite, through their respective Laptops for better experience, from their home/ office location.
- Please download the Microsoft Teams App and test the link in advance before the start of the Meeting.
- Please ensure the Wi-Fi/Dongle/Hotspot/Router/ LAN etc. is up and running with good speed during the whole duration of the 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.
- No person other than the invited participants should have access to this e-meeting.
- At the start of the Meeting, Members are required to keep video on so that the Company Secretary can complete the roll call.
- The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors
- The entire Meeting proceedings will be recorded.
- The Company Secretary/ Organizer 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 making speaking on any query.

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- To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of presentation particular agenda item.

If Member/ invitee need any assistance during the meeting he/ she can reach out to Organizer and team members as details given below: (Help line Numbers)

Mr. Jaibind Kumar Sahu	Company Secretary	+91 9022827188/ +91 8369300856
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

BUSINESS ITEM NO .1:

TO CONSIDER AND APPROVE AMENDMENT TO ARTICLES OF ASSOCIATION:

The Powers of Board of Directors, as specified in Article 132 of the Articles of Association inter alia covering the decision taken by Board of Directors in the proceedings of its meeting which is proposed for ratification and approval of shareholders in its general meeting to ensure active engagement of the shareholders in each Board proceedings and decisions taken on behalf of the Company by the Board. Therefore, an amendment to Article 132 is required, empowering the shareholders to approve and ratify the decisions taken by Board of Directors as outlined in Article 132.

Pursuant to Section 14 and any other applicable provisions of the Companies Act, 2013 read with rules made there under, the Company can alter / adopt its Articles of Association by passing a Special Resolution to that effect in the General Meeting of the Company. The Directors, therefore, recommend the said amendment in the Article of Associations of the Company for approval of the shareholders through Special Resolution.

The proposed amended copy of the Articles of Association is available at the Registered office of the Company for perusal of members at the working hours till the date of the Proposed General Meeting.

Accordingly, the Board in its meeting held on Monday, September 02, 2024, had approved the proposed amendment in AOA and had recommended the said resolution for approval of the shareholders in its meeting as Special Resolution.

The Directors recommend the Special resolutions as contained in the notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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