

ADITYA BIRLA



MONEY

Ref: SECTL/2017 – 31

July 27, 2017

Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

Fax # 022-22723121/ 22722037
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National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East)
MUMBAI – 400 051

Fax # 022-26598237/38

Dear Sirs,

Sub: Proceedings of the 21st Annual General Meeting

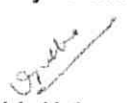
Ref : Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015
Scrip Code: BSE – 532974; NSE – BIRLA MONEY

In continuation to our Letter Ref:SECTL/2017-20 dated 28th June, 2017, please find the enclosed copy of Proceedings of 21st Annual General Meeting of the Company held on 28th June, 2017 at the Registered Office of the Company at Indian Rayon Compound, Veraval - 362266, Gujarat pursuant to Regulation 30 read with Schedule-III of SEBI (LODR) Regulations, 2015.

The above is for your information and records.

Thanking you,

Yours faithfully,
For Aditya Birla Money Limited,


Vikashh K Agarwal
Company Secretary



Encl: Copy of 21st AGM Proceedings

Aditya Birla Money Limited
All Centre, No. 53 Creams Road,
Chennai 600 006

ADITYA BIRLA

FINANCIAL SERVICES

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Website www.adityabirlamoney.com
Corporate Website www.abfsg.com
E-mail abm.care@adityabirla.com

Registered Office: Indian Rayon Compound, Veraval, Gujarat 362 266. CIN: L26598GJ1995PLC064810

MINUTES OF THE PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF ADITYA BIRLA MONEY LIMITED HELD ON WEDNESDAY, THE 28TH DAY OF JUNE, 2017 AT 10.00 A.M. AT THE REGISTERED OFFICE, INDIAN RAYON COMPOUND, VERAVAL - 362 266, GUJARAT

MINUTES BOOK

Time of Commencement of meeting : 10.00 A.M.
Time of Conclusion of meeting : 10.45 A.M.

Present: -

Directors

Mr. Tushar Shah (Director)
Mr. P. Sudhir Rao (Chairman – Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee)

Company Secretary Mr. Vikashh K Agarwal

Statutory Auditors Mr. Darshit Shah, representative of
M/s. S.R. Batlibol & Co. LLP, Chartered Accountants

Shareholders 30 Shareholders were present in person at the meeting

Proxies & Representatives

There was no proxy present at the Meeting and 1 person was present as authorised representative u/s 113 of the Companies Act, 2013 at the meeting covering 41,550,000 Equity Shares constituting 75% of the paid-up equity shares of the Company.

ELECTION OF CHAIRMAN

Mr. Vikashh K Agarwal, Company Secretary of the Company, welcomed all the Shareholders, Authorized Representative, Directors and Statutory Auditors present at the 21st Annual General Meeting of the Company.

Since the Chairman of the Board had expressed his inability to attend the meeting, the Company Secretary requested the members present to elect one of the Directors present at the meeting as the Chairman of the Meeting. Mr. R. C Sharma, a member of the Company proposed the name of Mr. Tushar Shah, Director as the Chairman of the meeting, which was seconded by Mr. Gopal Pamnani. On a show of hands, Mr. Tushar Shah was elected as the Chairman of the meeting.

Accordingly, Mr. Tushar Shah 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. The Company Secretary confirmed that the requisite quorum was present and requested the Chairman to commence the proceedings of the meeting.



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The Chairman welcomed the shareholders and other representatives and introduced the fellow Director and other members seated on the dais. The Chairman further added that Mr. Gopi Krishna Tulsian, Ms. Pinky A Mehta, Mr. Shiram Jagetiya and Mr. G. Vijayaraghavan, Directors of the Company had expressed their inability to attend the meeting due to their professional commitments.

The Chairman further added that M/s BNP & Associates, the Secretarial Auditors of the Company had expressed their inability to attend the meeting and in this regard, the Company also has accepted and taken note of the leave of absence.

REGISTERS AND DOCUMENTS MADE AVAILABLE FOR INSPECTION

The Chairman then informed that the following documents and Registers were made available for inspection by any member during the continuance of the meeting.

1. Audited Accounts along with the Directors' Report and Report of the Auditors' thereon for the year ended 31st March 2017.
2. Proxy Register with NIL valid proxy lodged with the Company.
3. Register of Directors and Key Managerial Personnel and their Shareholding & Register of Contracts and Arrangements in which Directors and KMP are Interested.
4. A Certificate dated May 18, 2017 from the Statutory Auditors confirming that the Employee Stock Option Schemes of the Company had been implemented in accordance with the SEBI (Employee Share Based Employee Benefits) Regulations, 2014.
6. Annual Report of Subsidiary, Aditya Birla Commodities Broking Limited.

NOTICE OF THE MEETING

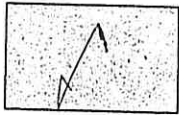
With the consent of the shareholders present, the Notice of the 21st Annual General Meeting dated 28th April, 2017 was taken as read.

STATUTORY AUDITOR'S REPORT

The Chairman informed that since there were no qualifications, comments or observations mentioned by the Statutory Auditors in their Report which may have any adverse effect on the functioning of the Company, the said unqualified report was not being read in terms of the provisions of Section 145 of the Companies Act, 2013. He further informed that the Statutory Auditor's Report was available for inspection by the members at the Meeting.

SECRETARIAL AUDITORS' REPORT

The Chairman informed that since there were no qualifications, comments or observations mentioned by the Secretarial Auditors in their Report which may have any adverse effect on the functioning of the Company, the said unqualified report was not being read. He further informed that the Secretarial Auditor's Report was available for inspection by the members at the Meeting.



