

Stocks and Securities

Aditya Birla Money Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



PROTECTING INVESTING FINANCING ADVISING

Ref: SECTL/2021 – 110

November 24, 2021

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

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

Scrip Code: BSE – 532974

NSE – BIRLA MONEY

Dear Sir / Madam,

Sub : Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) – Notice of Extra Ordinary General Meeting

In continuation to our letter dated November 20, 2021, please find attached herewith the Notice of the Extra Ordinary General Meeting of the Members of Aditya Birla Money Limited to be held on **Thursday, December 16, 2021 at 11.00 a.m.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM), for seeking approval of the Members for the following special businesses:

- a) Reclassification of Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company
- b) Increase in Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company
- c) Alteration of Articles of Association of the Company
- d) Approval of Material Related Party Transactions with Aditya Birla Capital Limited
- e) Offer and issue of 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares to Aditya Birla Capital Limited, Promoter and Holding Company, on private placement basis

The Notice is being dispatched electronically to those Members whose email IDs are registered with the Company / M/s. Cameo Corporate Services Limited, Registrar and Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited, as on Friday, November 19, 2021 (“cut-off date”).

The Notice of the Extra Ordinary General Meeting has also been uploaded on the Company’s website and can be accessed at www.adityabirlamoney.com

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

This is for your information and record.

For **Aditya Birla Money Limited**

Sangeeta Shetty
Company Secretary

Aditya Birla Money Ltd.

Sai Sagar, 2nd & 3rd Floor, Plot No.: M-7, Thiru-Vi-Ka (SIDCO) Industrial Estate,
Guindy, Chennai - 600 032 | +91 44 4949 0000 / 4949 0200
care.stocksandsecurities@adityabirlacapital.com
www.stocksandsecurities.adityabirlacapital.com

Registered Office:

Indian Rayon Compound, Veraval
Gujarat - 362 266
CIN: L65993GJ1995PLC064810

ADITYA BIRLA MONEY LIMITED

Registered Office: Indian Rayon Compound, Veraval - 362266, Gujarat

Corporate Office: Sai Sagar, 2nd & 3rd Floor, Plot No. M-7,

Thiru-Vi-Ka (SIDCO) Industrial Estate, Guindy, Chennai – 600032

Tel: +91 44 4949 0000; Fax: +91 44 2250 1095; Email: abml.investorgrievance@adityabirlacapital.com

CIN: L65993GJ1995PLC064810; Website: www.adityabirlamoney.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM No.1/2021-22) of the Members of ADITYA BIRLA MONEY LIMITED will be held on **Thursday, 16th December 2021 at 11.00 a.m.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1

Reclassification of Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 4, 13, 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the

Members of the Company be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty Five Crore only) comprising of ₹15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of ₹1/- (Rupee One) each and ₹10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,000 (Ten Lakh) Preference Shares of ₹100/- (Rupees Hundred) each, **to ₹25,00,00,000/- (Rupees Twenty Five Crore only) comprising of:**

- a) ₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹1/- (Rupee One) each and
- b) ₹18,00,00,000/- (Rupees Eighteen Crore only) divided into 18,00,000 (Eighteen Lakh) Preference Shares of ₹100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty Five Crore only) comprising of ₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹1/- (Rupee One) each and ₹18,00,00,000/- (Rupees Eighteen Crore only) divided into 18,00,000 (Eighteen Lakh) Preference Shares of ₹100/- (Rupees Hundred) each, with all rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company, with the power to the Board to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. 2

Increase in Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the

Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Authorised Share Capital of ₹25,00,00,000/- (Rupees Twenty Five Crore only) comprising of ₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹1/- (Rupee One) each and ₹18,00,00,000/- (Rupees Eighteen Crore only) divided into 18,00,000 (Eighteen Lakh) Preference Shares of ₹100/- (Rupees Hundred) each, **to ₹33,00,00,000/- (Rupees Thirty Three Crore only) comprising of:**

