

Stocks and Securities

Aditya Birla Money Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: SECTL/2023 – 57

May 25, 2023

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, 2023 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, 2023 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.

Sai Sagar, 2nd & 3rd Floor, Plot No.: M-7, Thiru-Vi-Ka (SIDCO) Industrial Estate,
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care.stocksandsecurities@adityabirlacapital.com
www.stocksandsecurities.adityabirlacapital.com

Registered Office:

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

**Secretarial Compliance Report of Aditya Birla Money Limited
For The Year Ended 31st March, 2023**

To,
The Board of Directors,
Aditya Birla Money Limited
Indian Rayon Compound,
Veraval Gujrat- 362266.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aditya Birla Money Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Indian Rayon Compound, Veraval Gujrat-362266, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, BNP & Associates, Secretarial Auditors of Aditya Birla Money Limited ("the Listed Entity"/ "ABML") have examined:

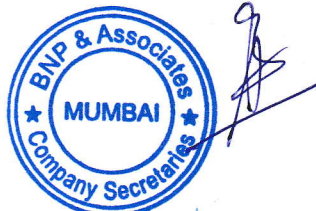
- (a) all the relevant documents and records made available to us through virtual data room/physically and the explanations provided by the listed entity for the purposes of our audit.
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this certification,

The foregoing information for the year ended 31st March, 2023 ("Review Period") in respect of the compliance with the 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)



- Regulations, 2021;
- (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (g) Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
- (h) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020,
- (i) Securities and Exchange Board of India (Research Analysts) Regulations, 2014

Note * Pursuant to NSE Circular No. NSE/CML/2023/09 dated 25th January, 2023 and BSE Notice No. 20230125-9 dated 25th January, 2023 we confirm that, the Listed Entity has submitted the Compliance Certificate to the Stock Exchanges w.r.t. maintenance of Structured Digital Database ("SDD") as required under Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarters ended on 30th June, 2022, 30th September, 2022 and 31st December, 2022. Further we confirm that the Listed Entity was required to capture One (01) event during the quarter ended 31st March, 2023 and it has accordingly captured One (01) said required event. However, we noted that there are some technical issues in the SDD w.r.t. Audit Trail and the Listed Entity is in the process of resolving the same.

and the 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. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
None					

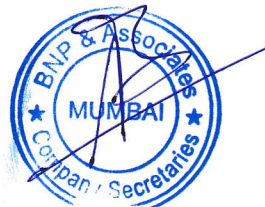
Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
None				

- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
-	-	-	-	-	-



Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Secretary Company (i)	Management response (j)	Remarks (k)
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 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.	-	The Listed Entity, vide letters dated 17.10.2020 and 15.12.2020 has requested SEBI for inspection of documents basis has issued SCN. The reply of the Listed Entity shall be filed once the inspection of the documents is permitted by 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	-	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 Listed Entity has submitted its detailed reply to the same vide letter dated 03 rd November, 2022 with supporting documents. The Listed Entity also appeared before the designated authority on 17 th January, 2023 and filed



<p>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.</p>		<p>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.</p>		<p>before the designated authority on 17th January, 2023 and filed its written arguments on 01st February, 2023. Pursuant to this the Order is awaited.</p>
<p>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.</p>	<p>Penalty of Rs 1.02 crores was levied</p>	<p>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.</p>		<p>The SAT has admitted the appeal and stayed the operations of the Order till disposal of the appeal. The Appeal has been posted for arguments.</p>

(c) In view of the fact there has been no change in the Statutory Auditor(s) of the Listed Entity during the review period, the compliance with the requirement of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 was not necessary during the year ended 31st March, 2023.

(d) As per NSE Circulars NSE/CML/2023/21 dated 16th March, 2023 read with NSE/CML/2023/30 dated 10th April, 2023 and BSE Circulars 20230316-14 dated 16th March, 2023 read with 20230410-41 dated 10th April, 2023, we confirm the following



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The Company has complied with the requirements of Secretarial standard 1 and Secretarial standard 2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Act.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines 	Yes	None
3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functioning website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
4.	<p><u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	The Listed Entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<p><u>To examine details related to Subsidiaries of listed entities</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Listed Entity does not have any Subsidiary(ies).
6.	<p><u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents</p>	Yes	None



	and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	Performance Evaluation: The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	Related Party Transactions: (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes	None
9.	Disclosure of events or information: The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	There are some technical issues in the SDD w.r.t. Audit Trail and the Listed Entity is in the process of resolving the same.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	No actions were taken by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars.
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	No non-compliance has been observed during the Review Period.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

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



A handwritten signature in blue ink, appearing to read "Avinash Bagul", written over a horizontal line.

**Place: Mumbai
Date:21/04/2023**

**Avinash Bagul
Partner
FCS No.: 5578
COP No.:19862
PR No.: - 637 /2019
UDIN: - F005578E000154265**