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WELCOME ADDRESS

The Chairman welcomed the Shareholders to the 21th Annual General Meeting and gave a brief on the overall market scenario, outlook and the Company's performance during the year 2016-17.

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

ORDINARY BUSINESS

Resolution No.1 : Adoption of Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2017

Passed as an Ordinary Resolution

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss Account of the Company for the year ended 31st March, 2017 along with the notes forming part of the accounts, the Cash Flow Statement, the Directors' Report and the Auditors' Report as circulated to the Shareholders and placed before the members be and are hereby approved and adopted."

Mr. Deepak Tripathi, a shareholder proposed the resolution which was seconded by Mr. Vidyanand Mishra, another shareholder present at the meeting.

Thereafter, the Chairman invited questions from the shareholders present, in relation to the Annual Accounts for the year 2016-17. Since no question was asked on the Audited Annual Accounts, the Chairman proceeded to the next agenda item.

Resolution No.2 : To appoint a Director in place of Ms. Pinky A Mehta (DIN: 00020429), who retires from office by rotation and being eligible, offers herself for re-appointment.

Passed as an Ordinary Resolution

"RESOLVED THAT Ms. Pinky A Mehta (DIN: 00020429), a Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company."

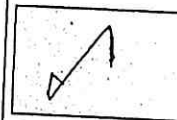
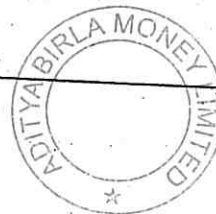
Mr. Murlidhar Raut, a shareholder proposed the resolution which was seconded by Mr. Gopal Pamnani.

Resolution No.3 : Ratification of Appointment of M/s. S.R. Batliboi & Co. LLP as Auditors of the Company for the FY 2017-18 and fixing their remuneration.

Passed as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory

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modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to ratify the appointment of M/s. S.R. Batliboi & Co. LLP (ICAI Firm Registration No.301003E / E300005) Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors."

Mr. Ishwar Pamnani, a shareholder proposed the resolution which was seconded by Mr. R. C. Sharma.

SPECIAL BUSINESS


Resolution No. 4: To enhance Borrowing Powers pursuant to Section 180(1)(c) of the Companies Act, 2013

Passed as a Special Resolution

"RESOLVED THAT in supersession of the earlier resolution passed at the 18th Annual General Meeting held on 9th September, 2014 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company's assets and properties including uncalled capital, stock in trade notwithstanding that the monies so borrowed together with the monies, already borrowed, if any, by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up capital and free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs.600 Crores (Rupees Six Hundred Crores only) over and above the aggregate of the paid up capital and free reserves.

RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

Mr. Deepak Tripathi, a shareholder proposed the resolution which was seconded by Ms. Chhaya K Dalal.



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Resolution No.5 : To create Charge on Movable and Immovable properties of the Company

Passed as a Special Resolution

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs.600 Crores (Rupees Six Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

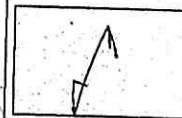
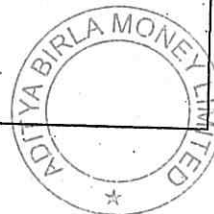
Mr. Jitendra R Madhani, a shareholder proposed the resolution which was seconded by Mr. Jayant V Dave.

After all the resolutions were proposed and seconded, the Chairman informed the members that in terms of Section 108 of the Companies Act, 2013, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) 2015, remote e-Voting facility was made available to members from June 25, 2017 at 9:00 A.M. to June 27, 2017 at 5:00 P.M. for the businesses proposed in the AGM Notice through CDSL platform. Ms. B. Chandra, Practicing Company Secretary was appointed as the Scrutinizer for the voting process.

The Chairman then ordered for a poll in accordance with the provisions of Section 109 of the Companies Act, 2013. He requested the eligible members as on the cut-off date i.e. June 21, 2017 and those who had not casted their vote through remote e-voting, to cast their vote in the ballot paper provided to them.

The Chairman then requested the Company Secretary to explain the poll process to the Shareholders of the Company. The Chairman then informed that the results of the resolutions passed by e-Voting and poll would be disseminated through the Stock Exchanges and the website of the Company.

Since all the members present had cast their vote through e-Voting, there was no voting through poll done at the meeting.



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The Scrutinizer, Ms. B. Chandra, submitted her report dated June 28, 2017 on the e-voting and the poll process which was also disseminated on the website of the Company.

The voting results of the resolutions passed at the meeting are as follows:

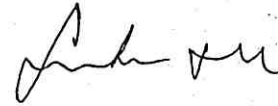
Resolution Sl. No	No. of Votes cast		Total Valid Votes	Assent %	Dissent %	Passed / Not Passed
	In favour	Against				
1	41577207	0	41577207	100	0	Passed as an Ordinary Resolution
2	41577207	0	41577207	100	0	Passed as an Ordinary Resolution
3	41577207	0	41577207	100	0	Passed as an Ordinary Resolution
4	41577207	0	41577207	100	0	Passed as a Special Resolution
5	41577207	0	41577207	100	0	Passed as a Special Resolution

VOTE OF THANKS

Mr. P. Sudhir Rao, 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.

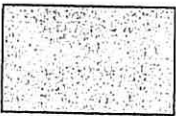
Date of entry : July 20, 2017
Date of signing : July 26, 2017
Place : Mumbai



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