- a) **₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹1/- (Rupee One) each, and**
- b) **₹26,00,00,000/- (Rupees Twenty Six Crore only) divided into 26,00,000 (Twenty Six Lakh) Preference Shares of ₹100/- (Rupees Hundred) each.**

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is ₹33,00,00,000/- (Rupees Thirty Three Crore only) comprising of ₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹1/- (Rupee One) each and ₹26,00,00,000/- (Rupees Twenty Six Crore only) divided into 26,00,000 (Twenty Six Lakh) Preference Shares of ₹100/- (Rupees Hundred) each, with the power to the Board to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. 3

Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of Article 3 of the Articles of Association of the Company by deleting the same and substituting in its place and stead, the following new Article 3:

- ‘3. The Authorised Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company, with all rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents and with the power to the Board to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Item No. 4

Approval of Material Related Party Transactions with Aditya Birla Capital Limited

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (“the Act”), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transaction(s) and pursuant to the approval of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the Company to enter into new / further contracts / arrangements / agreements / transactions with Aditya Birla Capital Limited (“ABCL”), Promoter and Holding Company, a 'Related Party' of the Company within the meaning of the Act and the Regulations, for offer, issuance, allotment and redemption of Non-Cumulative Non-Convertible Redeemable Preference Shares in one or more tranches pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, management support, business advisory support services, infrastructure facilities / services and cost recovered from the Company pursuant to the Aditya Birla Employees Stock Option Scheme 2017 of ABCL,

for an amount not exceeding **₹160 Crore per financial year, upto the financial year ending March 31, 2032**, including any material modifications, alterations or amendments thereto as may be approved by the Audit Committee and/or the Board of Directors, in the ordinary course of business and at arm's length, as more particularly enumerated in the explanatory statement for Item No. 4 to this Notice of the General Meeting and on such terms and conditions as may be considered appropriate and agreed between the Company and ABCL.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) be and is hereby duly empowered and authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

Item No. 5

Offer and issue of 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares to Aditya Birla Capital Limited, Promoter and Holding Company, on private placement basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which

expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to create, offer, issue and allot, in one or more tranches, 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each ("Preference Shares"), aggregating upto ₹80 Crore (Rupees Eighty Crore Only) at an issue price of ₹500 per share including premium of ₹400 per share to Aditya Birla Capital Limited, Promoter and Holding Company, on a private placement basis, proposed to be utilized towards redemption of existing Redeemable Preference Shares of the Company and for the business operations of the Company, on the terms and conditions as enumerated and set out in the explanatory statement for Item No. 5 to this Notice of the General Meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the offer are as under:

- a) Preference Shares shall carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend, if any, declared by the Board and repayment of capital on winding up;
- b) Preference Shares shall be non-participating in surplus funds;
- c) Preference Shares shall be non-participating in surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- d) Dividend payable on the Preference Shares shall be non-cumulative;
- e) Preference Shares shall not be convertible into equity shares;
- f) Preference Shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013 or any amendment or re-enactment thereof;

- g) Preference Shares will not be listed;
- h) Preference Shares shall be redeemable at a redemption price of ₹639 per share including premium of ₹539 per share aggregating to ₹102.24 Crore upon maturity or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the Preference Shareholders under Section 48 of the Companies Act, 2013 and other applicable provisions, if any, but not later than a period exceeding ten years from the date of allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Preference Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and such other provisions as may be applicable.

RESOLVED FURTHER THAT the Board or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds, matters and things and execute and/or file all such deeds, documents, forms and writings and also give such directions and delegations, as it may in its absolute discretion deem fit and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

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

**Sangeeta Shetty
Company Secretary**

Place: Mumbai
Date : 15th November 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the "Act")

The following statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item Nos. 1, 2 and 3

Reclassification and Increase in Authorized Share Capital and consequent Alteration of Memorandum and Articles of Association of the Company

The existing Authorized Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty Five Crore only) comprising of ₹15,00,00,000/- divided into 15,00,00,000 Equity Shares of ₹1/- each and ₹10,00,00,000/- divided into 10,00,000 Preference Shares of ₹100/- each.

