



## 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 Twentieth Annual General Meeting of the Shareholders of ADITYA BIRLA MONEY LIMITED will be held on Wednesday, the 24th August, 2016 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 consider and adopt the Audited Balance Sheet as at 31st March, 2016 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 a Director in place of Mr. Shriram Jagetiya (DIN: 01638250), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to ratify the appointment of M/s. S.R. Batliboi & Co. LLP (ICAI Firm Registration No.301003E/E300005)) Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

#### SPECIAL BUSINESS

4. To appoint Mr. Tushar Shah (DIN:07504267) 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. Tushar Shah (DIN:07504267) who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 (hereinafter referred to as 'Act') and Article 117 of the Articles of Association of the Company with effect from May 06, 2016 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 along with the requisite deposit, proposing the candidature of Mr. Tushar Shah for the office of Director, be and is hereby appointed as a Director of the Company liable to retirement by rotation."

5. To appoint Mr. Murali Krishnan L R as the Manager of the Company and in this regard to consider and if thought fit, to pass the following Resolution as an **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 2(78), 196, 197, 203 read Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules referred therein (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Murali Krishnan L R as the Manager of the Company at a remuneration not exceeding Rs. 27 lakhs per annum inclusive of perquisites and performance related compensation, if any for a period of 3 years with effect from May 06, 2016 to May 05, 2019.

**RESOLVED FURTHER THAT** in the event of higher profits in the upcoming years, the Board of Directors, be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, within such limit(s) or ceiling from time to time, as prescribed under the provisions of the Companies Act, 2013.

6. To consider and approve Related Party Transactions with Aditya Birla Money Mart Limited for availing / rendering of Services and in this regard and if thought fit, to pass with or without modification(s), as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be accorded to the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, to enter into related party transaction(s) with Aditya Birla Money Mart Limited (ABMML), a fellow subsidiary, relating to availing and rendering of services as mentioned below for the period April 2016 to March 2017 for a transaction value of a sum not exceeding an aggregate of Rs.25 Crores on such terms and conditions as may be deemed necessary by the Board.

#### Scope of Services

1. Commission / Management Fees
  - Sharing of brokerage and commission for availing of services from ABMML in relation to client introduction and wealth management, by virtue of ABMML being an Authorised Person of the Company for broking operations pursuant to SEBI Circular MIRSD/DR-1/ Cir-16/09 dated November 06, 2009.
2. Capital Market / Mutual Fund services and ancillary services
3. Recovery of Cost - Infrastructure, Manpower and other expenses
4. Reimbursement of Cost - Infrastructure, Manpower and other expenses
5. Income from Promotional activities / Advertisement Income

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

7. To consider and approve Related Party Transactions with Aditya Birla Finance Limited and SKI Carbon Black (India) Private Limited for availing Loan and in this regard and if thought fit, to pass with or without modification(s), as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be accorded to the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, to enter into related party transaction(s) with Aditya Birla Finance Limited and SKI Carbon Black (India) Private Limited for availing a loan in one or more tranches for a sum not exceeding Rs.100 Crores and Rs.40 Corers respectively as and when required by the company at such rates prevalent at the time of availing of the loan and on such terms and conditions as may be deemed necessary for the purpose of obtaining the loan.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Name of the Related Party	Aditya Birla Finance Limited	SKI Carbon Black (India) Private Limited
Nature of Transaction	Availing of interest bearing working capital loan	Availing of interest bearing working capital loan
Period of Transaction	From time to time as per business requirement of the Company	From time to time as per business requirement of the Company

<b>Maximum amount of transaction</b>	Rs.100 Crores (Rupees Hundred Crores only) in a single/multiple tranches depending upon the working capital requirement of the company	Rs.40 Crores (Rupees Fourty Crores only) in a single/multiple tranches depending upon the working capital requirement of the company
<b>Rate of Interest</b>	At such rate prevalent at the time of availing of the loan	At such rate prevalent at the time of availing of the loan

