



INSURANCE BROKERS ASSOCIATION OF INDIA

CIN U67120MH2001NPL132860

REGD. OFFICE: 1st Floor, Unit No.165, A TO Z Industrial Premises Co-Op. Society Ltd.,
G. K. Marg, Lower Parel (West), MUMBAI – 400 013.

Tel: 022-24955156 | Email: ibai@ibai.org | Website: www.ibai.org

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of INSURANCE BROKERS ASSOCIATION OF INDIA will be held at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry, Churchgate, Mumbai - 400 020 on Thursday, the 05th April 2018 at 03:00 P.M. to transact the following business:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the new set of Articles of Association of the Company as per the draft circulated to the Members along with the Notice of this meeting, be and is hereby approved and adopted in total exclusion and substitution of the existing Articles of Association of the Company with immediate effect."

"RESOLVED FURTHER THAT any Director and Mr. Sandeep Parekh, Company Secretary of the Company, be and are hereby authorized, jointly and/or severally, as the case may be, to undertake all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable, including any amendment or modification to the proposed Articles of Association as per the recommendation/direction of the applicable Regulatory Authorities and settle any question, difficulty or doubt that may arise in this regard, including but not limited to meeting requisite filings with the Registrar of Companies that may be required to give effect to the alteration of the Articles of Association in accordance with this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, for obtaining approval(s) of all applicable authorities and/or otherwise considered by them in the best interest of the Company."

By Order of the Board of Directors
For **INSURANCE BROKERS ASSOCIATION OF INDIA**

Place: Mumbai
Date: 09th March 2018

Vijay Rampal
Director & Hon. Secretary
DIN: 00338277

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON A POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be valid must be deposited at the Registered Office of the Company at least forty-eight hours before the meeting.
3. Member/Proxy attending the Meeting must fill-in the Attendance Slip sent herewith to attend the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
5. Members in person, Legal Heirs and Proxy holders may please carry Photo ID Card for identification/verification purpose.
6. Members desirous of obtaining any information concerning alteration of Articles of Association of the Company are requested to send their queries to the registered office of the Company at least seven days before the date of the EGM. In case of receipt of query at any time less than seven days before the EGM, such query will not be answered at the EGM but will be dealt with separately by the Company.
7. In case of Members being bodies corporate, such Members are required to attach Certified True Copy of the Resolution passed by their Board of Directors for appointment of Authorized Representative under Section 113 of the Companies Act, 2013 along with Attendance Slip or the Proxy Form.
8. Members are requested to notify the Company about their change of address, if any.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Insurance Broking sector in general and your Company in particular have witnessed several significant changes during past few years. Based on the feedback received from various broker members, IBAI had constituted an independent task force to review and suggest changes to the Articles of Association. This task force suggested important changes to the articles of the Association. Keeping this in view, the Board of Directors of the Company has deemed it necessary that the existing Articles of Association of the Company be substituted with a new set of Articles of Association, incorporating therein certain changes which would appropriately address the feedback shared by the members as mentioned earlier.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the alteration of Articles of Association of the Company by adoption of a new set of Articles of Association in substitution of the existing Articles of Association requires the approval of the members of the Company by way of a Special Resolution to that effect.

A copy each of existing Articles of Association, new set of Articles of Association of the Company containing the altered Articles and a statement of changes/alterations proposed to be made in the Articles of Association of the Company as referred to above shall be available for inspection of Members at the Registered Office of the Company between 1:00 P.M. and 5:00 P.M. on any working day till date of the Extra-Ordinary General Meeting.

The Board of Directors recommends the resolution set out in the Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel and / or their relatives is deemed to be concerned or interested in the aforesaid resolution.

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ATTENDANCE SLIP

I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the extra ordinary general meeting of the members of the Company at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce & Industry, Churchgate, Mumbai – 400 020 at 3.00 pm Thursday, April 05, 2018.

.....

Name of the Member / Proxy
(in BLOCK letters)

.....

Signature of the Member / Proxy

Note:

1. Please complete the name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Every Member or proxy holder desiring to attend the meeting should have authority letter from Board of Directors of Broking House.



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Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, _____, being the member(s) of Insurance Brokers Association of India, hereby appoint:

1. Name: _____, Address: _____,
E-mail Id: _____, or failing him

2. Name: _____, Address: _____,
E-mail Id: _____, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2018-19 Extra-ordinary General Meeting of members of Insurance Brokers Association of India (the Company), to be held on Thursday, 5th day of April 2018 at 3 P.M. at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of the Special Resolution pursuant to Section 14 and other applicable provisions, if any, of the Companies Act 2013 for alteration of Articles of Association of the Company by adoption of new set of Articles of Association and substitution and total exclusion of the existing Articles of Association.

Affix Revenue Stamp of Re 1

Signed this ___th day of _____ 2018

Signature of Member(s)

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at least forty-eight hours before the commencement of the Meeting.

Draft of Board resolution for appointment of authorised representative

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE
BOARD OF DIRECTORS OF _____ LIMITED HELD ON
____ DAY, __ TH _____, 2018 AT _____**

**AUTHORITY TO REPRESENT THE COMPANY AT THE 1/2018-19 EXTRA-ORDINARY
GENERAL MEETING OF INSURANCE BROKERS ASSOCAITION OF INDIA:**

“**RESOLVED THAT** in accordance with the provisions of Section 113 and other applicable provisions, if any, of the Companies Act, 2013, Mr. _____, be and is hereby appointed as an Authorised Representative to attend and vote on behalf of the Company at the 1/2018-19 Extra-Ordinary General Meeting of Insurance Brokers Association of India to be held on ___ day, __ th _____, 2018 and at any adjournment thereof.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to furnish a copy of the above resolution duly certified as true, to above named company and other parties/agencies, as may be required.”

Certified True Copy,

For _____ **LIMITED**

(NAME OF THE DIRECTOR)

DIRECTOR

DIN:



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