

ADITYA BIRLA MONEY LIMITED

CIN: L65993GJ1995PLC064810

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

Email: care.stocksandsecurities@adityabirlacapital.com Website: www.stocksandsecurities.adityabirlacapital.com

Ph: 044-49490000, Fax: 044-28290835

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Shareholders of ADITYA BIRLA MONEY LIMITED will be held on Friday, July 06, 2018 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:
 - (a) the audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of the Board and the Auditors thereon; and
 - (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
- 2. To appoint a Director in place of Mr. Gopi Krishna Tulsian (DIN: 00017786), who retires from office by rotation and being eligible, offers himself for re-appointment.
- 3. To ratify the appointment of 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 2018-19 on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS

4. Limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act") and subject to such conditions, sanctions, permission as may be prescribed under any act, rules or regulations, consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- (a) give any loans to any person or other body corporate; and / or
- (b) give guarantee and / or to provide security in connection with a loan to any other body corporate or person; and / or
- (c) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

in one or more tranches and from time to time, up to the maximum amount of Rs.600 Crore (Rupees Six Hundred Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / security / investments so far made together with the proposed loans / guarantees / security / investments to be made, exceeds the limits prescribed under Section 186 of the Act.

FURTHER RESOLVED THAT the Board be and is hereby authorized on behalf of the Company to decide and finalize the terms and conditions while making investments, giving loans or guarantees or providing securities within the aforesaid limits and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

5. Alteration of Clause III (A) (2) of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), and subject to the approval of the Registrar of Companies, Gujarat, Dadra and Nagar Havelli, ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, Clause III (A) (2) of the Memorandum of Association of the Company, be and is hereby substituted by the following:

"(2) To carry on the business of acquiring by subscription or otherwise, buying, selling and / or otherwise dealing in India or abroad, shares, securities, bonds, debentures, Government Securities, fixed income instruments, financial instruments, derivatives of all kinds, nature and description as permitted under the applicable laws in India and abroad and also to act as market makers, arbitrageurs and / or hedgers, underwriters, sub-underwriters, trustee, administrator, jobbers, stock lenders in any of the above."

FURTHER RESOLVED THAT any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause III (A) (2) of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring them or the Board to secure any further consent or approval of the members of the Company."

6. Approval of Material Related Party transactions with Aditya Birla Finance Limited

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time ("the Act"), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Regulations"), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to ratify / approve all existing contracts / arrangements / agreements / transactions and to enter into new/further contracts / arrangements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Aditya Birla Finance Limited ("ABFL") a 'Related Party' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and ABFL.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board For Aditya Birla Money Limited

Date: April 26, 2018 Rajesh Gandhi
Place: Mumbai Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 and 6 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 30, 2018 to July 06, 2018 (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. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between 11:00 A.M. to 2:00 P.M. upto the date of the Annual General Meeting and will also be available for inspection at the Meeting.
- 8. Members may note that the Notice of the 22nd Annual General Meeting (AGM) and the Annual Report for 2017-18 will also be available on the Company's website https://stocksandsecurities.adityabirlacapital.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@adityabirlacapital.com.
- 9. 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 22nd 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 Tuesday, July 03, 2018 (9.00 A.M.) and ends on Thursday, July 05, 2018 (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 of June 29, 2018, 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	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. 	
	 In case the sequence number is less than 8 digits enter the applicable number of O'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 RAOOOOOOO1 in the PAN field. 	
Dividend Bank Details OR Date of Birth (DOB)	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.	
	 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 for the relevant "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 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 Cooperates.
 - 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.
- 10. The result declared, along with the Scrutinizer's report shall be placed on the company's website www.stocksandsecurities.adityabirlacaptial.com and on the website of CDSL after the result is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.

ANNEXURE TO THE NOTICE DATED APRIL 26, 2018

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

Item No. 4

The Company may have surplus funds from time to time. To achieve its strategic and business objectives and for better utilization of funds, the Company may invest in various securities from time to time. Further, the Company may also provide loan / guarantee to associate and group companies. Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of members by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs.600 Crore (Rupees Six Hundred Crore only) outstanding at any time not withstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Directors recommend the resolution for approval by the members.

