ADITYA BIRLA

MONEY

Ref : SECTL/2014 – 35

6th October, 2014

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 18th Annual General Meeting.
Scrip Code: BSE – 532974 ; NSE – BIRLA MONEY

Pursuant to Clause 31 of the Listing Agreement, please find enclosed copy of the Proceedings of the 18th Annual General Meeting of the Company held on 9th September, 2014.

Thanking you,

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

Vishwanath Raman
Authorised Signatory

Encl. : as above.

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

ADITYA BIRLA
FINANCIAL SERVICES

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MINUTES OF THE PROCEEDINGS OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA MONEY LIMITED HELD ON TUESDAY, THE 9TH SEPTEMBER, 2014AT 11.00 A.M. AT THE RESIGTERED OFFICE, INDIAN RAYON COMPOUND, VERAVAL - 362 266, GUJARAT

Present:-

Directors	Mr.Sudhakar Ramasubramanian(Managing Director) Mr.P.Sudhir Rao (Chairman – Audit Committee)
Auditors	Mr.B.Mohan M/s.S.R.Batliboi& Co. LLP, Chartered Accountants
Shareholders	35 Shareholders were present in person at the meeting
Proxy Holders & Representatives	1 person was present at the meeting through proxy and 1 person was present as authorised representativeu/s 113 of the Companies Act, 2013 at the meeting. 8 valid proxies covering 28,780 Equity Shares constituting 0.05% of the paid-up equity shares of the Company and 1 authorised representation covering 41,550,000 Equity Shares constituting 75% of the paid-up equity shares of the Company were laid before the meeting.

CHAIRMAN

Mr.S.Balaji, Company Secretary welcomed all the Shareholders/ Proxies/ Representation present at the 18th Annual General Meeting of the Company.

He informed the Shareholders that the Companies Act,2013 has been made effective from 1st April,2014 and therefore the proceedings of this Annual General Meeting was carried out as per the revised requirements of the new Act.

In the terms of the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and administration) Rules, 2014, the Company has extended E-voting facility to the Shareholders to enable them to vote on the resolutions set out in the Notice of meeting of the Annual General Meeting.

The E-voting facility commenced on September 02, 2014 at 9:00 A.M. and ended on September 04, 2014 at 6:00 P.M. Ms. B. Chandra, Practising Company Secretary was appointed as an Independent Scrutinizer, to scrutinize the e-voting process and submitted her- report on votes casted electronically.

Further, Shareholders who have already voted through the E-voting mechanism would not be able to participate in the poll, if announced at the meeting.

The Company Secretary thereafter requested the Shareholders present to elect one of the Directors as the Chairman of the meeting as per Article 82 of Articles of Association of the Company.

Mr.P.Sudhir Rao, Director, proposed the name of Mr.Sudhakar Ramasubramanian, Managing Director of the Company, as the Chairman of the meeting, which was seconded by Mr.Atul Lakhotia, a Shareholder. On a show of hands, Mr.Sudhakar Ramasubramanian was unanimously elected as Chairman of the meeting.

Accordingly, Mr.Sudhakar Ramasubramanian 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 quorumwas present and requested the Chairman to commence the proceedings ofthe meeting.

The Chairman welcomed the shareholders and other representatives and introduced the fellow director/persons seated on the dais.

STATUTORY REGISTERS

The Chairman informed that Statutory Registers as required under the Companies Act, 2013 and the Proxy Register were available for inspection during the continuance of the meeting.

NOTICE OF THE MEETING

With the consent of the shareholders present, the Notice of the Annual General Meeting dated 28th July, 2014 was taken as read.

AUDITORS' REPORT

The Chairman informed that since there were no qualifications, comments or observations mentioned by the Auditors in their Report which 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 auditor report was available for inspection by the members at the Meeting.

WELCOME ADDRESS

The Chairman welcomed the Shareholders to the 18th Annual General Meeting and made a brief speech on the overall market scenario, outlook and the Company's performance during the year 2013-14.
Thereafter, the following resolutions were proposed and seconded one after the other.

Resolution No. 1: Adoption of Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2014

Proposed by : Mr. Sudhakar Ramasubramanian

Seconded by : Mr. Atul Lakhotia

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2014and the Statement of Profit and Loss Account of the Company for the year ended 31st March, 2014 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."

