



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 Twenty First Annual General Meeting of the Shareholders of ADITYA BIRLA MONEY LIMITED will be held on Wednesday, the 28th June, 2017 at 10.00 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, 2017 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 Ms. Pinky A Mehta (DIN: 00020429), who retires from office by rotation and being eligible, offers herself 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 2017-18 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS

4. To enhance Borrowing Power under Section 180(1)(c) of 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 in supersession of the earlier resolution passed at the 18th Annual General Meeting held on 9th September, 2014 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, 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.600 Crores (Rupees Six Hundred Crores only) over and above the aggregate of the paid up capital and free reserves.

RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

5. To create charge on Movable and Immovable properties of the Company and in this regard to consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs.600 Crores (Rupees Six Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

By Order of the Board
For Aditya Birla Money Limited

Date : April 28, 2017
Place : Mumbai

Vikashh K Agarwal
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 21ST ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF SELF 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 & 5 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 June 22, 2017 to June 28, 2017 (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 21st Annual General Meeting (AGM) and the Annual Report for 2016-17 will also be available on the Company's website 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.
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 21st 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 and ballot 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 June 25, 2017 (9.00 A.M.) and ends on June 27, 2017 (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) of June 21, 2017 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 / Members :
- (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	<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"> 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. 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.
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"> 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).

- (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 of "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 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 changed 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 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 linked in the login 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.

(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, under help section or write an email to 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 and on the website of CDSL 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 & 5

Keeping in view the Company's existing and future financial requirements to support its Business operations, the Company needs additional funds. Currently the Board of Directors of the company have sanction of Rs.300 Crores as the borrowing limit from the Shareholders and it envisage enhanced requirements of funds in future for working capital requirement due to various development in stock market business and release of various exchanges/SEBI circulars in the recent times. Hence it is proposed to increase the maximum borrowing limits from any Bank(s), Financial Institutions (FI's), Bodies Corporate or Business Associates, etc., in excess of paid-up capital and free reserves of the Company by a sum not exceeding Rs.600 Crores (Rupees Six Hundred Crores only) for the purposes of business activities of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a General Meeting.

In order to facilitate securing the borrowings made by the Company, it would be necessary to create charge on the assets on whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking. The creation of charge on the assets of Company would fall within such powers and hence the approval of members required in the General Meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

By Order of the Board
For Aditya Birla Money Limited

Date : April 28, 2017
Place : Mumbai

Vikashh K Agarwal
Company Secretary

Details of Directors seeking appointment / re-appointment in the 21st Annual General Meeting

Name of the Director	Ms. Pinky A Mehta
Date of Birth	21 st April, 1967
Date of appointment in the Board	30 th March 2015
Qualification	B. Com., F.C.A.
Expertise in specific functional area	<p>Ms. Pinky Atul Mehta has an overall experience of 28 years, out of which she has been associated with the Aditya Birla Group for 25 years. She has held various positions in the Group which includes Joint President (Taxation) of Aditya Birla Nuvo Ltd., and President & Head of the Management Services Division of Aditya Birla Management Corporation Pvt. Ltd., which is an arm of the Corporate Function of the Aditya Birla Group.</p> <p>She has been designated as the Chief Financial Officer of Aditya Birla Nuvo Limited with effect from July 01, 2015.</p>
Directorships held in other companies	<p>Grasim Bhiwani Textiles Limited Aditya Birla Solar Limited Aditya Birla Renewables Limited RKN Retail Private Limited Aditya Birla Idea Payments Bank Limited Aditya Birla Financial Services Limited Birla Sun Life Insurance Company Limited</p>
Chairman / Member of Committee (s) of Board of Directors of the Company *	Nil
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director *	1
Whether related with other Directors / Key Managerial Personnel	No
Number of Shares held in Company	Nil
Number of meetings attended during the year	4 out of 4

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



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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 Twenty First Annual General Meeting held at the Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat on Wednesday, the 28th day of June 2017 at 10.00 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).

