

Ref: SECTL/2024 – 93

July 04, 2024

**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**

**Sub: Intimation and Notice of 28<sup>th</sup> (Twenty Eighth) Annual General Meeting of the Company for the Financial Year ended 31<sup>st</sup> March 2024**

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Dear Sir / Madam,

This is to inform you that the 28<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Aditya Birla Money Limited is Scheduled to be held on **Tuesday, July 30, 2024, at 12.30 PM (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

In Compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed herewith the Notice of 28<sup>th</sup> AGM of the Members of the Company.

The said Notice along with the Complete Annual Report having instructions to attend AGM through Video Conferencing / Other Audio Visual Means & instruction for E-voting are also available on the Company's website <https://stocksandsecurities.adityabirlacapital.com/investor>

This is for your information and record.

Thanking you,

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

**Manisha Lakhotia**  
**Company Secretary and Compliance Officer**  
Encl: a/a



# Notice of 28<sup>th</sup> Annual General Meeting

## Aditya Birla Money Limited

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

**Corporate Office:** Sai Sagar, 2<sup>nd</sup> & 3<sup>rd</sup> 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](mailto:abml.investorgrievance@adityabirlacapital.com)

CIN: L65993GJ1995PLC064810; Website: <https://stocksandsecurities.adityabirlacapital.com>

**NOTICE** is hereby given that the **28<sup>th</sup> (Twenty Eighth) Annual General Meeting ("AGM")** of the Members of ADITYA BIRLA MONEY LIMITED ("the Company" or "your Company") will be held on **Tuesday, 30<sup>th</sup> July 2024 at 12.30 P.M.** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024, together with the Reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 and the Reports of the Board of Directors and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted."

- To appoint Director in place of Mr. Tushar Shah (DIN: 00239762) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Tushar Shah (DIN: 00239762), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### 3. **Appointment of Dr. Sethurathnam Ravi (DIN: 00009790) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Dr. Sethurathnam Ravi (DIN: 00009790), who was appointed as an Additional Director in the category of an Independent Director with effect from 1<sup>st</sup> July 2024, holds the office upto the date of this Annual General Meeting and submitted the declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) and 17(1C) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for the term of upto 5 (Five) consecutive years with effect from 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2029 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary, be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this Resolution."

#### 4. **Appointment of Mr. Sharadkumar Bhatia (DIN: 07327383) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Sharadkumar Bhatia

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(DIN: 07327383), who was appointed as an Additional Director in the category of an Independent Director with effect from 1<sup>st</sup> July 2024, holds the office upto the date of this Annual General Meeting and submitted the declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) and 17(1C) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for the term of upto 5 (Five) consecutive years with effect from 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2029 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary, be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this Resolution.”

### 5. Re-appointment of Mr. Murali Krishnan L.R. as the Manager of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules issued in this regard, as recommended by the Nomination and Remuneration Committee and the Board of Directors Mr. Murali Krishnan L.R. be and is hereby re-appointed as the Manager and Key Managerial Personnel of the Company for another period of 5 (Five) years with effect from 6<sup>th</sup> May 2024 to 5<sup>th</sup> May 2029, at a remuneration of ₹50.16 Lakh per annum plus performance based variable pay based on the performance of the Company & individual to the maximum extent of 25% of fixed remuneration and such increments/bonus/long term incentive plans during his tenure as per the Remuneration Policy of the Company.

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of Mr. Murali Krishnan L.R. as the Manager, the Company has no profits or the profits are inadequate, approval of the Members of the Company be and is hereby accorded to pay the aforesaid remuneration in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary the terms of re-appointment and

remuneration and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the 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.”

### 6. Enhancement of Borrowing Limit of the Company up to ₹3,000 Crore

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

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting held on 6<sup>th</sup> July 2023 and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, consent of the Members be and is hereby accorded, to borrow for and on behalf of the Company, from time to time, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of Loans, Advances, Credits, Issuance of Commercial Papers, Acceptance of Deposits, Overdraft Facilities, Lines of Credit, Bank Guarantee, Commercial Borrowings, Bill Discounting, Debentures, Bonds, Inter-Corporate Deposits and/or other instruments, Fund/Non-Fund Based facilities or otherwise in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) or otherwise in Indian Rupees or any other Foreign Currency, from Banks, Financial Institutions, Non-Banking Financial Companies, Mutual Funds, Bodies Corporate, Insurance Companies, Business Associates, Firms or any other Lender including by way of availing Credit Limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as, 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, properties or undertakings 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 Share Capital, Free Reserves (i.e. Reserves not set apart for any specific purpose) and Securities Premium, provided that the total amount so borrowed and outstanding at any time shall not



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exceed ₹3,000 Crore (Rupees Three Thousand Crore only) over and above the aggregate of the Paid-up Share Capital, Free Reserves, and Securities Premium.

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised 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."

