

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE (02/2024-25) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA INSURANCE BROKERS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 14, 2024, AT 12:00 NOON THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT, WITH OR WITHOUT MODIFICATION, AS MAY BE PERMISSIBLE, THE FOLLOWING SPECIAL BUSINESS AT A SHORTER NOTICE

---

#### 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 be deleted in its entirety in 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 or the Company Secretary 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: 9th 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.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

**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.”

## 2. TO GRANT APPROVAL FOR INVESTMENT AND EXECUTION OF TRANSACTION DOCUMENTS IN RELATION TO PROPOSED ACQUISITION OF 100% OF THE PAID-UP SHARE CAPITAL OF UIB INSURANCE BROKERS (INDIA) PRIVATE LIMITED:

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

**"RESOLVED THAT** pursuant to the provisions of section 179, 186 and other applicable provisions, if any, of the Companies Act, 2013 (together with any statutory modification, re-enactment thereof or any regulations, rules and guidelines, if any, related thereto for the time being in force, the **"Act"**), the Memorandum of Association and Articles of Association of Aditya Birla Insurance Brokers Limited (**"Company"**) and subject to the approvals as may be necessary from Insurance Regulatory and Development Authority of India (**"IRDAI"**) under the IRDAI (Insurance Brokers) Regulations, 2018 and such other statutory and regulatory authorities under applicable law, statute, rules and regulations and subject to compliance of applicable laws and regulations, the consent of the shareholders be and is hereby accorded to make investment by way of purchase and acquisition of 50,00,000 (Fifty Lakhs) equity shares of INR 10 each of UIB Insurance Brokers (India) Private Limited, representing 100% of the issued and paid - up capital of UIB Insurance Brokers (India) Private Limited equity shares from its shareholders viz. UIB International Limited, Lucas & Mayo Net Sourcing Private Limited, and Indorama International Private Limited (together **"the Transferors/Sellers"**) at an enterprise value of INR 6,311,941,644 (Rupees Six Billion Three Hundred Eleven Million Nine Hundred Forty One Thousand Six Hundred and Forty Four) on cash free and debt free basis, and subject to closing adjustments, plus applicable stamp duty and related charges, by way of execution, delivery and performance by the Company of its obligations under the Share Purchase Agreement dated 16 August 2024 (**"Agreement"**) wherein all the rights, title, interest powers and obligations of Edme Services Private Limited shall be assumed upon and transferred in favour of the Company as an Purchaser/Transferee/Assignee under the said Share Purchase Agreement (including its obligation to pay the Sale Consideration (which includes the Upfront Sale Consideration, Upfront Final Adjustment Amount, Deferred Sale Consideration and Contingent Profit Share *each as defined in the Agreement*),) through an assignment/amendment agreement (**"Additional Agreement"**) proposed to be executed between Edme Services Private Limited (**"Edme"**), the Company and UIB International Limited (**"UIL"**), Lucas & Mayo Net Sourcing Private Limited (**"LMNSPL"**), Indorama International Private Limited (**"IIPL"**) (together **"the Sellers"**), along with UIB Insurance Brokers (India) Private Limited (**"UIB"**), Mr. Surendra Mehta and Mrs. Sanya Surendra Mehta wherein all the rights, title, interest powers and obligations of Edme under the Agreement shall be transferred by in favour of the Company as a Purchaser/Transferee/Assignee under the said Agreement to invest by way of purchase

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  
DN: U99999G2001PLD062739

© 2024. All rights reserved. Issued by Edme Services Private Limited. Aditya Birla Insurance Brokers Limited is a subsidiary of Aditya Birla Capital Limited. All rights reserved. Edme Services Private Limited is a subsidiary of Edme Services Private Limited.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

and acquisition of of 50,00,000 (Fifty Lakhs) equity shares of INR 10 each of UIB Insurance Brokers (India) Private Limited, representing 100% of the issued and paid - up capital of UIB equity shares from its shareholders mentioned above by the Company ("**Proposed Transaction**").

