



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: SECTL/2018 – 7

24<sup>th</sup> January, 2018

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**MUMBAI – 400 001**

Fax # 022-22723121/ 22722037  
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**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 Sirs,

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015- Scheme of Amalgamation**  
**Scrip Code: BSE – 532974; NSE – BIRLA MONEY**

The Board of Directors of Aditya Birla Money Limited at its meeting held on January 24, 2018 has considered and approved a Scheme of Amalgamation for merger of Aditya Birla Commodities Broking Limited, a wholly owned subsidiary of the Company, with the Company under Section 230-232 of the Companies Act, 2013 ("Scheme").

The Scheme is subject to necessary Statutory and Regulatory approvals including the approvals of the National Company Law Tribunal, respective Shareholders and Creditors, if any, of each of the Companies involved in the Scheme.

The information pursuant to Regulation 30 of LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure A**.

Thanking you,

Yours faithfully,  
For **Aditya Birla Money Limited**,

  
**Rajesh Gandhi**  
Company Secretary



Encl.: as above.

**Aditya Birla Money Ltd.**

Ali Centre, No. 53, Greams Road, Chennai - 600 006

+91 44 3919 0002/3 | (F) +91 44 2829 0835

care.stocksandsecurities@adityabirlacapital.com | www.adityabirlamoney.com

**Registered Office:**

Indian Rayon Compound, Veraval,  
Gujarat -362,266

CIN: L65993GJ1995PLC064810



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## Annexure A

**Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“LODR Regulations”) with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.**

### 1. Details of Transferor and Transferee Companies:

#### **Transferor Entity:**

Aditya Birla Commodities Broking Limited (“ABCBL”) is a company incorporated on 10<sup>th</sup> October 2003 in the name of Apollo Sindhoori Commodities Trading Limited in the State of Tamil Nadu. Subsequently, a fresh certificate of incorporation dated September 29, 2009 upon change of name to Aditya Birla Commodities Broking Limited was issued by the Registrar of Companies, Chennai. The registered office of ABCBL was shifted from the State of Tamil Nadu to the State of Gujarat with effect from 30th April 2011. The registered office of ABCBL is situated at Indian Rayon Compound, Veraval, Gujarat – 362 266. ABCBL is a wholly owned subsidiary of the Transferee Company. ABCBL is authorized and primarily engaged in the business of commodities broking. It offers services of commodities broking as commodity broker of the Multi Commodity Exchange of India Limited (“MCX”) and National Commodity and Derivative Exchange Limited (“NCDEX”).

#### **Transferee Company:**

Aditya Birla Money Limited (“ABML”) was originally incorporated on 4<sup>th</sup> July, 1995 with the name ‘Apollo Sindhoori Capital Investments Limited’. Subsequently, a fresh certificate of incorporation was issued to ABML by the Registrar of Companies on 3<sup>rd</sup> August, 2009 for change of its name to Aditya Birla Money Limited. ABML is authorized and providing services as a stock broker, depository participant, portfolio manager, mutual fund distributor, research analyst and investment adviser. It is registered as stock broker of National Stock Exchange of India Limited and BSE Limited, Depository Participant for Central Depository Services (India) Limited and National Securities Depository Limited. It is registered with SEBI as Portfolio Manager, Research Analyst and an Investment Adviser. It is also registered with AMFI as a Mutual Fund distributor. The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited. The registered office of ABML is situated at Indian Rayon Compound, Veraval, Gujarat-362 266.



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The Net worth and turnover of both the companies as on 30th Sept 17 is as under-

Particulars	Networth as on December 31, 2017 (Rs. in Cr.)	Revenue for 9 months ended on December 31, 2017 (Rs. in Cr.)
ABML	51.73	116.16
ABCBL	4.73	3.94

**2. Whether the transaction would fall within related party transactions?**

The proposed amalgamation is not to be treated as a related party transaction in terms of General Circular No. 30/2014 dated 17<sup>th</sup> July, 2014 issued by the Ministry of Corporate Affairs. Further, pursuant to Regulation 23(5)(b) of the LODR Regulations, the related party provisions under LODR Regulations are not applicable to the proposed scheme.

**3. Area of business of the entities:**

As mentioned in point no. 1.

**4. Rational for the proposed Scheme:**

**The reasons and Circumstances leading to and justifying the proposed Scheme of Amalgamation, which make it beneficial for all concerned including the members of both the Companies, are as follows:**

- a. Earlier, stock brokers were not allowed to carry out commodity broking business in the same entity and there was a requirement to set-up a separate entity / company for conducting business of commodities broking. Commodities broking business was regulated by Forward Market Commission (FMC). Government of India repealed the Forward Contracts (Regulation) Act, 1952 (FCRA) w.e.f. September 29, 2015 and merged FMC with the Securities and Exchange Board of India (SEBI).
- b. Post-merger of FMC with SEBI, various statues, rules and regulations, like the Securities Contracts (Regulations) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, SEBI (Stock Brokers and Sub Brokers) Regulations, 1992 have been amended whereby (i) restriction on stock brokers for dealing in commodity derivatives and (ii) requirement of setting up a separate company for conducting business in commodity derivatives have been done away with.



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- c. Both the Transferor and Transferee Company are operating in similar line of business and can be combined for mutual benefit. Both the Companies are in Broking Business which can be carried out more efficiently as one amalgamated entity.
- d. The Scheme would enable:
- (i) integration of both security and commodity broking in a single entity thereby facilitating ease of doing business
  - (ii) consolidate the investments within the Transferee Company to simplify the complexity of the corporate structure; and
  - (iii) help in elimination of duplication in administrative cost and multiple record-keeping and achieve operational efficiency and synergy and thus resulting in cost savings.
- e. The Scheme is commercially viable and feasible and is in fact fair and reasonable.

#### **5. Details of Change in Shareholding Pattern:**

There will be no change in Shareholding pattern of the Transferee Company pursuant to the proposed Scheme as no shares are being issued by the company in consideration of the proposed scheme.

#### **6. Consideration and / or Share Exchange ratio:**

As the entire Issued, Subscribed and Paid up Share Capital of the Transferor company is held by the Transferee Company and its Nominees, upon the Scheme being effective, notwithstanding anything contrary in this Scheme, the said Equity Share Capital of the Transferor Company will stand automatically cancelled and there will be no issue and allotment of Shares to the transferor Company as the Transferee company and its nominee are the only Shareholders of the Transferor Company.



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