Thereafter, the Chairman invited questions from the shareholders present, in relation to the Annual Accounts for the year 2013-14. Since no question was asked on the Audited Annual Accounts; the Chairman proceeded to the next agenda item.

Resolution No. 2: Appointment of M/s. S.R.Batliboi& Co. LLP as auditors

Proposed by : Mr. Jigar Shah

Seconded by : Mr.R C Sharma

"**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, Chartered Accountants, Mumbai (ICAI Firm Registration No.301003E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next 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."

Resolution No. 3: Appointment of Mr. P. Sudhir Rao as an Independent Director

Proposed by : Mr. DilipVadukal

Seconded by : Mr.GopalPammani

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. P. Sudhir Rao (DIN:00018213), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 8th September, 2019."

CHAIRMAN'S INITIALS

Resolution No. 4: Appointment of Mr. G. Vijayaraghavan as an Independent Director

Proposed by : Mr. Atul Lakhotia

Seconded by : Mr.B Solanki

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. G. Vijayaraghavan (DIN:00894134), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 8th September, 2019."

Resolution No. 5: Appointment of Mr. Shriram Jagetiya as Director liable to retirement by rotation

Proposed by : Mr. M Raut

Seconded by : Ms. Shraddha Mehta

"**RESOLVED THAT**Mr. Shriram Jagetiya (DIN:01638250) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article No.103 of the Articles of Association of the Company with effect from March 25, 2014 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 proposing the candidature of Mr. Shriram Jagetiya for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation."

Resolution No. 6: Appointment of Mr.Gopi Krishna Tulsian as Director liable to retirement by rotation

Proposed by : Mr. R C Sharma

Seconded by : Ms.ChhayaDalal

"**RESOLVED THAT** Mr. Gopi Krishna Tulsian (DIN:00017786) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article No.103 of the Articles of Association of the Company with effect from March 25, 2014 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 proposing the candidature of Mr. Gopi Krishna Tulsian for the office of Director be and is hereby appointed as a Director of the Company liable to retirement by rotation."

Since the next resolution proposed to be passed was related to his own appointmentas the Managing Director, Mr.SudhakarRamasubramanian, who was also the Chairman for the meeting, requested Mr. Sudhir Rao to occupy the chair and conduct the proceedings of the meeting.

Resolution No. 7: Re-appointment of Mr. Sudhakar Ramasubramanian as Managing Director

Proposed by : Mr. GopalPammani

Seconded by : Mr. J P Vaja

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the re-appointment of Mr. Sudhakar Ramasubramanian (DIN: 02584713) as the Managing Director of the Company with effect from February 1, 2014 for a period of three years, without remuneration, and shall not be subject to retirement by rotation, so long as Mr. Sudhakar Ramasubramanian functions as the Managing Director of the Company.

RESOLVED FURTHER THAT in case any remuneration is paid by the Company to Mr. Sudhakar Ramasubramanian as Managing Director, such remuneration shall be in accordance with provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 and in the event the Company having a loss or inadequacy of profits, such remuneration shall be paid in accordance with the conditions and the limits specified in Part II, Schedule V of the Companies Act, 2013 and all applicable circulars / notifications issued by the Central Government from time to time in this behalf or subject to the approval of Central Government as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter the terms and conditions of appointment including payment of remuneration if any, and do all such other acts, deeds and things as may be deemed necessary or desirable and permissible under the applicable law in connection with or incidental to the re-appointment of Mr. Sudhakar Ramasubramanian, as the Managing Director of the Company."

Mr. Sudhir Rao stepped down as the Chairman of the meeting and requested Mr. Sudhakar Ramasubramanian, to occupy the Chair and conduct the remaining proceedings of the meeting.

Resolution No. 8: Adoption of new Articles of Association

Proposed by : Mr. Deepak Tripathi

Seconded by : Mr.DilipVadukal

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting duly initialed by the Company Secretary be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Resolution No. 9: Approval to the Board to borrow money upto Rs.300 crores

Proposed by : Mr. Jigar Shah

Seconded by : Mr.IshwarPammani

"RESOLVED THAT supplemental to the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting held on 15th July, 2009 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company (hereinafter referred to as the "Articles"), consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company's assets and properties including uncalled capital, stock in trade notwithstanding that the monies so borrowed together with the monies, already borrowed, if any, by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid up capital and free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs.300 Crore (Rupees Three Hundred Crore) only over and above the aggregate of the paid up capital and free reserves."