**RESOLVED FURTHER THAT**, in connection with the Proposed Transaction pursuant to the Agreement and the Transaction Documents (as defined in the Agreement), the Company proposes to execute any other documents and agreements as may be required by the Company (including Additional Agreement and supporting document and informed required for UIB to file with the IRDAI) to give effect to and to consummate the transactions contemplated under the Agreement and all other documents that are to be executed or exchanged and designated by the parties as transaction document (collectively, the "**Transaction Documents**"). The draft of the Additional Agreement, which materially represents the intention of the parties, has been placed before the Board for the purpose of identification.

**RESOLVED FURTHER THAT** the Board hereby approves the draft of the Additional Agreement as placed before the Board, with all schedules, annexures, terms and conditions stated therein subject to such amendments and modifications thereto and the performance by the Company of its obligations under the Transaction Documents including the Agreement and the Additional Agreement.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to above resolutions, any Director of the Company, be and is hereby severally authorised to take all such actions and take all the necessary steps and to the extent applicable and required:

- a. for finalisation and execution of the Transaction Documents;
- b. to settle any question or difficulty that may arise with regard to the implementation or consummation of the transactions contemplated by the Transaction Documents;
- c. to make any alterations, changes, amendments or modifications to the Transaction Documents as may be expedient or necessary;
- d. to finalise, execute, amend and modify any other agreements, contracts, deeds, undertakings, letters, documents, forms, authority letters, intimation letters, power of attorney(s) for and on behalf of the Company as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, including the consummation of the transactions contemplated therein, or to delegate such authority to another person by a valid power of attorney;
- e. to take all steps and do all acts, deeds, matters and things as required, including filing of required forms or documents with the Registrar of Companies, IRDAI and any other regulatory authority as may be deemed necessary and/or expedient for giving effect to the Transaction Documents, including the consummation of the Proposed Transaction;
- f. to fill, execute, amend and sign on behalf of the Company all undertakings, applications, letters, declarations, papers and such other documents as may be required by or before statutory and regulatory authorities including but not limited to IRDAI and other such authorities; and
- g. to share executed copies of the Transaction Documents with the relevant third parties

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

IRDAI (IR) Registration Number: IRDAI/REG/2014/14E. Composite Insurance Broker. Valid till: 30th April, 2024.  
Aditya Birla Insurance Brokers Limited, Aditya Birla Capital Limited, Aditya Birla Group of Companies Limited, Aditya Birla Group of Companies Limited are part of the same promoter group.

## Insurance Advisory

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



ADITYA BIRLA  
CAPITAL

PROTECTING INVESTING FINANCING ADVISING

and regulatory authorities, in each case, only as required.

**RESOLVED FURTHER THAT**, any Director or the Company Secretary or the Key Managerial Personnel or Key Management Person of the Company, be and are hereby severally authorized to issue the certified true copy of the above resolution to such persons or authority as may be required in respect to the aforesaid matter.”

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

**Jaibind Sahu  
Company Secretary**

**Date: September 14, 2024**

**Place: Mumbai**

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

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: U99999GJ2001PLD062239

ISO 9001 Quality Management certified by EDI under certificate number TS 011983.  
Aditya Birla Insurance Brokers Limited, Aditya Birla Health Insurance Company Limited and Aditya Birla Sun Life Insurance Company Limited are part of the same provider group.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

### **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 25<sup>th</sup> 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 (02/2024-25) 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.
7. Copy of format of shorter notice consent is enclosed with the Notice.

Aditya Birla Insurance Brokers Ltd.  
(A subsidiary of Aditya Birla Capital Limited)  
One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,  
B-41, 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:  
Incan Rayon Compound, Veraval,  
Gujarat - 362 266  
CIN: U99999GJ2001PLD062739

ISO 9001 Quality Management certified by EBC 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.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE (02/2024-25) EXTRA-ORDINARY GENERALMEETING 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 are 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.