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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: | Signatureor failing him/her, |
| (2) Name | Address |
| Email Id: | Signatureor 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 Twenty First Annual General Meeting of the Company, to be held on Wednesday, the 28th day of June 2017 at 10.00 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, 2017		
2.	Appointment of a Director in place of Ms. Pinky A Mehta, who retires by rotation and being eligible, seeks re-appointment		
3.	Ratification appointment of M/s. S.R. Batliboi & Co. LLP as Auditors and fixing their remuneration		
4.	To enhance borrowing powers pursuant to Section 180(1)(c) of the Companies Act, 2013		
5.	To create Charge on Movable and Immovable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013		

Signed this day of 2017

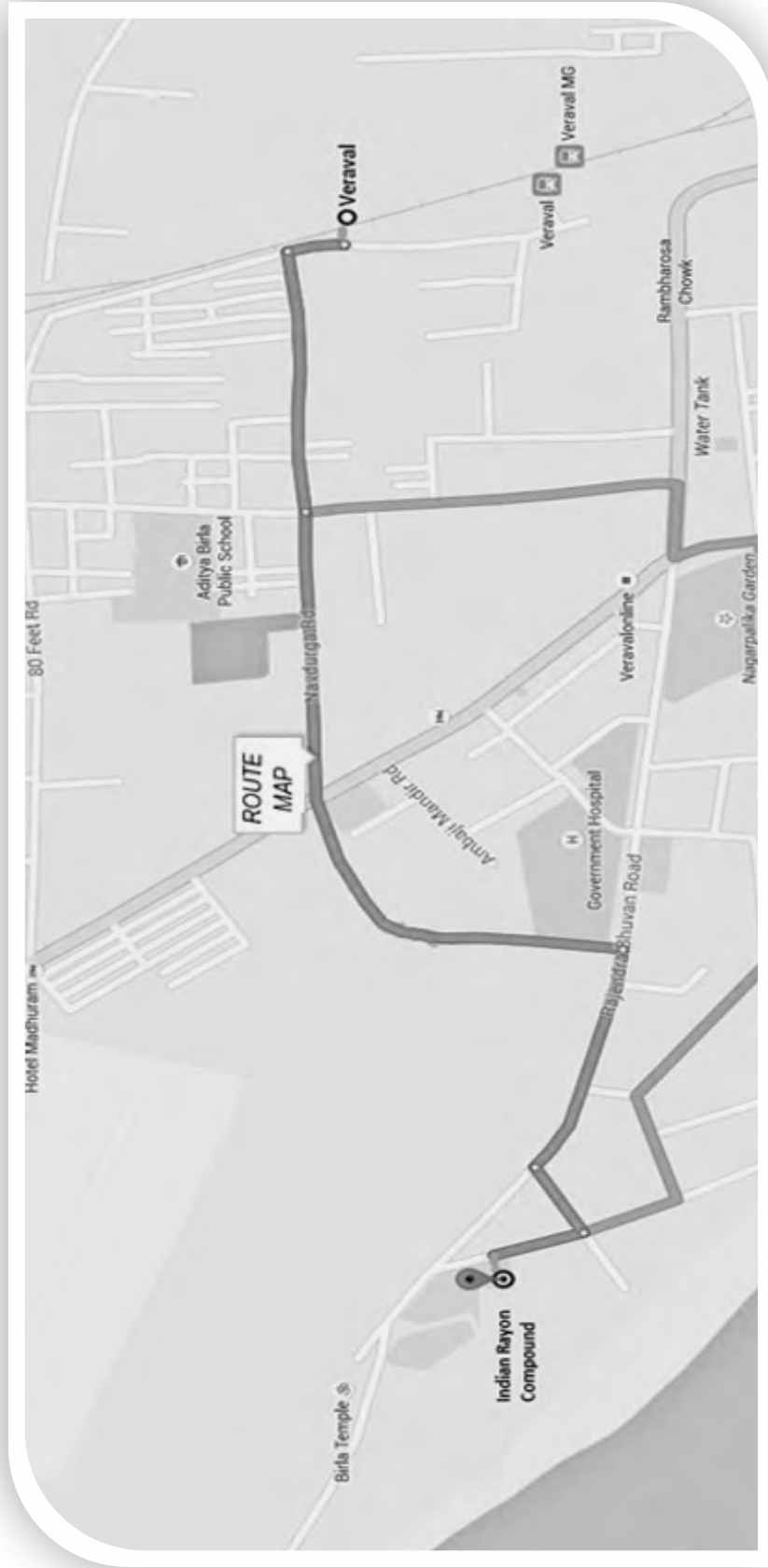
Signature of Shareholder(s)Signature of Proxy holder(s)

