

ADITYA BIRLA



MONEY

Ref: SECTL/2016 – 37

23rd September, 2016

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

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

Fax # 022-26598237/38

Dear Sirs,

Sub: Proceedings of the 20th Annual General Meeting –
Ref: Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015
Scrip Code: BSE – 532974; NSE – BIRLA MONEY

Pursuant to Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015, please find the enclosed copy of Proceedings of 20th Annual General Meeting of the company held on 24th August, 2016 at the registered office of the Company at Indian Rayon Compound, Veraval-362266, Gujarat.

The above is for your information and records.

Thanking you,

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


Vikashh K Agarwal
Company Secretary

Encl: Copy of 20th AGM Proceedings

Aditya Birla Money Limited
Ali Centre, No. 53 Greaves Road,
Chennai 600 006.

ADITYA BIRLA

FINANCIAL SERVICES

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MINUTES OF THE PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA MONEY LIMITED HELD ON WEDNESDAY, THE 24TH DAY OF AUGUST, 2016 AT 11.00 A.M. AT THE REGISTERED OFFICE, INDIAN RAYON COMPOUND, VERAVAL - 362 266, GUJARAT

Time of Commencement of meeting : 11.00 A.M.
Time of Conclusion of meeting : 11.35 A.M.

Present: -

Directors Mr. Tushar Shah (Director)
Mr. P. Sudhir Rao (Chairman – Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee)

Company Secretary Mr. Vikashh K Agarwal

Statutory Auditors Mr. Pikashoo Mutha, representative of
M/s. S.R. Batliboi & Co. LLP, Chartered Accountants

Shareholders 31 Shareholders were present in person at the meeting

Proxies & There was no proxy present at the Meeting and

Representatives 1 person was present as authorised representative u/s 113 of the Companies Act, 2013 at the meeting covering 41,550,000 Equity Shares constituting 75% of the paid-up equity shares of the Company.

ELECTION OF CHAIRMAN

Mr. Vikashh K Agarwal, Company Secretary of the Company, welcomed all the Shareholders, Authorized Representative, Directors and Statutory Auditors present at the 20th Annual General Meeting of the Company.

Since the Chairman of the Board had expressed his inability to attend the meeting, the Company Secretary requested the members present to elect one of the Directors present at the meeting as the Chairman of the Meeting. Mr. R. C Sharma, a member of the Company proposed the name of Mr. Tushar Shah, Director as the Chairman of the meeting, which was seconded by Mr. Gopal Pamnani. On a show of hands, Mr. Tushar Shah was elected as the Chairman of the meeting.

Accordingly, Mr. Tushar Shah took the Chair and thanked the Shareholders for electing him as the Chairman of the Meeting.

QUORUM

The Chairman enquired from the Company Secretary, whether the requisite quorum was present. The Company Secretary confirmed that the requisite quorum was present and requested the Chairman to commence the proceedings of the meeting.

The Chairman welcomed the shareholders and other representatives and introduced the fellow Director and other members seated on the dais. The Chairman further



added that Mr. Gopi Krishna Tulsian, Ms. Pinky A Mehta, Mr. Shriram Jagetiya and Mr. G. Vijayaraghavan, Directors of the Company had expressed their inability to attend the meeting due to their professional commitments.

The Chairman further added that M/s BNP & Associates, the Secretarial Auditors of the Company had expressed their inability to attend the meeting and in this regard, the Company also has accepted and taken note of the leave of absence.

REGISTERS AND DOCUMENTS MADE AVAILABLE FOR INSPECTION

The Chairman then informed that the following documents and Registers were made available for inspection by any member during the continuance of the meeting.

1. Audited Accounts along with the Directors' Report and Report of the Auditors' thereon for the year ended 31st March 2016.
2. Proxy Register with NIL valid proxy lodged with the Company.
3. Register of Directors and Key Managerial Personnel and their Shareholding & Register of Contracts and Arrangements in which Directors and KMP are interested.
4. A Certificate dated August 11, 2016 from the Statutory Auditors confirming that the Employee Stock Option Schemes of the Company had been implemented in accordance with the SEBI (Employee Share Based Employee Benefits) Regulations, 2014.
5. Notice of candidature by a member under Section 160 of the Companies Act, 2013
6. Annual Report of Subsidiary, Aditya Birla Commodities Broking Limited.

NOTICE OF THE MEETING

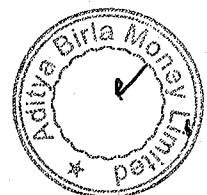
With the consent of the shareholders present, the Notice of the 20th Annual General Meeting dated 29th July, 2016 was taken as read.

