

# ADITYA BIRLA



**MONEY**

Ref: SECTL/2017 – 37

August 23, 2017

**Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**MUMBAI – 400 001**

Fax # 022-22723121/ 22722037  
22722041/ 22723719  
22722039/ 22722061

**National Stock Exchange of India Limited,**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East)  
**MUMBAI – 400 051**

Fax # 022-26598237/38

Dear Sir/Madam,

**Sub: Postal Ballot Notice –Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

**Scrip Code: BSE – 532974; NSE – BIRLA MONEY**

Further to our letter dated August 08, 2017 informing Stock Exchange about the approval of the Board of Directors of the Company for extension of benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 ("**Scheme 2017**"), being the employee stock option scheme formulated and approved by the board of directors and members of Aditya Birla Capital Limited, the holding company of the Company, to the permanent employees in the management cadre, including managing and whole-time directors of the Company and the payment of costs, by the Company, pertaining to exercise of the stock options or restricted stock units, to be granted in terms of the Scheme 2017 to the employees of the Company and in terms of Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice and Postal Ballot form.

The Postal Ballot Notice, Postal Ballot form along with other documents as required, are being sent to Members of the Company whose names appear on the Register of Members as on August 18, 2017 i.e. ("**Cut-Off Date**") as maintained by the Registrar and Share Transfer Agent and list of beneficial owners, as received from the National Securities Depository Limited and the Central Depository Services (India) Limited, seeking approval by way of Special Resolution for extension of benefits of the Scheme 2017, to the certain permanent employees of the Company in the management cadre, including managing and whole-time directors of the Company and the payment of costs, by the Company, pertaining to exercise of the stock options or restricted stock units, to be granted in terms of the Scheme 2017 to the employees of the Company.

Aditya Birla Money Limited  
All Centre, No. 53 Creams Road,  
Chennai 600 006.

**ADITYA BIRLA**



**FINANCIAL SERVICES**

Telephone +91 44 3919 0002/3  
Fax +91 44 2829 0835  
Website [www.adityabirlamoney.com](http://www.adityabirlamoney.com)  
Corporate Website [www.abfsg.com](http://www.abfsg.com)  
E-mail [abm.care@adityabirla.com](mailto:abm.care@adityabirla.com)

## ADITYA BIRLA



### MONEY

The Company has engaged the services of CDSL for providing e-voting facility to all its shareholders. The voting through Postal Ballot and e-voting will commence at 9.00 a.m. IST on August 27, 2017 and will end at 5.00 p.m. IST on September 25, 2017. The results of the postal ballot will be declared on or before 5.00 p.m. IST September 27, 2017.

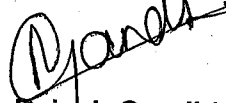
The above documents are also available on the website of the Company i.e. [www.adityabirlamoney.com](http://www.adityabirlamoney.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For Aditya Birla Money Limited,

  
Rajesh Gandhi  
Company Secretary

ADITYA BIRLA



MONEY

## ADITYA BIRLA MONEY LIMITED

CIN: L65993GJ1995PLC064810

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

Tel: +91-44-39190002/3, Fax: +91-44-28290835

Email: [abml.investorgrievance@adityabirla.com](mailto:abml.investorgrievance@adityabirla.com) Website: [www.adityabirlamoney.com](http://www.adityabirlamoney.com)

### NOTICE OF POSTAL BALLOT

Dear Shareholders,

**NOTICE** is hereby given pursuant to the provisions of Sections 67 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for approval of extension of benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 ("**Scheme 2017**") to the employees of the Company and the payment of costs / charges, by the Company, pertaining to exercise of the stock options or restricted stock units, to be granted in terms of the Scheme 2017 to the employees of the Company, are proposed for the approval of the shareholders of Aditya Birla Money Limited (the "**Company**") through postal ballot ("**Postal Ballot**") and electronic voting ("**e-voting**").

The explanatory statement pursuant to Sections 67 and 102 and other applicable provisions, if any, of the Act and Regulation 6(2) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**"), pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration, along with a postal ballot form ("**Postal Ballot Form**").