### 7. Creation of Charge on Movable & Immovable properties of the Company upto ₹3,000 Crore

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

**"RESOLVED THAT** in supersession of the earlier Resolution passed at the Annual General Meeting held on 6<sup>th</sup> July 2023 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, consent of the Members be and is hereby accorded to the Board of Directors of the Company to create charges, mortgages, pledges and hypothecations on the movable and immovable properties or assets or undertakings of the Company, whether tangible or otherwise, situated in or outside India, both present and future, in favour of the Banks, Financial Institutions, Non-Banking Financial Companies, Mutual Funds, Bodies Corporate, Business Associates, Firms or 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 ₹3,000 Crore (Rupees Three Thousand Crore only) at any time.

**RESOLVED FURTHER THAT** any of the directors, or the Chief Financial Officer, or the Company Secretary of the Company be and is hereby authorised 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."

### 8. Enhancement of the existing limit under Section 186 of the Companies Act, 2013;

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to grant Loans and Advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of such loans and investments made or to be made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the Investment, Loan, Guarantee or Security proposed to be made or given by the Company in excess of the limits prescribed under Section 186 of the Act, viz., 60% of the Company's Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of the Company's Free Reserves and Securities Premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total Loans or Investments made, guarantees given and securities provided shall not at any time exceed ₹3,000 Crore.

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised 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."

### 9. Approval of Material Related Party Transactions with Grasim Industries Limited:

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

**"RESOLVED THAT** pursuant to Regulation 23 of the SEBI Listing Regulations as amended till date and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time

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being in force) read with the Company's Related Party Transaction Policy and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company ("Board"), the consent of the Members of the Company be and is hereby accorded to the Board, for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Grasim Industries Limited, a Related Party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulation for the nature of transactions as per the details set out in the Explanatory Statement Annexed to this Notice, for a period of three years commencing from the Financial Year 2024-25 to 2026-27, individually and/or in aggregate upto an amount not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore) per Financial Year, provided however, that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at an arm's length basis and in the Ordinary Course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard."

### 10. Approval of Material Related Party Transactions with Hindalco Industries Limited:

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

**"RESOLVED THAT** pursuant to Regulation 23 of the SEBI Listing Regulations as amended till date and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company's Related Party Transaction Policy and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company ("Board"), the consent of the Members of the Company be and is hereby accorded to the Board, for entering into and/or carrying out and/or continuing

with existing contracts/arrangements/transactions or modification(s) of earlier/arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Hindalco Industries Limited, a Related Party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulation for the nature of transactions as per the details set out in the Explanatory Statement Annexed to this Notice, for a period of three years commencing from the Financial Year 2024-25 to 2026-27, individually and/or in aggregate upto an amount not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore) per Financial Year, provided however, that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard."

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

**Manisha Lakhotia**  
Company Secretary

Place: Mumbai

Date: 5<sup>th</sup> June 2024

### NOTES:

#### A] CONDUCT OF ANNUAL GENERAL MEETING AND ATTENDANCE

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020 and 17/2020 dated 13<sup>th</sup> April 2020, in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated 5<sup>th</sup> May 2020, 10/2022 dated 28<sup>th</sup> December 2022 and Subsequent Circulars issued in this regard, the latest being 09/2023 dated 25<sup>th</sup> September 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)",

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(collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM shall be the Registered Office of the Company i.e., Indian Rayon Compound, Veraval - 362 266, Gujarat.

### 2. Since this AGM is being held through VC/OAVM, pursuant to the MCA Circulars:

- a) Members can attend the AGM through Login Credentials provided to them for this purpose. Physical attendance of the Members at the AGM 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 also not annexed to this Notice.
  - c) However, Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
3. A Corporate Member intending to attend the AGM through its Authorised Representatives is requested to send to the Scrutiniser and the Company at [abml.investorgrievance@adityabirlacapital.com](mailto:abml.investorgrievance@adityabirlacapital.com) a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the Meeting.
  4. Further, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members who are attending the AGM through VC/OAVM and can cast their votes through e-Voting.
  5. The Attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Companies Act, 2013.
  6. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Director seeking Appointment and Re-appointment is Annexed herewith.
  7. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not Annexed to this Notice.
  8. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
  9. 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 and applicable circulars, the Company is pleased to provide to its Members the facility to exercise their right to vote on Resolutions proposed to be considered at the AGM by electronic means (“e-Voting”) and the business may be transacted through e-Voting services facilitated by CDSL. Members shall have the option to vote electronically either before the AGM (“remote e-Voting”) or during the AGM.
  10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses to be transacted at the Meeting is also Annexed.
  11. In compliance with the aforesaid MCA Circulars and applicable SEBI Circular(s) and other relevant circulars [and notifications issued in this regard, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
  12. Members may note that the Notice and Annual Report 2023-24 has been made available on the website of the Company at <https://stocksandsecurities.adityabirlacapital.com/investor> as well as on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  13. Members may please note that SEBI vide its Circular No.SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the Listed Companies to issue Securities in dematerialised form only while Processing Service Requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that

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any service request can be processed only after the folio is KYC Compliant. Physical Shareholders are requested to register the Specimen Signature for their corresponding Folio Numbers. To register/update the Specimen Signature, the Members are requested to make service requests by submitting a duly filled and signed Form ISR-2. The formats of applicable forms are available on the website of the Company's RTA, Cameo Corporate Services Limited at <https://wisdom.cameoindia.com>.