STATUTORY AUDITOR'S REPORT

The Chairman informed that since there were no qualifications, comments or observations mentioned by the Statutory Auditors in their Report which may have any adverse effect on the functioning of the Company, the said unqualified report was not being read in terms of the provisions of Section 145 of the Companies Act, 2013. He further informed that the Statutory Auditor's Report was available for inspection by the members at the Meeting.

SECRETARIAL AUDITORS' REPORT

The Chairman informed that since there were no qualifications, comments or observations mentioned by the Secretarial Auditors in their Report which may have any adverse effect on the functioning of the Company, the said unqualified report was not being read. He further informed that the Secretarial Auditor's Report was available for inspection by the members at the Meeting.



WELCOME ADDRESS

The Chairman welcomed the Shareholders to the 20th Annual General Meeting and gave a brief on the overall market scenario, outlook and the Company's performance during the year 2015-16.

Thereafter, the following resolutions were proposed and seconded one after the other.

Ordinary Business**Resolution No. 1: Adoption of Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2016****Passed as an Ordinary Resolution**

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss Account of the Company for the year ended 31st March, 2016 along with the notes forming part of the accounts, the Cash Flow Statement, the Directors' Report and the Auditors' Report as circulated to the Shareholders and placed before the members be and are hereby approved and adopted."

Mr. Jigar Kumar K Shah, a shareholder proposed the resolution which was seconded by Mr. Vidyanand Mishra, another shareholder present at the meeting.

Thereafter, the Chairman invited questions from the shareholders present, in relation to the Annual Accounts for the year 2015-16. Since no question was asked on the Audited Annual Accounts, the Chairman proceeded to the next agenda item.

Resolution No. 2: Re-appointment of Mr. Shriram Jagetiya as Director liable to retirement by rotation**Passed as an Ordinary Resolution**

"RESOLVED THAT Mr. Shriram Jagetiya (DIN: 01638250), a Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company."

Mr. Murlidhar Raut, a shareholder proposed the resolution which was seconded by Mr. Gopal Pamnani.

Resolution No. 3: Ratification of appointment of M/s. S.R. Batliboi & Co. LLP as auditors and fixing their remuneration.**Passed 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 2016-17 on such remuneration as may be determined by the Board of Directors."

Mr. Ishwar Pamnani, a shareholder proposed the resolution which was seconded by Mr. R C Sharma.

Special Business

When coming to Resolution No.4, Mr. Tushar Shah, Chairman of the Meeting requested Mr. Sudhir Rao to preside over the Meeting as he is interested in this Resolution. Then Mr. Sudhir Rao, Chaired and resumed the proceedings of the Meeting.

Resolution No. 4: Appointment of Mr. Tushar Shah as Director liable to retire by rotation

Passed as an Ordinary Resolution

"RESOLVED THAT Mr. Tushar Shah (DIN: 07504267) who was appointed as an Additional Director (Non-Executive) 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 May 06, 2016 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 Mr. Tushar Shah for the office of Director, be and is hereby appointed as a Director of the Company liable to retirement by rotation."

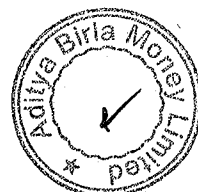
Mr. R C Sharma, a shareholder proposed the resolution which was seconded by Ms. Chhaya Dalal.

After the proceeding of Resolution No.4 was over, Mr. Sudhir Rao requested Mr. Tushar Shah to resume the Chair to preside over rest of the agenda of the 20th AGM Notice. Then Mr. Tushar Shah, once again Chaired and resumed the Proceedings of the Meeting.

Resolution No. 5: To appoint Mr. Murali Krishnan L R as the Manager of the Company.

Passed as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 2(78), 196, 197, 203 read Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules referred therein (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 appoint Mr. Murali Krishnan L R as the Manager of the Company at a remuneration not exceeding Rs.27 lakhs per annum inclusive of perquisites and performance related compensation, if any for a period of 3 years with effect from May 06, 2016 to May 05, 2019.



RESOLVED FURTHER THAT in the event of higher profits in the upcoming years, the Board of Directors, be and is hereby authorized to alter and vary the terms and conditions of appointment including remuneration, if necessary, within such limit(s) or ceiling from time to time, as prescribed under the provisions of the Companies Act, 2013."

Mr. Deepak Tripathi, a shareholder proposed the resolution which was seconded by Mr. Ashvin Kumar B Padaliya.

Resolution No. 6: Approval for Related Party Transactions entered into by the Company with Aditya Birla Money Mart Limited during the financial year 2016-17.