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically. E-voting is optional and all members (whether holding shares in dematerialised form or in physical form) may vote by completing and dispatching the Postal Ballot Form by post or by e-voting. The Board of Directors of the Company has appointed Ms. B. Chandra, Practising Company Secretary, Chennai as the Scrutinizer for conducting the Postal Ballot and the e-voting process in a fair and transparent manner.

Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post/speed post at the expense of the shareholder(s) will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. IST on September 25, 2017 to be eligible for being considered, failing which the Postal Ballot Form shall be deemed invalid.

Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting". References to postal ballot(s) in this postal ballot notice ("**Postal Ballot Notice**") include votes received electronically.

The Scrutinizer will submit her report to the Chairman or any other authorized person of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on 5.00 p.m. IST on September 27, 2017 and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), Cameo Corporate Services Limited - Registrar and Share Transfer Agent ("RTA") and would also be displayed on the Company's website [www.adityabirlamoney.com](http://www.adityabirlamoney.com).

**Draft Resolution No.1: Approval of extension of benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including managing and whole-time directors, of the Company and the payment of costs / charges, by the Company, pertaining to exercise of the stock options or restricted stock units, to be granted to the employees of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions contained in the Articles of Association of the Company and Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by 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, including the Nomination and Remuneration Committee constituted by the Board, to exercise its powers conferred by this Resolution) the consent of the members be and is hereby accorded to the extension of the benefits and coverage of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017, including any amendments thereof ("**Scheme 2017**") being the employee stock option scheme formulated and approved by the Board of Directors and members of Aditya Birla Capital Limited, the holding company of the Company, to such persons who are in permanent employment of the Company in the management cadre, including any managing or whole time directors (selected on the basis of criteria decided by the Board or Committee thereof in accordance with the terms of the Scheme 2017) under the Scheme 2017 on such terms and conditions as may be fixed or determined by the Board and/or by Aditya Birla Capital Limited in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time and the payment of costs / charges by the Company on behalf of the employees of the Company as may be necessary for the employees to exercise the options pursuant to the Scheme 2017 in such proportion as may be fixed or determined by the Board up to 100% (one hundred per cent) of the cost of exercise of the relevant stock options or restricted stock units subject to an amount not exceeding Rs.52,500,000/- (Rupees Five Crore Twenty Five Lacs only) excluding any tax, duties or levies thereon in one or more tranches from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above 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, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure or obtain any further approval of the members of the Company."

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

Date : August 8, 2017  
Place: Mumbai

**Rajesh Gandhi  
Company Secretary**

**Notes:**

1. The explanatory statement pursuant to Sections 67 and 102 of the Act and the SEBI SBEB Regulations stating all material facts and the reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the register of members / list of beneficial owners as available with the Depositories as on August 18, 2017. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on August 18, 2017. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent to shareholders in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the shareholders.
5. The shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case shareholders cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [abml.investorgrievance@adityabirla.com](mailto:abml.investorgrievance@adityabirla.com). The Registrar and share Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
7. A shareholder cannot exercise his vote by proxy on Postal Ballot.
8. The resolutions, if passed by the requisite majority shall be deemed to have been passed on September 25, 2017 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
9. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office at Indian Rayon Compound, Veraval, Gujarat-362266, and the Corporate Office of the Company at Ali Centre, No.53, Greams Road, Chennai-600006 during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/ e-voting.
10. Shareholders can vote using e-voting facility provided by CDSL through [www.evotingindia.com](http://www.evotingindia.com), (please read the General information and instructions relating to e-voting given in the notice for details). The Board of Directors has appointed Ms. B. Chandra, Practising Company Secretary, as the Scrutinizer for scrutinizing e-voting and Physical postal ballot voting process in a fair and transparent manner.

