






FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

Name of the Company	Aditya Birla Money Limited
Annual financial statements for the year ended	March 31, 2015
Type of Audit observation	<p>In the audit report dated May 04, 2015 on the annual financial statements for the year ended March 31, 2015, the auditors have included an Emphasis of Matter in respect recoverability of assets aggregating to Rs. 145,730,179. Management is of the view that -</p> <p>Pursuant to a Share Purchase agreement ('SPA') between Aditya Birla Nuvo Limited ('ABNL' or 'the Purchaser'), ultimate holding company and Mr. Prataph C Reddy and others ("Erstwhile Promoters") dated August 28, 2008, ABNL had agreed to acquire 31 million equity shares in Aditya Birla Money Limited ("the Company"). The transaction was completed on March 6, 2009.</p> <p>As per the SPA, the Erstwhile Promoters had agreed to indemnify and hold harmless the Purchaser to the extent of any Losses, resulting from or consequent upon or relating to such breach of representations or warranties, covenants or agreement including but not limited to the recoveries of receivables and other assets in the books of the Company, contingencies on tax and related matters etc.</p> <p>Subsequent to the completion of the above transaction, the Purchaser noted several breaches of representations and warranties including but not limited to non-recovery of debtors, irrecoverable advances, missing fixed assets etc. Accordingly, ABNL based on its internal assessment of the recoverability of receivables, fixed assets, other assets and matters relating to tax and other contingencies arrived at an amount of Rs 163,882,296 as Losses incurred on account of breach of representation / warranties in the SPA. Further, ABNL vide its letter dated March 5, 2011 made a separate claim of Rs. 5,169,379 for amounts becoming due and payable on accounts of various cases initiated by the customers of the Company. ABNL invoked the arbitration mechanism and filed their Statement of Claim on February 26, 2011 with the Arbitration Tribunal.</p> <p>Pending the final outcome of the arbitration proceedings, the Company has identified all such receivables, assets etc. which are have not been recovered and other items which are the subject matter of the claim to the extent they are in the books of accounts of the Company as at March 31, 2015 aggregating Rs. 145,730,179 (previous year: Rs 145,779,681) and disclosed the same in Short Term Loans & Advances under Note 11B of the Balance Sheet, as these amounts would be paid directly to the Company by the Erstwhile Promoters at the direction of ABNL as and when the settlement happens.</p> <p>Both parties completed filing of documents. On July 04, 2012, a hearing was held and M/s. Deloitte Haskins & Sells were asked to act as auditors by the Arbitrators with a mandate to submit a report on whether from an accounting perspective, including the accounting treatment that has been given to the items set out in the Statement of Claim, the amounts as claimed are correct as per accounting practice.</p> <p>The arbitral tribunal then directed the Claimants and Respondents to file their objections if any to the audit report submitted by Professional Accounting firm and had also directed the Respondent to file their list of witnesses (if any) by the end of April 2013. The Respondents filed their objections to the audit report and ABNL had also filed its reply to the said objections.</p> <p>Arguments in rebuttal by the Claimant were completed on October 25, 2013 and written submissions were filed by October 29, 2013. The tribunal has reserved the award.</p>

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	<p>During the current year, the Arbitral Tribunal has passed an award, allowing claim of Rs.99,190,697/-, which excluded premature claims pertaining to income tax, service tax, etc. Further, such award directed the Erstwhile Promoters to pay a sum of Rs. 55,546,790/- (being 56% of Rs.99,190,697/-, as ABNL has purchased only 56% of shares), along with interest @ 14% from the date of award. This award was received by ABNL on May 27, 2014.</p> <p>Subsequently, during the year, both parties have filed petitions under Section 34 of the Arbitration and Conciliation Act, 1996 seeking to set aside the award and the same are admitted and pending on the file of the High Court of Madras.</p> <p>In respect of such receivables, which exclude premature claims pertaining to income tax, service tax, etc., the Company has created adequate provision, which also includes claims not awarded by the Arbitral Tribunal to the extent of 44%. In respect of tax claims, the company has obtained favourable order for certain assessment years & is confident of recovering such amount in due course. Such amounts are fully recoverable from the income tax department.</p> <p>Based on legal opinion received by the company in previous year and internal assessment, ABNL is confident of recovering the allowed claim through the legal process. Further, we confirm that ABNL has committed to transfer any funds received on settlement of arbitration order to the company. Accordingly, in our opinion there is no uncertainty in recovery of such amounts and no additional provision is necessary.</p>
Frequency of observation	Fourth time (FY 2011-12, FY 2012-13, FY 2013-14 & FY 2014-15)
To be signed by-	
Mr. Sudhakar Ramasubramanian Managing Director	
Mr. Srinivas Subudhi Chief Financial Officer	
Mr. P. Sudhir Rao Audit Committee Chairman	
Auditor of the Company SHRAWAN SAHAI (C.S.R. Section 16, LLP)	 

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ADITYA BIRLA



MONEY



ANNUAL REPORT
2014-2015

ADITYA BIRLA MONEY LIMITED

LETTER FROM THE MANAGING DIRECTOR

Dear Shareholders,

During the financial year 2014-15, we saw most macroeconomic indicators improving as far as India is concerned and it became visible in the GDP growth projections. GDP after being well below 5% for the past two years is expected to grow above 5.5% on the old base; while on the new base GDP for FY15 is expected to be above 7.4%. Inflation, as measured by CPI, which was at 10% for FY14, has fallen drastically to 5.92% for FY15. This is way below the RBI's initial target of 8%, which was later revised downwards to 6%. Fall in global commodity prices, particularly crude oil and agri commodities have benefitted India. Index of Industrial Production (IIP), an indicator of economic growth, is slowly showing signs of revival as it grew 2.8% for FY15, which is higher than the preceding two years. However, IIP needs to reach high single digit numbers if GDP needs to head towards 8-10% growth. The only weak spot among the macro indicators currently is the exports sector which has barely grown over FY14 and missed FY15 target of USD 350 bn. Government has set up an ambitious target of USD 900 bn of exports by FY20. Recently, slew of measures have been announced by the Government to boost manufacturing sector at home through "Make in India" initiative but the dampener remains the lower global growth.

FII flows for FY15 at USD 45.44 bn are the highest inflows India has ever received and we believe that this trend will continue in FY16 as well. FY15 saw debt inflows garnering a lion's share of total inflows at USD 27.07 bn and equities saw inflows of USD 18.37 bn. Debt inflows were higher on account of three factors – a relatively stable Indian Rupee among the emerging markets currencies, attractive bond yields and falling inflation. Indian equities (Nifty) delivered 26.65% in FY15; the second best performance amongst markets, on account of strong political mandate, falling inflation, softening interest rates and reforms by the government to boost growth.

Your Company's continued focus on cost reduction and productivity enhancement initiatives supported by market buoyancy have resulted into considerable gains both in revenues as well as profitability. Further, we enhanced our product offerings and reached out to specific profitable segments successfully. Given the success with this strategy, we were able to expand our operations further by adding new branches and business partners and increasing capacity in existing locations.

These initiatives have helped us turning around losses into profits in FY15. Your Company reported net profit of Rs.5.90 Cr. in FY15 compared to net loss of Rs.11.74 Cr. in FY14 and net loss of Rs.15.31 Cr. in FY13. Also over last two years we continued to outperform market by gaining market shares in the retail derivatives segments which has increased to 2.48% in FY15 compared to 1.37% in FY14 and 0.94% in FY13. Income from operations has increased to Rs.119.08 Cr. in FY15 compared to Rs.75.18 Cr. in FY14 showing an year on year increase of 58.4%.

Given the underlying potential of Indian markets in the long run, we continue to be positive on the long term potential in India and expect retail investors to return to markets. Your Company will continue to work towards creating enduring value for its stakeholders and customers by converting the difficult times into opportunities.

Yours Sincerely,



Sudhakar Ramasubramanian

ADITYA BIRLA MONEY LIMITED

BOARD OF DIRECTORS

Mr. Sudhakar Ramasubramanian - Managing Director
Mr. P. Sudhir Rao
Mr. G. Vijayaraghavan
Mr. Gopi Krishna Tulsian
Mr. Shriram Jagetiya
Ms. Pinky A Mehta

COMPANY SECRETARY

Vikashh K Agarwal

AUDITORS

M/s. S. R. Batliboi & Co. LLP
Chartered Accountants, Mumbai

BANKERS

HDFC Bank Limited – Anna Salai Branch, Chennai
Bank of India – Anna Nagar Branch, Chennai
State Bank of India – Thousand Lights Branch, Chennai
Allahabad Bank – Thousand Lights Branch, Chennai
Axis Bank Limited – Mylapore Branch, Chennai
ICICI Bank Limited – Nugambakkam Branch, Chennai
Standard Chartered Bank – Rajaji Salai Branch, Chennai

REGISTERED OFFICE

Indian Rayon Compound
Veraval - 362 266, Gujarat

CORPORATE OFFICE

Ali Centre,
No.53, Greams Road,
Chennai - 600 006.

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MANAGEMENT'S DISCUSSION AND ANALYSIS

MACROECONOMIC SCENARIO

THE INDIAN ECONOMY & MARKETS

During the financial year 2014-15, we saw most macroeconomic indicators improving as far as India is concerned and it became visible in the GDP growth projections. GDP after being well below 5% for the past two years is expected to grow above 5.5% on the old base; while on the new base GDP for FY15 is expected to be above 7.4%. Inflation, as measured by CPI, which was at 10% for FY14, has fallen drastically to 5.92% for FY15. This is way below the RBI's initial target of 8%, which was later revised downwards to 6%. The fall in global commodity prices, particularly crude oil and agri commodities have benefitted India. Index of Industrial Production (IIP), an indicator of economic growth, is slowly showing signs of revival as it grew 2.8% for FY15, which is higher than the preceding two years. However, IIP needs to reach high single digit numbers if GDP needs to head towards 8-10% growth. The only weak spot among the macro indicators currently is the exports sector which has barely grown over FY14 and missed FY15 target of USD 350 bn. Government has set up an ambitious target of USD 900 bn of exports by FY20. Recently, slew of measures have been announced by the Government to boost manufacturing sector at home through "Make in India" initiative but the dampener remains the lower global growth.

FII flows for FY15 at USD 45.44 bn are the highest inflows India has ever received and we believe that this trend will continue in FY16 as well. FY15 saw debt inflows garnering a lion's share of total inflows at USD 27.07 bn and equities saw inflows of USD 18.37 bn. Debt inflows were higher on account of three factors – a relatively stable Indian Rupee among the emerging markets currencies, attractive bond yields and falling inflation. Indian equities (Nifty) delivered 26.65% in FY15; the second best performance amongst markets, on account of strong political mandate, falling inflation, softening interest rates and reforms by the government to boost growth.

Global Developments

US Fed in the month of October 2014, ended its QE3. It has purchased bonds (MBS, Treasuries, etc.) worth USD 4.5 tn from the time it launched the first QE in November 2008. US economy on the other hand has seen growth picking up at 2.4% in 2014 vs. unemployment rate fall to 5.6%, the lowest level in 8 years, as the private sector has rebounded with confidence to hire more people. US Fed is now expected to hike its interest rate for the first time in 8 years as most macro indicators point towards a 2.7-3% growth in 2015.

Europe on the other hand has just managed to escape from a triple dip recession as growth remains very modest at 0.1-0.2% growth. Germany continues to remain the most stable economy among the core countries and its unemployment level now is at a two decade low. Peripheral countries like Spain, Portugal and Ireland have emerged out of recession and are in fact, posting some growth after 2 years of economic contraction. ECB in January announced its first ever QE with EUR 60bn of bond purchases starting from Mar'15 till Sept'16 but maybe extended, if needed, as it attempts to boost growth and make investors enter risky assets such as equities and real estate. In recent weeks, the fear of Greece exit has started haunting the markets and investors again as a newly elected government is against the austerity measures and controls imposed by the EU. Chinese GDP growth for 2014 came in at a two decade low of 7.4% and a bit lower than the government estimate of 7.5%. Further slowdown in China was due to government clamping down on property prices as it entered a bubble zone, cutting down on capital investments and weak economic growth taking a toll on its exports.

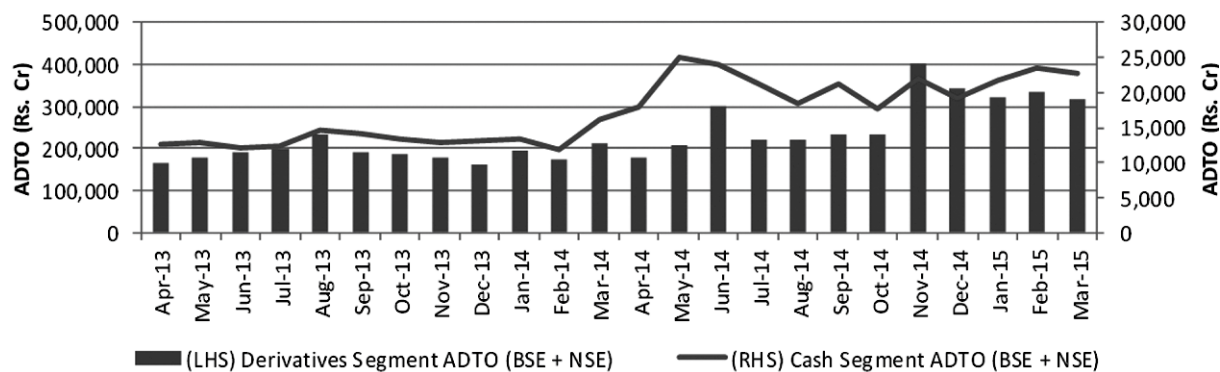
INDUSTRY STRUCTURE AND DEVELOPMENTS

The market capitalization of India crossed Rs.100 tn in FY15 amidst high investor interest. During 1HFY15, cash market volumes surged post the outcome of 2014 general elections. Retail investor participation rose as a general sense of "ache din" to come, prevailed (Retail volumes @ 50% were higher by 300bps in FY15). Daily cash volumes rose to Rs.213 bn in FY15, a rise of ~60% yoy. This is a marginally positive sign indicating that investments happened for longer tenure than for speculative gains, but it is still abysmal looking at the overall pie wherein the total volumes and the option volumes increased 65%+. Product mix on an overall basis still continued to favor low yielding derivative segment. The overall delivery volumes remained flattish @ 30% within the cash volumes. The structural shift (from high yield cash delivery to low yield derivatives market) over the years, is resulting in prolonged earnings pressure on the entire broking space. Institutional investors showed similar trend - while FII's continued to dominate the market place with investment of Rs.1.1 tn against Rs.0.8 tn last year, DII's continue to sell (Rs.220 bn vs Rs.542 bn). However within the DII, MF's recorded net positive inflows in all the four quarters of FY15. Difficult economic conditions in the first half of FY15, led to fewer public issuances which in turn meant that distribution

MANAGEMENT'S DISCUSSION AND ANALYSIS

income remained weak. While OFS and FPO saw an uptick, IPO and QIP are yet to take off in a meaningful way. This environment put pressure on profitability and only strong players with service orientation, strong customer focus, clear value added research focus and strong distribution network have been able to sustain their business.

Equity & Derivatives Market Volume Data



FINANCIAL PERFORMANCE AND REVIEW OF OPERATIONS

Your Company recorded an Income from Operations of Rs.112.01 Cr. for the year under review as against Rs.65.09 Cr. for the previous year. The total income for the year under review stood at Rs.118.72 Cr. compared to Rs.69.91 Cr. during the previous year, an increase of 70%. Revenues from equity broking during the year increased by 78% to Rs.94.54 Cr. The Net Profit for the year stood at Rs.7.08 Cr. as compared to a Net Loss of Rs.8.20 Cr. in the previous year. The derivative market share in retail segment improved from 1.37% in FY14 to 2.25% in FY15. The Equity (Cash) market share in retail segment was stable at 1.45% in FY15.

ECONOMY

The latest weather forecast points towards the likelihood of a less than normal rainfall this year and is a reason for concern. India has been hit by unseasonal rains in the recent months which has affected 67 lakh hectares of rabi crops across North India and could impact rural income. MSP increases for FY16 have been announced and are in the range of 2-4% which should keep agri commodities prices from spiraling up. Risks however remains that bad monsoons may lead to CPI rising. RBI has cut policy rates twice in CY15 to 7.50% and we expect further cut by end of the year.

The key contributors to the economy in FY16 will be the reforms taken by the government to boost growth by bringing in bills like GST, Land Acquisition etc. which are hugely beneficial to the economy. The recent coal mines auctions along with spectrum auction have filled the coffers of the government and will benefit the individual states as well. The economy definitely needs a major push in terms of spends on infrastructure and improvements in connectivity which aims to be filled by "Make in India" theme with focus on manufacturing and increasing the share of industry in the GDP.

Macroeconomic indicators like the core sector growth, Index of Industrial Production, Capital spends etc., which had slumped in the last two years have started improving in FY15 and with more scope to improve in FY16 as well. This process along with more proactive governmental support and clarity in direction will help the economy hit 8-10% growth in the next few years.

CPI Inflation is indicating a sustainable moderation in core inflation, RBI has already moved into a soft money policy mode which is expected to continue for the next few years. Lower inflation expectations and lower interest rates would definitely add strength to the recovery process and help kick start the investment cycle as well.

INDUSTRY

For the Broking industry, structural challenge remains. While the economy is on the mend and there is palpable increase in financial market participation, higher competition, growing cost pressures and low yields continue to dominate the broking

MANAGEMENT'S DISCUSSION AND ANALYSIS

industry. This is giving pressure on the Industry and as a result many of the large organized players are making their move towards advisory. Very few small players are able to survive and grow in this environment.

With the new stable Government, we sense a structural shift over the next decade in the savings composition of our economy. This is on account of the policy and regulatory development (focus on positive real interest rates, financial inclusion, greater focus on undisclosed income) and ensuing macro Economic factors (higher real GDP growth, lower inflation and lower Government spending leading to lower taxations). With a resolve from both the RBI and the Government, to keep the real interest rates positive, the move away from investments into physical assets is underway. We expect the savings rate to move back to higher 30's from the current 31 % and Equity savings trending towards double digit from the current under 10% .

The cash market volume to GDP ratio (not widely tracked variable of equity market participation but quite relevant) has fallen from 98% in 2007-08 to 36% currently, indicating that over the years the trade velocity and Investments in Equity market has not picked up commensurate to the economic activity (GDP) in the country. So there is potential to easily double the current cash market ADTO of Rs.20,000 Cr. daily. Again the non-speculative and delivery volumes should increase even higher as the confidence in the economy and governance increase.

With brokerage commission fees falling (owing to a cap of 12 bps for cash market & 5 bps for futures segment) for the Mutual Fund industry coupled with increased penetration of Direct Market Access [DMAs], the impact on Institutional broking, has been significant.

The yield on Options and Commodity continues to decline and would continue to remain under pressure due to competitive intensity and constrained margins.

The overall growth in the market size in short to medium term will be dependent on the pace of reforms by the government, internationally benign liquidity conditions and domestic macroeconomic growth. These factors will primarily determine the direction of the market and boost confidence in equities as an asset class. Revival of primary market with new sectors seeking massive investments (E-Commerce, Logistics, Railways, Insurance, Defense, etc.) will be the key driver to the expansion of the secondary and overall market.

We saw some increase in volumes with Banks allowed to participate in Currency Futures and increase of 10 mn USD limit to 15 mn USD per client but still it has long way to go. While Commodities volume averaged at 25,000 Crs for FY15 the Industry is still recovering from the regulatory and exchange related issues and a Commodities price fall related issues. The worst seems to be over for the Industry with SEBI & FMC merger being announced.

OPPORTUNITIES AND THREAT

India is on the cusp of a structural bull market after a prolonged slow down of three years. With the tenets for an economic recovery in place (like lower commodity prices, reform oriented government, low inflation and low interest rates), we believe that as the recovery does come about, participation in the financial markets is likely to increase. Moreover, with the focus of the Government to shift the savings of the economy into the productive financial assets rather than the unproductive physical assets the equity broking industry is set for increased volumes over the next few years.

We will also see increased retail participation as equities are likely to emerge as the best asset class in the foreseeable future outperforming other asset classes. Your Company is aware of the same and making conscious efforts to increase investor participation. It has plans to increase its overall market share by targeting select profitable segments. Company is also focusing on efficient use of technology to become a cost efficient player in the market.

Your Company will continue to focus on technology, drive client acquisition, increase its business partner network, cost rationalization and provide efficient trading tools and value added research advice to its clients. The overall strategic focus is to create product and service differentiators across all segments.

We sense a good portion of the market to move towards Advisory format from the existing transactional only. Your Company has also made investment in this area so as to increase the overall advisory proposition and capture market share. It has launched it's maiden Portfolio Management Scheme focused at wealth creation for the investors.

MANAGEMENT'S DISCUSSION AND ANALYSIS

RISK AND CONCERNS

The very nature of the Company's business makes it susceptible to various kinds of risks. The Company encounters market risk, credit risk and operational risks in its daily business operations. The Company has framed a comprehensive Risk Management Manual which *inter-alia* lays down detailed process and policies in the various facets of risk management function. The risk management review framework provides complete oversight to various risk management practices and process. The framework and assessment remains dynamic and aligns with the continuing requirements and demands of the market condition. The Company has also implemented surveillance mechanism to deal with various trades related risks and adopted a surveillance policy in line with the regulatory requirements.

