



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 Nineteenth Annual General Meeting of the shareholders of **ADITYA BIRLA MONEY LIMITED** will be held on Friday, the 28th August 2015 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, 2015 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. Gopi Krishna Tulsian (DIN:00017786), 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, 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 (ICAI Firm Registration No.301003E) Chartered Accountants, Mumbai, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of Nineteenth Annual General Meeting till the conclusion of the Twenty Fourth 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

4. To appoint Ms. Pinky A Mehta (DIN:00020429) 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 Ms. Pinky A Mehta (DIN:00020429) who was appointed as an Additional Director 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 March 30, 2015 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 Ms. Pinky A Mehta for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation."

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

"RESOLVED THAT pursuant to the provisions of Clause 49 (VII) of the Listing Agreement 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 and is hereby accorded to ratify the related party transaction(s) entered into with Aditya Birla Money Mart Limited (hereinafter referred to as 'ABMML'), a fellow subsidiary of the Company for the period April 2014 to March 2015 for availing and rendering of services as mentioned below for Rs. 15.82 Crore on such terms and conditions as deemed necessary by the Board.

Scope of Services

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.

Further, the services rendered to ABMML include;

- (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."

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

"RESOLVED THAT pursuant to the provisions of Clause 49(VII) of the Listing Agreement 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 2015 to March 2016 for a transaction value of a sum not exceeding an aggregate of Rupees 25 Crores on such terms and conditions as may be deemed necessary by the Board.

Scope of Services

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.

Further, the services rendered to ABMML include;

- (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.

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."

By Order of the Board
For Aditya Birla Money Limited

Date : May 04, 2015
Place : Chennai

Vikashh K Agarwal
Company Secretary

Notes:

1. **AMEMBERENTITLEDTOATTENDANDVOTEATTHE19THANNUALGENERALMEETING("THEMEETING")**
ISENTITLEDTOAPPOINTAPROXYTOATTENDANDVOTEINSTEADOFHIMSELFANDTHEPROXYNEED
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 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 August 22, 2015 to August 28, 2015 (both days inclusive).
5. Details under Clause 49 of the Listing Agreement 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 19th Annual General Meeting (AGM) and the Annual Report for 2014-15 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members, the facility to exercise their right to vote at the 19th Annual General Meeting by electronic means. The Board of Directors has appointed Ms. B. Chandra, Practising Company Secretary, as the Scrutinizer for scrutinizing the remote 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 25, 2015 (9.00 A.M.) and ends on August 27, 2015 (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 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) 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 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)	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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "ADITYA BIRLA MONEY LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (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

The Board of Directors appointed Ms. Pinky A Mehta as an Additional Director of the Company with effect from March 30, 2015 and she 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 Ms. Pinky A Mehta for the Office of Director. The same has been posted on the Company's website www.adityabirlamoney.com. Accordingly, the Board recommends her appointment as Director of the Company liable to retire by rotation.

Brief resume of Ms. Pinky A Mehta, nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships /chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges and Secretarial Standards on General Meetings, is annexed to this Notice.

Ms. Pinky A Mehta is interested in the resolution set out respectively at Item No. 4 of the Notice with regard to her 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 & 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. The Board also provided its consent on the same at its meeting dated November 5, 2014.

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 Clause 49 of the Listing Agreement, for 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, the approval of the shareholders is required. Further, as per Section 188 of the Companies Act, 2013, any transaction related to availing or rendering of services, which exceeds 10% of the net worth of the company, requires the approval of the shareholders.

The Board recommends the Special Resolutions set out at Item No. 5 & 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. 5 & 6.

By Order of the Board
For Aditya Birla Money Limited

Date : May 04, 2015
Place : Chennai

Vikashh K Agarwal
Company Secretary

Details of Directors seeking appointment / re-appointment in the 19th Annual General Meeting as required under Clause 49 of the Listing Agreement and Secretarial Standard on General Meetings

Name of the Director	Ms. Pinky Atul Mehta	Mr. Gopi Krishna Tulsian
Date of Birth	21 st April, 1969	2 nd February, 1937
Date of appointment in the Board	30 th March 2015	25 th March, 2014
Qualification	B. Com., F.C.A.	B.Sc., F.C.A.
Expertise in specific functional area	Ms. Pinky Atul Mehta has an overall experience of 26 years, out of which she has been associated with the Aditya Birla Group for 23 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. She has been designated as the Chief Financial Officer of Aditya Birla Nuvo Limited with effect from July 01, 2015.	Mr. 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 November, 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. Tulsian has also been designated as the Chairman of the Board of the Company.
Directorships held in other companies	1. Grasim Bhiwani Textiles Limited 2. Essel Mining & Industries Limited 3. Aditya Birla Financial Services Limited 4. Madura Garments Lifestyle Retail Company Limited	1. Aditya Birla Retail Limited 2. Aditya Birla Power Company Limited 3. Aditya Birla Commodities Broking Limited 4. BGH Properties Private Limited 5. BGH Exim Private Limited 6. Birla TMT Holdings Private Limited 7. Green Acre Agro Services Private Limited 8. Industry House Limited 9. IGH Holdings Private Limited 10. Infocyper India Private Limited 11. Osiris E-Infratech Private Limited 12. Osiris Info Services Private Limited 13. Osiris Corporate Services Private Limited 14. PIC Properties Limited 15. Sun God Trading And Investment Limited 16. Samruddhi Swastik Trading And Investments Limited 17. SKI Carbon Black (India) Private Limited 18. Sunbeam Trading & Investments Private Limited 19. TGS Investment & Trade Private Limited
Chairman / Member of Committee(s) of Board of Directors of the Company	Nil	Member of: 1. Risk Governance Committee 2. Stakeholders Relationship Committee 3. Finance Committee 4. Preference Share Allotment Committee 5. CSR Committee
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Nil	As a Member of: 1. Audit Committee of Samruddhi Swastik Trading and Investments Limited 2. Nomination and Remuneration Committee of Aditya Birla Retail Limited 3. ESOP Committee of Aditya Birla Retail Limited 4. Allotment Committee of Aditya Birla Retail Limited 5. Share Allotment Committee of Aditya Birla Commodities Broking Limited
Whether related with other Directors/Key Managerial Personnel	No	No
Number of meetings attended during the year	Nil (Appointed as an Additional Director with effect from March 30, 2015)	4 out of 5
Number of Shares held in Company	Nil	Nil

As required under Clause 49 of the Listing Agreement, there are no inter-se relationships between the Board of Directors of the Company.



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 Nineteenth Annual General Meeting held at the Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat on Friday, the 28th day of August 2015 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:

1. 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.
2. 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

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 Nineteenth Annual General Meeting of the Company, to be held on Friday, August 28, 2015 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, 2015		
2.	Appointment of a Director in place of Mr. Gopi Krishna Tulsian, who retires by rotation and being eligible, seeks reappointment		
3.	Appointment of M/s. S.R. Batliboi & Co. LLP as auditors and fixing their remuneration		
4.	Appointment of Ms. Pinky A Mehta as Director liable to retire by rotation		
5.	Ratification of Related Party Transactions entered into by the Company during the financial year 2014-15		
6.	Approval for Related Party Transactions entered into by the Company during the financial year 2015-16		

Signed this day of 2015

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

Note:

1. 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.
2. 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.