Item No. 5

The existing Main Object Clause III (A) (2) of the Memorandum of Association enables the Company to invest and carry out allied activities like buying, selling and dealing in securities. In order to bring clarity in the Clause, your Directors propose to replace the existing clause with the more explicit clause as stated in the notice of the Meeting. It is proposed to amend the said Clause. The amendment would be subject to the approval of the Registrar of Companies, Gujarat, Dadra and Nagar Havelli and any other Statutory or Regulatory Authority, as may be necessary.

A Copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the registered office of the Company during the days and hours mentioned in the notes to the Notice of this Meeting.

None of the Directors / Key Managerial Personnel of the company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Directors recommend the resolution for approval by the members.

Item No. 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions already entered with Aditya Birla Finance Limited ("ABFL"), a fellow subsidiary company, qualifies to be a Material Related Party transaction under Listing Regulations.

The Company has existing arrangements with ABFL, which is in the ordinary course of business. However, the value of transactions with ABFL in respect of Financial Year 2017-18 and estimated value of transaction from next financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2018. ABFL is a fellow subsidiary company, which is a 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

ABFL is currently having the following transactions with the Company:

- Recovery of Cost Infrastructure, Manpower cost and other allied costs / expenses,
- Management Fees / Brokerage / Commission / Custodian Fees
- Promotional activities on behalf of the Company

The particulars of the contract / arrangement with ABFL are as under:

Particulars	Information
Name of the Related Party	Aditya Birla Finance Limited
Nature of Relationship	Fellow Subsidiary
Nature of Contract	Availing and Rendering of Services [Section 188(1)(d) of the Companies Act, 2013]
Duration of Contract	On-going transactions in the ordinary course of Business
Salient features of Contract	Aditya Birla Money Limited (ABML) has entered into an agreement with Aditya Birla Finance Limited (ABFL) for sharing of brokerage and commission in relation to client introduction and wealth management services at an agreed ratio.
	In the course of such activities, the Company also renders various services to ABFL in relation to the following for which the actual costs incurred are recovered:
	(i) Data confirmation and information dissemination including customer awareness about the products and services
	(ii) All support services in relation to client acquisition and post servicing assistance in Planning, Reporting, People & Relationship management and Compliance management
	In addition to the above, the following nature of transactions are happening with ABFL in the normal course of business.
	 Recovery of Cost - Infrastructure, Manpower cost and other allied costs / expenses
	 Management Fees / Brokerage/ Commission / Custodian Fees (As a Client)/Commission
	 Management Fees on Capital Market / Mutual Fund services and ancillary services
	Income from Promotional activities / Advertisement Income
Date of Approval of the Board / Audit	January 25, 2017
Value of Transaction for the year ended March 31, 2018	Rs.18.17 Crore
Estimated Value of Transactions for the FY 2018-19	Rs.30.00 Crore

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Directors recommend the resolution for approval by the members.

By Order of the Board For Aditya Birla Money Limited

Date: April 26, 2018 Rajesh Gandhi
Place: Mumbai Company Secretary

Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Name of the Director	Mr. Gopi Krishna Tulsian
Date of Birth	2 nd February, 1937
Date of first appointment in the Board	9 th September 2014
Qualification	B.Com., FCA
Expertise in specific functional area	Mr. Tulsian has work experience of more than 51 years. Previously, he has worked with companies like House of Bangurs, Pan Century Edible Oil Sdn. Bhd. Malaysia, Thai Rayon Company, Bangkok. Currently he is chairing position of Executive President in Grasim Industries Limited (Chemical Division).
	He has handled several manufacturing and service industry businesses in his career. He has been associated with Aditya Birla Group since November, 1977 and currently on the Board of various Indian and International Companies of the Group.
Directorships held in Other Companies	Aditya Birla Commodities Broking Limited Aditya Birla Power Company Limited Aditya Birla Retail Limited BGH Properties Private Limited Birla Telecom Limited Birla TMT Holdings Private Limited Green Acre Agro Services Private Limited IGH Holdings Private Limited Infocyber India Private Limited Cosiris Corporate Services Private Limited Cosiris E-Infratech Private Limited FIC Properties Limited Samruddhi Swastik Trading And Investments Limited Sun God Trading And Investment Limited Sunbeam Trading & Investments Private Limited Sunbeam Trading & Investments Private Limited
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 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 5

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