ADITYA BIRLA MONEY LIMITED
CIN-L65993GJ1995PLC064810
Registered Office : Indian Rayon Compound, Veraval - 362 266, Gujarat.
Email: abm.care@adityabirla.com Website: www.adityabirlamoney.com Ph: 044-39190002/3, Fax: 044-28290835

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Eighteenth** Annual General Meeting of the shareholders of **ADITYA BIRLA MONEY LIMITED** will be held on Tuesday, the 9th September, 2014 at 11.00 A.M. at the Registered Office of the Company at Indian Rayon Compound, Veraval - 362 266, Gujarat to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date, the Report of the Directors and the Auditors thereon.

2. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No.301003E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out-of-pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS

3. To appoint Mr. P. Sudhir Rao (DIN 00018213) as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary 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 thereof for the time being in force), Mr. P. Sudhir Rao (DIN 00018213), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 8thSeptember, 2019."

4. To appoint Mr. G.Vijayaraghavan (DIN 00894134) as an Independent Director and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary 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 thereof for the time being in force), Mr. G.Vijayaraghavan (DIN 00894134), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 8th September, 2019."

5. To appoint Mr. Shriram Jagetiya (DIN 01638250) as a Director liable to retire by rotation and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Mr. Shriram Jagetiya (DIN 01638250) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article No.103 of the Articles of Association of the Company with effect from March 25, 2014 and who holds the office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Shriram Jagetiya for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation."

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6. To appoint Mr. Gopi Krishna Tulsian (DIN 00017786) as a Director liable to retire by rotation and in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Mr. Gopi Krishna Tulsian (DIN 00017786) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article No.103 of the Articles of Association of the Company with effect from March 25, 2014 and who holds the office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Gopi Krishna Tulsian for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation."

7. To appoint Mr. Sudhakar Ramasubramanian (DIN: 02584713) as the Managing Director of the Company and in this regard to consider and if though fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the re-appointment of Mr. Sudhakar Ramasubramanian (DIN: 02584713) as the Managing Director of the Company with effect from February 1, 2014 for a period of three years, without remuneration, and shall not be subject to retirement by rotation, so long as Mr. Sudhakar Ramasubramanian functions as the Managing Director of the Company.

RESOLVED FURTHER THAT in case any remuneration is paid by the Company to Mr. Sudhakar Ramasubramanian as Managing Director, such remuneration shall be in accordance with provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 and in the event the Company having a loss or inadequacy of profits, such remuneration shall be paid in accordance with the conditions and the limits specified in Part II, Schedule V of the Companies Act, 2013 and all applicable circulars / notifications issued by the Central Government from time to time in this behalf or subject to the approval of Central Government as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter the terms and conditions of appointment including payment of remuneration if any, and do all such other acts, deeds and things as may be deemed necessary or desirable and permissible under the applicable law in connection with or incidental to the re-appointment of Mr. Sudhakar Ramasubramanian, as the Managing Director of the Company."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting duly initialed by the Company Secretary be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** supplemental to the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting held on 15th July, 2009 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company (hereinafter referred to as the "Articles"), consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company's assets and properties including uncalled capital, stock in trade notwithstanding that the monies so borrowed together with the monies, already borrowed, if any, by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up capital and free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs.300 Crore (Rupees Three Hundred Crore) only over and above the aggregate of the paid up capital and free reserves."

