

Stocks and Securities

Aditya Birla Money Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



PROTECTING INVESTING FINANCING ADVISING

Ref: SECTL/2022 – 61

May 23, 2022

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 : Submission of Annual Secretarial Compliance Report for Financial Year ended March 31, 2022 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015

With reference to the above, please find enclosed herewith the copy of the Annual Secretarial Compliance Report for Financial Year ended March 31, 2022 issued by M/s. BNP & Associates, Secretarial Auditors of the Company pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

This is for your information and record.

Thanking you,

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

Divya Poojari
Company Secretary

Encl: a/a

Aditya Birla Money Ltd.

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Registered Office:

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

**Secretarial Compliance Report of Aditya Birla Money Limited for the year
ended March 31, 2022**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Aditya Birla Money Limited ("the listed entity"),
 - (b) the filings/ submissions made by the listed entity to the stock exchanges,
 - (c) website of the Company,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended March 31, 2022 ("Review Period") compliance with respect to provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992;
- (g) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;
- (h) Securities and Exchange Board of India (Research Analysts) Regulations, 2014
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|------------|---|
| NIL | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|--|---|--|
| 1. | SEBI | SEBI had issued Notice to Aditya Birla Commodities Broking Limited (ABCBL) under Reg. 25(1) of SEBI (Intermediaries) Regulations, alleging the participation / facilitating of "Pair Contracts" on the NSEL platform as a Trading Member during the period September 2009 to July 2013. And pursuant to this, ABCBL is no longer a 'fit and proper person. In response, detailed reply was submitted vide letter dt. 12.02.2020. | | SEBI had issued Notice to Aditya Birla Commodities Broking Limited (ABCBL) under Reg. 25(1) of SEBI (Intermediaries) Regulations, alleging the participation / facilitating of "Pair Contracts" on the NSEL platform as a Trading Member during the period September 2009 to July 2013. And pursuant to this, ABCBL is no longer a 'fit and proper person. In response, detailed reply was submitted vide letter dt. 12.02.2020. In furtherance, SEBI issued SCN dated 11.08.2020 stating that the Company has facilitated and has been closely associated with NSEL and sought to cancel the commodities broking registration of ABCBL. |



| | | | | |
|----|------|---|--------------------------------------|---|
| 2. | SEBI | SEBI issued SCN to ABML under Reg. 25 of SEBI (Intermediaries) Regulations . This was on the basis an Investigation Report and information collected from brokers / DPs and statements recorded with respect to the transactions effected by the client Abhay Dattatray Javlekar. Mr Javlekar made an allegation that there was lack of due diligence by ABML while dealing with Mr Javlekar with respect to his KYC and also stated that orders were taken from a third party. | | SEBI issued SCN to ABML under Reg. 25 of SEBI (Intermediaries) Regulations . This was on the basis an Investigation Report and information collected from brokers / DPs and statements recorded with respect to the transactions effected by the client Abhay Dattatray Javlekar. Mr Javlekar made an allegation that there was lack of due diligence by ABML while dealing with Mr Javlekar with respect to his KYC and also stated that orders were taken from a third party. The company had requested SEBI for inspection of documents on the basis which SCN had been issued. Accordingly, the Company has inspected the documents and have sought further inspection, clarifications on certain documents from SEBI. |
| 3. | SEBI | SEBI on the basis of inspections conducted during 2018 & 2019 had issued an Adjudication Order dt. 04.10.2021 alleging violations of the SEBI Act, SCRA Act and Regulations thereof and had levied a penalty of 1.02 crores. The Company has filed an appeal before SAT against the said SEBI order. | Penalty of Rs 1.02 crores was levied | SEBI on the basis of inspections conducted during 2018 & 2019 had issued an Adjudication Order dt. 04.10.2021 alleging violations of the SEBI Act, SCRA Act and Regulations thereof and had levied a penalty of 1.02 crores. The Company has filed an appeal before SAT against the said SEBI order. SAT has admitted the appeal with a direction to deposit Rs. 50 lacs within 4 weeks with a stay on the matter till disposal of the appeal. Rs 50 Lakh has been deposited and date of hearing is awaited. |



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

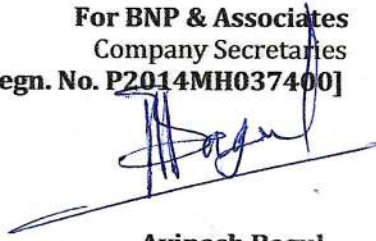
| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31 st March 2021 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|---|--|--|--|
| 1. | NSE, based on inspection of broking operations for the period January 2017 to December 2017 has taken action on Company | NSE, based on inspection of broking operations for the period January 2017 to December 2017 levied penalty for the violation pertaining to unavailability of sufficient funds to meet client payables and incorrect / non-upload of clients' email IDs and mobile numbers in UCC (Unique Client Code) database. Penalty of Rs.4,10,300 was levied. | -- | -- |
| 2. | BSE and NSE has taken action on Company for Delay of Submission of Annual Report | Because of Delay in Submission of Annual Report, Penalty of Rs.2,000 and Rs.4,000 was levied by BSE & NSE | -- | -- |
| 3. | BSE and NSE has taken action on Company for Delay in submission of disclosure of related party transactions | Because of delay in submission of disclosure of related party transactions, Penalty of Rs.45,000 each was levied by BSE & NSE. | -- | -- |



- (e) The Listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to Statutory Auditors.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]





Avinash Bagul
Partner
FCS No. 5578 /COP No.19862
UDIN: F005578D000184768
Firm PR No. 637/2019

Place: Mumbai
Date:22.04.2022