14. In terms of Regulation 40 of SEBI Listing Regulations 2015, the securities of the Listed Companies can only be transferred in dematerialised form with effect from 1<sup>st</sup> April 2019. In view of the same, Members are advised to dematerialise shares held by them in Physical Form. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in Physical Form. Members can contact the Company or the Registrar & Share Transfer Agent of the Company, Cameo Corporate Services Limited, for assistance in this regard.
15. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in, signed, and send to the Company or RTA.
16. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less/demat trading, Shareholders are advised to get their shares dematerialised to avail the benefits of scrip less trading.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for Consolidating their holdings in one folio. Requests for consolidation of Share Certificates shall be processed in dematerialised form.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the Cut-off Date will be entitled to vote during the AGM.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 04 August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31<sup>st</sup> July 2023 (updated as on 11<sup>th</sup> August 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

### **B] SPEAKERS**

1. Shareholders who would like to express their views/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](mailto:abml.investorgrievance@adityabirlacapital.com).
2. The Shareholders who do not wish to speak during the AGM 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](mailto:abml.investorgrievance@adityabirlacapital.com)  
These queries will be replied to by the Company suitably by email or during the AGM.
3. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask Questions during the Meeting.

### **C] REMOTE E-VOTING FACILITY**

1. In Compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.
2. The Board of Directors has appointed Mr. Avinash Bagul, Partner at M/s. BNP & Associates, Practicing Company Secretaries, as the Scrutiniser for scrutinising the e-Voting process in a fair and transparent manner.
3. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating



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voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.

- The Register of Members will remain closed from **23<sup>rd</sup> July 2024 to 30<sup>th</sup> July 2024 (both days inclusive)**.
- 23<sup>rd</sup> July 2024** shall be the **Cut-off Date** as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only.
- The e-Voting period begins on **Saturday, 27<sup>th</sup> July 2024 at 9.00 a.m. and will end on Monday, 29<sup>th</sup> July 2024 at 5.00 p.m.**

During this period, Shareholders of the Company holding shares either in physical or dematerialised form, as on the cut-off date (record date) of 23<sup>rd</sup> July 2024 may cast their vote electronically.

The e-Voting module shall be disabled by CDSL for voting thereafter.

### D] REGISTRATION OF EMAIL ID AND MOBILE NUMBER

Process for those Shareholders whose email id/mobile number are not registered with the Company/Depositories:

- For Physical Shareholders** - Please provide necessary details like folio number, name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self- attested scanned copy of PAN Card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [abml.investorgrievance@adityabirlacapital.com](mailto:abml.investorgrievance@adityabirlacapital.com).
- For Demat Shareholders** - Please update your email id and mobile number with your respective Depository Participant (DP).
- For Individual Demat Shareholders** - Please update your email id and mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

### E] 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 9<sup>th</sup> 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 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 <b>CDSL</b>	<p><b>If registered for CDSL Easi/Easiest facility</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>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.</li> <li>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.</li> </ol>



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Type of Shareholders	Login Method
	<p><b>If not registered for CDSL Easi/Easiest facility</b></p> <ul style="list-style-type: none"><li>a) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>b) 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 <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li><li>c) The system will authenticate the user by sending OTP on registered mobile number and email id as recorded in the demat account.</li><li>d) 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.</li></ul>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p><b>If registered for NSDL IDeAS facility</b></p> <ul style="list-style-type: none"><li>a) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL.</li><li>b) Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li><li>c) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li><li>d) A new screen will open.</li><li>e) You will have to enter your User ID and Password.</li><li>f) After successful authentication, you will be able to see e-Voting services.</li><li>g) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li><li>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.</li></ul> <p><b>If not registered for NSDL IDeAS facility</b></p> <ul style="list-style-type: none"><li>a) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>b) Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>c) Visit the e-Voting website of NSDL.</li><li>d) Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a personal computer or on a mobile.</li><li>e) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li><li>f) A new screen will open.</li><li>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.</li></ul>



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Type of Shareholders	Login Method
	<ul style="list-style-type: none"> <li>h) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ul>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ul style="list-style-type: none"> <li>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.</li> <li>b) After Successful login, you will be able to see e-Voting option.</li> <li>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.</li> <li>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.</li> </ul>

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	Members facing any technical issue in login can contact CDSL helpdesk by: <ul style="list-style-type: none"> <li>• sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or</li> <li>• call at Toll Free No.: 1800 22 55 33</li> </ul>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by: <ul style="list-style-type: none"> <li>• sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or</li> <li>• call at Toll Free No.: 022 - 4886 7000 and 022 - 2499 7000</li> </ul>

## F] 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](http://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](http://www.evotingindia.com) and voted on an earlier e-Voting of any Company, then your existing password is to be used.