Passed as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 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 2016 to March 2017 for a transaction value of a sum not exceeding an aggregate of Rs.25 Crores on such terms and conditions as may be deemed necessary by the Board.

Scope of Services

1. Commission / Management Fees
 - 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 Authorized Person of the Company for broking operations pursuant to SEBI Circular MIRSD/ DR-1/ Cir-16 /09 dated November 06, 2009.
2. Capital Market / Mutual Fund services and ancillary services
3. Recovery of Cost – Infrastructure, Manpower and other expenses
4. Reimbursement of Cost – Infrastructure, Manpower and other expenses
5. Income from Promotional activities / Advertisement Income

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."

Mr. Dilip Kumar N Vadukul, a shareholder proposed the resolution which was seconded by Mr. Ratheesh O Krishnan.



Resolution No. 7: Approval for the Related Party Transaction with M/s. Aditya Birla Finance Limited and M/s. SKI Carbon Black (India) Private Limited for availing Loan.

Passed as an Ordinary Resolution

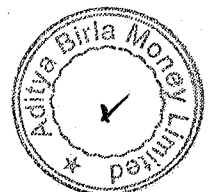
“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and subject to such approvals, consents, sanctions and permissions 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 Finance Limited and SKI Carbon Black (India) Private Limited for availing a loan in one or more tranches for a sum not exceeding Rs.100 Crores and Rs.40 Corers respectively as and when required by the company at such rates prevalent at the time of availing of the loan and on such terms and conditions as may be deemed necessary for the purpose of obtaining the loan.

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.”

Name of the Related Party	Aditya Birla Finance Limited	SKI Carbon Black (India) Private Limited
Nature of Transaction	Availing of interest bearing working capital loan	Availing of interest bearing working capital loan
Period of Transaction	From time to time as per business requirement of the Company	From time to time as per business requirement of the Company
Maximum amount of transaction	Rs.100 Crores (Rupees Hundred Crores only) in a single/multiple tranches depending upon the working capital requirement of the company	Rs.40 Crores (Rupees Twenty Crores only) in a single/multiple tranches depending upon the working capital requirement of the company
Rate of Interest	At such rate prevalent at the time of availing of the loan.	At such rate prevalent at the time of availing of the loan.

Mr. Sudhir Subedar, a shareholder proposed the resolution which was seconded by Mr. Mohd Hanif Sumra.

After all the resolutions were proposed and seconded, the Chairman informed the members that in terms of Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) 2015, remote e-Voting facility was made available to members from August 21, 2016 at 9:00 A.M. to August 23, 2016 at 5:00 P.M. for the businesses proposed in the AGM Notice through CDSL platform. Ms. B. Chandra, Practicing Company Secretary was appointed as the Scrutinizer for the voting process.



The Chairman then ordered for a poll in accordance with the provisions of Section 109 of the Companies Act, 2013. He requested the eligible members as on the cut-off date i.e. August 17, 2016 and those who had not casted their vote through remote e-voting, to cast their vote in the ballot paper provided to them.

The Chairman then requested the Company Secretary to explain the poll process to the Shareholders of the Company. The Chairman then informed that the results of the resolutions passed by e-Voting and poll would be disseminated through the Stock Exchanges and the website of the Company.

Since all the members present had cast their vote through e-Voting, there was no voting through poll done at the meeting.

The Scrutinizer, Ms. B. Chandra, submitted her report dated August 24, 2016 on the e-voting and the poll process which was also disseminated on the website of the Company.

The voting results of the resolutions passed at the meeting are as follows:

Resolution Sl. No	No. of Votes cast		Total Valid Votes	Assent %	Dissent %	Passed / Not Passed
	In favour	Against				
1	41587904	20	41587924	99.99995	0.00005	Passed as an Ordinary Resolution
2	41587904	20	41587924	99.99995	0.00005	Passed as an Ordinary Resolution
3	41587904	20	41587924	99.99995	0.00005	Passed as an Ordinary Resolution
4	41587904	20	41587924	99.99995	0.00005	Passed as an Ordinary Resolution
5	41587904	20	41587924	99.99995	0.00005	Passed as a Special Resolution
6	37904	20	37924	99.94726	0.05274	Passed as an Ordinary Resolution
7	37904	20	37924	99.94726	0.05274	Passed as an Ordinary Resolution

VOTE OF THANKS

Mr. P. Sudhir Rao, Director proposed the vote of thanks to the Chair.

As there was no other business, the Chairman declared the meeting as concluded and thanked the members for their co-operation for the smooth conduct of the meeting.

Date of entry : September 10, 2016

Date of signing :

Place : Mumbai

CHAIRMAN