10. To consider, and if thought fit, to pass with or without modification(s), as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Section 62 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules, if any, of the Act, the Memorandum and Article of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("SEBI Guidelines"), other concerned and relevant authorities, and other applicable laws, if any and subject to such approvals, permissions, conditions and modifications as may be prescribed or imposed by any regulatory authorities and subject to the such conditions and modifications as may be prescribed or imposed while granting such approvals, consents which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall deemed to include the Nomination and Remuneration Committee / Compensation Committee), consent of the Company be accorded to the Board to introduce and implement the 'Aditya Birla Money Limited - Employee's Stock Option Scheme -2014' (hereinafter referred to as 'the Scheme') the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time or for the benefit of such person (s) who are in permanent employment of the Company whether working in India or out of India, Directors of the Company and such other persons as permissible under SEBI Guidelines (hereinafter referred to as 'Employee' or Employees'), under the Scheme, in one or more tranches, upto 27,70,000 new equity shares of Re.1/- each of the company, in the form of options (hereinafter referred to as "Securities") at such price and on such terms and conditions as may be determined by the Board in accordance with the Scheme, the Guidelines and other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT the Board thereof is authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of formulation and/or implementation of Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue of shares, and lock in, if any, and to do all such acts and deeds as may be necessary to give effect to this resolution and to settle any question or doubt that may arise in relation thereto.

RESOLVED FURTHER THAT the said Securities may be allotted in accordance with the Scheme either directly or through a trust, which may also envisage for providing any financial assistance to the trust to enable the trust/ employees to acquire, purchase or subscribe to the said Securities of the Company.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotment and listing of securities and / or for the purpose of complying with any guideline or regulations that may be issued from time to time by any appropriate authority, the Board be authorised on behalf of the Company to make any modifications, changes variation alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, provide such variations, modifications, alterations or revisions are not detrimental to the interest of employees.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts and execute all such documents as it may in its absolute discretion deem necessary including taking all the necessary steps for listing of the equity shares allotted under the Stock Option Scheme, on the Stock Exchange(s) as per the terms and conditions of the listing agreement entered into with the concerned Stock Exchange(s)."

By Order of the Board
for Aditya Birla Money Limited

Date : July 28, 2014
Place : Chennai

S. Balaji
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 18th ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 2nd September, 2014 to 9th September, 2014 (both days inclusive).

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item Nos.3 to 10 of the Notice set out above is annexed hereto.

4. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, the facility to exercise their right to vote at the 18th Annual General Meeting by electronic means. The Board of Directors has appointed Ms. B.Chandra, Practising Company Secretary, as the Scrutinizer for this purpose. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on September 02, 2014 (9.00 am) and ends on September 04, 2014 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 01, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (Sequence number has been provided as Serial Number (SL NO.) in the Address Label * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat Details account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "ADITYA BIRLA MONEY LIMITED" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3 & 4

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges appointed Mr. P. Sudhir Rao and Mr. G.Vijayaraghavan as Independent Directors of the Company, in compliance with the requirements of the said Clause.

The Company has received notices in writing proposing the candidatures of Mr. P. Sudhir Rao and Mr. G. Vijayaraghavan for the office of Directors of the Company pursuant to Section 160 of Companies Act, 2013. The Company has also received declarations from Mr. P. Sudhir Rao and Mr. G. Vijayaraghavan that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Brief resume of Mr. P. Sudhir Rao and Mr. G. Vijayaraghavan, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships /chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.

Copy of the draft letters for the respective appointments of Mr. P. Sudhir Rao and Mr. G. Vijayaraghavan as Independent Directors setting out the terms and conditions of their appointment are available for inspection by the members at the Registered Office of the Company during normal business working hours on any working day, except Saturdays.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Mr. P. Sudhir Rao and Mr. G. Vijayaraghavan are interested in the Resolutions set out respectively at Item Nos. 3 & 4 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 3 & 4 of the Notice for approval by the shareholders.

Item No.5 & 6

The Board of Directors appointed Mr. Gopi Krishna Tulsian and Mr. Shriram Jagetiya as Additional Directors of the Company with effect from March 25, 2014 and they hold office upto the date of the ensuing Annual General Meeting.

Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidatures of Mr. Gopi Krishna Tulsian and Mr. Shriram Jagetiya for the office of Director. Accordingly, the Board recommends their appointment as Director of the Company liable to retire by rotation.

Brief resume of Mr. Gopi Krishna Tulsian and Mr. Shriram Jagetiya, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships /chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.

Mr. Shriram Jagetiya and Mr. Gopi Krishna Tulsian are interested in the Resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the shareholders.