**General information and instructions relating to e-voting:**

- (i) A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., August 18, 2017 only shall be entitled to avail the facility of e-voting.
- (ii) The voting period begins at 9.00 a.m. on August 27, 2017 and will end at 5.00 p.m. on September 25, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 18, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

## Instructions and other information relating to e-voting:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on Shareholders / Members:
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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>                                                                                                                                                                                                                                                                                         |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "ADITYA BIRLA MONEY LIMITED" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT PURSUANT TO SECTIONS 67 AND 102 OF THE COMPANIES ACT, 2013

**Resolution No.1: Approval of extension of benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the permanent employees in the management cadre, including managing and whole-time directors of the Company and the payment of costs / charges, by the Company, pertaining to exercise of the stock options or restricted stock units, to be granted to the employees of the Company.**

### Background:

- I. Stock options in the hands of the employees have been an effective instrument to align the interests of the employees with that of the company, its holding company and its shareholders, and provide an opportunity to the employees to share the growth of the Company. The Nomination, Remuneration and Compensation Committee (“NRC”) of the Board of Directors of Aditya Birla Capital Limited (“ABCL”), the holding company of the Company which presently holds around 75% of the share capital of the Company, has formulated the Aditya Birla Capital Limited Stock Option Scheme, 2017 (including any amendments thereof the “**Scheme 2017**”) in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The Scheme 2017 intends to reward, attract, motivate and retain permanent employees in the management cadre and managing/whole time directors of ABCL and its subsidiary companies, such as our Company, by offering them equity shares by way of an employee stock options scheme. According to the Scheme 2017, the identified eligible employees of ABCL and of the subsidiary companies of ABCL shall be granted employee stock options of ABCL in the form of options (“**Options**”) and/or restricted stock units (“**RSUs**”) which will be exercisable into equity shares of Rs.10/- each of ABCL upon such terms and conditions applicable to the Options and RSUs, as

the case may be. It is proposed that the Company shall pay to ABCL the costs pertaining to exercise by the employees of the Company of the stock options or restricted stock units to be granted in terms of the Scheme 2017, in such proportion as may be fixed or determined by the Board of Directors or NRC of the Company, of amounts up to 100% (one hundred per cent) of the costs of exercise of the relevant Options or RSUs subject to an amount not exceeding Rs.52,500,000/- (Rupees Five Crore Twenty Five Lacs only) excluding any tax, duties or levies thereon on one or more tranches from time to time. The Scheme 2017 has been approved and adopted by ABCL's Board of Directors on June 26, 2017 and by ABCL's shareholders on July 19, 2017.

- II. The Board of Directors of the Company at its meeting held on August 8, 2017 has, subject to the approval of the shareholders of the Company by way of special resolution through postal ballot, approved the extension of benefits of the Scheme 2017 to the permanent employees in the management cadre, including managing and whole time directors of the Company ("**Eligible Employees**") and the payment of costs / charges by the Company, pertaining to exercise of Options or RSUs, ("**Exercise Costs**") to be granted in terms of the Scheme 2017 to the employees of the Company. The amount of the Exercise Costs shall be determined by the Board of Directors of the Company, and shall not in any case exceed 100% (one hundred per cent) of the costs of exercise of the relevant Options or RSUs by the Eligible Employees.
- III. Given that the Options and RSUs granted to employees of the Company in terms of the Scheme 2017 shall be convertible into shares of ABCL, any grant, vesting or exercise of Options and RSUs under the Scheme 2017 will not have any impact on the share capital of the Company.
- IV. In terms of Section 67 of the Act, a public company ("**Assisting Company**") is prohibited from, *inter alia*, giving any direct or indirect financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made by any person for shares in the holding company of such Assisting Company. However, under section 67(3)(b) of the Act, such financial assistance is permitted in accordance with a scheme approved by the Assisting Company through special resolution, for the purchase of, or subscription for, fully paid-up shares in the holding company of the Assisting Company if the purchase or subscription is for shares held by the employees of the Assisting Company.
- V. Accordingly, since ABCL is the holding company of the Company and the Company proposes to make payment to ABCL of the Exercise Costs pertaining to the exercise of Options and RSUs by the employees and subscription by the Eligible Employees to shares of ABCL in terms of the Scheme 2017, the approval of the shareholders of the Company for the Scheme 2017 is sought by way of a special resolution in accordance with Section 67(3)(b) of the Act, as contained in the resolution appended to this Postal Ballot Notice.
- VI. The Scheme 2017 is formulated in accordance with the SEBI SBEB Regulations. Relevant details with respect to the aforementioned Scheme 2017 are as follows:

1. **Brief description of the Scheme 2017:**

The Scheme 2017 has been formulated for the benefit of employees of ABCL and its subsidiary and holding companies. The NRC of ABCL shall in accordance with the Scheme 2017 and applicable law, determine the eligibility criteria, quantum of stock options to be granted and the terms and conditions on which such stock options are to be granted.