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 011983.  
Aditya Birla Insurance Brokers Limited, Aditya Birla Health Insurance Company Limited and Aditya Birla Life Insurance Company Limited are part of the same provider group.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

- 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
------------------------	-------------------	-----------------------------------

Aditya Birla Insurance Brokers Ltd.  
(A subsidiary of Aditya Birla Capital Limited)  
One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,  
B41, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013  
+91 22 4356 8585  
cars.insurancebrokers@adityabirlacapital.com  
www.adityabirlainsurancebrokers.com  
Registration No.: 146. Composite Insurance Broker. Valid till: 30th April, 2024.

Registered Office:  
Indian Rayon Compound, Veraval,  
Sagarat - 362 266  
CIN: U99999GJ2001PLD062239

ISO 9001 Quality Management certified by EDI under certificate number TS 011983.  
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.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

## **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 members' may recall that in the Extra-ordinary general meeting held on September 2, 2024, the members had approved an alteration to the Articles of Association (AoA) of the Company. This alteration was intended to enhance shareholder authority by requiring that all decisions made by the Board of Directors be subject to approval and ratification by the shareholders in a general meeting on account of transfer of 100% issued and paid-up capital of the Company to Edme Services Private Limited ("Holding Company" or "Shareholder").

It is now proposed to delete the previously earlier insertion related to shareholder approval of in all Board decisions in order to align it with the requirement of applicable provision of the Companies Act 2013 and it is proposed now the new Board may exercise its power as per Article 132 and as per the provisions of the Companies Act without shareholders ratification/approval.

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 Saturday, September 14, 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

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 75 011983.  
Aditya Birla Insurance Brokers Limited, Aditya Birla Capital Insurance Company Limited and Aditya Birla Sun Life Insurance Company Limited are part of the same promoter group.



## Insurance Advisory

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



ADITYA BIRLA  
CAPITAL

PROTECTING INVESTING FINANCING ADVISING

Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

### **BUSINESS ITEM NO .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 informed that Edme Services Private Limited (“Edme”) (“Holding Company”) had entered into a Share Purchase Agreement dated 16 August 2024 with UIB International Limited (UIL), Lucas & Mayo Net Sourcing Private Limited (LMNSPL), Indorama International Private Limited (I IPL) (together “the Seller”), UIB Insurance Brokers (India) Private Limited (“UIB”) India (together “the Transferors/Sellers”) along with UIB Insurance Brokers (India) Private Limited (“UIB”), Mr. Surendra Mehta and Mrs. Sanya Surendra Mehta to acquire 100% of issued, subscribed and paid-up equity share capital of UIB Insurance Brokers (India) Private Limited (“UIB”), a Composite Broker registered with the Authority with License Number: 410, representing 100% (one hundred percent) of the issued, subscribed and paid up equity share capital of UIB.

Further, ABIBL being wholly Owned Subsidiary Company of Edme and having existing IRDAI license to act as a Composite Insurance Brokers under Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulation 2018, it is proposed to enter into tripartite Novation Agreement between Edme (“Assignor”), the Company (“Assignee”) and UIB International Limited, London, United Kingdom, Lucas & Mayo Net Sourcing Private Limited, India and Indorama International Private Limited, India (together “the Transferors”) wherein all the rights, title, interest powers and obligations of Edme under the Share Purchase Agreement dated 16 August 2024 shall be transferred in favour of the Company as an Purchaser/Transferee/Assignee under the said Share Purchase Agreement to invest by way of purchase and acquisition of 50,00,000 (Fifty Lakhs) equity shares of Rs. 10 each of UIB Insurance Brokers (India) Private Limited, representing 100% of issued, subscribed and paid-up equity share capital of UIB Insurance Brokers (India) Private Limited from its shareholders viz. UIB International Limited London, United Kingdom, Lucas & Mayo Net Sourcing Private Limited, India And Indorama International Private Limited, India (together “the Sellers”) by the Company subject to the approval of IRDAI, NCLT and other statutory and regulatory authorities under applicable law, statute, rules and regulations.