Item No.7

Mr. Sudhakar Ramasubramanian was appointed as Managing Director of the Company for a period of 3 years w.e.f. February 1, 2011. The Board of Directors, in accordance with the provisions of Section 269 read with Schedule XIII of the Companies Act, 1956, had re-appointed Mr. Sudhakar Ramasubramanian as Managing Director of the Company with effect from February 1, 2014 for a further period of 3 years, without remuneration, and shall not be subject to retirement by rotation, so long as Mr. Sudhakar Ramasubramanian functions as the Managing Director of the Company. However, in case any remuneration is paid by the Company to Mr. Sudhakar Ramasubramanian as a Managing Director, such remuneration shall be in accordance with provisions of Sections 196, 197 of the Companies Act, 2013 read with Schedule V and in the event the Company having a loss or inadequacy of profits, such remuneration shall be paid in accordance with the conditions and the limits specified in Schedule V of the Companies Act, 2013 and all applicable circulars / notifications issued by the Central Government from time to time in this behalf or subject to the approval of Central Government as the case may be.

Mr. Sudhakar Ramasubramanian is on the Board of the Company since March 6, 2009 and is also a Designated Director for compliance with stock broking regulations. Mr. Sudhakar Ramasubramanian is a graduate in Commerce from Madras University, Cost Accountant and holds a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. Mr. Sudhakar Ramasubramanian has over 24 years of experience in the various roles in the Financial Services, Insurance and Corporate Strategy function and was responsible for developing business and executing strategic initiatives for all the Group's businesses.

Considering the background, experience and the future plans of the Company, the Board of Directors recommend the resolution set out at Item No.7 for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sudhakar Ramasubramanian since it relates to his appointment are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.7 of the Notice.

Item No.8

The existing Articles of Association (AoA) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act).

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a company limited by shares.

The proposed new draft AoA are being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the members.

Item No.9

The members of the Company at the Annual General Meeting held on 15th July, 2009 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.300 Crore (Rupees Three Hundred Crore) only over and above of the aggregate of the paid-up capital of the Company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.9 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to Rs.300 Crore (Rupees Three Hundred Crore) only in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9.

Item No.10

Stock options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent, Stock Options also provide a company with an opportunity to optimize its personnel cost. This also provides an opportunity to employee to participate in the growth of the Company, besides creating long term wealth in their hands.

Keeping in line with this trend, Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration / Compensation Committee constituted by the Board to exercise the powers including powers conferred by this resolution) is considering to reward the permanent employees of the Company, its Directors and such other eligible persons, (hereinafter collectively referred to as the "Employees"), as it may decide from time to time, through Aditya Birla Money Limited - Employee's Stock Option Scheme - 2014 in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 ('SEBI Guidelines') issued by SEBI and other applicable laws.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration / Compensation Committee, the majority of whose members are Independent Directors. The Nomination and Remuneration / Compensation Committee of the Board of Directors, will formulate the detailed terms and conditions of the Scheme.

The salient features of the Scheme are as follows:

1) Total number of Options to be granted

The Options to be granted under the Scheme shall not translate into new equity shares exceeding 27,70,000 equity shares of the Company.

2) Identification of classes of Employees entitled to participate in the Scheme

All bonafide Permanent employees, including Directors, of the Company and such other eligible persons as per SEBI Guidelines, as may be decided by the Nomination and Remuneration Committee / Compensation Committee, from time to time, will be eligible to participate in the Scheme.

The class of Employees eligible for participating in the Scheme shall be determined based on the grade, number of years services, performance and such other parameters as maybe decided by the Nomination and Remuneration Committee / Compensation Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

3) Vesting and period of Vesting

Vesting of options may commence after a period of not less than one (1) year from the date of grant. The Vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as may be stipulated by the Nomination and Remuneration Committee / Compensation Committeein its sole discretion and as mentioned in the Scheme.

4) Maximum period within which the Options shall be vested

The Options granted shall vest within a maximum period of 5 years from the date of grant of options.

5) Exercise price or the pricing formula

Exercise Price means the price at which the employee is entitled to acquire the equity shares pursuant to the options granted and vested in him or her under the Scheme.

