

ADITYA BIRLA MONEY



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October 21, 2011

Mr. Gopalkrishnan Iyer
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Bombay Stock Exchange Limited
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The Secretary
National Stock Exchange of India Limited
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Mr. Sampath Kumar
The Madras Stock Exchange Limited
Exchange Building
11, Second Line Beach
CHENNAI – 600 001

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Dear Sirs,

Sub: Proceedings of the 15th 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 15th Annual General Meeting of the Company held on 23rd September, 2011.

Thanking you,

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


S. Balaji
Company Secretary



Encl. : as above.

ADITYA BIRLA MONEY LIMITED

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

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ADITYA BIRLA MONEY LIMITED

MINUTES OF THE PROCEEDINGS OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA MONEY LIMITED HELD ON FRIDAY, THE 23RD SEPTEMBER, 2011 AT 11.30 A.M., AT THE RESIGTERED OFFICE, INDIAN RAYON COMPOUND, VERAVAL - 362 266, GUJARAT.

Present : -

Directors

Mr. Sudhakar Ramasubramanian
Mr. P. Sudhir Rao
Mr. G. Vijayaraghavan

Shareholders

5 Shareholders were present in person at the meeting

Proxy Holders & Representatives

15 persons were present at the meeting through proxy and 1 person was present as authorized representative under Section 187 at the meeting.

15 valid proxies covering 34,115 Equity Shares constituting 0.06% of the paid-up equity shares of the Company and 1 representation covering 41,550,000 Equity Shares constituting 75.00% of the paid-up equity shares of the Company were laid before the meeting.

CHAIRMAN

Mr. S. Balaji, Company Secretary welcomed all the Shareholders at the 15th Annual General Meeting of the Company and requested the Directors present to elect one of the Directors as the Chairman of the meeting.

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. G. Vijayaraghavan, Director. On a show of hands, Mr. Sudhakar Ramasubramanian was 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 and after ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to be in order.

PROXY REGISTER & REGISTER OF DIRECTORS' SHAREHOLDING

The Chairman informed that the Register of Directors' shareholding under Section 307 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 22nd July, 2011 was taken as read.



AUDITORS' REPORT

The Auditors' report on the Accounts of the Company for the year ended 31st March 2011 was read by the Company Secretary.

WELCOME ADDRESS

The Chairman welcomed the Shareholders at the 15th Annual General Meeting and made a speech on the overall market scenario and the Company's performance during the year 2010-11.

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

1.As an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account of the Company for the year ended 31st March, 2011, the Directors' Report and the Auditors' Report as circulated to the Shareholders and laid before the meeting be and are hereby received, considered and adopted."

Proposed by : Mr. Sudhakar Ramasubramanian
Seconded by : Mr. P.Sudhir Rao

Thereafter, the Chairman invited questions from the shareholders present, in relation to the Annual Accounts for the year 2010-11.

Since no question was asked on the Audited Annual Accounts, the Chairman put the above resolution to vote and on show of hands the Chairman declared that the same was passed with unanimous consent.

2.As an Ordinary Resolution:

"RESOLVED THAT Mr. Manoj Kedia who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director of the company, liable for retirement by rotation."

Proposed by : Ms.Kalpana Deepak Tripathi
Seconded by : Mr.Srinivas Subudhi

The Chairman put the above resolution to vote and on show of hands the Chairman declared that the same was passed with unanimous consent.

3.As an Ordinary Resolution:

"RESOLVED THAT that pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s. S. R. Batliboi & Co, Chartered Accountants, Mumbai (Firm Registration No.301003E) be and is hereby appointed as the Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be decided by the Board/Audit Committee of the Board, plus reimbursement of out of pocket expenses as may be incurred in the performance of their duties (excluding service tax, if any)."

Proposed by : Ms.Kiran Gopal Pamnani
Seconded by : Ms Kalpana Deepak Tripathi



The Chairman put the above resolution to vote and on show of hands the Chairman declared that the same was passed with unanimous consent.

4.As an Special Resolution:

Mr. Sudhakar Ramasubramanian, Chairman vacated the Chair being interested in the following resolution of his appointment as a Managing Director in the Company and requested Mr. P. Sudhir Rao to conduct the proceedings. Accordingly, Mr. P. Sudhir Rao occupied the Chair.

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and all applicable circulars / notifications issued by the Central Government from time to time in this behalf, as amended from time to time, consent of the Company, be and is hereby accorded to the appointment of Mr. Sudhakar Ramasubramanian, as Managing Director of the Company with effect from February 1, 2011 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 198, 309, 310 read with Schedule XIII of the Companies Act 1956 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 XIII of the Companies Act, 1956 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 are 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 appointment of Mr. Sudhakar Ramasubramanian, as Managing Director of the Company."

Proposed by : Mr. Srinivas Subudhi
Seconded by : Ms.Kiran Gopal Pamnani

The Chairman put the above resolution to vote and on show of hands the Chairman declared that the same was passed with unanimous consent.

Mr. P. Sudhir Rao thereafter requested Mr. Sudhakar Ramasubramanian to Chair the remaining proceedings of the meeting.

VOTE OF THANKS

Mr. G. Vijayaraghavan, 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 : Veraval
Date : September 23, 2011

Sd/-
CHAIRMAN

**CERTIFIED TRUE COPY
FOR ADITYA BIRLA MONEY LTD.,**


Company Secretary