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vi) If you are a first time user, follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
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. <ul style="list-style-type: none"><li>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.</li></ul>

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. However, 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your Password Confidential.
- ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the Aditya Birla Money Limited on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) 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 & enter the details as prompted by the system.
- xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A Scanned Copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 Scrutiniser to verify the same.
  - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/Authority letter



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etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; [abml.investorgrievance@adityabirlacapital.com](mailto:abml.investorgrievance@adityabirlacapital.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.

### G] INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND VOTING AT THE AGM

1. The procedure for Attending Meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-Voting credentials.
3. 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.
4. **The Members can join the AGM 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.**
5. 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 AGM without any restriction on account of first-come-first-served principle. Institutional Members are encouraged to participate at the AGM through VC/OAVM and vote thereat.
6. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for a better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of their Web Browser.
7. 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.
8. Members will be required to grant access to the web-cam to enable two-way video conferencing.
9. Only those Shareholders, who are present in the AGM 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 AGM.
10. If any Votes are cast by the Shareholders through the e-Voting available during the AGM 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.
11. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be able to eligible to vote at the AGM.

### H] GENERAL INSTRUCTIONS

1. 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 AGM. Members seeking to inspect such documents can send an email to [abml.investorgrievance@adityabirlacapital.com](mailto:abml.investorgrievance@adityabirlacapital.com) with the subject line "Aditya Birla Money Limited - AGM".
2. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can: email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on +91 22 2305 8738/+91 22 2305 8542/43
3. 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, 25<sup>th</sup> Floor, Marathon Futorex  
Mafatlal Mill Compounds, N. M. Joshi Marg,  
Lower Parel (East), Mumbai – 400013.  
or email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on +91 22 2305 8542/43.

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4. 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).
  5. The Scrutiniser shall, after the Conclusion of e-voting at the AGM, scrutinise the votes cast at the AGM and votes cast through remote-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.
  6. The result of e-voting will be declared within two working days of the conclusion of the AGM and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: <https://stocksandsecurities.adityabirlacapital.com/investor> and on the website of CDSL at: [www.evotingindia.com](http://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 Scrutiniser's decision on the validity of the vote shall be Final & Binding.
7. 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 AGM, i.e., Tuesday, 30<sup>th</sup> July 2024.**
  8. 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](mailto:abml.investorgrievance@adityabirlacapital.com)
  9. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that required information can be available.

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

**Manisha Lakhotia**  
Company Secretary

Place: Mumbai  
Date: 5<sup>th</sup> June 2024



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under the following items of the accompanying Notice dated 5<sup>th</sup> June 2024.

### Item No. 3 and 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Dr. Sethurathnam Ravi (DIN: 00009790) and Mr. Sharadkumar Bhatia (DIN: 07327383) as Additional Directors in the category of Non-Executive Independent Director of the Company with effect from 1<sup>st</sup> July 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Dr. Sethurathnam Ravi (DIN: 00009790) and Mr. Sharadkumar Bhatia (DIN: 07327383) holds office as Additional Directors till the date of this 28<sup>th</sup> Annual General Meeting ("AGM").

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of Shareholders for the appointment of an Independent Director at the next General Meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier.

The Company has received a Notice in writing pursuant to Section 160 of the Act from a Member signifying their intention to propose the Candidature of Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia as Independent Directors of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommended the appointment of Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia as Independent Directors on the Board of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2029 (both days inclusive subject to the approval of the Shareholders through a Special resolution.

The Company has received the following from Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia:

- (i) Consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that they meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20<sup>th</sup> June 2018, and NSE Circular No. NSE/CML/2018/24 dated 20<sup>th</sup> June 2018, that both has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company;
- (vi) A declaration that both the Directors are in Compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the Data Bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").
- (vii) The Nomination and Remuneration Committee (NRC) had previously finalised the desired attributes for the selection of the Independent Director(s). Based on those attributes, the NRC recommended the Candidature of Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia. In the opinion of the Board, both the Directors fulfils the conditions for independence specified in the Act, the Rules made thereunder, the SEBI Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board noted that skills, background and experience of Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia are aligned to the role and capabilities identified by the NRC and they are eligible for appointment as an Independent Director of the Company.
- (viii) A copy of the draft letters for the appointment of Dr. Ravi and Mr. Bhatia as Independent Directors setting out the terms and conditions are available for electronic inspection by the members during normal business hours.
- (ix) The Resolution seeks the approval of members for the appointment of Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia as Independent Directors of the Company for a term of 5 (Five) consecutive years effective from 1<sup>st</sup> July 2024 to 30<sup>th</sup> June 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the

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Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and they both shall not be liable to retire by rotation.

