

ADITYA BIRLA MONEY LIMITED

PROCEEDINGS OF THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA MONEY LIMITED HELD ON MONDAY, THE 28TH JUNE 2010 AT 3.00 P.M., AT 'P OBUL REDDY HALL', C/O. VANI MAHAL, NO.103, G.N. CHETTY ROAD, T. NAGAR, CHENNAI - 600 017

Present : -

Directors

Mr. Pankaj Razdan
Mr. Kanwar Vivek
Mr. Sudhakar Ramasubramanian
Mr. P. Sudhir Rao
Mr. G. Vijayaraghavan

Shareholders

437 Shareholders were present in person at the meeting

Proxy Holders & Representatives

2 persons were present at the meeting through proxy and 1 person was present as an authorized representative under section 187 at the meeting.

2 valid proxies covering 67 Equity Shares (0.00%) and 1 representation covering 41,550,000 Equity Shares (75.00%) were laid before the meeting.

CHAIRMAN

Mr.S.Balaji, Company Secretary welcomed all the shareholders at the 14th Annual General Meeting of the Company and requested the Directors present to elect one of the Directors as the Chairman of the meeting.

Mr. Kanwar Vivek, Managing Director, proposed the name of Mr. Pankaj Razdan, a Director of the Company, as the Chairman of the meeting, which was seconded by Mr. P.Sudhir Rao, Director. On the show of hands, Mr. Pankaj Razdan was elected as Chairman of the meeting.

Accordingly, Mr. Pankaj Razdan 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 23rd April, 2010 was taken as read.

AUDITORS' REPORT

The Auditors' report on the Accounts of the Company for the year ended 31st March 2010 was read by the Company Secretary.

WELCOME ADDRESS

The Chairman welcomed the Shareholders at the 14th Annual General Meeting and made a speech on the overall market scenario and the Company's performance during the year 2009-10.

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, 2010, the Profit and Loss Account of the Company for the year ended 31st March, 2010 along with the schedules forming part of the accounts and the notes thereto, the Cash Flow Statement, 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. Kanwar Vivek

Seconded by: Mr. R.Srinivasan

Thereafter, the Chairman invited questions from the shareholders present, in relation to the Annual Accounts.

Queries were raised by few Shareholders in relation to the annual accounts and on general performance of the Company. These were clarified by the Chairman and Mr. Kanwar Vivek, Managing Director, to the satisfaction of the shareholders.

Thereafter, 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:

Mr. Pankaj Razdan, Chairman vacated the Chair being interested in the following resolution of his re-appointment as a Director in the Company and requested Mr. Kanwar Vivek to conduct the proceedings. Accordingly, Mr. Kanwar Vivek occupied the Chair.

"RESOLVED THAT Mr. Pankaj Razdan 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: Mr. Kanwar Vivek

Seconded by: Mr. S.Shankaranarayanan

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.Kanwar Vivek thereafter requested Mr. Pankaj Razdan to Chair the proceedings of the meeting for the following remaining agenda items.

3. As an Ordinary Resolution:

“RESOLVED THAT in conformity with the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s.S.R.Batliboi & Associates, Chartered Accountants, Mumbai, 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: Mr. Kanwar Vivek
Seconded by: Mr. P.Shiva Kumar

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 Ordinary Resolution:

“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, as amended from time to time, consent of the Company, be and is hereby accorded to the appointment of Mr. Kanwar Vivek, as the “Managing Director” of the Company with effect from January 4, 2010 for a period of three years, without remuneration, and shall not be subject to retirement by rotation, so long as Mr. Kanwar Vivek functions as the Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to alter the terms and conditions of appointment including 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. Kanwar Vivek, as Managing Director of the Company.”

Proposed by: Mr. S.Shankaranarayanan
Seconded by: Mr. C.Jagan Mohan

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

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: Chennai
Date : July 21, 2010

CERTIFIED TRUE COPY
For ADITYA BIRLA MONEY LIMITED
(Formerly Apollo Sindhoori Capital Investments Ltd.)


Company Secretary

Sd/-
CHAIRMAN