2. **Total number of Options and RSUs (collectively, the "Stock Options") to be granted:**

The total number of Stock Options that may in the aggregate be granted to employees of ABCL and its subsidiary companies shall be such number that will/would entitle the grantees to acquire, in one or more tranches, such equity shares of ABCL not exceeding 3,22,86,062 equity shares of Rs.10/- each being 1.5% (one and half percent) of the fully diluted paid-up capital of ABCL. One Stock Option entitles the grantees to one equity share of ABCL (i.e. one Option will entitle the grantee to one Equity Share and one RSU will entitle the grantee to one equity share of ABCL.)

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional equity shares are issued by ABCL to the grantees for making such fair and reasonable adjustment, the ceiling of 3,22,86,062 equity shares shall be deemed to be increased to the extent of such additional equity shares of ABCL issued.

Stock Options not vested due to non-fulfillment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying equity shares of ABCL will be available for grant under the Scheme 2017 or under a new scheme, subject to compliance with applicable laws.

**3. Identification of classes of employees entitled to participate in the Scheme 2017:**

Persons who are permanent employees of ABCL in the management cadre, working in or out of India, including managing or whole time directors of ABCL, and its subsidiary companies, will be entitled to participate in the Scheme 2017, subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the board of directors or the NRC of ABCL, from time to time. The Company shall provide, for the consideration of the board of directors or the NRC of ABCL, a list of Eligible Employees for participation in the Scheme 2017.

The following category of employees / directors shall not be eligible to participate in the Scheme 2017:

- (a) a promoter or a person belonging to the promoter group;
- (b) an independent director;
- (c) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of ABCL.

**4. Requirements of vesting and period of vesting, including maximum period of vesting:**

The board of directors or the NRC of ABCL may, at its discretion, lay down certain criteria including, but not limited to the performance metrics on the achievement of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period as specified below.

**Vesting period for Options:** The Options would vest not earlier than one year and not later than six years from the date of grant of Options or such other period as may be determined by the NRC of ABCL. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the NRC, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2017 shall vest in one or more tranches.

**Vesting period for RSUs:** The RSUs would vest not earlier than one year and not later than six years from the date of grant of RSUs or such other period as may be determined by the NRC. The vesting schedule (i.e., exact proportion in which and the exact period over which the RSUs would vest) would be determined by the NRC, subject to the minimum vesting period of one year from the date of grant of RSUs. The RSUs granted under the Scheme 2017 shall vest in one or more tranches.

**5. Exercise price or pricing formula:**

**Exercise price for Options:** The equity shares of ABCL may be issued at such price that the board of directors or the NRC of ABCL may determine on the date of the grant of the Options under the Scheme 2017 and specify in the relevant grant documents provided that the exercise price per Option shall not be less than the face value of the equity share of ABCL.

**Exercise price for RSUs:** The equity shares of ABCL may be issued at such price that the board of directors or the NRC of ABCL may determine on the date of the grant of the RSUs under the Scheme 2017 and specify in the relevant grant documents provided that the exercise price per RSU shall not be less than the face value of the equity share of ABCL.

**6. Exercise period and process of exercise:**

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of Stock Options or such other period as may be determined by the board of directors or the NRC of ABCL. During the exercise period relating to each vesting, vested Options and vested RSUs can be exercised in one or more tranches, such that each tranche will be a minimum of 500 Options or 100 RSUs, as the case may be, except in cases where the number of vested Options is less than 500 or where the number of outstanding vested RSUs is less than 100.

The Stock Options will be exercisable by the Eligible Employees through a written application to ABCL accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the board of directors or the NRC of ABCL from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

The Scheme 2017 further provides for variation in the relevant exercise period in case of Stock Options granted to employees in the event of (i) death of the grantee while in employment; (ii) separation of a grantee due to reasons of permanent incapacity while in employment; (iii) separation from employment for reasons of normal retirement or a retirement specifically approved; (iv) termination of employment of the grantee as a "Good Leaver"; (v) termination of employment of the grantee due to breach of company policies / terms of employment; (vi) secondment or transfer of the grantee to any associate company of ABCL; and (vii) cessation of employment of the grantee in any other manner. Any such variations shall be made in accordance with the provisions of applicable law and shall be subject to the minimum vesting period of one year from the date of grant of the Stock Options.