INTERNAL CONTROL AND ADEQUACY

The Company has adequate internal control systems appropriate for the business process having regard to efficiency of operations - both systems, finance and for compliance with applicable laws. The controls are reviewed periodically and strengthened in view of changed processes, systems and regulations. In addition, the Company goes through periodic internal audits both through its internal team and external auditors, which includes branch and franchisee audits as well as all operations control. All the audit and inspection reports are placed at the Audit Committee meetings. Key issues are specifically brought to the attention of the Audit Committee and deliberated in detail along with the action plan for closure.

HUMAN RESOURCES

One of the key pillars of the Company's business is its people. The Company's HR policies and practices are built on Aditya Birla Group's core values of Integrity, Passion, Speed, Commitment and Seamlessness. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company is hopeful and confident of achieving the same to be able to deliver results and value for our shareholders. As on March 31, 2015, the total employees on the Company's rolls stood at 930.

CAUTIONARY NOTE

Statements in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the Company's operations are affected by many external and internal factors, which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

DIRECTOR'S REPORT TO THE MEMBERS

Dear Shareholders,

We are pleased to present the 19th Annual Report, together with the Audited Standalone and Consolidated Accounts of your Company for the financial year ended March 31, 2015.

1. Financial Performance Summary

The highlights of the financial results of the Company on a standalone and consolidated basis are as follows:

(Rs. in Crore)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
Income from Operations	112.01	65.09	119.08	75.18
Other Income	6.71	4.82	7.38	6.13
Total Income	118.72	69.91	126.46	81.31
Profit before Interest, Depreciation and Taxation	14.50	0.30	13.51	(2.86)
Less : Interest	1.98	2.39	1.98	2.42
Profit before Depreciation and Taxation	12.51	(2.09)	11.53	(5.28)
Less : Depreciation	5.72	6.12	5.93	6.46
Profit / (Loss) Before Taxation	6.79	(8.20)	5.61	(11.74)
Less : Excess Provision for Tax Written back	(0.29)	—	(0.29)	—
Profit / (Loss) After Tax	7.08	(8.20)	5.90	(11.74)
Profit / (Loss) brought forward from previous year	(25.53)	(17.33)	(28.70)	(16.97)
Less: Depreciation written off as per Schedule II	8.41	—	8.43	—
Balance carried to Balance Sheet	(26.86)	(25.53)	(31.24)	(28.70)

2. Business Performance

The Company on a Standalone basis has achieved total income of Rs.118.72 Crore as compared to Rs.69.91 Crore during the previous year, a growth of 69.8%. The Income from Operations during the year was Rs.112.01 Crore as compared to Rs.65.09 Crore during the previous year. The Company's overall top down and bottom up approach has resulted in a Profit before Depreciation and Taxation of Rs.12.51 Crore as compared to a loss of Rs.2.09 Crore in the previous year. Interest Cost was down at Rs.1.98 Crore as compared to Rs.2.39 Crore in the previous year. The Company has posted a **Net Profit** of Rs.7.08 Crore as compared to Net Loss of Rs.8.20 Crore in the previous year.

On a Consolidated basis, the Company's Income from Operations was Rs.119.08 Crore, as compared to Rs.75.18 Crore in the previous year, a growth of 58.4%. The Company has posted a **Consolidated Net Profit** of Rs.5.90 Crores as compared to a Net Loss of Rs.11.74 Crores in the previous year.

3. Reserves

The Reserves & Surplus of the Company as on March 31, 2015 stood at Rs.20.43 Cr. No amount is proposed to be transferred to Reserves during the year.

4. Dividend

In order to conserve cash for Company's operations, your Directors do not recommend any dividend for the year under review.

DIRECTOR'S REPORT TO THE MEMBERS

5. Share Capital

The Authorised Share Capital of the Company is Rs.25 Crore. The Paid up Capital, Issued and Subscribed Capital of the Company was Rs.15.54 Crores as on March 31, 2015 consisting of 55,400,000 Equity shares of Re.1/- each and 1,000,000 8% Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs.100/- each.

6. Management Discussion and Analysis

The Management Discussion and Analysis Report on the operations of the Company is provided as a separate section and forms part of the Annual Report.

7. Corporate Governance

Your Directors reaffirm their commitment to the corporate governance standards to the extent they are applicable to the Company. A detailed report on Corporate Governance form part of the Annual Report.

8. Board Meetings

The Board of Directors of the Company met 5 (five) times during the year i.e. on April 29, 2014, July 28, 2014, November 5, 2014, January 28, 2015 and March 30, 2015.

9. Subsidiary

The Company has a wholly owned subsidiary viz. Aditya Birla Commodities Broking Limited ("ABCBL"), which is engaged in the business of commodity broking.

ABCBL has posted total Income of Rs.7.75 Crores as compared to Rs.11.68 Crores during previous year. The Net Loss is at Rs.1.18 Crores as compared to a Net Loss of Rs.3.53 Crores in the previous year.

The Consolidated financial statements pursuant to Clause 41 of the Listing Agreement and in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India form part of the Annual Report. The statement containing the salient features of the financial statements of the Company's subsidiary is set out in the Annexure to this report.

10. Public Deposits

During the year, the Company has not accepted or renewed any deposit from the public as covered under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

11. Credit Rating

During the year, CRISIL has re-affirmed A1+ rating for the short term debt programme.

12. Significant and Material Orders passed by the Regulators or Courts

During the year, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status of the Company.

13. Details about adequacy of Internal Financial Controls

The Company has adopted the requisite policies and procedures to ensure orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The company has the required internal financial controls in place as prescribed under Companies Act, 2013.

14. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 form part of the notes to the financial statements.

DIRECTOR'S REPORT TO THE MEMBERS

15. Risk Management Policy

The Company has a robust Risk Management Policy in place which includes identifying the elements of risk in the opinion of the Board that may threaten the existence of the company. The Company has a Risk Governance Committee to evaluate the significant risk exposure of the Company & assessing Management's action to mitigate the exposure in timely manner and approving the implementation of the Enterprise Risk Management Framework for the Company. During the year, the Risk Governance Committee met on March 18, 2015 and discussed on the various risk areas and mitigations initiated by the Company.

16. Corporate Social Responsibility

The provisions of Corporate Social Responsibility are not applicable to the Company for the financial year 2014-15 as the criteria mentioned under Section 135 of the Companies Act, 2013 is not fulfilled.

However, the provisions of the Section 135 of the Act would be applicable for the next financial year on account of Company posting net profits above Rs.5 Crores in the financial year 2014-15. The Board, at its meeting dated May 04, 2015 has constituted a CSR Committee. The constitution and the terms of reference of the Committee are more fully mentioned in the Corporate Governance Report.

17. Related Party Transactions

All Related Party Transactions ('RPT') entered into during the financial year by the Company were on an arm's length basis and in the ordinary course of business.

The Board has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. As per the policy, the Audit Committee may grant omnibus approval for RPTs which are repetitive in nature. The Audit Committee may further grant omnibus approval for such transactions which are unforeseen provided that the value of each such transaction shall not exceed Rs. 1 Crore.

The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all Related Party Transactions are placed before the Audit Committee for its approval on a quarterly basis.

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is set out in the Annexure to this report.

18. Cost Audit

The provisions of Cost audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.

19. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information relating to the Conservation of Energy and Technology Absorption required under Rule 8(3)(A) and 8(3)(B) of Companies (Accounts) Rules, 2014 are not applicable to the Company due to the very nature of the industry in which it operates. During the year under review, there were no foreign exchange earnings (Previous Year - Nil) and outgo (Previous Year - Nil), respectively.

20. Directors and Key Managerial Personnel

As on March 31, 2015, your Board of Directors comprised of 6 Directors including 2 Independent Directors. During the year under review, Ms. Pinky A Mehta was appointed as an Additional Director of the Company with effect from March 30, 2015 and holds office as a Director upto the ensuing Annual General Meeting of the Company. The Board recommends to the shareholders, the appointment of Ms. Pinky A Mehta as a Director, liable to retire by rotation.

The Company has received requisite disclosures and undertakings from all the Directors in compliance with the provisions of the Companies Act, 2013 and other applicable statutes.

The Board of Directors appointed Mr. Srinivas Subudhi as the Chief Financial Officer of the Company with effect from May 15, 2014.

DIRECTOR'S REPORT TO THE MEMBERS

Further, Mr. Balaji S resigned from the office of Company Secretary with effect from September 26, 2014 and Mr. Vikashh K Agarwal was appointed as the Company Secretary of the Company pursuant to Section 203 of the Companies Act, 2013, with effect from January 28, 2015.

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors meet the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

Formal Annual Evaluation of the Board

a. Meeting of the Independent Directors

During the year, the Independent Directors of the Company met on March 28, 2015 to review the performance of Non-Independent Directors, the Board as a whole, Chairman of the Board and the Committees of the Board.

The Company has conducted a familiarisation programme for the Independent Directors of the Company and the details of such familiarisation programmes are disseminated on the website of the Company at the link <http://www.adityabirlamoney.com/about-us/investor>.

b. Meeting of the Board of Directors other than Independent Director

During the year, the Board of Directors of the Company other than the Independent Directors met on March 30, 2015 to evaluate the performance of the Independent Directors, Chairman of the Board, the Board as a whole and the Committees of the Board.

On the basis of the performance evaluation undertaken, the Board is of the view that the contribution of the Independent Directors to the Board is remarkable and therefore the term of appointment of the Independent Directors shall be continued.

21. Composition of Audit Committee

In compliance of the provisions of Section 177 of the Companies Act, 2013 and in accordance with the provisions of Clause 49 of the Listing Agreement, the Company has a qualified and independent Audit Committee of the Board. All the members of the Audit Committee are financially literate having accounting and related financial management expertise.

The Audit Committee consists of the following three Directors, two-thirds of whom are Independent.

- | | | |
|---|---|----------|
| 1. Mr. P. Sudhir Rao (Independent Director) | — | Chairman |
| 2. Mr. G. Vijayaraghavan (Independent Director) | — | Member |
| 3. Mr. Shriram Jagetiya | — | Member |

The Chairman of the Audit Committee is an Independent Director.

During the year under review, the Board of Directors of the Company have accepted all the recommendations as put forth by the Audit Committee.

22. Policy on Remuneration to Directors, Key Managerial Personnel and Other Employees

The Nomination and Remuneration Committee has recommended to the Board a policy on remuneration for the Directors, Key Managerial Personnel and other employees. The key highlights of the policy are reproduced herein below:

Objectives of the Executive Remuneration Program:

Our executive compensation program is designed to attract, retain, and reward talented executives who will contribute to our long-term success and thereby build value for our shareholders.

DIRECTOR'S REPORT TO THE MEMBERS

Our executive compensation program is intended to:

1. *Provide for monetary and non-monetary remuneration elements to our executives on a holistic basis.*
2. *Emphasise "Pay for Performance" by aligning incentives with business strategies to reward executives who achieve or exceed Group, business and individual goals.*

Business and Talent Competitors

We benchmark our executive pay practices and levels against peer companies in similar industries, geographies and of similar size.

Executive Pay-mix

Our executive pay-mix aims to strike the appropriate balance between key components:

- (i) *Fixed Cash compensation (Basic Salary + Allowances)*
- (ii) *Annual Incentive Plan*
- (iii) *Long-Term Incentives*
- (iv) *Perks and Benefits*

Performance Goal Setting

We aim to ensure that for both annual incentive plans and long term incentive plans, the target performance goals shall be achievable and realistic.

Performance Measurement & Executive Benefits

Our executives are eligible to participate in our broad-based retirement, health and welfare, and other employee benefit plans. In addition to these broad-based plans, they are eligible for other benefits plans commensurate with their roles. These benefits are designed to encourage long-term careers with the Group.

23. Disclosure pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 & SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended by Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

During the year, the Company had formulated the ABML Employee Stock Option Scheme – 2014 (ABML ESOP Scheme – 2014) with the approval of the shareholders at the Annual General Meeting dated September 09, 2014. The applicable disclosures as on March 31, 2015 as stipulated under the above mentioned regulations are given below:

Nature of Disclosure	Particulars
Options granted	2,509,341
Each option represents	Each Option is exercisable into one share of Rs. 1 each of the Company
Date of grant of options by the Nomination and Remuneration Committee	December 2, 2014
Exercise Price	Rs. 34.25/- per option
The pricing formula	The exercise price was based on the latest available closing price, prior to December 2, 2014 (the date of grant by the Nomination & Remuneration Committee) on the recognised stock exchanges on which the shares of the Company are listed with the highest trading volume.
Options vested	Nil
Options exercised	Nil
The total number of shares arising as a result of exercise of options	Nil. Since none of the options have been vested as yet, no shares have been issued by the Company.
Options lapsed	60,440 (due to resignation of employees)
Variation of terms of options	Nil
Money realised by exercise of options	Nil

DIRECTOR'S REPORT TO THE MEMBERS

Nature of Disclosure	Particulars		
Total number of options outstanding as on March 31, 2015	2,448,901		
Vesting Period	Vesting Dates		% of options that shall vest
	12 months from the date of grant		25% of the grant
	24 months from the date of grant		25% of the grant
	36 months from the date of grant		25% of the grant
	48 months from the date of grant		25% of the grant
Requirements of vesting	<p>Vesting of options shall be subject to the condition that the grantee is in continuous employment with the Company and is not serving any notice of resignation on the date of such vesting (except in the case of</p> <ol style="list-style-type: none"> Death Permanent Disability suffered by the Grantee Retirement or transfer or deputed to an entity within the Group) <p>And shall not be subject to any pending disciplinary proceeding and thus the options would vest on a passage of time.</p>		
Exercise period and process of exercise	<p>In addition to this, the Nomination and Remuneration Committee may also specify certain performance parameters subject to which the options would vest.</p> <p>The options granted to a grantee shall be capable of being exercised within a period of five years from the date of vesting of the respective options.</p> <p>The grantee may, at any time during the exercise period, and subject to fulfilment of conditions of the grant and vesting, as applicable, exercise the options by submitting an exercise application to the Company, for issuance and allotment of shares pursuant to the vested options, accompanied with:</p> <ol style="list-style-type: none"> payment of an amount equivalent to the option exercise price, in respect of such Shares; and/or Such other documentation as the Nomination and Remuneration Committee may specify to confirm extinguishment of the rights comprising in the options then exercised, subject to applicable Law. 		
Lock-in period	Nil		
Maximum number of options to be granted:	<p>Per employee: Up to 1% of the paid-up equity share capital of the Company at the time of grant</p> <p>In aggregate: 2,770,000 equity shares of the Company</p>		
Method used for valuation of options	Market Value Method (Intrinsic Value)		
Employee-wise details of options granted	Name & Designation		No. of options granted
	(i) Senior Managerial Personnel (Directors and KMP)		No. of options outstanding
	Sudhakar Ramasubramanian, Managing Director		329,670
	Srinivas Subudhi, Chief Financial Officer		Nil
	Vikashh K Agarwal, Company Secretary		32,967
(ii) Any other employee who received a grant in any one year of option amounting to 5% or more of options granted during that year	<p>Mr. V. Girish – Executive Vice President – Wealth Management and Channel Business – 225,275</p> <p>Mr. Saurabh Shukla – Head – Broking and Retail Business – 225,275</p> <p>Mr. Mohit Saxena – Senior Vice President – Products, BD and Worksite Marketing – 157,692</p>		
(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil		
Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 - 'Earning Per Share'	Nil. Since none of the options have been exercised, no shares have been issued by the Company.		

DIRECTOR'S REPORT TO THE MEMBERS

Nature of Disclosure	Particulars																
<p>Difference between the employee compensation cost, computed using the intrinsic value of the stock options and the employee compensation cost that shall have been recognised if the fair value of the options were used.</p> <p>The impact of this difference on profits and on EPS of the company</p>	<p>Had the company used the fair value model to determine the compensation, its profits after tax and earnings per share as reported would have changed to the amounts indicated below:</p> <table border="1" data-bbox="651 308 1463 598"> <thead> <tr> <th></th> <th>For the year ended March 31, 2015</th> </tr> </thead> <tbody> <tr> <td>Net Profit (as reported)</td> <td>70,772,057</td> </tr> <tr> <td>Less: Impact of Incremental cost under Fair Value approach</td> <td>8,152,100</td> </tr> <tr> <td>Net Profit (Proforma)</td> <td>62,619,956</td> </tr> <tr> <td>Basic Earnings per share (as reported) (in Rs.)</td> <td>1.28</td> </tr> <tr> <td>Basic Earnings per share (Proforma) (in Rs.)</td> <td>1.13</td> </tr> <tr> <td>Diluted Earnings per share (as reported) (in Rs.)</td> <td>1.28</td> </tr> <tr> <td>Diluted Earnings per share (Proforma) (in Rs.)</td> <td>1.13</td> </tr> </tbody> </table>		For the year ended March 31, 2015	Net Profit (as reported)	70,772,057	Less: Impact of Incremental cost under Fair Value approach	8,152,100	Net Profit (Proforma)	62,619,956	Basic Earnings per share (as reported) (in Rs.)	1.28	Basic Earnings per share (Proforma) (in Rs.)	1.13	Diluted Earnings per share (as reported) (in Rs.)	1.28	Diluted Earnings per share (Proforma) (in Rs.)	1.13
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<p>A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:</p> <p>(i) Risk-free interest rate (%)</p> <p>(ii) Expected life (No. of years)</p> <p>(iii) Expected volatility (%)</p> <p>(iv) Dividend yield (%)</p> <p>(v) The price of the underlying share in market at the time of option grant</p>	<p>Method followed: Black-Scholes Formula</p> <p>8.13%</p> <p>5.00</p> <p>54.26%</p> <p>0.00%</p> <p>Rs. 34.25/-</p>																
<p>Class of employees entitled to participate in the Scheme</p>	<ul style="list-style-type: none"> ● Permanent employees of the Company who have been working in India or out of India ● Director of the Company, whether a whole time Director or not ● Employees of a subsidiary, in India or out of India, or of a Holding Company of the Company, or of an Associate Company 																
<p>Appraisal process for determining the eligibility of employees to the ESOP scheme</p>	<p>The appraisal process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.</p>																
<p>Conditions under which options vested in employees may lapse</p>	<p>The options granted but not vested and the vested options which are not exercised in case of a grantee who has been suspended from the services of the Company or to whom a show cause notice has been issued or against whom an enquiry is being or has been initiated for any reason whatsoever including but not limited to fraud, misconduct, violation of the Company Policies/Terms of Employment or Codes of the Company or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the Nomination and Remuneration Committee.</p> <p>In the case of options that have been suspended or kept in abeyance, the same may be permitted to vest in the concerned grantee on such additional terms and conditions, as may be imposed by the Nomination and Remuneration Committee in its absolute discretion.</p> <p>Cancelled options, if any, shall be treated as lapsed Options and shall be available for grant, as provided under the ABML ESOP Scheme – 2014.</p>																
<p>Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee</p>	<p>Resignation:</p> <p>In the event of resignation, all unvested options, on the date of submission of resignation to the company, shall expire and stand terminated with effect from that date. However, all vested options as on such date shall be exercisable by the grantee on or before his last working day with the Company, subject to the last date of exercise not exceeding five years from the date of each vesting of options.</p> <p>Termination of Employment:</p> <p>In the event of termination of the employment of a Grantee due to breach of Company Policies/Terms of Employment, all Options Granted to such Grantee, including the Vested Options which were not Exercised prior to such breach, shall stand terminated with immediate effect. The date of such breach shall be determined by the Nomination and Remuneration Committee, and its decision on this issue shall be final and binding on all concerned.</p>																

DIRECTOR'S REPORT TO THE MEMBERS

The Company has complied with and shall comply with the applicable provisions under the Companies Act, 2013, the SEBI (Share Based Employee Benefits) Regulations, 2014 / SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Accounting Standards.

24. Internal Audit Framework

The Company has in place a robust internal audit framework to monitor the efficacy of internal controls with the purpose of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, control and governance processes.

The framework is commensurate with the nature of the business and the size of its operations. Internal auditing, of the Company, involves the utilisation of a systematic methodology for analysing business processes or organisational problems and recommending solutions to add value and improve the processes. The audit approach verifies compliance with the regulatory, operational and system related procedures and controls.

As per the provisions of Section 138 of the Companies Act, 2013, M/s PKF Sridhar & Santhanam. Chartered Accountants have been appointed as the Internal Auditors by the Board of Directors of the Company. The audit scope and plans are approved by the Board every year.

Internal Audit Process followed by the Company is as follows:

- Establish and communicate the scope and objectives of audit to the management.
- Develop an understanding of the business area under review.
- Identify control procedures used to ensure each key transaction type is properly controlled and monitored.
- Develop and execute a risk-based sampling and testing approach to determine whether the key controls are operating as intended.
- Report the key audit findings and recommendations made by the auditors to the Board of Directors of the Company.
- Monitor the implementation of audit recommendations and ensure periodic reporting to the Board of Directors of the Company.
- Audit findings are used as a key input in the risk management process and all the key risks of the Company are mapped to the audit processes to ensure a risk-based audit approach.
- The internal audit activity is monitored on an ongoing basis.

25. Particulars as per Rule 5(1) of Companies (Appointment and Remuneration) Rules, 2014

Ratio of Remuneration to each Director

The details of ratio of remuneration of each Director to the median employee's remuneration are not applicable since no remuneration is paid to the Managing Director / Non-Executive Directors of the Company

Increase in Median Remuneration of the employees in the financial year

There was an increase of 11.10% in the Median Remuneration of Employees of the Company in the financial year 2014-15 as compared to 2013-14.