In any case, the Exercise price per equity share shall not be less than the face value of shares in accordance with the recommendations of the Nomination and Remuneration Committee / Compensation Committee

6) Exercise Period and process of Exercise

The exercise price may commence from the date of vesting and will expire not later than 5 years from the date of vesting or such other period as may be decided by the Nomination and Remuneration Committee / Compensation Committee.

The options will be exercisable by the Employees by a written application to the Company in such manner and execution of such documents as may be prescribed in the Scheme.

The options will lapse if not exercised within the specified period. The options may also lapse under certain circumstances even before the expiry of the specified exercise period.

7) Appraisal process for determining the eligibility of employees to participate in the Scheme

The Company has a formal performance appraisal system established whereby performance of the employees is assessed each year on the basis of various functional and managerial parameters. The appraisal process is revised at regular intervals in line with the market practices.

The Employees would be granted options based on performance linked parameters such as work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the Nomination and Remuneration Committee / Compensation Committee from time to time.

The Nomination and Remuneration Committee / Compensation Committee may at its discretion extend the benefits of the Scheme to a new entrant.

8) Maximum number of Options to be granted per Employee and in aggregate

Options to be granted to a single employee shall not exceeding 1% of the outstanding share capital of the Company in a financial year. Further, the aggregate of all such options granted shall not exceed 27,70,000 equity share of Re.1/- each under the Scheme.

9) Disclosure and accounting policies

The Company shall conform to the accounting policies specified under SEBI Guidelines, as amended from time to time.

10) Method of Valuation

The Company shall use the market value method for valuation of the options.

11) Other Terms

The Board or the Nomination and Remuneration Committee / Compensation Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the Regulations and guidelines as prescribed by SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification is detrimental to the interest of employees.

The Securities shall be allotted directly to the employees by the Company or through Trust in accordance with the Scheme. The Directors who would be eligible or would qualify to join the Scheme may be deemed to be concerned or interested in the item of business to the extent of the options that may be offered to them under the Scheme.

In terms of provisions of Section 62 and SEBI Guidelines, for further issue of any securities, an approval of the shareholders by way of special resolution is required to be obtained. Further, as per the SEBI Guidelines, a separate special resolution is required to be passed if the benefits of the scheme are to be extended to employees of the holding or subsidiary companies.

The options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The Board commends the Special Resolutions set out at item No.10 for approval of Members.

None of the Directors of the Company is, in any way, concerned or interested in the resolutions, except to the extent of the Options that may be offered to them under the Scheme.