By Order of the Board  
For Aditya Birla Money Limited

Date : July 29, 2016  
Place : Mumbai

Vikashh K Agarwal  
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 20TH 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. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
2. Corporate Members intending to depute their authorised representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution – Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Item Nos. 4 to 7 of the Notice set out above is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from August 18, 2016 to August 24, 2016 (both days inclusive).
5. Details in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. Members / Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.
7. Members may also note that the Notice of the 20<sup>th</sup> Annual General Meeting (AGM) and the Annual Report for 2015-16 will also be available on the Company's website [www.adityabirlamoney.com](http://www.adityabirlamoney.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Indian Rayon Compound, Veraval – 362 266, Gujarat for inspection during normal business hours on working days, except Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, members may also send requests to the Company's investor e-mail ID [ABML.Investorgrievance@adityabirla.com](mailto:ABML.Investorgrievance@adityabirla.com)
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote at the 20<sup>th</sup> Annual General Meeting by electronic means. The Board

of Directors has appointed Ms. B.Chandra, Practising Company Secretary, as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 21, 2016 (9.00 A.M.) and ends on August 23, 2016 (5.00 P.M). 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) August 17, 2016, 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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 (iv).</li> </ul>

- (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) 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.
  - (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile
  - (xix) 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.adityabirlamoney.com](http://www.adityabirlamoney.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

## STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4

The Board of Directors appointed Mr. Tushar Shah as an Additional Director of the Company with effect from May 06, 2016 and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received the requisite notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Tushar Shah for the Office of Director. The same has been posted on the Company's website [www.adityabirlamoney.com](http://www.adityabirlamoney.com). Accordingly, the Board recommends his appointment as Director of the Company liable to retire by rotation.

Brief resume of Mr. Tushar Shah, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships /chairmanships of Board Committees, as stipulated under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, is annexed to this Notice.

Mr. Tushar Shah is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to his appointment.

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 recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

### Item No. 5

Pursuant to provisions of Section 203 of the Companies Act, 2013 (the Act) read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company shall appoint a Manager or a Managing Director or Chief Executive Officer and in their absence a Whole Time Director who shall be a whole time Key Managerial Personnel (KMP) of the Company

Further, pursuant to provisions of the Act, a vacancy caused consequent to the resignation of Mr. Sudhakar Ramasubramanian as a Managing Director and Director of the Company, has to be filled within six months time from the date of resignation, either by appointing a Managing Director / Chief Executive Officer / Manager / Whole Time Director.

With regard to this, the Board has appointed Mr. Murali Krishnan L R as the Manager of the Company who holds suitable qualification and has relevant experience in the industry for a term of 3 years with effect from May 06, 2016 to May 05, 2019 at a remuneration not exceeding Rs. 27 lakhs per annum inclusive of perquisites and performance related compensation, if any.

#### **I. General Information**

- (a) Nature of Industry: The Company is engaged in the business of Broking, Distribution, Wealth Management and Portfolio Management Services.
- (b) Date or expected date of commencement of commercial production: Not applicable
- (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- (d) Financial performance based on the given indicators:  
The Company has achieved total income of Rs.118.38 crores during the year 2015-16 as compared to Rs.118.72 crores during 2014-15. The Income from Operations of FY 2015-16 was Rs.111.56 crores as compared to Rs.112.01 crores during FY 2014-15. The Company has posted a Net Profit of Rs.1.20 crores for the year ended March 31, 2016 as compared to Net Profit of Rs.7.08 crores for the year ended March 31, 2015.
- (e) Foreign Investments or Collaborations, if any: Not Applicable

#### **II. Information about the appointee**

- (a) Background Details: Mr. Murali Krishnan L R is a Law Graduate from Dr. Ambedkar Government Law College and he has an overall experience of 19 years and has rich experience in the field of capital market business
- (b) Past Remuneration: The remuneration drawn by Mr. Murali Krishnan L R during the financial year ended 31<sup>st</sup> March 2016 is 20.63 lakhs per annum including perquisites and performance related compensation.
- (c) Recognition or Awards: None
- (d) Job Profile and his Suitability: Mr. Murali Krishnan L R is a Law Graduate from Dr. Ambedkar Government Law College and he has an overall experience of 19 years and has rich experience in the field of capital market business.  
He has been associated with Aditya Birla Money Limited for more than 15 years in various capacities and currently heading the Legal function of the Company. He is also the designated Compliance Officer for the Portfolio Management Services division of the Company and for the Commodities Broking arm of the Company undertaken through its wholly owned subsidiary - Aditya Birla Commodities Broking Limited. Owing to his experience in the industry, he has contributed significantly to the growth of the Company.
- (e) Remuneration Proposed: The appointee will be paid remuneration up to not exceeding Rs. 27 lakhs per annum inclusive of perquisites and performance related compensation, if any.
- (f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.): Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and involvement of Mr. Murali Krishnan L R in the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the industry. Further, the proposed remuneration is as per the Remuneration policy of the Company.
- (g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Except to the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel by Mr. Murali Krishnan L R and none of his relative is employed by the Company.

