

Insurance Advisory

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



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Aditya Birla Insurance Brokers Limited will be held on Monday, March 21, 2022 at 4.30 p.m. at a shorter notice through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact, with or without modification, as may be permissible, the following businesses.

SPECIAL BUSINESS:

Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director of the Company

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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re – enactment(s) thereof, for the time being in force), Mr. Vijay Agarwal (DIN: 00058548), who was appointed as an Independent Director and holds office upto April 25, 2022 and who has given his consent for the appointment as an Independent Director, submitted a declaration that he meets the criteria for independence under section 149 of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from April 25, 2022 to April 24, 2027.

RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer and Company Secretary be and is hereby severally authorized to do all acts, deeds, matters and such other things as may be considered necessary, expedient, incidental or proper to do for carrying out the above resolution including issuing of appointment letter to the Independent Director.”

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

**Sd/-
Jay Gujral
Company Secretary**

**Date: March 10, 2022
Place: Mumbai**

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One World Centre, Tower-1, 7th floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013
+91 22 4356 8585
care.insurancebrokers@adityabirlacapital.com
www.adityabirlainsurancebrokers.com
Registration No.: 146. Composite Insurance Broker. Valid till: 9th April, 2024.

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

ISO 9001 Quality Management certified by BSI under certificate number FS 611893.
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.

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NOTES:

1. In view of the outbreak of the COVID 19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs permitted convening Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. In accordance with the provisions of the Companies Act, 2013 (‘the Act’), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company i.e. Indian Rayon Compound, Veraval - 362 266, Gujarat.
3. Since this Meeting is being held through VC/OAVM, pursuant to the MCA Circulars:
 - a) Members can attend the Meeting through the link of Microsoft teams provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b) Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed hereto.
 - c) Body Corporates are entitled to appoint authorised representatives to attend the Meeting through VC/OAVM
4. Since the Meeting will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Additional information pursuant to Secretarial Standard on General Meetings (“SS-2”), with respect to the Director seeking appointment at the Meeting, is also furnished to this Notice.
6. In compliance with the MCA Circulars, Notice of this Meeting has been sent to members on the e-mail address registered with the Company/Depositories through electronic means. The Notice has also been hosted on the website of the Company.
7. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
8. In accordance with the aforesaid MCA Circulars, the Company has provided to the members the VC facility for participating in the Meeting through Microsoft Teams. The members are requested to follow the below instructions in order to participate in the Meeting through VC/ OAVM:
 - a) The Members are requested to access the link (MS Teams) sent to their respective email address to join the meeting.
 - b) The Members/ invitees are requested to join the Meeting at least 10 minutes in advance via MS Teams from their respective locations.
 - c) At the start of the Meeting, Members are required to keep their video on.
 - d) The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Directors/Members/ Invitees

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- e) The entire proceedings of the Meeting will be recorded.
 - f) The Company Secretary/ Organiser 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.
 - g) Every participant shall identify himself/ herself at the time of speaking on any matter.
 - h) To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of the respective agenda item.
 - i) No person other than the invited participants should have access to this e-meeting.
 - j) In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
 - k) Members are requested to e-mail at jay.gujral@adityabirlacapital.com in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC/ OAVM;
9. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by Members in electronic mode.
11. All other relevant documents referred to in the accompanying notice/explanatory statement will be available for inspection by the Members in electronic mode..

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the Company at a shorter notice:

Mr. Vijay Agarwal (DIN: 00058548) was appointed as an Independent Director of the Company on April 26, 2017 for a term of 5 (five) consecutive years to hold office upto April 25, 2022. The Nomination and Remuneration Committee and the Board of Directors on the basis of the report of performance evaluation has recommended re-appointment of Mr. Agarwal as an Independent Director, for a second term of 5 (five) consecutive years on the Board of the Company.

Accordingly, based on the performance evaluation of Mr. Agarwal and given the background and experience and contributions made by him during his tenure, the continued association would be beneficial to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Mr. Agarwal as an Independent Director via Circular Resolution for a second term of 5 (five) consecutive years commencing on the date of which his present term as an Independent Director expires. Mr. Agarwal is not disqualified from being appointed as a Director in the terms of the section 164 of the Act and has given his consent to act as a Director

The Company has received the declaration from him confirming that he meets the criteria of independence as prescribed under Section 149 (6) of the Act. In the opinion of the Board, he fulfils the conditions for re-appointment as an Independent Director and is independent of the management. Mr. Agarwal fulfils the fit and proper criteria of the Director as per the requirements of Insurance Regulatory and Development Authority of India (Insurance Brokers) Regulations, 2018 and has given his declarations in this regard.

The brief profile of Mr. Vijay Agarwal (DIN: 00058548) is as under:

Age	57
Qualifications	Charter Accountant
Experience	A brief profile is enclosed herewith
Terms and conditions of appointment	As per Appointment Letter
Date of first appointment on the Board	April 26, 2017
Shareholding in the Company	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of directorships in other companies	10 (Ten)
The number of Meetings of the Board attended during the year	3

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Membership/Chairmanship of Committees of other Boards	As per Annexure 1
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The Company has also received a notice from a member under Section 160 of the Act proposing his re-appointment as Director.

Approval of the members is accordingly sought for re-appointment of Mr. Vijay Agarwal as an Independent Director as set out in the resolution of the accompanying notice.

The terms and conditions of appointment of Mr. Agarwal shall be open for inspection by the members at the registered office of the Company on all working days as well as during the meeting.

Mr. Mr. Agarwal is interested in the resolution set out in the resolution of the accompanying notice. The relatives of Mr. Agarwal does not have any equity shareholding interest in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Special resolution as set out in the accompanying notice for approval of the Members.

Profile

Mr. Vijay Agarwal has over three decades of experience working as a practicing Chartered Accountant in the field of Direct Taxation. Mr. Vijay won University Gold Medal in B.Com from University of Jodhpur in 1976. He stood 5th in All India Merit list in the intermediate examination and 15th in All India Merit list in the final examination of Chartered Accountancy.

Mr. Vijay Agarwal is an Independent Director on the Board of Companies like Aditya Birla Sun Life Pension Management Ltd, Aditya Birla Money Mart Ltd, Themis Medicare Ltd., Gujrat Themis Biosyn Limited, Campuage Infocom Limited, Gujrat Polysol Chemical Limited, Aditya Birla Renewables Solar Limited, Aditya Birla Renewables Energy Limited. He is also associated with various NGO's working for Cancer patient and Homeless.

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Annexure 1

DETAILS OF POSITION IN THE COMMITTEES OF BOARD OF DIRECTORS OF OTHER COMPANIES

Sr. No.	Name of the Company	Nomination and Remuneration Committee	Audit Committee	Stakeholder Relationship Committee
1	Themis Medicare Limited	Chairman	Member	--
2	Gujarat Themis Biosyn Ltd	Chairman	Chairman	Member
3	Compuage Infocom Ltd.	Member	Member	Member
4	Aditya Birla Sun Life Pension Management Limited	--	Member	--
5	Aditya Birla Renewable Energy Limited	Member	Member	--
6	Aditya Birla Renewable Solar Limited	Member	Chairman	--
7	Gujrati Themis Biosyn Limited	Member	Member	--
8	Motilal Oswal Trustee Company Limited	--	Member	--

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