Number of permanent employees of the Company

There were 650 permanent employees on the rolls of the Company as on March 31, 2015.

Relationship between average increase in remuneration and company performance

The Company has posted an increase of 182% in its Profit after Tax in comparison to an increase of median remuneration of 11% which was as per the industry benchmarks.

DIRECTOR'S REPORT TO THE MEMBERS

Percentage increase in remuneration of Key Managerial Personnel during the financial year 2014-15 and comparison of remuneration of each Key Managerial Personnel against the performance of the Company

Name of KMP and Designation	Remuneration of KMP for the year		% Increase in Remuneration in 2014-15 as compared to 2013-14	Performance of the Company
	2014-15	2013-14		
Balaji S Company Secretary (resigned with effect from September 26, 2014)	476,995	801,870	5%	The Profit after Tax of the Company increased by 182% from a loss of Rs.8.20 Crores in 2013-14 to profit of Rs.7.08 Crores in 2014-15 on a standalone basis
Vikashh K Agarwal Company Secretary	916,670	Nil	NA	
Srinivas Subudhi Chief Financial Officer	1,964,712	Nil	NA	

Variations in Market Capitalisation of the Company

The market capitalisation of the Company increased by 80.83% to Rs.133.24 Crores as of March 31, 2015 from Rs.73.68 crores as of March 31, 2014.

Variations in Price Earnings Ratio as on March 31, 2015 and March 31, 2014:

The Price Earnings Ratio was 18.79 as of March 31, 2015 as compared to 8.99 as of March 31, 2014.

Variations in market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company has not made any offer to the public in the past, hence the comparison of the market quotations of the shares of the Company in comparison to the last public offer rate are **not applicable**.

In the year 2001, Om Sindhoori Capital Investments Limited, OSCIL ("Transferor Company") merged with Apollo Sindhoori Capital Investments Limited (ASCIL - erstwhile name of the Company), vide Court order dated March 12, 2001. The Transferor Company was a listed company with Madras and Mumbai Stock Exchanges. Accordingly, on completion of merger, ASCIL became listed as per the SEBI (Disclosure and Investor Protection) Guidelines, 2000. OSCIL had made a public issue of equity shares in the year 1995.

Average % increase in Employee salaries other than Managerial Personnel in the last financial year and its comparison with % increase in Managerial Remuneration

There was an increase by 10.79% in the Median Remuneration of Employees of the Company in the financial year 2014-15 excluding the remuneration of the Directors and the Key Managerial Personnel as compared to 2013-14.

Key Parameters for any variable component of remuneration availed by the Directors and ratio of remuneration of the highest paid director to that of the employees who are not directors but receive the remuneration in excess of highest paid director during the year

The Directors do not receive any remuneration from the Company. However, the Independent Directors receive sitting fees for attending the meetings of the Company.

Compliance with the Remuneration Policy of the Company

The Remuneration paid to the Directors (only in the form of sitting fees paid to Independent Directors) is as per the remuneration policy of the Company as well as the provisions of Section 196 and 197 of the Companies Act, 2013.

26. Particulars of Employees

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in the Annexure to this report. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, including the information on employees' particulars which is available for inspection by the

DIRECTOR'S REPORT TO THE MEMBERS

Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

27. Vigil Mechanism / Whistle Blower Policy

The Company has implemented a whistle blower policy / vigil mechanism for Directors / Employees and every Employee / Director has the right to report to the Value Standards Committee (VSC) genuine concerns or grievances about unprofessional conduct, malpractices, wrongful conduct, fraud, violation of the Company's policies & values, violation of law without any fear of reprisal. The Company Secretary of the Company acts as the Secretary to the Values Standard Committee. On a quarterly basis, an update on the issues reported under this policy is placed before the Audit Committee of the Board of Directors, for its review and perusal.

28. Policy for Prevention of Sexual Harassment at Workplace

The Company has implemented an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) presided by a senior level woman employee has been set up to redress complaints received on sexual harassment. All employees (including permanent, contractual, temporary, trainees) are covered under this policy.

During the year, no complaints on sexual harassment were received by the Company.

No. of complaints received : None
No. of complaints disposed off : Not Applicable

29. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that, to the best of their knowledge and belief:

- in the preparation of the annual accounts, the applicable standards have been followed along with proper explanation relating to material departures, if any;
- appropriate accounting policies have been selected and applied consistently and such judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the attached Statement of Accounts for the period ended March 31, 2015 have been prepared on a "going concern basis";
- proper internal financial controls were in place and that the financial controls were adequate and were operating efficiently.
- proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems were adequate and operating efficiently;

30. Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT 9 is set out in the Annexure to this report.

31. Auditors and Auditors' Report

M/s. S.R. Batliboi & Co. LLP, (Registration No. 301003E) Chartered Accountants, Mumbai, hold office as the Statutory Auditors of the Company upto the conclusion of the ensuing Annual General Meeting and have offered themselves for reappointment. A certificate from them has been received to the effect that their re-appointment as Statutory Auditors of the Company, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013. The Auditors have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI. The Board proposes the re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company, on the recommendation of the Audit Committee.

DIRECTOR'S REPORT TO THE MEMBERS

The observations, if any, made by the Auditors of the Company in their report read with relevant notes to the Accounts are self-explanatory and therefore do not call for any further comments. The observations reported under Emphasis of Matter by the Auditors of the Company in their report with relevant notes to the Accounts are self-explanatory and do not call for any further explanation/ comments.

32. Secretarial Audit Report

The Secretarial Audit Report as submitted by M/s. BNP & Associates, Practising Company Secretaries who were appointed as the Secretarial Auditors of the Company by the Board is set out in the Annexure to this report.

There are no qualifications, reservations or adverse remarks or any disclaimer that have been made by the Secretarial Auditor.

33. Appreciation

Your Directors wish to place their sincere appreciation for the valuable advice, guidance and support provided by the regulators and statutory authorities from time to time. Your Directors express their gratitude to the clients, bankers and all business associates for their continuous support and patronage to the Company. Your Directors take this opportunity to recognise and place on record their deep sense of appreciation for the exemplary commitment and contribution made by employees at all levels. Your involvement as Shareholders of the Company is greatly valued. Your Directors look forward to your continuing support.

For and on behalf of the Board

Date : May 04, 2015
Place : Chennai

Gopi Krishna Tulsian
Director

Sudhakar Ramasubramanian
Managing Director

ANNEXURES TO DIRECTOR'S REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rupees)

Sl. No.	Particulars	As on March 31, 2015
1.	No. of Subsidiaries	One
2.	Name of the Subsidiary	Aditya Birla Commodities Broking Limited (ABCBL)
3.	Reporting period for the Subsidiary	April 2014 – March 2015
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
5.	Share Capital (In Rs.)	5,250,000 Equity shares of Rs.10/- each aggregating to Rs. 52,500,000 (Rupees Five Crore and Twenty Five Lakhs only)
6.	Reserves & Surplus (In Rs.)	(43,731,286)
7.	Total Liabilities (In Rs.)	202,649,423
8.	Investments (In Rs.)	8,341
9.	Turnover (In Rs.)	77,471,030
10.	Profit Before Taxation (In Rs.)	(11,782,480)
11.	Provision for Taxation (In Rs.)	-
12.	Profit after Taxation (In Rs.)	(11,782,480)
13.	Proposed Dividend (In Rs.)	-
14.	% of Shareholding	100%

Further, the Company does not have any other subsidiaries:

1. which are yet to commence operations
2. which have been liquidated or sold during the year

Part B – Associates and Joint Ventures, a statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures is **Not Applicable** since the Company does not have any Associate Companies or Joint Ventures.

For and on behalf of the Board of Directors

Mr. Sudhakar Ramasubramanian
Managing Director

Mr. Gopi Krishna Tulsian
Director

Srinivas Subudhi
Chief Financial Officer

Vikashh K Agarwal
Company Secretary

ANNEXURES TO DIRECTOR'S REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL

All transactions entered into by the Company during the year with related parties were on arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

- a) Name(s) of the related party and nature of relationship:

Aditya Birla Money Mart Limited, Fellow subsidiary

- b) Nature of contracts/arrangements/transactions:

Availing and Rendering of Services [Section 188(1)(d) of Companies Act, 2013]

- c) Duration of the contracts / arrangements/transactions

On-going transaction by virtue of Aditya Birla Money Mart Limited being an Authorised Person of the Company

- d) Salient terms of the contracts or arrangements or transactions including the value, if any

Aditya Birla Money Mart Limited was appointed as an Authorised Person for broking operations by the Company pursuant to SEBI Circular MIRSD/DR-1/ Cir-16 /09 dated November 06, 2009, for which the Company has entered into an agreement for sharing of brokerage and commission from ABMML in relation to client introduction and wealth management services at an agreed ratio.

In the course of such activities, the Company also renders various services to ABMML in relation to the following for which the actual costs incurred are recovered:

- (i) Data confirmation and information dissemination including customer awareness about the products and services
- (ii) All support services in relation to client acquisition and post servicing assistance in Planning, Reporting, People & Relationship management and Compliance management.

The transaction value for the financial year 2014-15 with ABMML was Rs.15.82 Crores.

- e) Date(s) of approval by the Board, if any

Though the transaction is on arm's length basis, the Company had sought the approval of the Board of Directors on November 5, 2015 with the prior approval of the Audit Committee dated September 30, 2015.

- f) Amount paid as advances, if any – Nil

Date : May 04, 2015
Place : Chennai

Gopi Krishna Tulsian
Director

Sudhakar Ramasubramanian
Managing Director

ANNEXURES TO DIRECTOR'S REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65993GJ1995PLC064810
ii.	Registration Date	04 TH JULY 1995
iii.	Name of the Company	ADITYA BIRLA MONEY LIMITED
iv.	Category/Sub-Category of the Company	PUBLIC LIMITED COMPANY
v.	Address of the Registered office and contact details	INDIAN RAYON COMPOUND, VERAVAL – 362 266. GUJARAT Contact: Ph: +91 – 44 – 3919 0002/3 E-mail: ABML.Investorgrievance@adityabirla.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	CAMEO COPORATE SERVICES LTD. 'Subramanian Building', No.1, Club House Road, Chennai – 600 002 Ph: 91-44 - 2846 0390 (5 lines) E-mail : investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total Turnover of the Company
1.	Stock Broking	66120 – Securities and Commodity contracts brokerage	80%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% if Shares held	Applicable Section
1.	Aditya Birla Financial Services Ltd. Indian Rayon Compound, Veraval, Gujarat – 362 266	U67120GJ2007PLC058890	Holding	75%	2(87)(ii)
2.	Aditya Birla Commodities Broking Ltd. Indian Rayon Compound, Veraval, Gujarat – 362 266	U51501GJ2003PLC065196	Subsidiary	100%	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoter									
1.	Indian									
a)	Individual/ HUF	-	-	-	-	-	-	-	-	-
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	41550000	-	41550000	75.00	41550000	-	41550000	75.00	-

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e)	Banks / FI	-	-	-	-	-	-	-	-	-
f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total(A)(1):-	41550000	-	41550000	75.00	41550000	-	41550000	75.00	-
2.	Foreign									
a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
b)	Other-Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter(A)=(A)(1)+(A)(2)	41550000	-	41550000	75.00	41550000	-	41550000	-	-
B.	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks / FI	-	-	-	-	-	-	-	-	-
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	-	-	-	-	-	-	-	-	-
f)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2.	Non-Institutions									
a)	Bodies Corporate									
(i)	Indian	4354718	14600	4369318	7.89	1011669	14600	1026269	1.85	(76.51)
(ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs.1 lakh	4852636	995104	5847740	10.56	5491277	983919	6475196	11.69	10.73
(ii)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	3150435	-	3150435	5.69	5849774	-	5849774	10.56	85.68
c)	Others									
(i)	Clearing Members	18297	-	18297	0.03	18103	-	18103	0.03	(1.06)
(ii)	HUF	175954	-	175954	0.32	190577	-	190577	0.34	8.31
(iii)	NRI	288256	-	288256	0.52	288081	-	288081	0.52	(0.06)

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(iv)	Trusts	-	-	-	-	2000	-	2000	0.00	-
	Sub-total (B)(2)	12840296	1009704	13850000	25.00	12851481	998519	13850000	25.00	-
	Total Public Shareholding (B)=(B)(1)+(B)(2)	54390296	1009704	55400000	100	54401481	998519	55400000	100	-
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	54390296	1009704	55400000	100	54401481	998519	55400000	100	-

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2014)			Shareholding at the end of the year (As on 31-03-2015)			% of change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of total Shares Pledged / encumbered to total shares	
1.	Aditya Birla Financial Services Limited	41550000	75%	N.A.	41550000	75%	N.A.	Nil
	Total	41550000	75%	N.A.	41550000	75%	N.A.	Nil

iii. Change in Promoter's Shareholding

	Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (As on 31-03-2015)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	41550000	75%	41550000	75%
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	There is no change in the total shareholding of promoters between 01-04-2014 and 31-03-2015			
At the end of the year	41550000	75%	41550000	75%

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	PCR Investments Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	3,385,320	6.11	-	-
	Sale on 18-Jul-2014	(3,385,320)	6.11	-	-
	At the end of the year (or on the date of separation, if separated during the year)				

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	Sucharitha P Reddy	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2	At the beginning of the year	2,333,460	4.21	-	-
	Purchase on 18-Jul-2014	3,184,000	5.75	5,517,460	9.96
	At the end of the year			5,517,460	9.96

Sl. No.	Jugal Kishore Maheshwari	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3	At the beginning of the year	319,236	0.58	-	-
	Sale 18-Apr-2014	(5,059)	0.01	314,177	0.57
	Sale 25-Apr-2014	(575)	0.00	313,602	0.57
	Sale 02-May-2014	(1,410)	0.00	312,192	0.56
	Sale 23-May-2014	(4,430)	0.01	307,762	0.56
	Sale 30-May-2014	(53,986)	0.10	253,776	0.46
	Sale 06-Jun-2014	(60,593)	0.11	193,183	0.35
	Sale 13-Jun-2014	(10,000)	0.02	183,183	0.33
	Sale 11-Jul-2014	(17,738)	0.03	165,445	0.30
	Sale 22-Aug-2014	(15,323)	0.03	150,122	0.27
	Sale 29-Aug-2014	(20)	(0.00)	150,102	0.27
	Sale 12-Sep-2014	(50,361)	0.09	99,741	0.18
	Sale 19-Sep-2014	(20,495)	0.04	79,246	0.14
	Sale 30-Jan-2015	(63,031)	0.11	16,215	0.03
	Sale 06-Feb-2015	(16,215)	0.03	-	-
	At the end of the year (or on the date of separation, if separated during the year)			-	-

Sl. No.	Arjun Ananthasayanam Raja	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4	At the beginning of the year	192,111	0.35	-	-
	At the end of the year			192,111	0.35

Sl. No.	Saroj Jugal Maheshwari	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5	At the beginning of the year	165,425	0.30	-	-
	Sale 13-Jun-2014	(49,318)	0.09	116,107	0.2
	Sale 20-Jun-2014	(9,050)	0.02	107,057	0.19
	Sale 30-Jun-2014	(17,757)	0.03	89,300	0.16
	Sale 04-Jul-2014	(71,800)	0.13	17,500	0.03
	Sale 11-Jul-2014	(9,404)	0.02	8,096	0.01
	Sale 21-Nov-2014	(8,096)	0.01	-	-
	At the end of the year (or on the date of separation, if separated during the year)			-	-

Sl. No.	India Technology Investments Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6	At the beginning of the year	144,337	0.26	-	-
	At the end of the year			144,337	0.26

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	Venkataraman S K	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	At the beginning of the year	140,203	0.25	-	-
	At the end of the year			140,203	0.25

Sl. No.	Marvadi Shares and Finance Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	At the beginning of the year	112,050	0.20	-	-
	Purchase 30-May-2014	100	0.00	112,150	0.20
	Purchase 04-Jul-2014	1,200	0.00	113,350	0.20
	Purchase 25-Jul-2014	200	0.00	113,550	0.20
	Purchase 01-Aug-2014	200	0.00	113,750	0.21
	Sale 14-Aug-2014	(200)	0.00	113,550	0.20
	Sale 12-Sep-2014	(250)	0.00	113,300	0.20
	Sale 19-Sep-2014	(200)	0.00	113,100	0.20
	Sale 30-Sep-2014	(250)	0.00	112,850	0.20
	Purchase 31-Oct-2014	500	0.00	113,350	0.20
	Sale 31-Oct-2014	(600)	(0.00)	112,750	0.20
	Sale 07-Nov-2014	(200)	0.00	112,550	0.20
	Purchase 14-Nov-2014	200	0.00	112,750	0.20
	Purchase 21-Nov-2014	200	0.00	112,950	0.20
	Purchase 28-Nov-2014	200	0.00	113,150	0.20
	Sale 06-Feb-2015	(200)	0.00	112,950	0.20
	Purchase 13-Feb-2015	250	0.00	113,200	0.20
	Sale 20-Mar-2015	(100)	0.00	113,100	0.20
	Sale 27-Mar-2015	(24,154)	0.04	88,946	0.16
	Purchase 31-Mar-2015	200	0.00	89,146	0.16
	At the end of the year			89,146	0.16

Sl. No.	Samurai Securities Pvt. Ltd. (Trading)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9	At the beginning of the year	79,367	0.14	-	-
	Sale on 13-Jul-2014	(79,367)	0.14	-	-
	At the end of the year (or on the date of separation, if separated during the year)				

Sl. No.	Swarnalatha S	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10	At the beginning of the year	70,000	0.13	-	-
	At the end of the year			70,000	0.13

Sl. No.	Shobhadevi Sandh	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
11	At the beginning of the year	-	-	-	-
	Purchase 28-Nov-2014	50,000	0.09	50,000	0.09
	Purchase 27-Feb-2015	49,969	0.09	99,969	0.18
	Purchase 06-Mar-2015	31	0.00	100,000	0.18
	At the end of the year			100,000	0.18

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	Maneesh Dangi	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
12	At the beginning of the year	-	-	-	-
	Purchase 13-Jun-2014	15,512	0.03	15,512	0.03
	Purchase 20-Jun-2014	63,152	0.11	78,664	0.14
	Purchase 11-Jul-2014	50,000	0.09	128,664	0.23
	At the end of the year			128,664	0.23

Sl. No.	Prashant Rathi Jointly with Preeti Rathi	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
13	At the beginning of the year	64,290	0.12	-	-
	Purchase 30-May-2014	4,410	0.01	68,700	0.12
	Sale 13-Jun-2014	(1,800)	0.00	66,900	0.12
	Purchase 11-Jul-2014	4,750	0.01	71,650	0.13
	Purchase 18-Jul-2014	900	0.00	72,550	0.13
	Purchase 01-Aug-2014	2,000	0.00	74,550	0.13
	Sale 14-Aug-2014	(450)	0.00	74,100	0.13
	Purchase 22-Aug-2014	959	0.00	75,059	0.14
	Purchase 12-Sep-2014	2	0.00	75,061	0.14
	Sale 12-Sep-2014	(1,530)	0.00	73,531	0.13
	Purchase 19-Sep-2014	3,780	0.01	77,311	0.14
	Purchase 30-Sep-2014	5	0.00	77,316	0.14
	Purchase 10-Oct-2014	2,024	0.00	79,340	0.14
	Purchase 31-Oct-2014	1,600	0.00	80,940	0.15
	Purchase 07-Nov-2014	1,450	0.00	82,390	0.15
	Purchase 21-Nov-2014	1,630	0.00	84,020	0.15
	Sale 21-Nov-2014	(820)	0.00	83,200	0.15
	Sale 05-Dec-2014	(2,970)	0.01	80,230	0.14
	Sale 31-Dec-2014	(540)	0.00	79,690	0.14
	Sale 23-Jan-2015	(1,000)	0.00	78,690	0.14
	Sale 30-Jan-2015	(2,750)	0.00	75,940	0.14
	Purchase 20-Feb-2015	6,400	0.01	82,340	0.15
	Purchase 27-Feb-2015	5,100	0.01	87,440	0.16
	Purchase 06-Mar-2015	3,547	0.01	90,987	0.16
	Purchase 13-Mar-2015	953	0.00	91,940	0.17
	Purchase 27-Mar-2015	2,800	0.01	94,740	0.17
	At the end of the year			94,740	0.17

Sl. No.	R Wadiwala Securities Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
14	At the beginning of the year	-	-	-	-
	Purchase 19-Sep-2014	2,000	0.00	2,000	0.00
	Sale 30-Sep-2014	(2,000)	(0.00)	-	-
	Purchase 10-Oct-2014	61	0.00	61	0.00
	Sale 17-Oct-2014	(61)	(0.00)	-	-
	Purchase 24-Oct-2014	347	0.00	347	0.00
	Purchase 31-Oct-2014	407	0.00	754	0.00
	Sale 31-Oct-2014	(266)	(0.00)	488	0.00
	Purchase 07-Nov-2014	753	0.00	1,241	0.00