#### **III. Other Information**

- (a) Reasons of loss or inadequate profits: The Company has been profitable in the last couple of years. Due to past accumulated losses, the company has deficit in the profit and loss account. The management is exploring other avenues to increase turnover and profitability of the company.
- (b) Steps taken or proposed to be taken for improvement: The Company has undertaken cost cutting initiative and expanding business in new areas to increase revenue and improve overall profitability.
- (c) Expected increase in productivity and profits in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on going concern basis, it is believed that financial position of the company will further improve in near future.



**IV. The disclosures required under the heading Corporate Governance pursuant to this section forms part of the Annual Report except as below**

Director's details with regard to Service Contracts, Notice period and Severance fees: Independent Directors are appointed for a period of 5 years and all Non Executives Directors are appointed on retirement by rotation basis. Directors may resign without any Notice Period/Severance fees.

Since the company has inadequate profit, the Board recommends the Special Resolutions set out at Item No. 5 for approval of Members.

None of the Directors / Key Managerial personnel of the Company and their relatives except the appointee are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

**Item No.6**

Aditya Birla Money Mart Limited (hereinafter referred to as 'ABMML'), a fellow subsidiary pursuant as per Section 2(76) of the Companies Act, 2013, was appointed as an Authorised Person for broking operations by the Company pursuant to SEBI Circular MIRSD/DR-1/Cir-16/09 dated November 06, 2009 for which the Company has entered into an agreement for sharing of brokerage and commission for availing of services from ABMML in relation to client introduction and wealth management.

In the course of such activities, the Company also renders various services to ABMML in relation to:

1. Data confirmation and information dissemination including customer awareness about the products and services
2. All support services in relation to client acquisition and post servicing assistance in Planning, Reporting, People & Relationship management and Compliance management.

The Company also recovers the cost incurred towards rendering of such services by way of monthly debit note, for which the approval of the Audit Committee was sought.

All the transactions entered into with Aditya Birla Money Mart Limited are on arms' length basis and in the ordinary course of business by virtue of ABMML being an Authorised Person and the transaction being repetitive in nature.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transactions which are material in nature i.e. the transaction value exceeds 10% of the consolidated turnover as per last audited financial results of the Company shall be entered with the approval of the shareholders is required.

The Board recommends the Ordinary Resolutions set out at Item No. 6 for approval of Members.

None of the Directors / Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

**Item No.7**

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, All Material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not. Material Related Party Transaction means the transaction(s) to be entered with related parties either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Aditya Birla Finance Limited and SKI Carbon Black (India) Private Limited are falling under related party pursuant to Section 2(76) of the Companies Act, 2013. As we are proposing to avail loan in one or more tranches for a sum not exceeding Rs.100 Crores and Rs.40 Crores respectively from both Aditya Birla Finance Limited and SKI Carbon Black (India) Private Limited, the transaction value exceeds the threshold limit of 10% of the consolidated turnover of the Company as on 31<sup>st</sup> March 2016, Hence, it requires the approval from the shareholders of the company in the ensuing Annual General Meeting.

All the transactions to be entered with Aditya Birla Finance Limited and SKI Carbon Black (India) Private Limited shall be in the nature of ordinary course of business and on arms' length basis.

The Board recommends the Ordinary Resolutions set out at Item No. 7 for approval of Members.