The Company is proposing to issue Non-Cumulative Non-Convertible Redeemable Preference Shares to Aditya Birla Capital Limited (Promoter and Holding Company) on a private placement basis with an objective of redemption of existing preference shares and for its business operations, which will result in increase in paid up share capital of the Company.

It is therefore proposed to reclassify and thereafter increase the existing Authorized Share Capital as follows:

- a) Reclassification to ₹25,00,00,000/- (Rupees Twenty Five Crore only) comprising of ₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹1/- (Rupee One) each and ₹18,00,00,000/- (Rupees Eighteen Crore only) divided into 18,00,000 (Eighteen Lakh) Preference Shares of ₹100/- (Rupees Hundred) each; and
- b) On approval of the above reclassification, increase the Authorised Share Capital to ₹33,00,00,000/- (Rupees Thirty Three Crore only) comprising of ₹7,00,00,000/- (Rupees Seven Crore only) divided into 7,00,00,000

(Seven Crore) Equity Shares of ₹1/- (Rupee One) each and ₹26,00,00,000/- (Rupees Twenty Six Crore only) divided into 26,00,000 (Twenty Six Lakh) Preference Shares of ₹100/- (Rupees Hundred) each.

The aforesaid alteration of the Authorized Share Capital will also require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company.

Pursuant to Sections 13 and 14 of the Companies Act, 2013 ('the Act'), the said reclassification of the Authorised Share Capital and the consequent alteration of Capital Clause of the Memorandum and Articles of Association of the Company, requires approval of the Members of the Company by way of a Special Resolution. However, pursuant to Section 61 of the Act, increase in Authorised Share Capital requires approval of Members through Ordinary Resolution. Accordingly, the approval of the Members is sought to reclassify and increase the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

A draft copy of the modified Memorandum and Articles of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the General Meeting.

Accordingly, the Board recommends the Special Resolutions set out at Item Nos. 1 and 3 and Ordinary Resolution set out in Item No. 2 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item Nos. 1, 2 and 3 of this Notice of the General Meeting.

Item No. 4

Approval of Material Related Party Transactions with Aditya Birla Capital Limited ('ABCL')

Aditya Birla Capital Limited ('ABCL'), being the holding company, is considered as a related party of the Company as per section 2(76) of the Companies Act, 2013 ('the Act'). As per Regulation 2(zc) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), any transfer of resources, services or obligation between the Company and a related party is considered as a Related Party Transaction (RPT).

Further, pursuant to Regulation 23 of the Listing Regulations, approval of the Members through Ordinary Resolution is required for all material RPTs, even if they are entered into in the ordinary course of business and at arm's length. For this purpose, a transaction is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company intends to issue 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares (Preference Shares) of nominal value of ₹100/- each to Aditya Birla Capital Limited, Promoter and Holding Company, on a private placement basis aggregating to ₹80 Crore at an issue price of ₹500 per share including premium of ₹400 per share redeemable at a redemption price of ₹639 per share including premium of ₹539 per share aggregating to ₹102.24 Crore at the end of 4 years or at such price and/or on such date

as may be determined and approved by the Audit Committee and/ or the Board of Directors of the Company in its full discretion including any material modifications thereto and varied after due approval of the Preference Shareholders under Section 48 of the Companies Act, 2013, but not later than a period exceeding ten years from the date of allotment.

From the proceeds of the issuance of these Preference Shares, the Company intends to redeem the existing preference shares issued to ABCL, having a redemption value of ₹62 Crore approximately.

The Company also avails management support, business advisory support services, infrastructure facilities / services from ABCL. Pursuant to Aditya Birla Employees Stock Option Scheme 2017 of ABCL, stock options are granted to the employees of the Company. Cost incurred by ABCL is recovered from the Company over the period of vesting. The approximate amount of the transactions is ₹10 Crore.