By Order of the Board
For Aditya Birla Money Limited

Date : July 28, 2014
Place : Chennai

S. Balaji
Company Secretary

Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting

Name of the Director	P. SUDHIR RAO	GOPI KRISHNA TULSIAN	SHRIRAM JAGETIYA
Date of Birth	15th April, 1961	2nd February, 1937	21st April, 1969
Date of Appointment	6th March, 2009	25th March, 2014	25th March, 2014
Qualification	CA, CMA.	F.C.A.	CAI, ICWA.
Expertise in specific functional area	Mr. Sudhir Rao is an Enterprise Development Advisor compassionately investing time in catalyzing entities to institutionalize sustainable purposes envisioned and managed by people with passion, patience and effortlessness in execution. He was also the founder director of Karvy Investor Services Ltd. & Karvy Securities Ltd.	Mr. G.K. Tulsian has work experience of more than 50 years. He has handled several manufacturing and service industry businesses in his career. He has been associated with Aditya Birla Group since 1977 and currently he is chairing the position of Executive President in Grasim Industries Limited (Chemical Division). He is also on the Board of various Indian and International companies of the Group.	Mr. Shriram is working with Aditya Birla Group for more than 21 years. He has held various positions in the Group and is currently serving in the capacity of Joint President in Aditya Birla Nuvo Ltd. and heading Finance and Treasury function of the Company.
Directorships held in other companies	1. AxSys Healthtech Ltd. 2. Aditya Birla Commodities Ltd. 3. IndusAge Advisors Ltd. 4. IndusAge Management Services Pvt. Ltd. 5. Market Simplified India Ltd. 6. Radhakrishna Foodlands Pvt. Ltd. 7. SA Airworks India Pvt. Ltd. 8. The Ratnakar Bank Ltd. 9. Art Links Learning Pvt. Ltd. 10. MusicUniv India Pvt. Ltd.	1. Aditya Birla Natural Resources Ltd. 2. Aditya Birla Insurance Brokers Ltd. 3. ABG Realty and Infrastructure Co. Pvt. Ltd. 4. Aditya Birla Retail Ltd. 5. Applause Entertainments Pvt. Ltd. 6. Applause Bhansali Films Pvt. Ltd. 7. Applause Entertainment AT Pvt. Ltd. 8. Aditya Birla Power Company Ltd. 9. Aditya Birla Commodities Broking Ltd. 10. B.G.H. Properties Pvt. Ltd. 11. BGH Exim Ltd. 12. Birla TMT Holdings Pvt. Ltd. 13. Fabmall (India) Pvt. Ltd. 14. Green Acre Agro Services Pvt. Ltd. 15. Industry House Ltd. 16. IGH Holdings Pvt. Ltd. 17. Infocyber India Pvt. Ltd. 18. Naman Finance And Investment Pvt. Ltd. 19. Osiris E-Infratech Pvt. Ltd. 20. Osiris Info Services Pvt. Ltd. 21. Osiris Corporate Services Pvt. Ltd. 22. PIC Properties Ltd. 23. SKI Carbon Black (India) Pvt. Ltd. 24. Sun God Trading and Investments Ltd. 25. Samruddhi Swastik Trading and Investments Pvt. Ltd. 26. Sunbeam Trading and Investments Pvt. Ltd. 27. TGS Investments And Trade Pvt. Ltd. 28. Trinethra Super Retail Pvt. Ltd.	1. Aditya Birla Customer Services Pvt. Ltd. 2. Aditya Birla Commodities Broking Ltd. 3. Aditya Birla Financial Services Pvt. Ltd. 4. Aditya Birla Trustee Company Pvt. Ltd. 5. Aditya Birla Housing Finance Ltd. 6. Aditya Birla Minacs BPO Pvt. Ltd. 7. ABG Realty And Infrastructure Co. Pvt. Ltd. 8. ABCAP Trustee Company Pvt. Ltd. 9. ABNL IT & ITES Ltd. 10. Birla Family Investments Pvt. Ltd. 11. Indigold Trade and Services Ltd. 12. RKN Retail Pvt. Ltd. 13. Shaktiman Mega Food Park Pvt. Ltd. 14. Swiss Singapore India Pvt. Ltd.
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	1. Axsys Healthtech Limited - Member, Audit & Remuneration Committee	–	–
Number of Shares held in Company	Nil	Nil	Nil

Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting

Name of the Director	SUDHAKAR RAMASUBRAMANIAN	G. VIJAYARAGHAVAN
Date of Birth	17th March, 1968	11th July, 1953
Date of Appointment	6th March, 2009	6th March, 2009
Qualification	PGDM - IIMA, ICWA.	B.E., B.Tech., PGDM.
Expertise in specific functional area	Mr. Sudhakar has over 24 years of experience in various roles in the Financial Services, Insurance and Corporate Strategy functions. He has been with Aditya Birla Group since 1996 and was responsible for developing business and executing strategic initiatives for all Group's businesses.	Mr. Vijayaraghavan has work experience of over 35 years in various sectors like Oil & Gas, Manufacturing, Management, Consulting, Agro inputs, Investment Banking and ITES. He has worked in ONGC, Alfa Laval, A.F. Ferguson & Co. and Standard Chartered Bank. He ventured on his own in 1999.
Directorships held in other companies	1. Aditya Birla Commodities Broking Limited 2. Aditya Birla Money Insurance Advisory Services Limited	1. Centum Corporate Advisory Pvt. Ltd.
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	–	–
Number of Shares held in Company	Nil	Nil