**7. The Appraisal process for determining the eligibility of employees:**

The appraisal process for determining the eligibility of the employee will be specified by the board of directors or the NRC of ABCL, and will be based on criteria, such as role / criticality of the employee, length of service, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the board of directors or the NRC of ABCL, as applicable, at its sole discretion.

The board of directors or the NRC of ABCL may decide to extend the benefits of the Scheme 2017 to new entrants or to existing employees on such basis as it may deem fit, in accordance with applicable law.

**8. Maximum number of Stock Options to be issued per employee and in aggregate:**

The maximum number of Stock Options to be granted to any employee shall be decided by the board of directors or the NRC of ABCL. However, the number of Stock Options that may be granted to a single employee under the Scheme 2017 shall not exceed 0.5% of the paid up equity share capital of ABCL at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organization of capital structure of ABCL from time to time).

The aggregate of all such Stock Options shall not result into Stock Options entitling the grantees to subscribe to more than 3,22,86,062 Equity Shares of ABCL, which shall be adjusted in lieu of corporate actions, adjustments/ re-organization of capital structure of ABCL from time to time.

**9. Maximum quantum of benefits to be provided per employee under the scheme:**

In terms of the Scheme 2017, on the exercise of each Stock Option, the Eligible Employees shall be entitled to one equity share of ABCL (i.e. one Option will entitle the grantee to one Equity Share and one RSU will entitle the grantee to one equity share of ABCL.) Accordingly, the maximum quantum of benefits that each employee can receive pursuant to the Scheme 2017 is proportionate to the maximum number of Stock Options that may be granted to such Eligible Employees as mentioned in paragraph 8 above.

**10. Implementation and administration of the scheme:**

The Scheme 2017 shall be administered through the NRC of ABCL.

**11. Whether the Scheme 2017 involves new issue of equity shares or secondary acquisition or both:**

The Scheme 2017 will involve fresh issue of equity shares of ABCL.

**12. The amount of loan to be provided for the implementation of the Scheme 2017 by the Company to the trust, its tenure, utilization, repayment terms:**

As the Scheme 2017 is proposed to be implemented and administered through the NRC of ABCL, this requirement is not applicable.

**13. Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme 2017:**

The Scheme 2017 will not involve secondary acquisition of Equity Shares and accordingly, this requirement is not applicable.

**14. Disclosure and accounting policies:**

ABCL shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities from time to time.

**15. Method of Stock Options' valuation:**

ABCL shall value the Stock Options in accordance with applicable laws, and make the requisite disclosures in this regard.

**16. Other Terms:**

The Board or the NRC of ABCL shall have the absolute authority to vary or modify the terms of the Scheme 2017 in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2017.

**VII. Additional relevant details pertaining to the Scheme 2017 as required to be provided in terms of Rule 16(2) of the Companies (Share Capital and Debentures) Rules, 2014 are set out below:**

**1. Class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:**

Employees of the Company who are in permanent employment of the Company in the management cadre, including any managing or whole time directors will be entitled to participate in the Scheme 2017 and are entitled to receive grants of the Options and RSUs, subject to fulfilment of the eligibility criteria as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the board of directors or the NRC of ABCL, from time to time.

**2. The particulars of the trustee or employees in whose favour such shares are to be registered:**

As the Scheme 2017 is proposed to be implemented and administered through the NRC of ABCL, shares shall not be registered in favour of any trust. Upon exercise of the Stock Options granted to the Eligible Employees in terms of the Scheme 2017, the shares of ABCL issued upon such exercise will be registered in favour of the relevant Eligible Employees who exercise the Stock Options.

3. **The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Scheme 2017 will be implemented by the NRC of ABCL and accordingly, this requirement is not applicable.

4. **Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:**

The directors and key managerial personnel of the Company may be eligible to participate in the Scheme 2017 and receive grants of Stock Options in accordance with the terms of Scheme 2017, similar to participation by any other permanent employee of the Company in the management cadre. Other than such participation, the key managerial personnel, directors or promoters of the Company do not have any interest in the Scheme 2017.