The aggregate transaction amount of approximately ₹160 Crore per financial year exceeds 10% of the annual turnover of the Company as per the last audited financial statements as on March 31, 2021. Therefore the said RPTs proposed to be entered into by the Company with ABCL will be material RPTs and require approval of the shareholders through resolution as per Regulation 23 of the SEBI Listing Regulations.

The particulars of the proposed transactions with ABCL are as under:

Particulars	Information
Name of the Related Party	Aditya Birla Capital Limited ('ABCL')
Nature of Relationship	Holding Company and Promoter
Nature of transaction	a) Issue of Preference Shares b) Redemption of existing preference shares c) Management Support, Business Advisory Support services, Infrastructure facilities / services and other Transactions d) Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of Aditya Birla Capital Limited

Duration of transaction	Upto the financial year ending on March 31, 2032, which also covers the maximum tenure of the proposed issue of Preference Shares
Material terms of the transaction	<p>a) Issue of 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares of the nominal value of ₹100 each proposed to be issued at an issue price of ₹500 per share including premium of ₹400 per share aggregating to ₹80 Crore and redeemable at a redemption price of ₹639 per share including premium of ₹539 per share aggregating to ₹102.24 Crore at the end of 4 years or at such price and/or on such date as may be determined and approved by the Audit Committee and the Board in its full discretion including any material modifications thereto and varied after due approval of the Preference Shareholders under Section 48 of the Companies Act, 2013, but not later than a period exceeding ten years from the date of allotment.</p> <p>b) Redemption of existing 10,00,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares (preference shares) as per the terms of issue of the said shares or as varied by the Board with the approval of the Preference Shareholders, having a redemption value of ₹62 Crore approximately.</p> <p>c) Management Support, Business Advisory Support services, Infrastructure facilities / services and other service availed in the ordinary course of business.</p> <p>d) Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of Aditya Birla Capital Limited as per the terms approved by the Members of the Company on 25th September 2017.</p>
Date of Approval of the Board / Audit Committee	15 th November 2021
Manner of determining price	<p>a) Valuation Report has been obtained from M/s. Bansi S. Mehta & Co., Chartered Accountants, registered valuer, for determining the issue price of the Preference Shares to be issued.</p> <p>b) The existing preference shares shall be redeemed at the redemption price applicable / determined during issue of the said shares or as varied by the Board with the approval of the Preference Shareholders.</p> <p>c) Management Support, Business Advisory Support services, Infrastructure facilities / services and other service are charged on cost basis at arm's length.</p> <p>d) Cost / charges to the Company pursuant to exercise of Options under the Aditya Birla Employees Stock Option Scheme 2017 of Aditya Birla Capital Limited are as per the terms approved by the Members of the Company on 25th September 2017.</p>
Estimated/ Maximum Value of Transactions per financial year	₹160 Crore

The Valuation Report obtained from M/s. Bansi S. Mehta & Co., Chartered Accountants, registered valuer, is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the General Meeting.

The Board recommends the said resolution for approval of Material Related Party Transactions for approval by the Members through Ordinary Resolution.

Ms. Pinky Mehta, Non-Executive Director of the Company, is also Chief Financial Officer of ABCL, Promoter and Holding Company of the Company. ABCL holds 73.70% shareholding of the Company.

Except above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of this Notice.

Further as per Regulation 23(4) of the Listing Regulations, no related party shall vote to approve a material RPT whether the entity is a related party to the particular transaction or not. Hence, all the promoters and related parties of the Company shall not vote to approve the aforesaid transaction/ resolution irrespective of being related to the transaction or not.

Item No. 5

Offer and issue of 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares to Aditya Birla Capital Limited, Promoter and Holding Company, on private placement basis

The Board of Directors at its meeting held on 15th November 2021, has approved the offer and issue of 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares

(‘Preference Shares’) of ₹100 each for cash, at an issue price of ₹500 per share including premium of ₹400 per share aggregating to ₹80 Crore (Rupees Eighty Crore only) on a private placement basis to Aditya Birla Capital Limited (‘ABCL’), Promoter and Holding Company.