Resolution No. 10: Approval of Employee's Stock Option Scheme -2014

Proposed by : Mr. Murlidhar S Raut

Seconded by : Mr. R C Sharma

"RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules, if any, of the Act, the Memorandum and Article of Association of

the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time ("SEBI Guidelines"), other concerned and relevant authorities, and other applicable laws, if any and subject to such approvals, permissions, conditions and modifications as may be prescribed or imposed by any regulatory authorities and subject to the such conditions and modifications as may be prescribed or imposed while granting such approvals, consents which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall deemed to include the Nomination and Remuneration Committee / Compensation Committee), consent of the Company be accorded to the Board to introduce and implement the 'Aditya Birla Money Limited - Employee's Stock Option Scheme -2014' (hereinafter referred to as 'the Scheme') the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time or for the benefit of such person (s) who are in permanent employment of the Company whether working in India or out of India, Directors of the Company and such other persons as permissible under SEBI Guidelines (hereinafter referred to as 'Employee' or Employees'), under the Scheme, in one or more tranches, upto 27,70,000 new equity shares of Re.1/- each of the company, in the form of options (hereinafter referred to as "Securities") at such price and on such terms and conditions as may be determined by the Board in accordance with the Scheme, the Guidelines and other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT the Board thereof is authorized to exercise all such authorities, powers and functions as may be necessary or required for the purpose of formulation and/or implementation of Scheme, including the terms and conditions for grant, issue, vesting and exercise of Options, and/ or concerning issue of shares, and lock in, if any, and to do all such acts and deeds as may be necessary to give effect to this resolution and to settle any question or doubt that may arise in relation thereto.

RESOLVED FURTHER THAT the said Securities may be allotted in accordance with the Scheme either directly or through a trust, which may also envisage for providing any financial assistance to the trust to enable the trust / employees to acquire, purchase or subscribe to the said Securities of the Company.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted in the manner aforesaid shall rank paripassu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotment and listing of securities and / or for the purpose of complying with any guideline or regulations that may be issued from time to time by any appropriate authority, the Board be authorised on behalf of the Company to make any modifications, changes variation alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time, provide such variations, modifications, alterations or revisions are not detrimental to the interest of employees.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts and execute all such documents as it may in its absolute discretion deem necessary including taking all the necessary steps for listing of the equity shares allotted under the Stock Option Scheme, on the Stock Exchange(s) as per the terms and conditions of the listing agreement entered into with the concerned Stock Exchange(s)."

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 Clause 35B of the Listing Agreement, e-voting facility was made available to members from September 2, 2014 to September 4, 2014 for businesses proposed in the AGM Notice through CDSL platform. Ms. B. Chandra, Practicing Company Secretary who was appointed as the Independent Scrutinizer, scrutinized the e-voting process and submitted her report for the votes cast electronically and the report of the same was placed before the meeting.

The Chairman then ordered for a poll in accordance with the provisions of Section 109 of the Companies Act, 2013 and appointed Mr. Atul Lakhotia as a Scrutinizer for scrutinizing the Ballot Papers.He requested the eligible members as on the cut-off date i.e. August 01, 2014 and who had not cast their vote through electronic mode, 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. Thereafter, Mr. Balaji, Company Secretary, briefly explained the poll process.

The Chairman then requested Mr. Atul Lakhotia to lock the poll boxes after showing the empty poll boxes to the Shareholders/ proxy holders and also requested the Shareholders present to cast their votes.

Since all the members present have casted the vote through e- voting, there wasno voting throughpoll done at the meeting

The Chairman theninformed that the combined results of the resolutions passed by e-voting and poll would be disseminated through the Stock Exchanges, website of the Agency (CDSL) and of the Company.

VOTEOFTHANKS

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.

Place: Mumbai

Date :September 24, 2014

CHAIRMAN

CHAIRMAN'S INITIALS