Except Mr. Tushar Shah and Mr. G.K Tulsian, None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution

**By Order of the Board  
For Aditya Birla Money Limited**

Date : July 29, 2016  
Place : Mumbai

**Vikashh K Agarwal  
Company Secretary**

## Details of Directors seeking appointment / re-appointment in the 20<sup>th</sup> Annual General Meeting

Name of the Director	Mr. Tushar Shah	Mr. Shriram Jagetiya
Date of Birth	17 <sup>th</sup> April, 1965	21 <sup>st</sup> April, 1969
Date of appointment in the Board	06 <sup>th</sup> May 2016	25 <sup>th</sup> March, 2014
Qualification	B.L., CA.	CA, ICWA.
Expertise in specific functional area	<p>Mr. Tushar Shah joined the Aditya Birla Group as the CEO – Project &amp; Structured Finance (PSFG) in 2011 to spearhead the Group's foray into Infrastructure financing and set-up the Business from scratch. Under his leadership, the Group has taken rapid strides in Project linked lending, Structured Finance, Debt Capital Markets &amp; Syndication. In addition, he has guided special initiatives like the launch of Infrastructure debt fund.</p> <p>Mr. Shah, a law graduate and member of the Institute of Chartered Accountants of India since 1988, has over two decades of work experience.</p>	<p>Mr. Shriram is working with Aditya Birla Group for more than 23 years. He has held various positions in the Group and is currently serving in the capacity of President in Aditya Birla Nuvo Ltd. and heading Finance and Treasury function of the Company.</p>
Directorships held in other companies	Nil	<ol style="list-style-type: none"> <li>1. Aditya Birla Customer Services Pvt. Ltd.</li> <li>2. Aditya Birla Money Ltd.</li> <li>3. Aditya Birla Financial Services Ltd.</li> <li>4. Aditya Birla Trustee Company Pvt. Ltd.</li> <li>5. ABG Realty and Infrastructure Co. Pvt. Ltd.</li> <li>6. ABCAP Trustee Company Pvt. Ltd.</li> <li>7. Birla Family Investments Pvt. Ltd.</li> <li>8. Birla Sun Life AMC (Mauritius) Limited</li> <li>9. Shaktiman Mega Food Park Pvt. Ltd.</li> <li>10. ABNL Investments Limited</li> </ol>
*Chairman / Member of Committee (s) of Board of Directors of the Company	1	1
*Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Nil	3
Whether related with other Directors / Key Managerial Personnel	No	No
Number of meetings attended during the year	<p>Nil</p> <p>(Appointed as an Additional Director with effect from May 06, 2016)</p>	3 out of 4
Number of Shares held in Company	Nil	Nil

\*Includes only Chairmanship/Membership of Audit Committees and Stakeholders' Relationship Committee





## 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

ATTENDANCE SLIP

Name of the Member(s) :

Registered Address :

Folio No/DP ID / Client ID :

No. of Shares held :

I/We hereby record my/our presence at the Twentieth Annual General Meeting held at the Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat on Wednesday, the 24<sup>th</sup> day of August 2016 at 11.00 A.M.

Member's Folio No. /DP ID & Client ID

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note:

- Please complete the Folio/DP ID & Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
- Members holding shares in physical form are requested to advise the change in their address, if any, to M/s. Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai 600002, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).

## 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

PROXY FORM

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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID / Client ID :

I/We, being the member (s) holding ..... shares of Aditya Birla Money Limited, hereby appoint:

- |                 |                                    |
|-----------------|------------------------------------|
| (1) Name .....  | Address .....                      |
| Email Id: ..... | Signature .....or failing him/her, |
| (2) Name .....  | Address .....                      |
| Email Id: ..... | Signature .....or failing him/her, |
| (3) Name .....  | Address .....                      |
| Email Id: ..... | Signature .....                    |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on Wednesday, August 24, 2016 at 11.00 a.m. at the Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional)*	
		For	Against
1.	Adoption of Financial Statements and Directors' Report for the year ended March 31, 2016		
2.	Appointment of a Director in place of Mr. Shriram Jagetiya, who retires by rotation and being eligible, seeks reappointment		
3.	Ratification appointment of M/s. S.R. Batliboi & Co. LLP as Auditors and fixing their remuneration		
4.	Appointment of Mr. Tushar Shah as Director liable to retire by rotation		
5.	To appoint Mr. Murali Krishnan L R as the Manager of the Company		
6.	Approval for Related Party Transactions entered into by the Company with Aditya Birla Money Mart Limited during the financial year 2016-17		
7.	Approval for the Related Party Transaction with Aditya Birla Finance Limited and SKI Carbon Black (India) Private Limited for availing Loan.		