In terms of Sections 42 and 55 of the Companies Act, 2013 (‘the Act’) read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an offer and issue of preference shares on private placement basis is required to obtain the approval of the Members by way of a Special Resolution for such offer.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company to make a private placement of upto 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each, aggregating upto ₹80 Crore (Rupees Eighty Crore Only) at an issue price of ₹500 per share including premium of ₹400 per share, to ABCL, on the terms and conditions set out hereunder.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the said issue of Preference Shares are as follows:

a)	The size of the issue and number of preference shares to be issued and nominal value of each share	16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each aggregating to ₹80 Crore at an issue price of ₹500 per share including premium of ₹400 per share.
b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	The Preference Shares will be non-cumulative, non-participating and non-convertible.
c)	The objectives of the issue	The proceeds of the issue will be utilized towards redemption of existing preference shares and for the business operations of the Company.

d)	The manner of issue of shares	The Preference Shares are proposed to be issued on private placement basis to Aditya Birla Capital Limited, Promoter and Holding Company, and will not be listed.
e)	The price at which such shares are proposed to be issued	The Preference Shares of nominal value of ₹100 each are proposed to be issued at an issue price of ₹500 per share including premium of ₹400 per share.
f)	The basis on which the price has been arrived at	An independent valuation report from M/s. Bansi S. Mehta & Co., Chartered Accountants, registered valuer, dated 11 th November 2021 has been obtained to arrive at the price of issue.
g)	The terms of issue, including terms and rate of dividend on each share etc.	<ul style="list-style-type: none"> • The Preference Shares are proposed to be issued for a period of 4 (four) years from the date of allotment. • Dividend Payable, if declared by the Board, is 4% p.a. on the nominal value of ₹100/- per share and shall be Non-Cumulative.
h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<ul style="list-style-type: none"> • The Preference Shares shall be redeemable at a redemption price of ₹639 per share including premium of ₹539 per share aggregating to ₹102.24 Crore upon maturity or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the preference shareholders under Section 48 of the Companies Act, 2013, but not later than a period exceeding ten years from the date of allotment. • The Preference Shares shall be non-convertible, non-cumulative and unlisted.
i)	The manner and modes of redemption	The Preference Shares shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules or any amendment or re-enactment thereof.
j)	The current shareholding pattern of the Company	The shareholding pattern of the Company as on 30 th September 2021 is annexed to this Notice (Annexure A).
k)	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the Preference Shares are proposed to be issued on non-convertible basis.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

a)	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on 15 th November 2021 approved the issuance of 16,00,000 4% Non-Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each, to Aditya Birla Capital Limited, Promoter and Holding Company, on a private placement basis, aggregating to ₹80 Crore at an issue price of ₹500 per share including premium of ₹400 per share and on such terms and conditions as may be determined by the Board of Directors.
b)	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue redeemable, non-cumulative, non-convertible, non-participating preference shares at an issue price of ₹500 per share including premium of ₹400 per share.

c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	An independent valuation report has been obtained to arrive at the price.
d)	Name and address of valuer who performed valuation	M/s. Banshi S. Mehta & Co., Chartered Accountants Address: Metro House, 3 rd Floor, M. G. Road, Dhobi Talao, Mumbai 400020
e)	Amount which the Company intends to raise by way of such securities	The Company intends to raise upto ₹80 Crore by way of issue of Preference Shares.
f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>The Company proposes to issue redeemable, non-cumulative, non-convertible, non-participating preference shares at an issue price of ₹500 per share including premium of ₹400 per share to Aditya Birla Capital Limited, Promoter and Holding Company on a private placement basis.</p> <p>The Preference Shares are proposed to be issued for a period of 4 (four) years from the date of allotment.</p> <p>The proceeds of the issue will be utilized towards redemption of existing Preference Shares and for the business operations of the Company.</p> <p>The Preference Shares shall be unsecured and will not carry any charge on the assets of the Company.</p> <p>The Preference Shares shall be redeemable at a redemption price of ₹639 per share including premium of ₹539 per share aggregating to ₹102.24 Crore upon maturity or at such price and/or on such date as may be determined by the Board in its full discretion and varied after due approval of the preference shareholders under Section 48 of the Companies Act, 2013, but not later than a period exceeding ten years from the date of allotment.</p>

The Valuation Report obtained from M/s. Banshi S. Mehta & Co., Chartered Accountants, registered valuer, is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the General Meeting.