The members are further informed that proposed acquisition shall create value through new business capabilities and synergies also it provides, access to new market segments/geographies as well as support the growth capital requirement of the Company from time to time.

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:  
Incan Rayon Compound, Veraval,  
Gujarat - 362 266  
CIN: U99999GJ2001PLD062739

IRDAI Registration Number: 14E Composite Insurance Broker. Valid till: 30th April, 2024.  
Aditya Birla Insurance Brokers Limited, Aditya Birla Capital Limited and Aditya Birla Finance Insurance Company Limited are part of the same promoter group.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

For the proposed transaction, the shareholders are requested to grant approval for making an investment of an amount not exceeding INR 6,311,941,644 (Rupees Six Billion Three Hundred Eleven Million Nine Hundred Forty-One Thousand Six Hundred and Forty-Four) as per section 186 of the Companies Act, 2013.

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.

Aditya Birla Insurance Brokers Ltd.  
(A subsidiary of Aditya Birla Capital Limited)  
One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,  
B-1, 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: 9th April, 2024.

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

ISO 9001 Quality Management certified by EDI under certificate number TS 011983.  
Aditya Birla Insurance Brokers Limited, Aditya Birla Health Insurance Company Limited and Aditya Birla Sun Life Insurance Company Limited are part of the same provider group.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

## **FORMAT FOR SHORTER NOTICE CONSENT BY CORPORATE SHAREHOLDER**

### **CONSENT FOR SHORTER NOTICE (Pursuant to Section 101 of Companies Act, 2013)**

To  
The Board of Directors  
Aditya Birla Insurance Brokers Limited  
Indian Rayon Compound,  
Veraval, Gujarat – 362266.

Dear Sir(s)/Madam(s),

On behalf of \_\_\_\_\_, holding \_\_\_\_\_ Equity Shares of Rs. 10 each, in Aditya Birla Insurance Brokers Limited (“Company”), I, Mr. \_\_\_\_\_, hereby give consent, pursuant to section 101(1) and other applicable provisions of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on Saturday, September 14, 2024 at 12 pm IST through Video Conferencing (“VC”) and/or at any adjournment thereof at shorter notice.

\_\_\_\_\_  
<name of the Authorised Signatory>

**Date:** September 14, 2024

**Place:** Mumbai

Aditya Birla Insurance Brokers Ltd.  
(A subsidiary of Aditya Birla Capital Limited)  
One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,  
B-41, 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: U99999GJ2001PLD062239

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 provider group.

## Insurance Advisory

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



PROTECTING INVESTING FINANCING ADVISING

### **FORMAT FOR SHORTER NOTICE CONSENT BY INDIVIDUAL SHAREHOLDER**

#### **CONSENT FOR SHORTER NOTICE (Pursuant to Section 101 of Companies Act, 2013)**

To  
The Board of Directors  
Aditya Birla Insurance Brokers Limited  
Indian Rayon Compound,  
Veraval, Gujarat – 362266.

Dear Sir/Madam,

I, \_\_\_\_\_, holding 1 equity share of Rs. 10 each as a Nominee Shareholder of Edme Services Private Limited in Aditya Birla Insurance Brokers Limited (“Company”), hereby give my consent, pursuant to section 101(1) and other applicable provisions of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on Saturday, September 14, 2024 at 12 pm IST through Video Conferencing (“VC”) and/or at any adjournment thereof at shorter notice.

\_\_\_\_\_  
<name of the nominee shareholder>

**Date:** September 14, 2024

**Place:** Mumbai

Aditya Birla Insurance Brokers Ltd.  
(A subsidiary of Aditya Birla Capital Limited)  
One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,  
B-1, 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: 9th April, 2024.

Registered Office:  
Indian Rayon Compound, Veraval,  
Gujarat - 362 266  
CIN: U99999GJ2001PLD062239

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 provider group.