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	R Wadiwala Securities Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Sale 07-Nov-2014	(329)	(0.00)	912	0.00
	Sale 14-Nov-2014	(730)	(0.00)	182	0.00
	Sale 21-Nov-2014	(180)	(0.00)	2	0.00
	Purchase 21-Nov-2014	23,605	0.04	23,607	0.04
	Purchase 28-Nov-2014	130,408	0.24	154,015	0.28
	Sale 05-Dec-2014	(8,594)	0.02	145,421	0.26
	Sale 12-Dec-2014	(3,928)	0.01	141,493	0.26
	Purchase 12-Dec-2014	5,000	0.01	146,493	0.26
	Purchase 19-Dec-2014	126,000	0.23	272,493	0.49
	Sale 19-Dec-2014	(132,898)	0.24	139,595	0.25
	Sale 31-Dec-2014	(4,200)	0.01	135,395	0.24
	Sale 02-Jan-2015	(5,110)	0.01	130,285	0.24
	Purchase 09-Jan-2015	2,439	0.00	132,724	0.24
	Purchase 16-Jan-2015	1,841	0.00	134,565	0.24
	Sale 16-Jan-2015	(565)	(0.00)	134,000	0.24
	Purchase 23-Jan-2015	168	0.00	134,168	0.24
	Sale 23-Jan-2015	(3,543)	0.01	130,625	0.24
	Purchase 30-Jan-2015	7,572	0.01	138,197	0.25
	Sale 30-Jan-2015	(1,118)	(0.00)	137,079	0.25
	Sale 06-Feb-2015	(809)	(0.00)	136,270	0.25
	Purchase 13-Feb-2015	277	0.00	136,547	0.25
	Sale 13-Feb-2015	(139)	(0.00)	136,408	0.25
	Purchase 20-Feb-2015	25,007	0.05	161,415	0.29
	Purchase 27-Feb-2015	25,274	0.05	186,689	0.34
	Sale 27-Feb-2015	(24,674)	0.04	162,015	0.29
	Sale 06-Mar-2015	(633)	(0.00)	161,382	0.29
	Purchase 06-Mar-2015	1,491	0.00	162,873	0.29
	Purchase 13-Mar-2015	2,978	0.01	165,851	0.30
	Sale 13-Mar-2015	(1,629)	(0.00)	164,222	0.30
	Sale 20-Mar-2015	(7,458)	0.01	156,764	0.28
	Purchase 27-Mar-2015	1,475	0.00	158,239	0.29
	Sale 27-Mar-2015	(1,034)	(0.00)	157,205	0.28
	Purchase 31-Mar-2015	1,327	0.00	158,532	0.29
	Sale 31-Mar-2015	(1,542)	(0.00)	156,990	0.28
	At the end of the year			156,990	0.28

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-2014) / End of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
A.	DIRECTORS:							
1.	Mr. Sudhakar Ramasubramanian	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -

ANNEXURES TO DIRECTOR'S REPORT

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-2014) / End of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
2.	Mr. Gopi Krishna Tulsian	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -
3.	Mr. Shriram Jagetiya	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -
4.	Ms. Pinky A Mehta (appointed as Director on 30.03.2015)	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -
5.	Mr. P. Sudhir Rao	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -
6.	Mr. G. Vijayaraghavan	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -
B.	KEY MANAGERIAL PERSONNEL							
1.	Mr. Balaji S (Ceased to be the Company Secretary with effect from 26.09.2014)	10 10	0.00 0.00	01-04-2014 31-03-2015	- -	No movement during the year	10 10	0.00 0.00
2.	Mr. Vikashh K Agarwal (Appointed as the Company Secretary with effect from 28.01.2015)	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -
3.	Mr. Srinivas Subudhi (Appointed as the Chief Financial Officer with effect from 15.05.2014)	- -	- -	01-04-2014 31-03-2015	- -	NA	- -	- -

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i. Principal Amount	-	100,000,000	-	100,000,000
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total(i+ii+iii)		100,000,000		100,000,000
Change in Indebtedness during the financial year				
- Addition	956,637,112	1,400,000,000	-	2,356,637,112
- Reduction	956,637,112	800,000,000	-	1,756,637,112
Net Change	-	600,000,000	-	600,000,000
Indebtedness at the end of the financial year				
i. Principal Amount	-	700,000,000	-	700,000,000
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	700,000,000	-	700,000,000

ANNEXURES TO DIRECTOR'S REPORT

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Mr. Sudhakar Ramasubramanian, Managing Director				Total Amount
1.	Gross Salary a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			NIL		
2.	Stock Option*					
3.	Sweat Equity					
4.	Commission					
5.	Others					
6.	Total(A)					
	Ceiling as per the Act					

* During the year, 329,670 stock options were granted to Mr. Sudhakar Ramasubramanian which will be vested during the year 2015-16.

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration			Total Amount
		Mr. P. Sudhir Rao	Mr.G.Vijayaraghavan	
1.	Independent Directors			
	- Fee for attending board committee meetings	2,35,000	1,95,000	4,30,000
	- Commission	-	-	-
	- Others	-	-	-
	Total(1)	2,35,000	1,95,000	4,30,000
2.	Other Non-Executive Directors			
	- Fee for attending board committee meetings	-	-	-
	- Commission	-	-	-
	- Others	-	-	-
	Total(2)	-	-	-
	Total(B)=(1+2)	2,35,000	1,95,000	4,30,000

C. Remuneration to Key Managerial Personnel other than MD/Manager /WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	S Balaji, Company Secretary*	Vikashh K Agarwal, Company Secretary**	Srinivas Subudhi, Chief Financial Officer	Total
1	Gross Salary					
	- Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NOT APPLICABLE	4.76	9.17	19.65	33.58
	- Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-	-
	- Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-	-
2.	Stock Option		-	-	-	-
3.	Sweat Equity		-	-	-	-
4.	Commission		-	-	-	-
5.	Others	-	-	-	-	
6.	Total		4.76	9.17	19.65	33.58

* Mr. S. Balaji ceased to be the Company Secretary of the Company with effect from September 27, 2014.

** Mr. Vikashh K Agarwal was appointed as the Company Secretary with effect from January 28, 2015. During the year, 32,967 stock options were granted to Mr. Vikashh K Agarwal which will be vested from the year 2015-16.

ANNEXURES TO DIRECTOR'S REPORT

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the Companies Act, 2013	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made, If any
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

ANNEXURES TO DIRECTOR'S REPORT

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To
The Members
ADITYA BIRLA MONEY LIMITED
Indian Rayon Compound,
Veraval,
Gujarat - 362 266.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Aditya Birla Money Limited** (hereinafter called 'the Company') for the audit period covering the financial year ended on 31st March, 2015. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit; we hereby report that in our opinion, the Company has, during the audit period generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- (iv) The following Regulations and Guidelines, to the extent applicable, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999;
- (v) The Securities and Exchange Board of India (Stock Brokers & Sub-Brokers) Regulations 1992 except those provisions and guidelines, circulars, master circulars and directions issued by the Securities and Exchange Board of India or the Stock Exchanges and applicable to the Company as stock broker relating to its day-to-day operations in the ordinary course of business.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above.

During the period under review, provisions of the following regulations were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

ANNEXURES TO DIRECTOR'S REPORT

- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (v) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (vi) Secretarial Standards issued by The Institute of Company Secretaries of India related to meetings and minutes (since not approved by the Central Government)

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that –

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period,

1. Obtained a consent on 30th March, 2015 from the Preference shareholder namely; Aditya Birla Financial Services Limited to extend the tenure of redemption of 8,00,000 8% Redeemable Non-Convertible Non-Cumulative Preference Shares (RNCNCPS) by 39 months i.e. from 31st March, 2016 to 30th June, 2019 and vary the redemption price of the said shares from Rs.320/- (Face Value Rs.100/- and premium of Rs.220/-) to Rs.411/- (Face Value Rs.100/- and premium of Rs.311/-).
2. Introduced 'Aditya Birla Money Limited – Employees Stock Option Scheme – 2014' to create, grant, offer, issue and allot shares under such scheme in one or more tranches upto 27,70,000 new equity shares of Re.1 each of the Company.

For BNP & Associates
Company Secretaries

B. Narasimhan
Partner

Place : Mumbai
Date : May 04, 2015

FCS 1303 / CP No.10440

ANNEXURES TO DIRECTOR'S REPORT

Particulars of Employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

List of employees of the Company employed throughout the financial year 2014-15 and were paid remuneration not less than 60 lakh rupees per annum:

Employee Name	Designation	Qualification	Age	Experience	Date of joining	Remuneration (in Rs.)	Details of Previous Employment
Mr. Saurabh Shukla	Head – Broking & Retail Business	B.Com PGD	42 years	15 years	February 16, 2011	8,826,028	Destimoney Securities Pvt. Ltd.
Mr. Vivek Mahajan	Head – Equity Research	Bachelor Of Textiles, MBA	49 years	20 years	May 03, 2010	8,052,436	IL&FS Investment Securities Limited
Mr. Hemant Thukral	Head – Derivative Research	BA, MBA	40 years	8 years	October 12, 2011	7,065,441	SBI Capital

List of employees of the Company for the part of the year and were paid remuneration during the financial year 2014-15 which in aggregate was not less than 5 lakh rupees per month:

Employee Name	Designation	Qualification	Age	Experience	Date of joining	Remuneration (in Rs.)	Details of Previous Employment
Mr. Mohit Saxena	Senior Vice President – Products, BD and Worksite Marketing	B.Com, MMS	46 years	15 years	November 1, 2015	531,514	Aditya Birla Money Mart Limited & ICICI Bank
Mr. V. Girish	Executive Vice President – Wealth Management and Channel Business	B.Com, MBA	43 years	15 years	November 1, 2015	630,516	Aditya Birla Money Mart Limited & ICICI Bank

Notes:

1. Remuneration includes salary, bonus, incentive, allowances, medical benefits, Company's contribution to Provident Fund and Superannuation Fund, wherever applicable, leave encashment, leave travel assistance, and monetary value of taxable perquisites wherever applicable.
2. All appointments are non - contractual, terminable on appropriate notice on the either side. Other terms and conditions are as per the policies of the Company.
3. None of the employees mentioned above hold more than 2% of the equity shares of the Company, along with their spouse and dependent children.
4. None of the employees are related to any Director of the Company.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is fully committed to the adoption of best governance practices and its adherence. Your Company aligns itself with Aditya Birla Group values and governance norms and strive for excellence through adoption of good Corporate and disclosure practices. The Company's philosophy on Corporate Governance is to practice transparency, accountability and maintain professional approach in dealing with all its stakeholders. Your Company believes in fair dealing, strengthening the disclosure practices, timely and appropriate compliance of the applicable regulations, strategic guidance and monitoring by the Board.

2. BOARD OF DIRECTORS

Composition, Category, Size of the Board

The Board of Directors of the Company is a balanced Board, comprising of a Managing Director and Non-Executive Directors which includes independent professionals. The Company has 6 (six) Directors on the Board, out of which two are Independent; three are Non-Executive and one being the Managing Director. The Chairman of the Board is a Non-Executive Director who is not the promoter or related to the promoter of the Company or a person occupying management position at the Board level or one level below the Board.

None of the Directors of the Board are members of more than 10 Committees or is a Chairman of more than 5 Committees (as specified under Clause 49) across all the Companies in which they hold directorships. All Directors have made necessary disclosures regarding their Directorship and Committee positions occupied by them in other Companies. The Independent Directors of the Company have given the declarations that they meet the criteria of independence as laid down under Section 146(6) of the Companies Act, 2013.

The details of other Directorships, positions held either in Committees of Board of Directors as well as attendance at Board Meetings / Annual General Meeting are as follows:

Name of the Director	Category	Board Meetings		Directorships held in other Companies#	Committee Membership held in other Companies^	Last AGM Attendance (Yes/No)
		Held	Attended			
Mr. Sudhakar Ramasubramanian	Managing Director	5	5	3	-	Yes
Mr. P. Sudhir Rao	Independent Director	5	4	4	-	Yes
Mr. G. Vijayaraghavan	Independent Director	5	4	2	1	No
Mr. Gopi Krishna Tulsian	Chairman - Non-Executive Director	5	4	7	1	No
Mr. Shriram Jagetiya	Non-Executive Director	5	4	7	4	No
Ms. Pinky A Mehta*	Non-Executive Director	NA	NA	3	-	NA

* Appointed as an Additional Director with effect from 30.03.2015

^ Includes only membership of Audit Committees and Stakeholders' Relationship Committee as per Clause 49 of the Listing Agreement.

Does not include Private, Foreign and Section 8 Companies of Companies Act, 2013.

Number of Board Meetings

The Board of Directors met 5 (five) times during the year ended March 31, 2015 i.e. on April 29, 2014, July 28, 2014, November 5, 2014, January 28, 2015 and March 30, 2015. The maximum gap between the two Board Meetings was not more than one hundred and twenty days.

Selection of Agenda Items and Information supplied to the Board

Agenda of Board/Committee meetings are prepared in consultation with key functions so as to include relevant items for Board review and discussion. Detailed agenda notes are sent to each Director well in advance before the Board and Committee meetings.

The Company Secretary co-ordinates with all the departments concerned well in advance, particularly matters requiring discussion / approval / decision in the Board / Committee meetings. The agenda items inter-alia include noting of minutes

CORPORATE GOVERNANCE REPORT

of the previous Board & Committee meetings, noting of minutes of the subsidiary company, review of important issues impacting business, review of quarterly compliance reports & compliance certificate, internal audit reports and regulatory audit/inspection reports and other secretarial & legal compliance matters, business matters and financial reporting.

A business review presentation is made at each Board Meeting to apprise the Directors and the Senior Management team about the performance of the Company. The Board provides strategic direction and approach in improving the performance of the Company. Business plans, annual operating and capital expenditure budgets, are also placed and reviewed by the Board along with the senior management team of the Company.

Independent Directors are briefed about the important agenda items and complete explanations and information are provided to them well in advance to ensure effective and informative participation and decision making process.

The quarterly, half yearly and annual financial results are first placed before the Audit Committee for their review and thereafter the same is placed before the Board of Directors for their approval.

At each Board Meeting, apart from financial results, the Board reviews the reports submitted to stock exchanges under the listing agreement, compliance submissions / status report as a stock broker and depository participant and also the financial results of the subsidiary company.

A structured process has been put in place for post meeting follow up, review and reporting for action item / decisions taken at the Board / Committee meetings. The Company Secretary liaisons with the respective department / functions, Internal Audit team and status update report on the follow up action items are presented at each Board / Committee meeting.

Code of Conduct

The Board of Directors of the Company have laid a Code of Conduct for the Directors and Senior Management Personnel of the Company. The Code has been posted on the Company's website at the link - <http://www.adityabirlamoney.com/about-us/investor>. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as on March 31, 2015. A declaration to this effect signed by the Managing Director forms part of this report.

Compliance Structure

The Board also periodically reviews the status of compliance of all laws applicable to the Company and the initiatives taken to improve the standards of compliance adherence. A Compliance Certificate / Status Report / Status update report with respect to regulations as applicable to each of the department concerned is collected duly certified by the respective functional head and based on the compliance status report from departments a consolidated compliance certificate / report is placed both before the Board and the Audit Committee at each quarterly meeting for its review.

The Audit Committee of the Board is also updated on regulatory inspection and audits which are undertaken pursuant to Stock Broking and Depositories Regulations.

3. BOARD COMMITTEES

AUDIT COMMITTEE

In compliance with the provisions of Section 177 of the Companies Act, 2013 and in accordance with the provisions of Clause 49 of the Listing Agreement, the Company has a qualified and independent Audit Committee at the Board level. All the members of the Audit Committee are financially literate having accounting and related financial management expertise. The Audit Committee performs the functions and role in accordance with Clause 49 of the Listing Agreement. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process.

Composition

The Audit Committee consists of the following three directors, two-thirds of whom are Independent Directors.

- | | | |
|--------------------------|---|----------|
| 1. Mr. P. Sudhir Rao | — | Chairman |
| 2. Mr. G. Vijayaraghavan | — | Member |
| 3. Mr. Shriram Jagetiya | — | Member |

CORPORATE GOVERNANCE REPORT

The Chairman of the Audit Committee is an Independent Director. The Company Secretary acts as Secretary to the Committee.

The Chairman of the Audit Committee was also present at the previous Annual General Meeting, as mandated under the Listing Agreement, to answer shareholder queries.

Terms of Reference

The terms of reference for the Audit Committee basically follows and covers all the areas as stipulated under Clause 49 of the Listing Agreement. This inter-alia includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor(s) and the fixation of audit fees.
3. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the internal auditor and the fixation of audit fees.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements, as applicable;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
7. Review and monitor the auditor's independence and performance and effectiveness of the audit process.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. Discussion with internal auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.
14. To review the functioning of the Whistle Blower mechanism, in case the same is existing or is implemented at a later date.
15. Approval of appointment of CFO (includes the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
16. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in

CORPORATE GOVERNANCE REPORT

the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
18. Approval or any subsequent modification of transactions of the company with related parties.
19. Evaluation of internal financial controls and risk management systems.
20. Scrutiny of inter-corporate loans and investments.
21. Valuation of undertakings or assets of the Company, wherever it is necessary.

Meetings and Attendance

During the year under review, the Audit Committee met four times i.e. on April 28, 2014, July 28, 2014, November 5, 2014 and January 27, 2015. The details of the attendance of the Committee members are as follows:

Sl. No.	Name of the Member	Category / Status	No. of Meetings Held	No. of Meetings Attended
1.	Mr. P. Sudhir Rao	Chairman - Independent	4	4
2.	Mr. G. Vijayaraghavan	Member - Independent	4	4
3.	Mr. Shriram Jagetiya	Member - Non-Executive	4	1

At every Audit Committee Meeting, Statutory Auditors and Internal Auditors attend and provide their presentation on the financial statements and internal audit reports respectively. The Audit Committee reviews the financial results and recommends the same to the Board for approval. At each meeting, the Audit Committee also reviews the statement of related party transactions as well as the financial results of the subsidiary company. The Audit Committee extensively deliberates on various audit reports and the action plan as well as key risk issues and areas. These are put on a follow up tracker and monitored closely and status update report is placed before each Audit Committee meeting until the action is closed / implemented.

The Chief Financial Officer and other functional heads are present at the meeting. Respective department functional head is also invited to attend the Audit Committee meeting to respond to queries and observations pertaining to their department, arising out of the internal audit report.

NOMINATION AND REMUNERATION COMMITTEE

Composition

In compliance with the provisions of Section 178 of the Companies Act, 2013 and in accordance with the provisions of Clause 49 of the Listing Agreement, the Company has a Remuneration Committee consisting of following three Non-Executive Directors, of which one-half are Independent Directors, including the Chairman.

Mr. P. Sudhir Rao	—	Chairman
Mr. G. Vijayaraghavan	—	Member
Mr. Shriram Jagetiya	—	Member

The Company Secretary of the Company acts as the Secretary to the Committee.

The Board at its meeting dated July 28, 2014 renamed the nomenclature of the existing Remuneration Committee to Nomination and Remuneration Committee.

During the year, an ESOP Compensation Committee, comprising of three Non-Executive Directors Mr. Sudhir Rao, Mr. Vijayaraghavan and Mr. Gopi Krishna Tulsian was constituted by the Board on July 28, 2014 pursuant to the SEBI

CORPORATE GOVERNANCE REPORT

(Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 for formulation of the detailed terms and conditions of the Aditya Birla Money Limited - Employee's Stock Option Scheme - 2014. On November 5, 2014, the ESOP Compensation Committee was integrated with the Nomination and Remuneration Committee and the powers and duties of the ESOP Compensation Committee were vested with the Nomination and Remuneration Committee.

Terms of Reference

The terms of reference / charter of the Committee include the following:

Executive Remuneration:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and Senior Managers of the quality required to run the Company successfully;
- b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) The remuneration provided to directors and Senior Managers includes a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Executive Talent:

- a) Formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in senior management and recommend to the Board of Directors their appointment and removal from time to time.
- b) Review and Implement succession and development plans for Managing Director , Executive Directors and Senior Managers .
- c) Devise a policy on Board diversity.
- d) Formulate the criteria for determining qualifications, positive attributes and independence of directors.

Board Performance and Rewards

- a) Establish evaluation criteria and conduct the process of performance evaluation of each Director in a structured manner.
- b) Establish evaluation criteria of Board and Board Committees.
- c) Review and make recommendations to the Board with respect to any incentive-based compensation and equity-based plans that are subject to Board or shareholder approval (including broad-based plans).

Criteria for Performance Evaluation

The Nomination and Remuneration Committee, by a resolution passed through circulation dated March 27, 2015 recommended the criteria for evaluation of the Independent Directors, Non-Executive Directors, Chairman, the Board as a whole and the Committees of the Board.

The evaluation criterion is detailed as hereunder:

Independent Directors (Evaluation by Directors other than Independent Directors) and Non-Executive Directors (Evaluation by Independent Directors)

1. The Director invests time in understanding the company and its unique requirements.
2. The Director brings in external knowledge and perspective to the table for discussion.
3. The Director expresses her/his views on issues discussed at the Board
4. The Director keep himself / herself current on areas and issues that is likely to be discussed at the Board level.

Chairman of the Board (Evaluation by all Directors)

1. The Chairman of the Board leads the Board effectively and encourages contributions from all Board members.

CORPORATE GOVERNANCE REPORT

Board (Evaluation by all Directors)

1. The Board regularly spends quality time in reviewing the performance of the Company.
2. The Board has appropriate functioning committees and skill sets to enable its working.
3. The Board receives adequate and timely information from management to fulfil its role.
4. The Board's working atmosphere is congenial and cooperative.