Except above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 5 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

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

Ms. Pinky Mehta, Non-Executive Director of the Company, is the Chief Financial Officer of ABCL, Promoter and Holding Company of the Company. ABCL holds 73.70% shareholding of the Company.

**Sangeeta Shetty
Company Secretary**

Place: Mumbai
Date: 15th November 2021

ANNEXURE A

SHAREHOLDING PATTERN OF THE COMPANY AS ON 30th SEPTEMBER 2021

EQUITY SHARE CAPITAL OF NOMINAL VALUE OF ₹1/- EACH:

No.	Category / Name of the Shareholders	No. of Shareholders	No. of fully paid up Equity Shares held	Amount in ₹	Shareholding %
A]	Promoter and Promoter Group				
1)	Indian				
a)	Bodies Corporate				
	Aditya Birla Capital Limited	1	4,15,50,000	4,15,50,000	73.70
	Total Shareholding of Promoter and Promoter Group	1	4,15,50,000	4,15,50,000	73.70
B]	Public Shareholding				
1)	Institutions				
	Foreign Portfolio Investor (Corporate)	1	4,627	4,627	0.01
2)	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital up to ₹ 2 lakhs	38,683	1,33,82,633	1,33,82,633	23.74
ii)	Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	1	3,50,000	3,50,000	0.62
b)	Others				
i)	Bodies Corporate	116	2,77,434	2,77,434	0.49
ii)	Clearing Members	51	72,264	72,264	0.13
iii)	Hindu Undivided Families	607	4,43,905	4,43,905	0.79
iv)	NRI – Non- Repat	102	1,18,111	1,18,111	0.21
v)	NRI – Repat	215	1,76,024	1,76,024	0.31
	Total Public Shareholding	39,776	1,48,24,998	1,48,24,998	26.30
	Total Shareholding	39,777	5,63,74,998	5,63,74,998	100.00

PREFERENCE SHARE CAPITAL:

8% Non-Cumulative Non-Convertible Redeemable Preference Shares of nominal value of ₹100/- each:

No.	Category / Name of the Shareholders	No. of Shareholders	No. of fully paid up Preference Shares held	Amount in ₹	Shareholding %
A]	Promoter and Promoter Group				
	Aditya Birla Capital Limited	1	10,00,000	10,00,00,000	100.00
	Total Shareholding	1	10,00,000	10,00,00,000	100.00

NOTES FOR MEMBERS' ATTENTION:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circulars No.14/2020 dated 8th April 2020, No.17/2020 dated 13th April 2020 and No.10/2021 dated 23rd June 2021 and the Securities and Exchange Board of India ("SEBI") vide its Circulars dated 12th May 2020 and 15th January 2021, permitted convening the Extra Ordinary General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the Members at a common venue.