5. **The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:**

One Stock Option entitles the grantees to one equity share of ABCL (i.e. one Option will entitle the grantee to one equity share and one RSU will entitle the grantee to one equity share of ABCL.) Accordingly, the maximum quantum of benefits that each employee can receive pursuant to the Scheme 2017 is the proportionate number of shares of ABCL upon the exercise of their vested Stock Options. In terms of the Scheme 2017, the number of Stock Options that may be granted to a single employee under the Scheme 2017 shall not exceed 0.5% of the paid up equity share capital of ABCL at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments / re-organization of capital structure of ABCL from time to time). The terms of the Scheme 2017 and the process for implementation of the Scheme 2017 is set out in sub - paragraphs 1 - 10 of paragraph VI above.

6. **The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:**

The Eligible Employees of the Company will be entitled to exercise the Options and/or the RSUs, as the case may be, in accordance with the terms of the Scheme 2017. Once an employee of the Company exercises the Options and/or the RSUs (as the case may be) and becomes a registered holder of the equity shares of ABCL, he/she shall be entitled to vote in respect of such equity shares of ABCL. Until such time that the Eligible Employees exercise the Options and/or the RSUs, such Eligible Employees shall not have the right or status of any kind as a shareholder of ABCL (for example, bonus shares, rights shares, dividend, voting, etc.).

In the opinion of the Board, the proposal for the extension of the Scheme 2017 to the employees of the Company and the payment of the Exercise Costs in this regard is in the interest of the Company. The Directors, therefore, recommend the special resolution as set out in the Postal Ballot Notice for the approval of the shareholders.

None of the directors or any key managerial personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

Date : August 8, 2017  
Place: Mumbai

**Rajesh Gandhi  
Company Secretary**



**ADITYA BIRLA**



**MONEY**

**ADITYA BIRLA MONEY LIMITED**

CIN: L65993GJ1995PLC064810

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

Tel: +91-44-39190002/3, Fax: +91-44-28290835

Email: abml.investorgrievance@adityabirla.com Website: www.adityabirlamoney.com

**POSTAL BALLOT FORM**

| Sl. No. | Particulars                                               | Details       |
|---------|-----------------------------------------------------------|---------------|
| 1.      | Name of the First Named Shareholder<br>(In Block Letters) |               |
| 2.      | Postal Address                                            |               |
| 3.      | Registered Folio No. / D.P & Client ID No.                |               |
| 4.      | Class of Share                                            | Equity Shares |

I/We hereby exercise my/our votes in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated August 8, 2017 of the Company by sending my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below :

| Sl. No. | Item No.                                                                                                                                                                                                                                                                                                                                                                                              | No. of shares held by me | I assent to the resolution | I dissent from the resolution |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------|-------------------------------|
| 1.      | Approval of extension of benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 and to the permanent employees in the management cadre, including managing and whole-time directors, of the Company and the payment of costs / charges, by the Company, pertaining to exercise of the stock options or restricted stock units, to be granted to the employees of the Company. |                          |                            |                               |

Place :

Date :

(Signature of the Shareholder/Authorized Representative)

Note: Please put a tick (✓) in the appropriate column against the resolutions indicated in the Box.



## INSTRUCTIONS FOR POSTAL BALLOT

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Aditya Birla Money Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
3. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice. Postal Ballot Form received after 5.00 p.m. on September 25, 2017 will be strictly treated as if the reply from such Member(s) has not been received.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
8. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
  - (a) It has not been signed by or on behalf of the shareholder;
  - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
  - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
  - (d) Neither assent nor dissent is mentioned;
  - (e) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
  - (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (g) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - (h) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on August 18, 2017.
10. The result of the Postal Ballot will be declared on September 27, 2017 at the Corporate Office of the Company at Ali Centre, 53, Greams Road, Chennai-600006.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.6 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. Detailed e-voting instructions are given in the Postal Ballot Notice dated August 8, 2017. The e-voting window is open from 9.00 a.m. on August 27, 2017 and will end at 5.00 p.m. on September 25, 2017. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-voting facility, as well as, sends his vote through physical postal ballot, the vote cast through physical postal ballot will NOT be considered and the voting through e-voting shall only be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.