Committees to the Board (Evaluation by all Directors)

1. The Board Committee is appropriately constituted with a clear mandate.
2. Committee works in an 'inclusive' manner.
3. The Committee is effective in its interactions and decisions.

REMUNERATION TO DIRECTORS

The Independent Directors of the Company are paid sitting fees for attending the meetings of the Board and Committees thereof. The sitting fees paid to the Independent Directors was revised with effect from January 28, 2015 in the following manner:

Meeting Type	Prior to 28.01.2015	From 28.01.2015
Board	20,000	50,000
Audit Committee	20,000	25,000
Nomination and Remuneration Committee	20,000	Remains Unchanged
Stakeholders Relationship Committee	20,000	Remains Unchanged
Risk Governance Committee	20,000	Remains Unchanged
Preference Shares Allotment Committee	20,000	Remains Unchanged

The details of sitting fees paid to the Independent Directors during financial year 2014-15 are as under:

Name of Director	Category	Sitting Fees Paid
Mr. P. Sudhir Rao	Independent Director	Rs.2,35,000/-
Mr. G. Vijayaraghavan	Independent Director	Rs.1,95,000/-

No sitting fee is paid to the Managing Director and other Non-Executive Directors.

No other fees or compensation has been paid to Non-Executive Directors. The Managing Director has been appointed without any remuneration; hence does not draw any remuneration from the Company. The Non-Executive Directors of the Company do not hold any shares in the Company. No stock options as on date have been granted to the Directors of the Company, except the Managing Director of the Company. The Managing Director has been granted 329,670 options as a part of the Aditya Birla Money Limited – Employee Stock Option Scheme 2014.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and in accordance with the provisions of Clause 49 of the Listing Agreement, the Company has an independent Shareholders' Investor Grievances Committee to consider and resolve grievances of the Shareholders' / Investors'.

The Board at its meeting dated July 28, 2014 renamed the nomenclature of the existing 'Shareholders' Investor Grievances Committee to 'Stakeholders Relationship Committee'.

CORPORATE GOVERNANCE REPORT

Composition

The following is the composition of the Stakeholders' Relationship Committee.

Mr. P. Sudhir Rao	—	Chairman
Mr. Gopi Krishna Tulsian	—	Member
Mr. Sudhakar Ramasubramanian	—	Member

The Company Secretary of the Company acts as the Secretary to the Committee as well as Compliance Officer for matters relating to Investor grievances as stipulated under the Listing Agreement.

Roles & Responsibilities

1. To review the redressal of Investors' complaints like transfer / transmission of shares, non-receipt of annual report and non-receipt of declared dividend, delays in transfer of shares, dematerialisation / rematerialisation of shares etc.
2. To act on behalf of the Board, in the matters connected with allotment of shares, issuance of duplicate share certificates, split and consolidation of shares etc.
3. To oversee performance of the Registrar and Transfer Agents of the Company and recommend measures for overall improvement in the quality of investor services.
4. To review, analyse, recommend and monitor plan of action & activities and put in place proper procedures, policies and effective mechanism to address complaints and grievances arising out of the service issues as a broker / trading member / depository participant including litigation and arbitration matters.
5. To review issues arising out of alleged fraud / forgery / misappropriation / mis-selling / breach / deviations from standard processes and procedures.
6. To frame policies and procedures to protect the interest of Clients / Customers and for ensuring compliances under the applicable statutory framework.
7. To look into other issues including systems and procedures followed to track Investor / Customer / Client complaints and suggest measures for improvement from time to time.
8. To monitor implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.
9. To review the process of complaint and grievance handling mechanism at periodic intervals.
10. Ensure adequacy of disclosure of "material information" to the investors / customers / clients.
11. Review the status of complaints / grievances / litigations / arbitration cases at periodic intervals.
12. To invite the external experts to attend the meetings of the Committee, without the right to vote, whenever it deems necessary.
13. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
14. To undertake such other matters as deemed fit and proper for effective discharge of the above responsibilities.

During the year under review, the Stakeholders' Relationship Committee met once on March 18, 2015.

Investor Grievance Redressal

During the year, no complaints were received by the Company.

SEBI vide Circular Ref: CIR/OIAE/2/2011 dated June 3, 2011 has informed that investor complaints shall be processed in a web based complaints redress system "SCORES". Under this system, all complaints pertaining to companies would

CORPORATE GOVERNANCE REPORT

be electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES. The Company has registered itself with the SEBI Complaints Redress System (SCORES) platform for redressal of complaints against the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The provisions of Section 135 of the Companies Act, 2013 with respect to Corporate Social Responsibility (CSR) are not applicable to the Company as the criteria mentioned under Section 135 of the Companies Act, 2013 is not fulfilled. However, the provisions of the Section 135 of the Act would be applicable for the financial year 2015-16 on account of Company posting net profits above Rs. 5 Crores in the financial year 2014-15. The Board, at its meeting dated May 04, 2015 has constituted a CSR Committee for this purpose.

The CSR Committee comprises of the following three members:

Mr. G. Vijayaraghavan	-	Chairman
Mr. Gopi Krishna Tulsian	-	Member
Ms. Pinky A Mehta	-	Member

Permanent Invitees:

1. Mrs. Rajashree Birla, Chairperson, Aditya Birla Centre for Community Initiatives and Rural Development;
2. Dr. Pragnya Ram - Group Executive President, Corporate Communications & CSR, Aditya Birla Group.
3. Mr. Sudhakar Ramasubramanian, Managing Director

The Company Secretary of the Company shall act as the Secretary to the Committee.

Roles & Responsibilities

1. The Committee shall annually review and approve the CSR Policy and associated frameworks, processes and practices of the Company.
2. The Committee shall ensure that the Company is taking the appropriate measures to implement the CSR projects successfully.
3. The Committee shall identify the areas of CSR activities and recommend the amount of expenditure to be incurred on such activities.
4. The Committee will coordinate with the necessary agencies for implementing programs and executing initiatives as per CSR policy and shall review the performance of the agencies periodically.
5. The Committee may form and delegate authority to sub-committees when appropriate.
6. The Committee shall regularly report to the Board.
7. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. The Committee shall have access to any internal information necessary to fulfill its role.
9. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

RISK GOVERNANCE COMMITTEE

In compliance with the Clause 49 of the Listing Agreement, the Board of Directors have constituted a Risk Governance Committee, to review, develop and approve appropriate policies, procedure and systems for improving Company's Risk Management framework.

CORPORATE GOVERNANCE REPORT

Composition

The Risk Governance Committee consists of the following three Directors as its members.

Mr. P. Sudhir Rao

Mr. Gopi Krishna Tulsian

Mr. Sudhakar Ramasubramanian

Terms of Reference

The terms of reference of the Committee include:-

- (i) Reviewing and approving the risk management policy.
- (ii) Approving the product approval process and reviewing the product risk assessment over and above the threshold limit.
- (iii) Evaluating significant risk exposure of the Company and assessing Management's action to mitigate the exposure in timely manner.
- (iv) Reviewing the risk mitigation plan and assess its effectiveness at a periodic level.
- (v) Approving the implementation of the Enterprise Risk Management Framework for the Company.
- (vi) Reviewing Product and Operational risk management strategies and meeting risk/reward objectives.

During the year under review, Risk Governance Committee met once on March 18, 2015.

FINANCE COMMITTEE

The Company has constituted a Finance Committee of Directors to review and provide approvals and authorisations arising out of day-to-day business operations and financial matters of the Company. The role of the Committee includes approving matters relating to opening / closing of Bank Accounts, approving signatories for the operation of bank accounts, appointment of service providers and other agencies, availing overdraft facility from Banks, borrowing within the limits approved by the Board and other routine operational matters.

Composition

The Finance Committee consists of following directors as its members:

Mr. Gopi Krishna Tulsian

Mr. Shriram Jagetiya

Mr. Sudhakar Ramasubramanian

The Committee met thrice during the year ended March 31, 2015 on April 29, 2014, September 26, 2014 and November 13, 2014.

PREFERENCE SHARES ALLOTMENT COMMITTEE

The Preference Shares Allotment Committee consists of following directors as its members:

Mr. Gopi Krishna Tulsian

Mr. Sudhakar Ramasubramanian

Mr. G. Vijayaraghavan

4. CEO / CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company have provided to the Board the quarterly certification on the financial results of the Company in terms of Clause 49 of the Listing Agreement. The CEO / CFO certification for the annual financial results for the year ended March 31, 2015 form part of this report.

CORPORATE GOVERNANCE REPORT

5. POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Nomination and Remuneration Committee has recommended to the Board a policy on remuneration for the Directors, Key Managerial Personnel and other employees. The extract of the policy is provided in the Directors' Report.

6. MEETING OF THE INDEPENDENT DIRECTORS

During the year, the Independent Directors of the Company met on March 28, 2015 to review the performance of non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Board and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

The Company has conducted a familiarisation programme for the Independent Directors of the Company and the details of such familiarisation programmes are disseminated on the website of the Company at the link <http://www.adityabirlamoney.com/about-us/investor>.

MEETING OF THE BOARD OF DIRECTORS OTHER THAN THE INDEPENDENT DIRECTORS

During the year, the Board of Directors of the Company other than the Independent Directors met on March 30, 2015 to evaluate the performance of the Independent Directors, Chairman of the Board, the Board as a whole and the Committees of the Board.

On the basis of the performance evaluation undertaken, the Board is of the view that the contribution of the Independent Directors to the Board is remarkable and therefore the term of appointment of the Independent Directors shall continue.

7. SUBSIDIARY COMPANY

The Company has a wholly owned subsidiary company - Aditya Birla Commodities Broking Limited ("ABCBL"). ABCBL is not a material subsidiary as prescribed under Clause 49 of the Listing Agreement.

The Audit Committee reviews the financial statements of ABCBL as part of the process of approval of annual financial statements of the Company. The minutes of the Board meeting of ABCBL as well as statements of all significant transactions and arrangements of the unlisted subsidiary company are placed in the Board meeting.

8. DISCLOSURES

- i. The details of Related party transactions entered into during the year have been disclosed in Note No. 30 of the Notes forming part of Annual Accounts as required under Accounting Standard 18 issued by the Institute of Chartered Accountants of India. There were no materially significant related party transactions with Directors /Promoters/Management, which has a potential conflict with the interest of public at large.

All Related Party Transactions ('RPT') entered into during the financial year were on an arm's length basis and in the ordinary course of business. The Company has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. The policy is available on the website of the Company at <http://www.adityabirlamoney.com/about-us/investor>.

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended as Annexure.

- ii. The Company has implemented a whistle blower policy / vigil mechanism for Directors / Employees and every Director / employee has the right to report to the Value Standards Committee (VSC) genuine concerns or grievances about unprofessional conduct, malpractices, wrongful conduct, fraud, violation of the Company's policies & values, violation of law without any fear of reprisal. The Company Secretary of the Company acts as the Secretary to the Values Standard Committee. On a quarterly basis, an update on the issues reported under this policy is placed before the Audit Committee of the Board of Directors, for its review and perusal.
- iii. The Company is engaged in the business of Equity Broking and Depository Services. No penalties / strictures were imposed on the company by Stock Exchange or SEBI or any statutory authority relating to Capital Markets, except penalties aggregating to Rs.1,83,000/- which were paid in respect of the observations made during the course of regular inspections and internal audit reports relating to routine broking and depositories operations, during the last three financial years, as a trading member and depository participant.

CORPORATE GOVERNANCE REPORT

- iv. The Company has complied with all the mandatory requirements of Clause 49.
- v. The Company has also complied with the following non-mandatory requirements as prescribed in Annexure XIII to the Listing Agreement.
 - a. There were no qualifications on the financial statements of the Company during the period under review.
 - b. The Internal Auditor directly reports to the Audit Committee.
 - c. The quarterly / annual results of the Company are published in one English and one Gujarati news paper having wide circulation. The results are also posted on the website of the Company. In view of the above, the half-yearly declaration of financial performance is not sent to the shareholders individually.

DISCLOSURE OF ACCOUNTING TREATMENT

The Company has followed the applicable guidelines of Accounting Standards laid down by The Institute of Chartered Accountants of India in preparation of its financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed Management Discussion and Analysis Report in terms of Clause 49 of the Listing Agreement is a part of the annual report.

RISK MANAGEMENT FRAMEWORK

The Company has a well-defined risk management framework, policies and procedure in place. The details are included in the Management Discussion and Analysis Report. The Company has also constituted Risk Governance Committee to oversee the Risk management programme of the Company, if any in addition to oversight by the Audit Committee.

RE-APPOINTMENT OF DIRECTOR

The details of Director(s) seeking re-appointment in the Annual General Meeting has been provided in the Notice of the Annual General Meeting attached with the Annual Report along with a brief profile.

9. GENERAL BODY MEETINGS

Details of General Meetings

Location and time, where Annual General Meetings (AGMs) were held in the last three years:

Year	Day & Date	Venue	Time
2011 – 2012	Friday, August 03, 2012	Indian Rayon Compound, Veraval - 362 266, Gujarat	10.30 A.M.
2012 – 2013	Saturday, August 10, 2013	Indian Rayon Compound, Veraval - 362 266, Gujarat	10.30 A.M.
2013 – 2014	Tuesday, September 09, 2014	Indian Rayon Compound, Veraval - 362 266, Gujarat	11.00 A.M.

The details of special resolutions passed in AGM/EGM in the last 3 years are as follows:

Annual General Meeting	Subject
September 09, 2014	Approval of appointment of Mr. Sudhakar Ramasubramanian as the Managing Director of the Company
	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013
	Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowings upto Rs. 300 Crores.
	Approval of Aditya Birla Money Limited - Employee's Stock Option Scheme - 2014'.

No special resolution was passed through postal ballot during the Financial Year 2014-15

CORPORATE GOVERNANCE REPORT

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT

The code of conduct provide that the directors and the senior management will maintain highest degree of corporate governance practises, will act in utmost good faith and exercise due care, diligence and integrity in performing their duties. A copy of the said code of conduct is available on the website of the Company at the link <http://www.adityabirlamoney.com/about-us/investor>. As provided under clause 49 of the listing agreement with the stock exchanges, the Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2014-2015.

COMPLIANCE

A certificate from Practising Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges forms part of this Annual Report.

MEANS OF COMMUNICATION

The unaudited quarterly, half yearly and audited annual financial results were sent to the Stock Exchanges where the shares of the Company are listed. The results were also published in all editions of "Business Line", national daily and "Jai Hind", regional language newspaper circulating in the district where Company's registered office is situated.

The unaudited quarterly, half yearly and audited annual results were also posted in the company's website www.adityabirlamoney.com

10. GENERAL SHAREHOLDER'S INFORMATION

AGM date, time and venue: As per notice to the AGM

Financial Calendar

Financial reporting for the quarter ending June 30, 2015	July / August, 2015
Financial reporting for the quarter ending September 30, 2015	October / November, 2015
Financial reporting for the quarter ending December 31, 2015	January / February, 2016
Financial reporting for the quarter ending March 31, 2016	April / May, 2016

Date of Book Closure	:	Refer Notice to the AGM
Dividend Payment Date	:	N.A.
Registered Office	:	Indian Rayon Compound, Veraval - 362 266, Gujarat.
Website	:	www.adityabirlamoney.com

Listing on Stock Exchanges

National Stock Exchange of India Limited, (NSE) "Exchange Plaza", C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051	Bombay Stock Exchange Limited, (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Tel No: (022) 26598100	Tel No: (022) 22721233 / 4
Fax No:(022) 26598120	Fax No:(022) 22721919
Stock Code – BIRLAMONEY	Stock Code – 532974 / ABML

ISIN for Equity Shares (NSDL & CDSL) - INE865C01022

Note: Listing fees for the year 2015 - 16 have been paid to NSE & BSE within the due dates.

CORPORATE GOVERNANCE REPORT

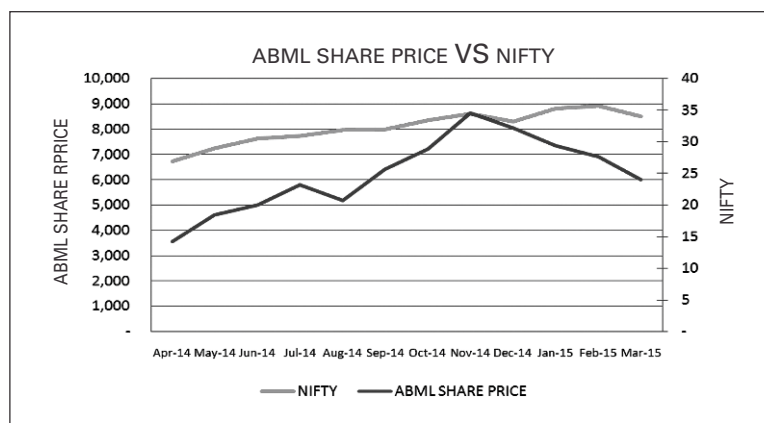
Stock Price Data: Monthly High & Low during FY 2014-15 in BSE & NSE

(Rs.)

Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
April 2014	17.48	12.00	16.80	12.55
May 2014	20.00	12.25	20.50	11.70
June 2014	21.00	17.30	21.00	17.25
July 2014	24.05	17.90	24.30	17.75
August 2014	24.90	20.55	24.80	20.35
September 2014	29.75	20.60	29.80	20.35
October 2014	32.00	23.00	33.00	23.00
November 2014	39.15	27.75	39.30	27.55
December 2014	36.50	29.10	38.70	28.80
January 2015	37.00	29.20	37.70	29.15
February 2015	32.95	26.65	33.00	24.65
March 2015	28.30	21.60	30.20	22.60

Registrar and Share Transfer Agent

Cameo Corporate Services Limited
 SEBI Registration No. INR000003753
 Subramanian Building,
 No.1, Club House Road,
 Chennai – 600 002
 Phone: 044 – 28460390 (5 Lines)
 Fax : 044 – 28460129
 Email: investor@cameoindia.com



Share Transfer System

The Company's shares are compulsorily traded in dematerialised form. Transfer of shares in physical form, which are lodged at the Registered / Corporate Office or Registrar & Share Transfer Agent's Office, are processed within a period of 15 days from the date of receipt.

Investor Services

Details of Shareholders queries / complaints and other correspondence received and replied during 2014-15:

Nature of Queries	No. of Queries
Pending Queries as on April 01, 2014	Nil
Queries received during the year relating to issue of duplicate share certificate / new share certificate / bonus share certificate / change of address / transmission of shares etc.	2
Queries redressed	2
Pending Queries as on March 31, 2015	Nil

No complaints were received during the year.

CORPORATE GOVERNANCE REPORT

History of Paid-up Equity Share Capital of the Company

Date of Allotment	No. of Shares	Face Value (Rs.)	Cumulative No. of Shares
04-07-1995	700	10/-	700
07-08-1995	10,09,300	10/-	10,10,000
30-11-2000	12,60,000	10/-	22,70,000
03-06-2001	5,00,000	10/-	27,70,000
26-07-2006	27,70,000@	10/-	55,40,000
18-07-2008#	—	1/-	5,54,00,000

@ Allotment on Issue of Bonus Shares in the ratio of 1:1

Split of face value of 55,40,000 shares from Rs. 10/- to Re. 1/- each

Details of Paid-up Preference Share Capital of the Company

Date of Allotment	No. of Shares	Face Value (Rs.)	Cumulative No. of Shares
28-03-2005	200,000*	100/-	200,000*
31-03-2011	800,000++	100/-	800,000
30-09-2013	100,000++	100/-	900,000
29-03-2014	200,000++	100/-	1,000,000

* Preference Shares were redeemed on 26.07.2006.

++ The preference shares are in the nature of Redeemable Non-Convertible Non-Cumulative and are not intended for listing and were issued on a private placement basis to Aditya Birla Financial Services Ltd. (Holding Company)

During the year, the rights of the 8,00,000 Redeemable Non-Convertible Non-Cumulative Preference shareholders were varied pursuant to Section 106 of the Companies Act, 1956. For details, refer Note 3(2) of the Financial Statements.

Distribution of Shareholdings as on March 31, 2015:

Equity Shares	Shares				Shareholders			
	Physical		Electronic		Physical		Electronic	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
1 – 5000	818355	81.96	3438059	6.32	1350	98.83	7220	97.34
5001 – 10000	70460	7.06	709398	1.30	9	0.66	97	1.31
10001 – 20000	86904	8.70	716500	1.32	6	0.44	51	0.69
20001 – 30000	22800	2.28	427777	0.79	1	0.07	17	0.23
30001 – 40000	0	0.00	179230	0.33	0	0.00	5	0.07
40001 – 50000	0	0.00	275693	0.51	0	0.00	6	0.08
50001 – 100000	0	0.00	983213	1.81	0	0.00	15	0.20
100001 & above	0	0.00	47671611	87.63	0	0.00	6	0.08
Total	998519	100	54401481	100	1366	100	7417	100
Grand Total	55,400,000				8,783			

The Shareholding Pattern of the Company as on March 31, 2015

Category	No. of Shares	%
Promoter / Promoter Group	41,550,000	75.00
Bodies Corporate	1,026,269	1.85
Individuals - holding up to Rs.1 Lakh	6,475,196	11.69
Individuals - holding excess of Rs.1 Lakh	5,849,774	10.56
Clearing Members	18,103	0.03
HUF	190,577	0.34
NRI's & OCB's	290,081	0.52
TOTAL	55,400,000	100.00

CORPORATE GOVERNANCE REPORT

Dematerialisation of Shares and Liquidity

As on March 31, 2015, 98.20% of the Company's Paid-up Equity Share Capital was held in dematerialised form. The shares of the Company are frequently traded on BSE /NSE.