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.



ANNUAL REPORT

2016-17

ADITYA BIRLA MONEY LIMITED



BIG ON MILESTONES

LETTER FROM THE CHAIRMAN

Dear Shareholders,

In FY17, Indian economy continued its path of expansion, crossing many hurdles along the way (like demonetization, impact of adverse geopolitical events like Brexit, US Presidential elections, etc). Indian GDP is expected to grow at 7.1% for FY17 as we continue to be the fastest growing amongst large economies in the world according to IMF. Amongst other macro-economic indicators, inflation (CPI) continued to glide lower for the entire FY17, and had averaged around 4.53% for the year FY17. The RBI has further set a target of 4% by the end of FY18. The fall has been mainly due to lower MSP increases, steady commodity prices and structural supply side reforms, further aided by a good monsoon after two years of weak / drought like monsoon. Within CPI, it is the core CPI (i.e. ex food and fuel) which remains sticky. Food inflation remained low as global agri commodities prices fell and good rains kept domestic food prices in check. Industrial Production has remained the Achilles' heel for Indian economy for the past several years and still continues to be so. The IIP growth slowed down to 0.48% compared with a 2.4% growth in the previous year, largely due to excess capacity in the system. On the external trade side, exports have started to look up since the start of Q3 FY17, on account of a low base and also on account on improvement in the global economy. Moreover, the popular (and widely tracked) twin deficits of the country, CAD and Fiscal Deficit continue to improve and are expected to be around 1.3% and 3.5% respectively as compared to 1.3% and 3.9% respectively in the previous year.

As far as investment flows are concerned, the story of the year was rise (and subsequent sustenance) of domestic institutional investors' flow, which matched the FII flows dollar for dollar. So, while FIIs invested Rs.540 bn, DIIs pumped in Rs.547 bn during the year FY17. FII flows are expected to improve in FY18 as government reforms boost growth. Macro indicators also continue to be better than other comparable emerging markets.

On the primary market front, FY17 saw a very healthy pipeline being executed. Interestingly out of 21 large IPOs, almost 15 companies have beaten the Sensex's performance. Even on a standalone basis the BSE IPO index was up by a whopping 32% for the fiscal year. Nearly Rs.28,000 crores was raised by these IPOs, the highest since FY10-11.

Further your Company's continued focus on cost reduction and productivity enhancement initiatives supported by market buoyancy have resulted into considerable gains both in revenues as well as profitability. Further, we enhanced our product offerings and reached out to specific profitable segments successfully.

Your Company reported a consolidated net profit of Rs.7.27 crores in FY 16-17. Income from operations of the Company for the FY 16-17 is Rs.133.11 crores as compared to Rs.127.65 crores for the previous year.

Given the underlying potential of Indian markets in the long run, we continue to be positive on the long term potential in India and expect retail investors to increase their participation in capital markets. Your Company will continue to work towards creating enduring value for its stakeholders and customers by converting challenges into opportunities.

Yours Sincerely,



Gopi Krishna Tulsian
Chairman