- (x) In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Dr. Sethurathnam Ravi and Mr. Sharadkumar Bhatia as Independent Directors of the Company, as a Special Resolution.

No Director, KMP or their relatives except Dr. Sethurathnam Ravi & Mr. Sharadkumar Bhatia, to whom the Resolution relates, are interested in or Concerned, Financially or otherwise, in passing the Proposed Resolution set out at Item No.3 & 4 of the Notice.

The Board recommends the Special Resolution as set out in Item No.3 & 4 of this Notice for the approval of Members.

### Item No. 5:

The tenure of Mr. Murali Krishnan L. R. as the Manager of the Company was expired on 5<sup>th</sup> May 2024. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meetings held on 22<sup>nd</sup> April 2024 Mr. Murali Krishnan was re-appointed as a Manager of the Company for another period of 5 (Five) years with effect from 6<sup>th</sup> May 2024 to 5<sup>th</sup> May 2029, subject to approval of the Members.

Mr. Murali Krishnan has been designated as a Key Managerial Personnel of the Company in Compliance with Section 203 of the Companies Act, 2013 ('the Act').

The Board recognises the Valuable Experience and business knowledge that Mr. Murali Krishnan brings to the Company, and it believes that his continued presence on the on the Board as Manager would be be beneficial. The remuneration and other terms and conditions of Mr. Murali as the Manager of the Company as set out in the resolution is subject to Members' approval.

The Remuneration to Mr. Murali Krishnan was structured in accordance with the criteria as prescribed under item (A) of Section II of Part II (Remuneration) Schedule V of the Act, subject to approval of the Members by passing a Special Resolution. A statement as required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

#### 1. General Information:

- a. **Nature of Industry:** The Company is engaged in the business of Securities Broking, Portfolio Management Services, Depository participant and research analyst.

- b. **Date or expected date of Commencement of Commercial Production:** Not Applicable

- c. **In case of new Companies, expected date of Commencement of Activities as per project approved by Financial Institutions appearing in the Prospectus:** Not Applicable

- d. **Financial Performance based on given indicators:**

(₹ in Crore)		
Particulars	FY24	FY23
Turnover	395.01	232.11
Profit/(Loss) after tax	52.97	33.90

- e. **Foreign Investments or Collaboration, if any:** Not Applicable

#### 2. Information About the Appointee:

- a. **Background Details:** Mr. Murali Krishnan L.R. is a Law Graduate from Dr. Ambedkar Government Law College, and he has an overall experience of 27 years and has rich experience in the field of capital market business. He has been associated with Aditya Birla Money Limited for more than 2 decades in various capacities and currently he is on the role of Manager, designated Key Managerial Personnel under Section 203 of the Companies Act 2013 as well as heading the compliance and legal function of the Company.

- b. **Past Remuneration:**

- Mr. Murali Krishnan L.R. was paid ₹ 41.93 Lakh p.a. as fixed remuneration in the previous financial year ended 31<sup>st</sup> March 2024.
- ESOP - During the financial year under review, Aditya Birla Capital Limited, being the holding company of the Company, granted 3073 stock options which can be converted into equity shares upon vesting.

- c. **Recognition or Awards:** During the financial year ended 31<sup>st</sup> March 2024, Mr. Murali Krishnan L.R. was awarded the Outstanding Leader Award at the Aditya Birla Capital Legal Meet.

- d. **Job Profile and suitability of the Appointee:** Mr. Murali brings in overall 27 years of rich experience in the field of capital market business. He has been associated with Aditya Birla Money Limited for more than 2 decades in various capacities. The Board has considered his experience and expertise best suitable for the purpose of his re-appointment as a Manager of the Company.



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- e. **Remuneration Proposed:** Forming part of Resolution No.5 of this Notice.
- f. **Comparative Remuneration Profile with respect to the Industry, Size of the Company, Profile of the Position and Person:** Taking into account the size of the Company, Industry benchmark in general, profile, leadership position, responsibilities, capabilities and the involvement of Mr. Murli Krishnan in the Company, the proposed remuneration is commensurate and in line with the industry and across the country.
- g. **Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel or other Directors, if any:** Except, for the proposed remuneration and transactions as declared in the financial statements, Mr. Murli Krishnan does not have any pecuniary relationship with the Company or with any Key Managerial Personnels or other Directors.

The Company is engaged in the business of securities broking, portfolio management services, commodity broking services, depository participant, research analyst, e-insurance repository solutions and distribution of other financial products

Considering the experience and expertise of Mr. Murali, the Board recommends passing the Special Resolution as set out in Item No.5 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Murali Krishnan L.R., is concerned or interested in Item No.5 of the Notice.