Useful Information for Shareholders

Unclaimed Dividend

1. Pursuant to Section 205A & 205C of the Companies Act, 1956 dividend upto the financial year 2006-2007 (Interim Dividend) has been transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
2. Unclaimed dividend for the financial year 2007-08 (Final Dividend) which remains unclaimed over a period of 7 years, is required to be statutorily transferred to the IEPF. Shareholders who have not claimed / encashed their dividend warrants are requested to lodge their request / claim with the Company / RTA for revalidation / issue of duplicate dividend warrants. Unclaimed dividend for the year 2007-08 (Final Dividend) is due for transfer to IEPF in October 2015.

Other General Information

1. Shareholders holding shares in physical form are requested to notify to the Company, change in their address / PIN Code Number and Bank Account details promptly by written request under the signature of sole / first joint holder.
2. Beneficial owner of shares in demat form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney etc., directly to their DP.
3. Section 72 of the Companies Act, 2013 extends the nomination facility to individuals holding shares in the physical mode. Shareholders, in particular, those holding shares in single name may avail the above facility by furnishing the particulars of their nominations in the prescribed Nomination Form, which can be obtained from the Company / RTA by sending a written request.

Address for Correspondence

Ali Centre, No. 53, Greams Road,
Chennai – 600 006
Ph. No. : 044 – 3919 0002/3
Fax No. : 044 – 2829 0835
E-mail : abml.investorgrievance@adityabirla.com

Registered Office

Indian Rayon Compound,
Veraval – 362 266, Gujarat
Ph. No. : 02876 – 245711
Fax No. : 02876 – 243257
Website : www.adityabirlamoney.com

CORPORATE GOVERNANCE REPORT

CEO/CFO CERTIFICATION

To
The Board of Directors,
Aditya Birla Money Limited.

1. We have reviewed the financial results of Aditya Birla Money Limited for the period ended 31st March, 2015 and that to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material act or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the period ended 31st March, 2015 are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - I. Significant changes in the Company's internal control over financial reporting during the period;
 - II. Significant changes in accounting policies during the period; and
 - III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or other employees having a significant role in the company's internal control system over financial reporting.

Date : May 04, 2015
Place : Chennai

Sudhakar Ramasubramanian
Managing Director

Srinivas Subudhi
Chief Financial Officer

DECLARATION ON CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchange(s), I hereby declare that the Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2015.

Date : May 04, 2015
Place : Chennai

Sudhakar Ramasubramanian
Managing Director

CORPORATE GOVERNANCE REPORT

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To: The Members of Aditya Birla Money Limited

1. We have examined the compliance of conditions of corporate governance by Aditya Birla Money Limited, for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India, with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on the aforesaid examination and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PLACE : CHENNAI
DATE : 04.05.2015

B CHANDRA
PRACTISING COMPANY SECRETARY
CP No.7859

INDEPENDENT AUDITOR'S REPORT

To the Members of Aditya Birla Money Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Aditya Birla Money Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, its Profit and its Cash Flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note no.21 of the Notes to the Financial Statements relating to the recoverability of assets in the nature of trade receivables, advances, and other assets etc. aggregating to Rs.145,730,179 grouped under advances recoverable in cash or kind, which is subject matter of claim and more fully described therein. Our opinion is not qualified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015, from being appointed as a Director in terms of Section 164 (2) of the Act;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note no.33(ii) of the Notes to the Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per Shrawan Jalan

Partner

Membership Number: 102102

Date : May 04, 2015

Place : Chennai

INDEPENDENT AUDITOR'S REPORT

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i)(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (i)(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii)(a) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Company.
- (iii)(a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for rendering of services. The activities of the Company do not involve purchase of inventory and the sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. The provisions relating to customs duty and excise duty are not applicable to the Company.
- (vii)(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to customs duty and excise duty are not applicable to the Company.

As more fully discussed in Note 22 to the Financial Statements, stamp duties collected by the Company in respect of States wherein the manner of payment has not been notified from July 2011 onwards and remaining unpaid as of March 31, 2015 is Rs.5,171,148 Lakhs. As the manner of payment of the same has not been notified, we are not in a position to comment if any portion of the stamp duties collected has become due and outstanding for more than six months as at the Balance Sheet date

- (vii)(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, provident fund, wealth-tax, service-tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

INDEPENDENT AUDITOR'S REPORT

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount related	Forum where the dispute is pending
Finance Act, 1994	Service Tax	7,283,390	April 2004 - June 2008	Commissioner of Service Tax
		376,714	October 2004 - March 2009	
		1,116,339*	December 2008 - November 2009	
		21,821	November 2009 - March 2010	
		26,996	April 2010 - September 2010	
Karnataka Stamp Act, 1957	Stamp Duty	9,060,000	2003 - 2008	Chief Revenue Controlling Authority, Karnataka
Employee's Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	14,036,578*	April 2009 - May 2011	Regional Provident Fund Commissioner, Chennai
Income Tax Act, 1961	Income Tax	8,773,360	April 2010 - March 2011	Commissioner of Income Tax (Appeals), Chennai
		386,680	April 2011 - March 2012	

*Includes payment of Rs.4,625,484 under protest.

- (vii)(d) According to the information and explanations given to us, there are slight delay in the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Company has not incurred cash loss during the year. In the immediately preceding financial year, the Company had incurred cash loss.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E

per **Shrawan Jalan**
Partner
Membership Number: 102102

Date : May 04, 2015
Place : Chennai

BALANCE SHEET AS AT MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
(A) Shareholders' Funds			
Share Capital	3	155,400,000	155,400,000
Reserves and Surplus	4	204,285,294	217,641,059
	Sub-Total (A)	<u>359,685,294</u>	<u>373,041,059</u>
(B) Non-Current Liabilities			
Other Long-term Liabilities	5A	5,460,437	4,099,624
	Sub-Total (B)	<u>5,460,437</u>	<u>4,099,624</u>
(C) Current Liabilities			
Short-term Borrowings	6	690,631,345	98,723,887
Trade Payables	7	103,643,576	57,615,969
Other Current Liabilities	5B	940,425,833	1,416,992,511
Short-term Provisions	8	24,722,297	11,530,544
	Sub-Total (C)	<u>1,759,423,051</u>	<u>1,584,862,911</u>
	TOTAL (A)+(B)+(C)	<u><u>2,124,568,782</u></u>	<u><u>1,962,003,594</u></u>
ASSETS			
(D) Non-Current Assets			
Fixed Assets			
Tangible Assets	9A	46,578,940	163,446,694
Intangible Assets	9B	28,770,654	41,652,792
Intangible Assets under Development		784,500	-
		<u>76,134,094</u>	<u>205,099,486</u>
Non-Current Investments	10A	52,565,750	50,066,000
Long-term Loans and Advances	11A	51,250,792	49,759,907
	Sub-Total (D)	<u>179,950,636</u>	<u>304,925,393</u>
(E) Current Assets			
Trade Receivables	12	914,083,718	883,774,302
Cash and Bank Balances	13	793,710,729	403,175,425
Short-term Loans and Advances	11B	200,013,658	339,049,369
Other Current Assets	14	36,810,041	31,079,105
	Sub-Total (E)	<u>1,944,618,146</u>	<u>1,657,078,201</u>
	TOTAL (D)+(E)	<u><u>2,124,568,782</u></u>	<u><u>1,962,003,594</u></u>

Summary of Significant Accounting Policies

2

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN : 02584713

G. Vijayaraghavan
Director
DIN : 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Srinivas Subudhi
Chief Financial Officer
PAN : ATIP9641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J

Date : May 04, 2015
Place : Chennai

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	<u>Note No.</u>	<u>Year Ended March 31, 2015</u>	<u>Year Ended March 31, 2014</u>
Revenue			
Revenue from Operations	15	1,120,059,974	650,870,391
Other Income	16	67,100,665	48,205,810
Total Revenue		<u>1,187,160,639</u>	<u>699,076,201</u>
Expenses			
Employee Benefits Expenses	17	457,397,482	316,501,359
Finance Cost	18	19,936,345	23,930,697
Depreciation and Amortisation Expenses	19	57,247,547	61,169,746
Business Partners Payout		318,157,444	173,983,322
Other Expenses	20	266,562,707	205,532,928
Total Expenses		<u>1,119,301,525</u>	<u>781,118,052</u>
Profit / (Loss) Before Tax		67,859,114	(82,041,851)
Tax Expenses			
- Write Back of Excess Provision for Tax / Income			
Tax Refund Related to Earlier Years (Net)		(2,912,943)	-
Profit / (Loss) for the Year		<u>70,772,057</u>	<u>(82,041,851)</u>
Earnings / (Loss) per share (Basic and Diluted)	27	1.28	(1.48)
(Face Value of Re.1/- each)			

Summary of Significant Accounting Policies 2
 The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
 Chartered Accountants
 ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
 Managing Director
 DIN : 02584713

G. Vijayaraghavan
 Director
 DIN : 00894134

per Shrawan Jalan
 Partner
 Membership No.: 102102

Date : May 04, 2015
 Place : Chennai

Srinivas Subudhi
 Chief Financial Officer
 PAN : ATIPS9641N

Vikashh K Agarwal
 Company Secretary
 PAN : ACXPA6332J

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

1. Nature of Operations

Aditya Birla Money Limited ('ABML' or 'the Company') was incorporated on July 04, 1995 in Chennai, Tamil Nadu. ABML is a broking and distribution player, offering Equity and Derivative trading through NSE and BSE and Currency Derivative on MCX-SX. 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 and also provides Portfolio Management Services.

2. Statement of Significant Accounting Policies

a) Basis of Preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

b) Change in Accounting Policy

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

Useful lives / Depreciation Rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act, 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher / lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the Financial Statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.

Fixed assets individually costing Rs.5,000 or less are fully depreciated in the year of purchase.

Based on transitional provision given in Schedule II to the Companies Act, 2013, the carrying value of assets whose useful lives are already exhausted amounting to Rs.841.28 Lakhs has been charged to opening balance of retained earnings. Had there been no change in useful lives of fixed assets, the charge to the Statement of Profit & Loss would have been lesser by Rs.108.34 lakhs.

c) Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

d) Tangible Fixed Assets and Depreciation

Tangible Fixed Assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on Tangible Fixed Assets is provided on Straight Line using the rates arrived at based on the useful lives as specified in the Schedule II of the Companies Act, 2013 or estimated by the management. The company has used the following useful life to provide depreciation on its fixed assets.

Assets where useful life is same as Schedule II:

Asset	Useful Life as Prescribed by Schedule II of the Co. Act 2013
Computers (end user computers, Laptops)	3
V-Sat	6
Office Equipment (AC, Ups, Generator & Invertors)	5
Vehicles	6

Useful life of assets different from prescribed in Schedule II has been estimated by management supported by technical assessment.

Asset	Useful Life as Prescribed by Schedule II of the Co. Act,2013	Estimated Useful Life
Batteries (included under office Equipment's)	5 Years	4 Years
Furniture & Fixtures*	10 Years	7 years

*In case of Furniture & Fixtures fitted with premises, Depreciation calculated based on lease period taking into account the secondary lease period or 7 years whichever is less.

Leasehold Assets

Leasehold Improvements	Period of Lease ranging from 4 to 5 years
------------------------	---

Fixed Assets, individually costing less than Rupees five thousands, are fully depreciated in the year of purchase.

Depreciation on the Fixed Assets added / disposed off / discarded during the year is provided on pro-rata basis with reference to the month of addition / disposal / discarding and in the case of capitalisation of Greenfield / Brownfield project, depreciation is charged from the date the project is ready to commence commercial production to the Statement of Profit and Loss.

e) Intangible Assets

Intangible assets are recorded at the consideration paid for acquisition. The computer software costs are capitalized and recognized as intangible assets in terms of Accounting Standard 26 - Intangible Assets based on materiality, accounting prudence and significant economic benefit expected there from to flow over a period longer than one year. Capitalized costs include direct costs of implementation and expenses directly attributable to the development of the software. All other expenses on existing intangible assets, including day-to-day maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Computer software cost capitalized is amortized over the estimated useful life of 6 years on a straight line basis.

f) Impairment

- i) The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future Cash Flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.
- ii) After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

g) Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

h) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

i) Revenues

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Brokerage Income and transaction charges are recognized on the trade date of the transaction upon confirmation of the transactions by the exchanges.

Income from depository services and interest and finance charges are recognized on the basis of agreements entered into with clients and when the right to receive the income is established.

Other interest incomes are recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest. The same is included under the head 'other income' in the Statement of Profit and Loss.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

j) Employee Benefits

- i. Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the Balance Sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

- ii. Gratuity liability under the Payment of Gratuity Act which is a defined benefit scheme is accrued and provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have unconditional right to defer its settlement for 12 months after the reporting date.
- iv. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

k) Employee Stock Compensation Cost

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

l) Income Tax

Tax expense comprises current and deferred tax. Current Income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

m) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to Equity Shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of Equity Shares outstanding during the period. The weighted average numbers of Equity Shares outstanding during the period are

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split; if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) Contingent Liability and Provisions

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

o) Segment Reporting

The Company is principally engaged in the business of Broking and related activities. The operations are entirely in India. There is only one business segment and one geographical segment and hence segment information is not required to be disclosed as per explanation to para 38 of AS 17.

p) Cash and Cash Equivalents

Cash and Cash Equivalents in the Balance Sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

q) Sharing of Costs

The Company shares certain costs / service charges with other companies in the Group. These costs have been allocated on a reasonable and consistent basis between the Companies as mutually agreed to.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

As at
March 31, 2015 As at
March 31, 2014

NOTE: 3

SHARE CAPITAL

Authorised:

150,000,000 (Previous year : 150,000,000) Equity Shares of Re.1/- each	150,000,000	150,000,000
1,000,000 (Previous Year : 1,000,000) 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs.100/- each	100,000,000	100,000,000
	250,000,000	250,000,000

Issued, Subscribed and Paid-up

EQUITY SHARE CAPITAL

55,400,000 (Previous Year : 55,400,000) Equity Shares of Re.1/- each Fully paid	55,400,000	55,400,000
	55,400,000	55,400,000

PREFERENCE SHARE CAPITAL

1,000,000 (Previous Year 1,000,000) 8% Redeemable Non convertible Non Cumulative Preference Shares of Rs.100/- each fully paid	100,000,000	100,000,000
	100,000,000	100,000,000

1A Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the period

Sl. No.	Description	As at March 31, 2015		As at March 31, 2014	
		Number of Shares	Amount	Number of Shares	Amount
1	At the beginning of the year	55,400,000	55,400,000	55,400,000	55,400,000
2	Issued during the year	-	-	-	-
3	Outstanding at the end of the year	55,400,000	55,400,000	55,400,000	55,400,000

1B Reconciliation of the number of Preference Shares outstanding at the beginning and at the end of the period

Sl. No.	Description	As at March 31, 2015		As at March 31, 2014	
		Number of Shares	Amount	Number of Shares	Amount
1	At the beginning of the year	1,000,000	100,000,000	800,000	80,000,000
2	Issued during the year	-	-	200,000	20,000,000
3	Outstanding at the end of the year	1,000,000	100,000,000	1,000,000	100,000,000

2 Term / right attached to Equity Shares

The Company has only one class of Equity Shares having a par value of Re.1/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of the Equity Shares held by the shareholders.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

3 Term / right attached to Preference Shares

Preference Share carry non cumulative dividend of 8% per annum. The company declares and pays dividends in Indian rupees.

In the year ended 31st March, 2011, the Company had allotted 800,000 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs.100/- each, fully paid up at a premium of Rs.150/- per share to Aditya Birla Financial Services Limited, the holding Company. These Preference Shares are redeemable at the end of 5 years from the date of issue at a price of Rs.320/- per share.

In the year ended 31st March, 2014, the Company had allotted 200,000 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs.100/- each, fully paid up at a premium of Rs.400/- per share to Aditya Birla Financial Services Limited, the holding Company. These Preference Shares are redeemable at the end of 5 years from the date of issue at a price of Rs.725/- per share.

During the year, the rights attached to the 800,000 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs. 100/- each were varied to the extent and manner given below with the written consent of the preference shareholders dated 30th March 2015:

1. The period of redemption extended by 39 months from March 2016 to June 2019 and
2. The redemption price of Redeemable Non Convertible Non Cumulative Preference Shares shall be varied from Rs.320/- (Face value Rs.100/- and Premium of Rs.220/- per share) to Rs.411/- (Face value Rs.100/- and Premium of Rs.311/- per share)
3. Same as what is mentioned here in above, all other terms and conditions of the said Preference Shares remain the same.

4 Shares held by Holding Company

41,550,000 (Previous Year : 41,550,000) equity shares of Re.1/- each fully paid and 1,000,000 (Previous Year : 1,000,000) 8% Redeemable Non Convertible Non Cumulative Preference Shares Rs.100/-each fully paid are held by Aditya Birla Financial Services Limited, the Holding Company.

5 Shares in the Company held by each shareholder holding more than 5 percent shares and the number of shares held are as under:-

i) Equity Share Capital

Sl. No.	Name of Share Holder	As at March 31, 2015		As at March 31, 2014	
		Number of Shares held	% of total paid-up equity share capital	Number of Shares held	% of total paid-up equity share capital
1	Aditya Birla Financial Services Limited	41,550,000	75.00	41,550,000	75.00
2	PCR Investments Limited	-	-	3,385,320	6.11
3	Sucharitha P. Reddy	5,517,460	9.96	-	-

As per records of the company, including its register of Shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

ii) Preference Share Capital

Sl. No	Name of Share Holder	As at March 31, 2015		As at March 31, 2014	
		Number of Shares held	% of total paid-up Preference Share capital	Number of Shares held	% of total paid-up Preference Share capital
1	Aditya Birla Financial Services Limited	1,000,000	100	1,000,000	100

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
NOTE: 4		
RESERVES AND SURPLUS		
1) Capital Reserves	11,538,863	11,538,863
2) Securities Premium Account		
Balance as per last audited Financial Statement	200,000,000	120,000,000
Addition:		
Security premium on Preference Share issued during the year	-	80,000,000
	<u>200,000,000</u>	<u>200,000,000</u>
3) General Reserve		
Balance as per last audited Financial Statement	261,376,777	261,376,777
4) Surplus / (Deficit) in the Statement of Profit and Loss		
Balance as per last audited Financial Statement	(255,274,581)	(173,232,730)
Addition:		
Profit / (Loss) of the year	70,772,057	(82,041,851)
Depreciation one time written off as per Sch. II	(84,127,822)	-
	<u>(268,630,346)</u>	<u>(255,274,581)</u>
Total	<u>204,285,294</u>	<u>217,641,059</u>

NOTE: 5A OTHER LONG-TERM LIABILITIES

Rent Equalization Liability	5,460,437	4,099,624
	<u>5,460,437</u>	<u>4,099,624</u>

NOTE: 5B OTHER CURRENT LIABILITIES

Income Received in advance	24,315	288,294
Investors' Education and Protection Fund to be credited as and when due		
Unpaid Dividend	51,731	670,077
Unpaid Matured Deposits and Interest Accrued thereon	-	185,182
Other Payables		
Payable to customers	873,953,305	1,357,047,337
Book Overdraft	4,620,984	6,155,953
Statutory Dues	19,438,473	13,096,910
Deposits	40,198,984	38,795,944
Rent Equalization Liability	2,138,041	752,814
	<u>940,425,833</u>	<u>1,416,992,511</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
NOTE: 6		
SHORT-TERM BORROWINGS		
UNSECURED		
Commercial Papers*^	690,631,345	98,723,887
	<u>690,631,345</u>	<u>98,723,887</u>

* Maximum balance outstanding during the year

690,631,345

494,832,259

^ Repayable in 30 to 90 days from the date of draw down. The interest on this loan ranges from 8.75% to 10.70%.