Signed this ..... day of ..... 2016

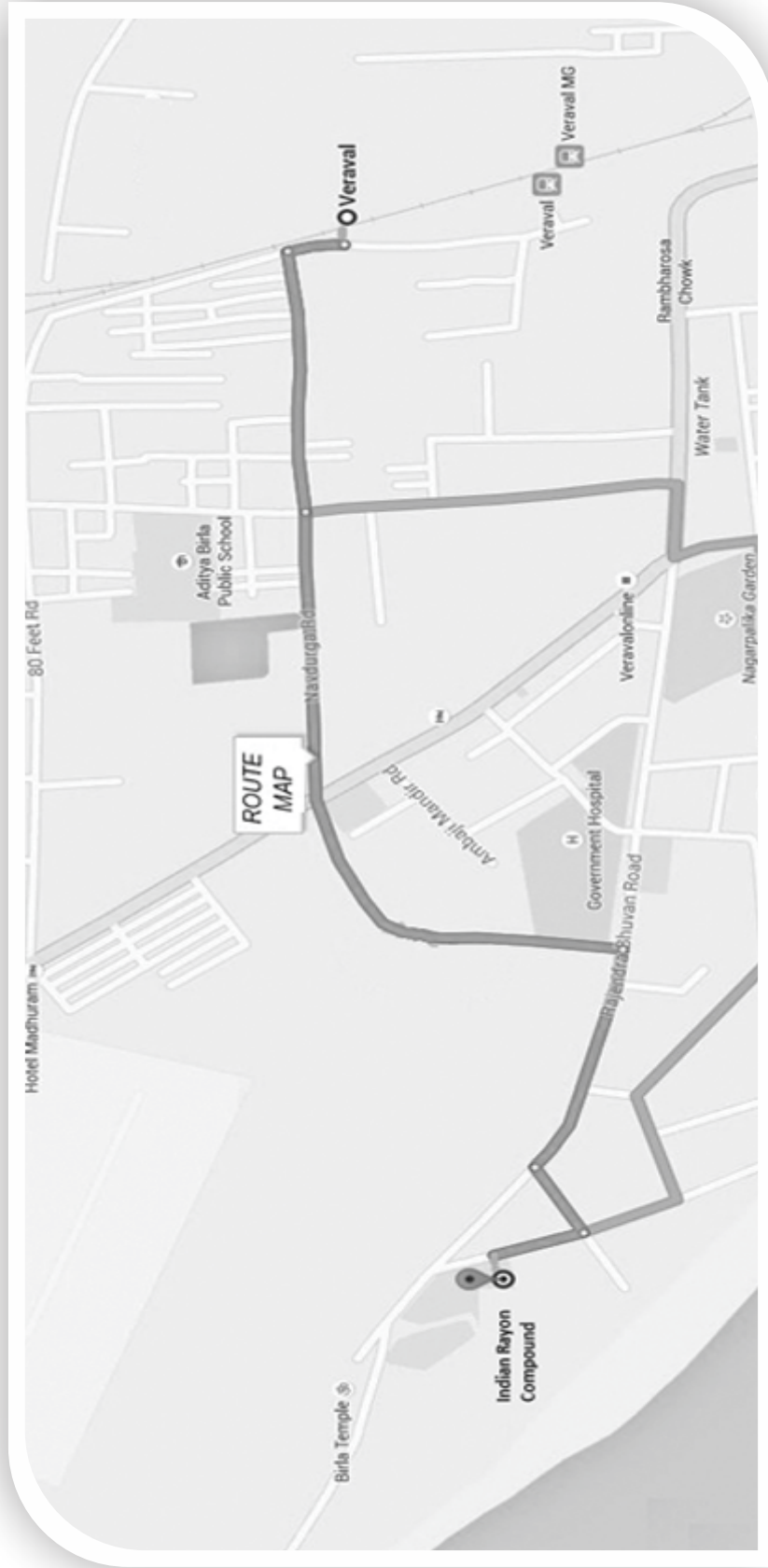
Signature of Shareholder(s) .....Signature of Proxy holder(s) .....

Note:

- This form of proxy, in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
- It is optional to put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to Vote in the manner as he/she thinks appropriate.

Affix  
Revenue  
Stamp  
Re.1/-

## ROUTE MAP TO THE VENUE OF THE AGM



VENUE:  
 INDIAN RAYON COMPOUND,  
 VERAVAL,  
 GUJARAT – 362 266.