In accordance with the above Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Extra Ordinary General Meeting ("EGM/ Meeting") of the Company is being held through VC / OAVM.
 2. The deemed venue for the EGM shall be the Registered Office of the Company at Gujarat.
 3. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 4. Pursuant to the MCA/SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email address is registered with the Company/ National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL").
 5. The details relating to the special businesses form part of the Explanatory Statement pursuant to Section 102(1) of the Act to be transacted at the EGM, is annexed hereto.
 6. Members may note that the Notice is also available on the website of the Company at www.adityabirlamoney.com, of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and of CDSL at www.evotingindia.com
 7. Since this EGM is being held through VC / OAVM, pursuant to the MCA Circulars:
 - a. Members can attend the EGM through login credentials provided to them to connect to VC/ OAVM. Physical attendance of the Members at the EGM venue is not required and accordingly attendance slip is not annexed to this Notice.
 - b. Appointment of proxy to attend and cast vote on behalf of the Member is not available and hence the Proxy Form is not annexed to this Notice.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
 8. Since the EGM will be held through VC/ OAVM, the route map of the venue of the EGM is not annexed hereto.
 9. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
- ### E-VOTING
10. Members shall have the option to vote electronically ("e-voting") either before the EGM ("remote e-voting") or during the EGM. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations, SEBI Circulars and MCA Circulars, the facility for remote e-voting and e-voting facility during the EGM in respect of the business to be transacted at the EGM is being provided by the Company.
 11. The Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting agency and to provide VC/ OAVM facility for the EGM.

12. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the EGM will be provided by CDSL.
13. The Board of Directors of the Company has appointed B. Chandra and Associates, Practicing Company Secretaries (Regn. No. P2017TN065700), as Scrutiniser to scrutinise the remote e-voting and voting at EGM process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
14. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.
15. The remote e-voting facility will be available during the following voting period:
19. Facility to cast vote at the EGM will be made available on the Video Conferencing screen and will be activated once the voting is announced at the EGM.
20. A Member can opt for only single mode of voting per event, i.e., through remote e-voting or voting at the EGM. If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the EGM shall be treated as "INVALID".
21. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, Thursday, 9th December 2021 only shall be entitled to avail the facility of remote e-voting or for participation at the EGM. A person who is not a Member as on the cut-off date, should treat the Notice for information purpose only.

**Commencement of remote e-voting:
9:00 a.m. on Monday, 13th December 2021**

**End of remote e-voting:
5:00 p.m. on Wednesday, 15th December 2021**

16. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
17. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, 9th December 2021.**
18. The Members who have cast their vote(s) by remote e-voting may also attend the EGM but shall not be entitled to cast their vote(s) again at the EGM. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
22. **REGISTRATION OF EMAIL ID AND MOBILE NUMBER**

Process for Members whose email id / mobile number are not registered with the Company / Depositories:
 - a. Members holding shares in physical mode: Please provide folio number and self-attested copy of PAN Card by email to abml.investorgrievance@adityabirlacapital.com

OR, Register your email IDs with the Registrar and Share Transfer Agent (RTA) of the Company:

Cameo Corporate Services Limited
Subramanian Building, No.1,
Club House Road, Chennai – 600002
Tel: +91 44 2846 0390
Fax: +91 44 2846 0129;
Email: investor@cameoindia.com
 - b. Members holding shares in demat mode: Please update your email id and mobile number with your respective Depository Participant (DP).

CORPORATES, INSTITUTIONAL MEMBERS, NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

23. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
24. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
25. 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.
26. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
27. 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.
28. Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to

the Company at e-mail id: abml.investorgrievance@adityabirlacapital.com.

They are also requested to upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Aditya Birla Money Limited_EGM.”

SPEAKERS

29. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 10 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at abml.investorgrievance@adityabirlacapital.com
30. Only those Members who are registered will be allowed to express their views or ask questions.
31. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.
32. The Shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at abml.investorgrievance@adityabirlacapital.com. These queries will be replied to by the Company suitably by email.

33. E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>If registered for CDSL Easi / Easiest facility</p> <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. <p>If not registered for CDSL Easi / Easiest facility</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat account number and PAN number from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered mobile number and email id as recorded in the demat account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>If registered for NSDL IDeAS facility</p> <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