### Item No. 6 & 7:

6. Enhancement of Borrowing Limit of the Company upto to ₹ 3,000 Crore
7. Creation of Charge on the Movable and Immovable Properties of the Company upto ₹ 3,000 Crore

Pursuant to the Provisions of Section 180(1)(c) of the Companies Act, 2013, Members of the Company had, at the Annual General Meeting of the Company held on 6<sup>th</sup> July 2023, authorised the Board of Directors of the Company to borrow from time to time, any sum(s) of monies, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only).

In view of the Company's existing and future funds requirements to support its business operations and to meet its Working Capital requirements, it is proposed to increase the Borrowing Limit of the Company from ₹ 2,500 Crore to ₹ 3,000 Crore (Rupees Three Thousand Crore only).

Further, in order to facilitate securing the borrowings made by the Company, it would be necessary to create mortgage or charge on all or any of the movable or immovable properties, assets or undertakings of the Company in such form, manner and ranking as may be determined by the Board of Directors from time to time, in consultation with the lender(s).

Approval of the Members is therefore sought pursuant to Section 180(1)(c) of the Companies Act, 2013 to enable the Company to borrow money exceeding the aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company and pursuant to Section 180(1)(a) of the Companies Act, 2013 to create Mortgage or Charge on the properties or assets of the Company.

The Board recommends the Resolution for enhancement of Borrowing Limit of the Company up to ₹ 3,000 Crore and creation of charge on the movable and immovable properties of the Company upto ₹ 3,000 Crore, for approval of the Members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolutions, except to the extent of their shareholding in the Company, if any.

### Item No. 8:

As per Section 186 (2) of the Companies Act, 2013 ('the Act'), the Company can give Loans, Advances, Guarantees or provide any Security in connection with the Loan:

- up to 60% of its Paid-up Share Capital, Free Reserves and Security Premium Account; or
- 100% of its Free Reserves and Securities Premium Account, whichever is more.

As per Section 186 (3) of the Act, the Company can give loans and make investments exceeding the aforesaid limits, after taking prior approval of Members by means of a Special Resolution passed at a General Meeting of the Company.

The Shareholders had approved the proposal for giving Loans, Guarantees and making Investments upto ₹ 2,000 Crore, keeping in mind the foreseeable growth in business activities based on the assessment made at that point in time. The limit was subsequently approved by the Members of the Company by way of Postal Ballot (Electronic Means) held on September 2023.

Keeping in mind Company's existing and future business prospects and possibility of Surplus of Funds in view of increased Borrowing Limits as well as other requirements that



## Notice

may arise in various businesses, it is proposed to enhance the limit of Loans and Investments by way of Subscription, Purchase or otherwise, the Securities of any other Body Corporate, giving Loans, Guarantees and providing Securities in connection with a Loan of any person or other Body Corporate under Section 186 of the Act in excess of the limit upto an extend of ₹ 3,000 Crore.

In view of the above, the approval of the Members of the Company by passing Special Resolution would be required to be obtained for enhancing the limit of Loans and Investments under Section 186 of the Act.

Accordingly, the Board recommends the Resolution for the enhancement of existing limit under Section 186 of the Act up to ₹ 3,000 Crore for approval of the Members as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolutions, except to the extent of their shareholding in the Company, if any.

### **Item No. 9 & 10:**

Pursuant to provisions of Section 188 of the Companies Act 2013 ("the Act"), transactions with the related parties which are in arm's length basis and in ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, transactions between the Company and a related party of the Company, if material, require the approval of members through a resolution, notwithstanding

the fact the same are on an arm's length basis and in the ordinary course of business of the Company.

For this purpose, transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In view of the above, the Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements/transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, based on relevant details provided by the management, as required by the law, at its meeting held on 5<sup>th</sup> June 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, the Board considered the same and recommends to the Members passing of the Ordinary Resolution contained in Item No.9 & 10 of the Notice for the approval of Material Related Party Transactions.

## Notice

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22<sup>nd</sup> November 2021 is provided herein below:

S.No.	Particulars	Details
1.	Name of the Related Party and Nature of Relationship with the Company	<ol style="list-style-type: none"> <li>Grasim Industries Limited, Ultimate Holding Company</li> <li>Hindalco Industries Limited, Promoter Group Entity of Holding Company</li> </ol>
3.	Type, Material terms and particulars of the Proposed Transaction	Buy and Sell of Securities and Bonds through Wholesale Debt Market (WDM) desk. Material terms and conditions are based on the contracts which <i>inter-alia</i> include the rates based on prevailing/extant market conditions and commercial terms as on the date of entering into the contract(s)/transaction(s).
4.	Tenure of the Proposed Transaction	Recurring Transaction for the duration of 3 Financial Years commencing from the Financial Year 2024-25 to 2026-27.
5.	Value of the Proposed Transaction	Not Exceeding ₹ 750 Crore in a Financial Year with each Related Party Entity as stated above.
6.	Percentage of the Company's Annual Consolidated Turnover, for the immediately preceding Financial Year, that is represented by the Value of the Proposed Transaction	190 %
7.	If the transaction relates to any Loans, Inter-Corporate Deposits, Advances or Investments made or given by the Listed Entity or its Subsidiary:	
(a)	Details of the Source of Funds in connection with the Proposed Transaction;	Not Applicable
(b)	Where any Financial Indebtedness is incurred to make or give Loans, Inter-Corporate Deposits, Advances or Investments, <ul style="list-style-type: none"> <li>Nature of Indebtedness;</li> <li>Cost of Funds; and</li> <li>Tenure;</li> </ul>	Not Applicable
(c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
(d)	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the Listed Entity	<p>The Company is into Stock Broking and Capital Market Products distributor, offering Equity and Derivative Trading through NSE and BSE and Currency Derivative on MCX-SX and Commodities Trading through MCX and NCDEX. It is registered as a Depository Participant with both NSDL and CDSL in terms of the Securities and Exchange Board of India (Depository Participants) Regulations, 1996. It also provides Portfolio Management Services.</p> <p>The Company is also having a Wholesale Debt Market (WDM) desk which was established in 2018 to meet the Investment requirements of specialised Institutional Investors, such as Retirement and Pension Funds, Provident Funds, and Wealth/HNI Clients. Due to the necessity for Liquid Assets within this category, the desk primarily trades Central Government Securities, State Development Loans, Liquid PSU Bonds, and AA-rated and higher Private Corporate Bonds.</p> <p>For the purpose of catering to their Investment needs, the above Related Parties of the Company, propose to enter in to Buy and Sell of Securities and Bonds with the Company through the WDM desk every year. As WDM desk of the Company deals in Securities and Bonds, which is a routine nature of transaction and the proposed RPTs are on arm's length basis and in ordinary course of business.</p>

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S.No.	Particulars	Details
9.	Any Valuation or other External Report relied upon by the Listed Entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant or important for Shareholders to take an informed decision	All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said Resolution. The Board recommends passing of the Ordinary Resolutions as set out in Item Nos.9 and 10 of this Notice, for approval by the Members of the Company.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions, except to the extent of their shareholding in the Company, if any.

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

**Manisha Lakhotia**  
Company Secretary

Place: Mumbai

Date: 5<sup>th</sup> June 2024

## ANNEXURE TO THE NOTICE DATED 5<sup>th</sup> JUNE 2024

Details of Director seeking appointment and re-appointment at the 28<sup>th</sup> Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2):

Sl. No.	Nature of Information	Refer Item No.2	Refer Item No.3								
1.	Name of the Director	<b>Mr. Tushar Shah</b>	<b>Dr. Sethurathnam Ravi</b>								
2.	Date of Birth/Age	17 <sup>th</sup> April 1965/59 years	12 <sup>th</sup> July 1959/65 Years								
3.	Directors Identification Number (DIN)	00239762	00009790								
4.	Nationality	Indian	Indian								
5.	Nature of appointment/re-appointment	Re-appointment (pursuant to retirement by rotation)	Appointment as Independent Director								
6.	Qualification	B.L., C.A.	C.A								
7.	Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Tushar Shah is the CEO for the Infrastructure Finance business of Aditya Birla Finance Limited since November 2011, which encompasses project-linked lending, lending to large corporates, Debt Capital Markets, Debt Syndication and setting up an Infrastructure PE Fund. As a Director in Aditya Birla Money Limited, he mentors the Equity and Debt Stock Broking business. Prior to ABFL, he was associated with the IL&FS group for 16 years and has worked in the areas of Capital Markets, Investment Banking and Corporate Banking.	Dr. Ravi is a Fellow Chartered Accountant, holding a doctorate in finance and commerce. He is also certified in Information Systems Audit (DISA), a qualified Insolvency Resolution Professional, and a member of the Association of Certified Fraud Examiners (CFE) in the USA. In 1989, he founded the esteemed CA firm Ravi Rajan & Co. LLP, showcasing his extensive experience and expertise in financial and advisory services.								
8.	Skills and Capabilities	-	As provided in the Explanatory Statement								
9.	Terms and Conditions of appointment/re-appointment	His office shall be liable to retire by rotation.	Appointment as an Independent Director for 5 Years not liable to retire by rotation								
10.	Details of Remuneration last drawn and sought to be paid	No remuneration was paid during the Financial Year 2023-24 and no approval is being sought for remuneration to be paid.	No remuneration was applicable to be paid during FY24. Except sitting fees, no remuneration will be paid. Hence, no approval is sought for remuneration to be paid.								
11.	Date of first appointment on the Board	6 <sup>th</sup> May 2016	1 <sup>st</sup> July 2024								
12.	Shareholding in the Company as on 31 <sup>st</sup> March 2024	Nil	Nil								
13.	Relationship with other Directors and Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel								
14.	Number of Board Meetings attended during the Financial Year 2023-24	<table border="1"> <thead> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>5</td> <td>5</td> </tr> </tbody> </table>	Held	Attended	5	5	<table border="1"> <thead> <tr> <th>Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>NA</td> <td>NA</td> </tr> </tbody> </table>	Held	Attended	NA	NA
Held	Attended										
5	5										
Held	Attended										
NA	NA										
15.	#List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2024	<ol style="list-style-type: none"> <li>Aditya Birla ARC Limited</li> <li>Aditya Birla Money Mart Limited</li> </ol>	<ol style="list-style-type: none"> <li>Granules India Limited</li> <li>PCBL Limited</li> <li>Spacenet Enterprises India Limited</li> <li>360 One Asset Management Limited</li> <li>Usha Martin Limited</li> <li>Aditya Birla Health Insurance Company Limited</li> <li>Aditya Birla ARC Limited</li> <li>Tourism Finance Corporation of India Limited</li> </ol>								
16.	Listed Entities from which the Director has resigned in the past three years	NA	NA								