NOTE: 7 TRADE PAYABLES

Salaries, wages, bonus and other employee benefits payable	58,071,487	24,086,863
Trade Payables (Others)	45,572,089	33,529,106
	<u>103,643,576</u>	<u>57,615,969</u>

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTE: 8 SHORT-TERM PROVISIONS

Provisions for Employee Benefits:

Leave Encashment	15,825,649	6,817,601
Gratuity (Funded) (Refer Note no. 29)	8,896,648	-
Others (Deferred Compensation)	-	1,800,000
Taxation (Net of Advance Tax : Nil (Previous Year Rs.45,587,057/-))	-	2,912,943
	<u>24,722,297</u>	<u>11,530,544</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Note 9B - Intangible Asset									
Note 9A - Tangible Assets					Note 9B - Intangible Asset				
	Freehold Land*	V SAT Equipments	Furniture & Fixtures	Office Equipment	Computers	Vehicles	TOTAL	Gross	Computer Software
Gross Block								Gross Block	
As at 1st April 2013	1,500,000	95,445,027	89,013,883	73,782,036	213,508,460	2,245,810	475,495,216	As at 1st April 2013	203,170,452
Additions	-	-	1,012,346	769,308	416,668	-	2,198,322	Additions	4,746,170
Deletions	-	-	21,005,166	5,489,742	2,346,413	1,030,413	29,871,734	Deletions	-
As at 31st March 2014	1,500,000	95,445,027	69,021,063	69,061,602	211,578,715	1,215,397	447,821,805	As at 31st March 2014	207,916,622
Cost								Cost	
As at 1st April 2014	1,500,000	95,445,027	69,021,063	69,061,602	211,578,715	1,215,397	447,821,804	As at 1st April 2014	207,916,622
Additions	-	-	515,177	3,700,359	3,219,939	2,195,613	9,631,088	Additions	2,099,460
Deletions	-	864,345	1,206,548	3,641,167	4,700,160	-	10,412,220	Deletions	-
As at 31st March 2015	1,500,000	94,580,682	68,329,692	69,120,794	210,098,494	3,411,010	447,040,672	As at 31st March 2015	210,016,082
Accumulated Depreciation								Accumulated Amortization	
As at 1st April 2013	-	42,410,891	42,845,086	28,956,167	148,176,606	648,644	263,037,394	As at 1st April 2013	144,926,494
For the year	-	4,158,959	6,523,914	5,073,531	23,952,386	123,620	39,832,410	For the year	21,337,336
Deletions	-	-	12,377,702	3,534,884	2,243,005	339,103	18,494,694	Deletions	-
As at 31st March 2014	-	46,569,850	36,991,297	30,494,814	169,885,987	433,161	284,375,110	As at 31st March 2014	166,263,830
Depreciation								Depreciation	
As at 1st April 2014	-	46,569,850	36,991,297	30,494,814	169,885,987	433,161	284,375,109	As at 1st April 2014	166,263,830
For the year	-	8,454,162	9,255,498	13,339,860	10,810,837	405,593	42,265,949	For the year	14,981,598
Deletions	-	864,349	1,196,329	3,546,309	4,700,161	-	10,307,148	Deletions	-
Adjustment	-	39,861,415	7,460,467	20,744,141	16,061,800	-	84,127,822	Adjustment	-
As at 31st March 2015	-	94,021,078	52,510,932	61,032,505	192,058,463	838,754	400,461,732	As at 31st March 2015	181,245,428
Net block as at 31st March 2014	1,500,000	48,875,177	32,029,766	38,566,788	41,692,728	782,236	163,446,694	Net block as at 31st March 2014	41,652,792
Net block as at 31st March 2015	1,500,000	559,604	15,818,760	8,088,289	18,040,031	2,572,256	46,578,940	Net block as at 31st March 2015	28,770,654

*The company is in the process of getting the lands registered in its name which is currently under dispute but management expects a favourable outcome in this matter

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
NOTE: 10A		
Non Trade Investments (Unquoted, valued at cost less provision)		
Investments in Equity Shares		
6,575 (Previous year: 6,600) Equity Share of Rs.10/- each fully paid in Apollo Sindoori Hotels Limited.	183,824	184,523
Less: Provision for diminution in value of investment	(118,074)	(118,523)
In Subsidiary Company (Unquoted, at cost)		
5,250,000 (Previous year : 5,000,000) Equity Shares of Rs.10/- each fully paid in subsidiary -Aditya Birla Commodities Broking Limited	52,500,000	50,000,000
	<u>52,565,750</u>	<u>50,066,000</u>
Note :		
1. Aggregate amount of unquoted investments	52,565,750	50,066,000
2. Aggregate amount of diminution in value of investment	118,074	118,523
NOTE: 11A		
LONG-TERM LOANS AND ADVANCES		
(Unsecured, Considered Good, except otherwise stated)		
Security Deposits	28,683,190	29,477,569
Margins with Exchange	7,700,000	7,700,000
Other Loans and Advances		
Advance Tax Net of Provision : Nil (Previous Year : Nil)	14,811,003	12,243,710
Prepaid Expenses	56,599	338,628
	<u>51,250,792</u>	<u>49,759,907</u>
NOTE: 11B		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered Good, except otherwise stated)		
Advances recoverable in cash or in kind or for value to be received (Refer Note 21)		
Considered Good	93,568,210	103,178,263
Considered Doubtful	61,566,545	50,139,735
	155,134,755	153,317,998
Less: Provision for Doubtful	<u>(61,566,545)</u>	<u>(50,139,735)</u>
	93,568,210	103,178,263
Security Deposits	5,308,399	735,290
Gratuity Receivable (Refer Note no.29)	-	4,971,397
Margins with Exchange	56,748,002	191,178,001
Loans & Advances to Related Parties #	2,964,384	2,278,724
Balances with Government Authorities	3,599,544	5,994,157
Advances to Suppliers	23,221,119	17,452,642
Prepaid Expenses	11,865,344	11,275,360
Advances to Employees	2,738,656	1,985,535
Considered Doubtful	101,033	-
Less: Provision for Doubtful	<u>(101,033)</u>	<u>-</u>
	<u>200,013,658</u>	<u>339,049,369</u>

Also, refer Note 30

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	<u>As at March 31, 2015</u>	<u>As at March 31, 2014</u>
NOTE: 12		
TRADE RECEIVABLES ^		
Outstanding for a period exceeding 6 months from the date they are due for payment		
Secured, Considered Good	62,750,359	53,559,551
Unsecured, Considered Doubtful	25,240,357	19,091,234
Less: Provision for Doubtful	(25,240,357)	(19,091,234)
Others		
Secured, Considered Good	784,377,835	770,651,289
Unsecured, Considered Good	66,955,524	59,563,462
Unsecured, Considered Doubtful	770,633	1,802,698
Less: Provision for Doubtful	(770,633)	(1,802,698)
	<u>914,083,718</u>	<u>883,774,302</u>

^Trade receivables include pass through amounts representing dues from clients towards transactions not fully settled as at the reporting date.

NOTE: 13

CASH AND BANK BALANCES

Cash and Cash Equivalents

Balances with Banks

Current Accounts	118,177,703	91,013,124
Unpaid Dividend	51,731	670,077
Unclaimed Matured Deposits	-	185,182
Cash on Hand	964	16,607
	(A) <u>118,230,398</u>	<u>91,884,990</u>

Other Bank Balances

Deposit Accounts (with original maturity more than three months) *	<u>675,480,331</u>	<u>311,290,435</u>
	(B) <u>675,480,331</u>	<u>311,290,435</u>
	(A) + (B) <u>793,710,729</u>	<u>403,175,425</u>

* Fixed deposits have been placed under lien towards bank guarantees Rs.242,306,172 (Previous year: Rs.114,954,435), as margins with exchange Rs.430,333,474 (Previous year : Rs.196,336,000) and as General a/c Rs.2,840,685 (Previous year : Nil)

NOTE: 14

OTHER CURRENT ASSETS

(Unsecured, Considered Good, except otherwise stated)

Accrued Income (from operations)	5,424,275	8,327,146
Interest Accrued on Fixed Deposits	31,385,766	15,074,452
Insurance Claim Receivables *		
Considered Good	-	7,677,507
Considered Doubtful	2,991,592	1,232,419
	<u>2,991,592</u>	<u>8,909,926</u>
Less: Provision for Doubtful	(2,991,592)	(1,232,419)
	<u>-</u>	<u>7,677,507</u>
	<u>36,810,041</u>	<u>31,079,105</u>

* Claims receivable on account of insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	Year Ended March 31, 2015	Year Ended March 31, 2014
NOTE: 15		
REVENUE FROM OPERATIONS		
A. Income from services		
Brokerage income	945,351,396	531,220,790
Income from transaction charges	2,096,666	803,082
Account opening charges	2,619,520	2,381,340
Income from depository services	43,359,339	39,978,425
	<u>993,426,921</u>	<u>574,383,637</u>
B. Other operating income		
V-sat rent / other charges	1,190,810	1,650,715
Interest and finance charges	125,442,243	74,836,039
	<u>126,633,053</u>	<u>76,486,754</u>
	<u>1,120,059,974</u>	<u>650,870,391</u>
NOTE: 16		
OTHER INCOME		
Interest Income		
Interest on bank deposits	52,769,131	28,083,884
Other interest income	18,429	2,624,411
Dividends Income on Investments		
Long-term	19,800	19,800
Net Gain on Sale of Investments	12,106,216	9,539,639
Profit on Sale of Fixed Assets (Net)	967,731	-
Provision for Doubtful Debts written back	-	3,784,683
Miscellaneous Income	1,219,358	4,153,393
	<u>67,100,665</u>	<u>48,205,810</u>
NOTE: 17		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	423,119,138	295,170,294
Contribution to Provident and Other Funds (Refer Note 29)	25,788,516	14,362,867
Staff Welfare Expenses	8,489,828	6,968,198
	<u>457,397,482</u>	<u>316,501,359</u>
NOTE: 18		
FINANCE COST		
Interest Expenses	19,846,741	23,917,483
Other Borrowing Costs	89,604	13,214
	<u>19,936,345</u>	<u>23,930,697</u>
NOTE: 19		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation of Tangible Assets	42,265,949	39,832,410
Amortisation of Intangible Assets	14,981,598	21,337,336
	<u>57,247,547</u>	<u>61,169,746</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	<u>Year Ended</u> <u>March 31, 2015</u>	<u>Year Ended</u> <u>March 31, 2014</u>
NOTE: 20		
OTHER EXPENSES		
Rent (Refer Note 28)	51,151,210	39,872,657
Repairs and Maintenance of:		
Buildings	1,196,634	1,162,675
Others	19,917,076	21,693,330
Insurance	14,969,565	9,952,267
Rates and Taxes	12,190,723	6,245,943
Bandwidth Charges	21,342,103	13,580,351
Advertisement	2,649,994	1,758,465
Legal and Profession Expenses	17,660,198	14,627,855
Provision for Doubtful Debts	5,117,058	-
Provision for Doubtful Deposits and Advances	13,287,016	6,263,000
Printing and Stationery	5,785,452	5,107,733
Travelling and Conveyance	18,262,361	16,064,698
Communication Expenses	14,853,219	14,931,215
Loss on Sale / Discard of Fixed Assets (Net)	-	7,574,460
Bank, Collateral and Clearing Charges	9,888,565	2,810,435
Auditors' Remuneration*	2,499,330	1,771,236
Directors' Fees	430,000	400,000
Postage Expenses	3,611,001	2,719,442
Electricity Charges	11,461,436	9,626,150
Information Technology and Software Expenses	34,168,976	24,923,305
Miscellaneous Expenses	6,120,790	4,447,711
	<u>266,562,707</u>	<u>205,532,928</u>
 * Auditors' Remuneration includes payments to auditors as under:		
As auditor:		
Audit fee	1,000,000	800,000
Limited Reviews	750,000	800,000
Tax audit fee	250,000	100,000
Certification fee	23,156	14,329
Reimbursement of expenses	476,174	56,907
	<u>2,499,330</u>	<u>1,771,236</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

21) Assets forming part of claims made by the Ultimate Parent Company

Pursuant to a Share Purchase agreement ('SPA') between Aditya Birla Nuvo Limited ('ABNL' or 'the Purchaser'), ultimate Holding Company and Mr. Prataph C Reddy and others ("Erstwhile Promoters") dated August 28, 2008, ABNL had agreed to acquire 31 million Equity Shares in Aditya Birla Money Limited ("the Company"). The transaction was completed on March 6, 2009.

As per the SPA, the Erstwhile Promoters had agreed to indemnify and hold harmless the Purchaser to the extent of any Losses, resulting from or consequent upon or relating to such breach of representations or warranties, covenants or agreement including but not limited to the recoveries of receivables and other assets in the books of the Company, contingencies on tax and related matters etc.

Subsequent to the completion of the above transaction, the Purchaser noted several breaches of representations and warranties including but not limited to non-recovery of debtors, irrecoverable advances, missing fixed assets etc. Accordingly, ABNL based on its internal assessment of the recoverability of receivables, fixed assets, other assets and matters relating to tax and other contingencies arrived at an amount of Rs. 163,882,296 as Losses incurred on account of breach of representation / warranties in the SPA. Further, ABNL vide its letter dated March 5, 2011 made a separate claim of Rs. 5,169,379 for amounts becoming due and payable on accounts of various cases initiated by the customers of the Company. ABNL invoked the arbitration mechanism and filed their Statement of Claim on February 26, 2011 with the Arbitration Tribunal.

Pending the final outcome of the arbitration proceedings, the Company has identified all such receivables, assets etc which are have not been recovered and other items which are the subject matter of the claim to the extent they are in the books of accounts of the Company as at March 31, 2015 aggregating Rs. 145,730,179 (previous year: Rs. 145,779,681) and disclosed the same in Short Term Loans & Advances under Note 11B of the Balance Sheet, as these amounts would be paid directly to the Company by the Erstwhile Promoters at the direction of ABNL as and when the settlement happens.

Both parties completed filing of documents. On 04 July 2012, a hearing was held and M/s. Deloitte Haskins & Sells were asked to act as auditors by the Arbitrators with a mandate to submit a report on whether from an accounting perspective, including the accounting treatment that has been given to the items set out in the Statement of Claim, the amounts as claimed are correct as per accounting practice.

The arbitral tribunal then directed the Claimants and Respondents to file their objections if any to the audit report submitted by Professional Accounting firm and had also directed the Respondent to file their list of witnesses (if any) by the end of April 2013. The Respondents filed their objections to the audit report and ABNL had also filed its reply to the said objections.

Arguments in rebuttal by the Claimant was completed on 25 October 2013 and written submissions were filed by 29 October 2013. The tribunal has reserved the award.

During the current year, Arbitral Tribunal has passed an award, allowing claim of Rs. 99,190,697, which excluded premature claims pertaining to income tax, service tax, etc. Further, such award directed the Erstwhile Promoters to pay a sum of Rs. 55,546,790 (being 56% of Rs. 99,190,697, as ABNL has purchased only 56% of shares), along with interest @ 14% from the date of award. This award was received by ABNL on 27th May 2014.

Subsequently, during the year both parties have filed petitions under Section 34 of the Arbitration and Conciliation Act, 1996 seeking to set aside the award and the same are admitted and pending on the file of the High Court of Madras.

In respect of such receivables, which exclude premature claims pertaining to income tax, service tax, etc., the Company has created adequate provision, which also includes claims not awarded by the Arbitral Tribunal to the extent of 44%. In respect of tax claims, the company has obtained favorable order for certain assessment years & is confident of recovering such amount in due course. Such amounts are fully recoverable from the income tax department.

Based on legal opinion received by the company in previous year and internal assessment, the ultimate company is confident of recovering the allowed claim through the legal process. Further, we conform that ABNL has committed to transfer any funds received on settlement of arbitration order to the company. Accordingly in our opinion there is no uncertainty in recovery of such amounts and no additional provision is necessary.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

22) Stamp Duty

Hitherto, the Company had been collecting and remitting stamp duties with respect to states wherein the manner of payment of the same has been prescribed by the respective state governments. From July 2011, the Company had started collecting stamp duty on contract notes for all states, including the states wherein the manner of payment has not yet been notified. The Company is evaluating various options of remitting the same, including remitting those amounts in the State of Tamil Nadu, as all the contract notes are executed at Tamil Nadu. Pending, the final determination of the manner of remittance, amount of Rs.5,171,148 (Previous year: Rs.2,085,659) collected till March 31, 2015 has been disclosed under Statutory Dues under Other Current Liabilities.

23) Capital and other commitment

- Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided for is Rs.784,500 (Previous year - NIL).
- For commitments relating to lease arrangements, please refer Note 28.

24) Contingent Liabilities

Particulars	March 31, 2015	March 31, 2014
Disputed tax and other statutory liabilities not provided for:		
(a) Income tax & Interest on Tax - for various assessment years in respect of which Company has gone on appeal. (Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities).	45,545,425	45,545,425
(b) Service tax - for various assessment years in respect of which Company has gone on appeal. (Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities).	7,957,873	7,957,873
(c) Provident fund – for the period from March 2009 to May 2011 for non-inclusion of certain components like allowances etc. while computing and remitting the employer and employees' contribution to provident fund. (Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities).	14,036,578	14,036,578
(d) Karnataka Stamp duty for the period from 2003 - 2008. Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities	9,060,000	9,060,000

Contingent liability not provided for on account of:		
(a) Disputed claim of SEBI towards turnover fees contested by the Company at Ho'nble Supreme Court. The Company has been advised by its legal counsel that it is possible, but not probable, the action will succeed and accordingly no provision for any liability has been made in these financial statements.	27,656,667	27,656,667
(b) Claims against the Company not acknowledged as debts*	83,122,581	38,865,918

* Represents claims made on the Company by various customers alleging unauthorized trades, loss of profits etc. The Company has been advised by its legal counsel that it is possible, but not probable, the action will succeed and accordingly no provision for any liability has been made in these financial statements.

25) Managerial Remuneration

During an earlier year the Company had made an application to the Central Government under Section 309 (5B) of the Companies Act, 1956 for seeking waiver of excess managerial remuneration amounting to Rs.3,094,634 (Previous year:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Rs.3,094,634) (excluding statutory contribution to provident fund, gratuity and leave encashment which are exempted under Schedule VI) paid to Mr. P.B. Subramaniyan, the erstwhile whole time director ('Erstwhile Director') of the Company for the period from April 1, 2008 to March 6, 2009.

During the previous year, the Company has received an order from the Central Government (CG) whereby the CG has rejected excess remuneration of Rs.1,626,614/-(Previous year: Rs.1,626,614/-) and directed the Company to collect the same from the Erstwhile Director.

The Company has commenced the process of recovery from the Erstwhile Director. Pending the recovery of the same, it has been shown as advances recoverable by the Company in the Balance Sheet. The Company is evaluating various alternative options including seeking a condonation / compounding if these amounts are not recoverable from the Erstwhile Director.

26) Loans and advances include:

Amounts receivable from Subsidiary	Balance as at March 31, 2015	Balance as at March 31, 2014	Maximum amount outstanding at any time during the year ended March 31, 2015	Maximum amount outstanding at any time during the year ended March 31, 2014
Aditya Birla Commodities Broking Limited (Repayable on Demand)	416,680	(328,451)	1,109,600	37,159,549

27) Earning Per Share

Particulars		March 31, 2015	March 31, 2014
Net profit/ (loss) as per Statement of Profit and Loss	A	70,772,057	(82,041,851)
Weighted average number of Equity Shares - Basic and diluted	B	55,400,000	55,400,000
Earnings / (Loss) per Share - Basic and Diluted	A/B	1.28	(1.48)
Nominal value of equity share (in Rs.)		Re.1/-	Re.1/-

28) Lease disclosures

Operating leases for premises:

Lease rentals in respect of premises taken on operating lease during the year ended March 31, 2015 amounts to Rs.46,787,739 (Previous Year Rs.35,078,962).

Future obligations towards lease rentals under non-cancellable lease agreements as on March 31, 2014 amounts to Rs.199,862,731/- (Previous Year Rs.198,687,177). Details of Lease Rentals payable within one year and thereafter are as under:

Particulars	March 31, 2015	March 31, 2014
Within one year	42,634,389	36,311,842
Later than one year and not later than five years	115,644,852	126,613,148
Later than five years	41,583,490	35,762,187

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

The company has entered into lease / license agreements in respect of immovable properties with different parties. Some of the agreements contain escalation clause related to lease rentals / license fees from 5% to 15% p.a.

Operating leases for computers:

The company has entered into commercial leases on computer desktops. These leases have an average life of three years with renewal option included in the contracts.

Lease rentals in respect of computers taken on operating lease during the year ended March 31, 2015 amounts to Rs.4,103,985 (Previous Year Rs.4,559,985).

Future obligations towards lease rentals under non-cancellable lease agreements as on March 31, 2015 amounts to Rs.2,051,991. Details of Lease Rentals payable within one year and thereafter are as under:

Particulars	March 31, 2015	March 31, 2014
Within one year	2,051,991	2,112,280
Later than one year and not later than five years	-	-
Later than five years	-	-

29) Employment Benefit disclosures

The amounts charged to the Statement of profit and loss during the year for Provident fund contribution aggregates to Rs.16,147,817 (Previous year – Rs.12,530,378) and employees' state insurance contribution aggregates to Rs.1,038,349 (Previous year –Rs.1,249,568).

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Aditya Birla Nuvo Employee Gratuity Fund.