	<p>h) Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>If not registered for NSDL IDeAS facility</p> <p>a) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com</p> <p>b) Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the e-Voting website of NSDL.</p> <p>d) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.</p> <p>e) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>f) A new screen will open.</p> <p>g) You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>h) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>i) Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>a) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>b) After Successful login, you will be able to see e-Voting option.</p> <p>c) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>d) Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for ‘Individual Shareholders holding securities in demat mode’ for any technical issues related to login through Depository i.e. CDSL and NSDL is given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	<p>Members facing any technical issue in login can contact CDSL helpdesk by:</p> <ul style="list-style-type: none"> • sending a request at helpdesk.evoting@cdslindia.com or • contact at +91 22 2305 8738 and +91 22 2305 8542 / 43
Individual Shareholders holding securities in demat mode with NSDL	<p>Members facing any technical issue in login can contact NSDL helpdesk by:</p> <ul style="list-style-type: none"> • sending a request at evoting@nsdl.co.in or • call at toll free no.: 1800 1020 990 and 1800 22 44 30

34. E-VOTING BY

(i) INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND

(ii) SHAREHOLDERS OTHER THAN INDIVIDUALS VIZ. INSTITUTIONS / CORPORATE SHAREHOLDERS

- i) The Shareholders should log on to the e-Voting website www.evotingindia.com
- ii) Click on "Shareholders" module.
- iii) 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. Shareholders 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 and voted on an earlier e-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:
- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- ix) Shareholders 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.
Do not share your password with any other person and take utmost care to keep your password confidential.
- x) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- xi) Click on the EVSN of 'ADITYA BIRLA MONEY LIMITED'.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed.

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA/Company or contact RTA/Company.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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.

- xv) If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC/OAVM AND VOTING AT THE EGM

- 35. The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for e-Voting.
- 36. **Shareholders may access the same at <https://www.evotingindia.com> under Shareholders / Members login by using the remote e-Voting credentials.**
- 37. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- 38. **The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.**
- 39. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the EGM through VC / OAVM and vote thereat.

- 40. Members may join the EGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the EGM. Members will need the latest version of their Web Browser.
- 41. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- 42. Members will be required to grant access to the web-cam to enable two-way video conferencing.
- 43. Only those Shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 44. If any Votes are cast by the Shareholders through the e-Voting available during the EGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.
- 45. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

GENERAL INSTRUCTIONS

46. Statutory Registers and all documents referred to in the Notice and the Explanatory Statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to abml.investorgrievance@adityabirlacapital.com with the subject line "Aditya Birla Money Limited - EGM".
47. If you have any queries or issues regarding attending EGM and e-Voting from the CDSL e-Voting System, you can:

email to helpdesk.evoting@cdslindia.com
or call on +91 22 2305 8738 /
+91 22 2305 8542/43
48. All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Sr. Manager
Central Depository Services (India) Limited
A Wing, 25th Floor, Marathon Futurex
Mafatlal Mill Compounds, N. M. Joshi Marg
Lower Parel (East), Mumbai – 400013

or email to helpdesk.evoting@cdslindia.com
or call on +91 22 2305 8542/43.
49. The Special Resolution(s) shall be declared as passed if the number of votes cast in favour of the special resolution(s) are not less than three times the number of votes cast against the special resolution(s) and the Ordinary Resolution(s) shall be declared as passed if the number of votes cast in favour of the ordinary resolution(s) are not less than half of the number of votes cast against the said resolution(s).
50. The Scrutiniser shall, after the conclusion of e-voting at the EGM, scrutinise the votes cast at the EGM and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairperson or the Company Secretary, who shall counter-sign the same and declare the result of the voting forthwith.
51. **The result of e-voting will be declared within two working days of the conclusion of the EGM** and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.adityabirlamoney.com and on the website of CDSL at: www.evotingindia.com and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. The Scrutinizer's decision on the validity of the vote shall be final and binding.
52. The results shall also be displayed on the notice board at the Registered Office & the Corporate Office of the Company for at least three days.
53. Subject to receipt of requisite number of votes, **the Resolutions proposed in the Notice shall be deemed to be passed on the date of the EGM, i.e., Thursday, 16th December 2021.**
54. Members may also write to the Company Secretary in case of grievances connected with voting by electronic means at the mail id: abml.investorgrievance@adityabirlacapital.com