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Sl. No.	Nature of Information	Refer Item No.2	Refer Item No.3
17.	* Chairmanships/Memberships of the Committees of other Public Limited Companies as on 31 <sup>st</sup> March 2024		
-	Audit Committee	0	<b>Member-</b> 1. 360 One Asset Management Limited 2. Tourism Finance Corporation of India Limited 3. Usha Martin Limited <b>Chairman-</b> 1. Aditya Birla ARC Limited
-	Stakeholders Relationship Committee	NIL	NIL

Sl. No.	Nature of Information	Refer Item No.4				
1.	Name of the Director	<b>Mr. Sharadkumar Bhatia</b>				
2.	Date of Birth/Age	13 <sup>th</sup> November 1954/69 Years				
3.	Directors Identification Number (DIN)	07327383				
4.	Nationality	Indian				
5.	Nature of appointment/re-appointment	Appointment as Independent Director				
6.	Qualification	B.E. in Chemical Engineering and MBA				
7.	Brief Resume and Nature of Expertise in Specific Functional Area	<p>Mr. Sharad Bhatia has over four decades of experience in progressively improved roles, across three leading banking groups: ICICI Bank, Kotak Mahindra Bank and Axis Bank. In his last role, he was Managing Director with Multiples Alternate Asset Management, a leading Private Equity fund and led their foray into investing in special situations.</p> <p>He has been closely involved with the stressed assets space in various roles - a seller and a buyer of non- performing loans in a bank and an Asset Reconstruction Company, and a Private Equity investor evaluating investments in stressed companies. Currently, he is also on the board of many esteemed entities as an Independent Director such as Aditya Birla ARC Limited, Kotak Mahindra Trustee Company Limited, Kotak Pension Fund Limited etc.</p>				
8.	Skills and Capabilities	As provided in the Explanatory Statement				
9.	Terms and Conditions of appointment/re-appointment	Appointment as an Independent Director for 5 Years not liable to retire by rotation				
10.	Details of Remuneration last drawn and sought to be paid	No remuneration was applicable to be paid during FY24. Except sitting fees, no remuneration will be paid. Hence, no approval is sought for remuneration to be paid.				
11.	Date of first appointment on the Board	1 <sup>st</sup> July 2024				
12.	Shareholding in the Company as on 31 <sup>st</sup> March 2024	NIL				
13.	Relationship with other Directors and Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel				
14.	Number of Board Meetings attended during the Financial Year 2023-24	<table border="0"> <tr> <td>Held</td> <td>Attended</td> </tr> <tr> <td>NA</td> <td>NA</td> </tr> </table>	Held	Attended	NA	NA
Held	Attended					
NA	NA					
15.	#List of other Public Companies (in India) in which Directorships are held as on 31 <sup>st</sup> March 2024	1. SREI Equipment Finance Limited 2. HKR Roadways Limited 3. Kotak Mahindra Pension Fund Limited 4. Kotak Mahindra Trustee Company Limited 5. Aditya Birla ARC Limited				



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16.	Listed Entities from which the Director has resigned in the past three years	NA
17.	* Chairmanships/Memberships of the Committees of other Public Limited Companies as on 31 <sup>st</sup> March 2024	
-	Audit Committee	<p><b>Member-</b></p> <ol style="list-style-type: none"> <li>1. Kotak Mahindra Pension Fund Limited</li> <li>2. Kotak Mahindra Trustee Company Limited</li> <li>3. Aditya Birla ARC Limited</li> </ol> <p><b>Chairman-</b></p> <ol style="list-style-type: none"> <li>1. HKR Roadways Limited</li> </ol>
-	Stakeholders Relationship Committee	NIL

# The Directorship, Committee Memberships and Chairmanships do not include positions in Foreign Companies, Private Companies and positions held in Companies registered under Section 8 of the Companies Act, 2013.

\* In accordance with Regulation 26 of the Listing Regulations, 2015, for the purpose of determination of limit of the Chairpersonship and Membership, the Audit Committee and the Stakeholders Relationship Committee has been considered.