The following tables summaries the components of net benefit expense recognized in the Statement of Profit and Loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

Amounts recognized in the Balance Sheet in respect of gratuity

Particulars	March 31, 2015	March 31, 2014
Present value of defined benefit obligation	29,188,092	12,763,006
Fair value of plan assets	20,291,443	17,734,403
Liability/(Asset) recognized in the balance sheet	8,896,648	(4,971,397)

Amounts recognized in the Statement of Profit and Loss in respect of gratuity

Particulars	March 31, 2015	March 31, 2014
Current service cost	4,175,843	2,699,416
Interest cost on benefit obligation	1,569,730	1,028,931
Expected return on plan assets	(1,547,158)	(1,214,160)
Net actuarial (gain) / loss recognized in the year	3,920,591	(1,931,266)
Past service costs – vested benefits	-	-
Net gratuity cost	8,119,006	582,921

Actual return on plan assets:

Particulars	March 31, 2015	March 31, 2014
Expected return on plan assets	1,547,158	1,214,160
Actuarial gains / (losses) on plan assets	1,009,882	(387,351)
Actual return on plan assets	2,557,040	826,809

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Reconciliation of present value of the obligation and the fair value of plan assets:

Particulars	March 31, 2015	March 31, 2014
Opening defined benefit obligation	12,763,006	12,471,889
Interest cost	1,569,730	1,028,931
Acquisition Adjustment	6,282,164	-
Current service cost	4,175,843	2,699,416
Actuarial (gains) / losses on obligation	4,930,473	(2,318,617)
Benefits paid	(533,124)	(1,118,613)
Closing defined benefit obligation	29,188,092	12,763,006

Change in fair value of plan assets

Particulars	March 31, 2015	March 31, 2014
Opening fair value of plan assets	17,734,403	16,907,594
Expected return	1,547,158	1,214,160
Actuarial gains / (losses) on plan assets	1,009,882	(387,351)
Contributions by employer	533,124	1,118,613
Benefits paid	(533,124)	(1,118,613)
Closing fair value of plan assets	20,291,443	17,734,403

Details of plan assets

The plan assets represent Company's proportionate share in the Aditya Birla Nuvo Gratuity Fund managed by the ultimate parent company for the employees of the Company. The details of plan assets are as under:

Particulars	March 31, 2015	March 31, 2014
Government of India securities	27%	21%
Corporate Bonds	1%	1%
Insurer managed funds	51%	58%
Deposit Scheme	2%	3%
Others	19%	17%
	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Experience adjustments

Particulars	March 31, 2015	March 31, 2014	March 31, 2013
Experience adjustments (loss) / gain	(274,235)	(387,351)	641,862

Particulars	March 31, 2012	March 31, 2011	March 31, 2010
Experience adjustments (loss) / gain	2,584,420	3,041,066	(2,081,274)

The Company does not expect to contribute additional amount to the fund in the next year.

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	March 31, 2015	March 31, 2014
Discount rate	8.00%	8.25%
Expected rate of return on assets	8.50%	8.25%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

30) Related Party Transactions

List of Related Parties

Ultimate Holding Company	Aditya Birla Nuvo Limited
Holding Company	Aditya Birla Financial Services Limited
Subsidiary Company	Aditya Birla Commodities Broking Limited

Related Parties under AS 18 with whom transactions have taken place during the year	
Fellow Subsidiary	Aditya Birla Finance Limited
	Aditya Birla Money Mart Limited
	Aditya Birla Financial Shared Services Limited
	Birla Sun Life Insurance Company Limited
	Aditya Birla Customer Services Limited

Additional Related Parties as per Companies Act 2013 with whom transactions have taken place during the year	
Key Management Personnel	Mr. Sudhakar Ramasubramanian, Managing Director
	Mr. Srinivas Subudhi, Chief Financial Officer (w.e.f. 15-5-2014)
	Mr. Vikashh K Agarwal, Company Secretary (w.e.f. 28-1-2015)

Sl. No.	Particulars	Closing Balance as on March 31, 2015	Transactions 2014 - 2015	Closing Balance as on March 31, 2014	Transactions 2013 - 2014
I.	Aditya Birla Nuvo Ltd				
1	Reimbursement of Cost - Other Expenses	-	11,236	-	-
2	Outstanding Balances				
	- Payables	-	-	-	-
II.	Aditya Birla Financial Services Ltd				
1	Reimbursement of Cost - Manpower Cost	-	4,844,088	-	-
2	Contribution to Fund	-	129,350	-	-
3	Reimbursement of Cost - Electricity, Rent, Staff welfare and other expenses	-	1,387,698	-	-
4	Issue of Preference Share	-	-	-	20,000,000
5	Security Premium on Preference Share issued during the year	-	-	-	80,000,000
6	Outstanding Balances				
	- Payables	(1,968,933)	-	-	-
III.	Aditya Birla Finance Ltd				
1	Recovery of Cost - Manpower, Rent expenses	-	588,571	-	101,125

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Sr. No.	Particulars	Closing Balance as on March 31, 2015	Transactions 2014 - 2015	Closing Balance as on March 31, 2014	Transactions 2013 - 2014
2	Sale of Assets	-	-	-	738,930
3	Outstanding Balances				
	- Receivables	400,870	-	18,202	-
IV.	Aditya Birla Money Mart Ltd				
1	Expenses - Commission - Management Fees	-	103,568,045	-	54,237,208
2	Recovery of Cost - Rent, Electricity, Staff welfare and other expenses	-	46,385,949	-	14,947,934
3	Reimbursement of Cost - Rent, Electricity, Staff welfare and other expenses	-	-	-	3,475,299
4	Other Transaction- Gratuity/Leave Encashment liability	-	8,161,581	-	-
5	Inter corporate loan given	-	-	-	10,000,000
6	Inter corporate loan receipt	-	-	-	10,000,000
7	Interest on Inter corporate loan receivable	-	-	-	374,932
8	Outstanding Balances				
	- Receivables	1,747,007	-	2,092,555	-
V.	Aditya Birla Financial Shared Services Ltd				
1	Reimbursement of Cost - Manpower, Electricity, Staff welfare and other expenses	-	12,823,927	-	11,353,190
2	Contribution to Fund	-	353,994	-	-
3	Outstanding Balances				
	- Payables	(1,338,403)	-	(3,305,760)	-
VI.	Birla Sun Life Insurance Co Ltd				
1	Income	-	13,154,258	-	10,891,642
2	Outstanding Balances				
	- Receivables	198,633	-	-	-
VII.	Aditya Birla Insurance Brokers Ltd				
1	Recovery of Cost - Rent expenses	-	813,714	-	488,766
2	Outstanding Balances				
	- Receivables	133,484	-	92,124	-
VIII.	Aditya Birla Customer Services Ltd				
1	Recovery of Cost - IT Support, Manpower expenses	-	3,397,132	-	842,700
2	Reimbursement of Cost - Rent expenses	-	1,075,791	-	-
3	Outstanding Balances				
	- Receivables	67,710	-	75,843	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Sr. No.	Particulars	Closing Balance as on March 31, 2015	Transactions 2014 - 2015	Closing Balance as on March 31, 2014	Transactions 2013 - 2014
IX.	Aditya Birla Commodities Broking Ltd.				
1	Recovery of Cost - Rent, Electricity, Staff welfare and other expenses	-	17,296,257	-	36,127,561
2	Other Transaction- Gratuity/Leave Encashment liability	-	1,636,872	-	-
3	Capital investment	2,500,000	2,500,000	-	-
4	Inter corporate loan taken	-	-	-	37,500,000
5	Inter corporate loan repaid	-	-	-	37,500,000
6	Inter corporate loan given	-	1,400,000	-	681,087,570
7	Inter corporate loan receipt	-	1,400,000	-	697,087,570
8	Interest on Inter corporate loan payable	-	-	-	33,781
9	Interest on Inter corporate loan receivable	-	247	-	1,653,922
10	Interest receivable on running account	-	4,253	-	791,137
11	Interest payable on running account	-	72,939	-	14,854
12	Rental advances transfer to ABCBL	-	4,367,920	-	1,029,050
13	Outstanding Balances				
	- Payables	-	-	(328,451)	-
	- Receivables	416,680	-	-	-
X.	Mr. P. Sudhir Rao				
1	Directors Sitting Fee	-	235,000	-	200,000
2	Reimbursement of expenses	-	67,383	-	76,413
XI.	Mr. G. Vijayaraghavan				
1	Directors Sitting Fee	-	195,000	-	200,000
2	Reimbursement of expenses	-	-	-	-
XII.	Mr. Sudhakar Ramasubramanian				
1	Brokerage Income	-	90,072	-	60,391
2	Outstanding Balances				
	- Payables	(411,014)	-	(3,528,245)	-
XIII.	Mr. Ajay Srinivasan				
1	Brokerage Income	-	7,000	-	-
2	Outstanding Balances				
	- Payables	(727)	-	-	-

31) Foreign currency transactions

The Company did not enter into any foreign currency transactions in the current year and previous year.

32) Stock options granted under ABML – Employee Stock Option Scheme – 2014

The objective of the Employee Stock Option Scheme is to attract and retain talent and align the interest of employees with the Company as well as to motivate them to contribute to its growth and profitability.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

In accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as 'SEBI ESOP Regulations') and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense to be recognized for equity-settled transactions at each reporting date until the vesting date will reflect the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit to be recognized in the statement of profit and loss for a period to represent the movement in cumulative expense recognized as at the beginning and end of that period and is to be recognized in employee benefits expense. However, there is no expense that is incurred during the year by the Company for this purpose since the exercise price at which the options have been granted by the Company to eligible employees are at the market price of the Company and further, the vesting of options is due only in the upcoming years.

Stock options granted under ABML – Employee Stock Option Scheme – 2014

During the year, the Company had formulated the ABML Employee Stock Option Scheme – 2014 (ABML ESOP Scheme – 2014) with the approval of the shareholders at the Annual General Meeting dated September 09, 2014. The Scheme provides that the total number of options granted there under will be 27,70,000 and to follow the Market Value Method (Intrinsic Value) for valuation of the Options. Each option, on exercise, is convertible into one equity share of the Company having face value of Rs. 1 each. Subsequently, the Nomination and Remuneration Committee of the Board of Directors on December 2, 2014 has granted 25,09,341 stock options to its eligible employees under the ABML ESOP Scheme – 2014 at an exercise price of Rs. 34.25. The Exercise Price was based on the latest available closing price, prior to the December 2, 2014 (the date of grant by the Nomination & Remuneration Committee) on the recognized stock exchanges on which the shares of the Company are listed with the highest trading volume.

Summary of Stock Options granted under ABML ESOP Scheme – 2014 is as under

Options outstanding as on April 01, 2014	Nil
No. of options granted during the year	25,09,341
Method of Accounting	Intrinsic Value
Vesting Plan	25% every year
Exercise period	Within 5 years from the date of vesting of respective options
Grant Date	02.12.2014
Grant/Exercise price (Rs. per share)	34.25
Market price as on the date of the grant	34.25 (previous day closing price on the recognized stock exchange)
Options forfeited/lapsed during the year	60,440 (due to resignation of employees)
Options exercised during the year	Nil
Options outstanding as on March 31, 2015	2,448,901

The vesting period in respect of the options granted under ABML ESOP Scheme – 2014 is as follows:

Sl. No	Vesting Dates	% of options that shall vest
1	12 months from the date of grant	25% of the grant
2	24 months from the date of grant	25% of the grant
3	36 months from the date of grant	25% of the grant
4	48 months from the date of grant	25% of the grant

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

The Company has granted options to the eligible employees at an exercise price of Rs.34.25 per share being the latest market price as per SEBI ESOP Regulations. In view of this, there being no intrinsic value (being the excess of the market price of share under ESOP over the exercise price of the option), on the date of grant, the Company is not required to account the accounting value of option as per SEBI ESOP Regulations.

Fair Valuation:

The fair value of the options on the date of grant has been done by an independent valuer using Black-Scholes Formula.

The key assumptions are as under:

Risk-free interest rate (%)	8.13%
Expected life (No. of years)	5.00
Expected volatility (%)	54.26%
Dividend yield (%)	0.00
The price of the underlying share in market at the time of option grant	Rs.34.25

Had the company used the fair value model to determine compensation, its Profit after Tax and Earnings Per Share as reported would have changed to the amounts indicated below:

	For the year ended March 31, 2015
Net profit (As reported)	70,772,057
Less: Impact of Incremental cost under Fair value approach	8,152,100
Net Profit (Proforma)	62,619,956
Basic earnings per share (as reported) (in Rs.)	1.28
Basic earnings per share (Proforma) (in Rs.)	1.13
Diluted earnings per share (as reported) (in Rs.)	1.28
Diluted earnings per share (Proforma) (in Rs.)	1.13

33) i) The Company has a process whereby periodically all long term contracts, if any, are assessed for material foreseeable losses. As at the Balance Sheet date, there were no long term contracts (including derivative contracts)

ii) The Company's pending litigations comprise of claims against the Company primarily by the customers and proceedings pending with Income Tax and other statutory authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its Financial Statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. Refer note 24 for details on contingent liabilities. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made a provision of Rs.12,314,612 as at 31st March 2015.

34) Disclosure required under Sec 186(4) of the Companies Act 2013

Name of the loanee	Rate of Interest	Loan Amount	Secured/ unsecured	31 March 2015	31 March 2014
				Rs.	Rs.
ABCBL	9.0%	14,00,000	Unsecured	-	-
				-	-

The loans have been utilized by ABCBL for meeting their working capital requirements & which was subsequently repaid.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

35) Previous year figures

Previous year figures have been regrouped / reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN : 02584713

G. Vijayaraghavan
Director
DIN : 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Srinivas Subudhi
Chief Financial Officer
PAN : ATIPS9641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J

Date : May 4, 2015
Place : Chennai

CASH FLOW STATEMENT AS AT MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	March 31, 2015 Rs.	March 31, 2014 Rs.
Cash Flow from Operating Activities		
Profit / (Loss) Before Tax	67,859,114	(82,041,851)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation / Amortization	57,247,547	61,169,746
Loss / (Profit) on sale of fixed assets	(967,731)	7,574,460
Provision for doubtful debts made / (written back)	5,117,058	(3,784,683)
Provision for doubtful deposits and advances	13,287,016	6,263,000
Net (gain) / loss on sale of current investments	(12,106,216)	(9,539,639)
Interest expense	19,846,741	23,917,483
Interest (income)	(52,787,560)	(30,708,295)
Dividend (income)	(19,800)	(19,800)
Operating Profit Before Working Capital Changes	97,476,169	(27,169,579)
Movements in Working Capital :		
Increase / (decrease) in trade payables	46,027,607	(3,113,390)
Increase / (decrease) in short-term provisions	16,104,696	329,243
Increase / (decrease) in other current liabilities	(476,566,678)	768,667,379
Increase / (decrease) in other long-term liabilities	1,360,813	(1,205,703)
Decrease / (increase) in trade receivables	(35,426,474)	(373,713,920)
Decrease / (increase) in long-term loans and advances	(1,490,885)	8,953,163
Decrease / (increase) in short-term loans and advances	125,748,695	(157,306,631)
Decrease / (increase) in other current assets	10,580,378	(3,861,929)
Cash generated from / (used in) Operations	(216,185,679)	211,578,633
Direct Taxes paid (net of refunds)	-	-
Cash Flow before Exceptional Items	(216,185,679)	211,578,633
Exceptional Item	-	-
Net Cash from / (used in) Operating Activities (A)	(216,185,679)	211,578,633
Cash Flows from Investing Activities		
Purchase of fixed assets, including CWIP and capital advances	(12,515,048)	(4,799,492)
Proceeds from sale of fixed assets	1,072,801	3,149,896
Proceeds of non-current investments	6,062	-
Intercompany Deposit given to Subsidiary Company	(1,400,000)	(681,087,570)
Intercompany Deposit repaid by Subsidiary Company	1,400,000	697,087,570
Purchase of Mutual Fund	(3,362,500,000)	(25,999,950,000)
Proceeds from Sale of Mutual Fund	3,374,600,404	26,009,489,639
Investment in Subsidiaries	(2,500,000)	(30,000,000)
Investments in bank deposits (having original maturity of more than three months) and lien deposits	(641,995,804)	(906,569,227)
Maturity of bank deposits (having original maturity of more than three months) and lien deposits	277,805,908	1,045,767,811
Interest received	36,476,246	38,679,169
Dividends received	19,800	19,800
Net Cash Flow from / (used in) Investing Activities (B)	(329,529,631)	171,787,596

CASH FLOW STATEMENT AS AT MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	March 31, 2015 Rs.	March 31, 2014 Rs.
Cash Flows from Financing Activities		
Proceeds from Short-term borrowings	956,637,112	474,000,000
Repayment of Short-term borrowings	(956,637,112)	(491,500,000)
Intercorporate Loan Given to Subsidiary Company	1,400,000	37,500,000
Intercorporate Loan received from Subsidiary Company	(1,400,000)	(37,500,000)
Proceeds from Issue of Commercial Paper	1,391,907,458	750,000,000
Repayment of Commercial Paper	(800,000,000)	(1,150,000,000)
Proceeds from Issue of Preference share capital	-	100,000,000
Interest paid	(19,846,741)	(16,419,451)
Net Cash Flow from / (used in) in Financing Activities (C)	572,060,717	(333,919,451)
Net Increase/(Decrease) in Cash and Cash Equivalents (A +B +C)	26,345,408	49,446,778
Cash and Cash Equivalents at the beginning of the year	91,884,990	42,438,213
Cash and Cash Equivalents at the year ended	118,230,398	91,884,990
Components of Cash and Cash Equivalents		
Cash on Hand	964	16,607
With Banks		
- Current Accounts	118,177,703	91,013,124
- Unpaid Dividend Accounts*	51,731	670,077
- Unpaid Matured Deposits*	-	185,182
Total Cash and Cash Equivalents (Note 13)	118,230,398	91,884,990

* The Company can utilise these balances only towards settlement of the respective unpaid dividend and unpaid matured deposit.

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN : 02584713

G. Vijayaraghavan
Director
DIN : 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Date : May 4, 2015
Place : Chennai

Srinivas Subudhi
Chief Financial Officer
PAN : ATIPS9641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Members of Aditya Birla Money Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Aditya Birla Money Limited (hereinafter referred to as "the Holding Company") and its subsidiary Aditya Birla Commodities Broking Limited (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note no. 21 of the Notes to the Consolidated Financial Statements, relating to the recoverability of assets in the nature of trade receivables, advances, other assets etc. aggregating to Rs. 148,960,079 grouped under advances

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

recoverable in cash or kind which is subject matter of claim and more fully described therein. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in our reports of the Holding Company and Subsidiary Company, incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company and the Subsidiary Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the Subsidiary Company respectively, none of the Directors of the Holding Company and Subsidiary Company, incorporated in India, is disqualified as on 31st March, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated Financial position of the Group. Refer Note 31(c) of the Notes to the Consolidated Financial Statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E

per **Shrawan Jalan**
Partner
Membership Number: 102102

Date : May 4, 2015
Place : Chennai

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Annexure referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of our report of even date

The Group, comprising Aditya Birla Money Limited ('Holding Company') and its Subsidiary to whom the provisions of the Order apply

- (i)(a) The Holding Company and the Subsidiary Company have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (i)(b) All fixed assets have not been physically verified by the management of the Holding Company and the Subsidiary Company during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Holding Company and the Subsidiary Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii)(a) The business of the Holding Company and the Subsidiary Company does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Holding Company and the Subsidiary Company.
- (iii)(a) According to the information and explanations given to us, the Holding Company and the Subsidiary Company have not granted any loans, secured or unsecured to Companies, Firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Holding Company and its Subsidiary.
- (iv) In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Holding Company and the Subsidiary Company and the nature of its businesses, for the purchase of fixed assets and for rendering of services. The activities of the Holding Company and the Subsidiary Company do not involve purchase of inventory and the sale of goods. During the course of our audit, no major weakness was observed or continuing failure to correct any major weakness in the internal control system of the Holding Company and the Subsidiary Company in respect of these areas.
- (v) The Holding Company and the Subsidiary Company have not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products / services of the Holding Company and the Subsidiary Company.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases in respect of the Holding Company. The provisions relating to customs duty and excise duty are not applicable to the Holding Company and the Subsidiary Company.
- (vii)(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable for the Holding Company and the Subsidiary Company. The provisions relating to customs duty and excise duty are not applicable to the Holding Company and the Subsidiary Company.

As more fully discussed in Note 22 to the Financial Statements, stamp duties collected by the Holding Company and the Subsidiary in respect of States wherein the manner of payment has not been notified from July 2011 onwards and remaining unpaid as of March 31, 2015 is Rs. 5,341,423. As the manner of payment of the same has not been notified, we are not in a position to comment if any portion of the stamp duties collected has become due and outstanding for more than six months as at the Balance Sheet date.

- (vii)(c) According to the records of the Holding Company and the Subsidiary Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Name of the statute	Nature of dues	Amount (Rs)	Period to which the amount related	Forum where the dispute is pending
Finance Act, 1994	Service Tax	7,283,390	April 2004 - June 2008	Commissioner of Service Tax
		376,714	October 2004 - March 2009	
		32,034	April 2006 - May 2008	
		1,116,339 *	December 2008 - November 2009	
		21,821	November 2009 - March 2010	
		26,996	April 2010 - September 2010	
Tamil Nadu Value Added Tax Act, 2006	Value Added Tax	30,439 **	April 2006 - March 2007	Appellate Assistant Commissioner of Commercial Taxes
		765,329 **	April 2007 - March 2008	
Karnataka Stamp Act, 1957	Stamp Duty	9,060,000	2003 - 2008	Chief Revenue Controlling Authority, Karnataka
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	14,036,578 *	April 2009 - May 2011	Regional Provident Fund Commissioner, Chennai
Income Tax Act, 1961	Income Tax	108,452	April 2006 - March 2007	Commissioner of Income Tax (Appeals), Chennai
		8,773,360	April 2010 - March 2011	
		386,680	April 2011 - March 2012	

* includes payment of Rs.4,625,484 under protest

**excludes deposits of Rs.265,257

- (vii)(d) According to the information and explanations given to us, there are slight delays in the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder in respect of the Holding Company.
- (viii) In respect of Holding Company, the accumulated losses at the end of the financial year are less than fifty per cent of its net worth. The Holding Company has not incurred cash loss during the year. In the immediately preceding financial year, the Holding Company had incurred cash loss. In respect of the Subsidiary Company, the accumulated losses at the end of the financial year are more than fifty percent of its net worth. The Subsidiary Company has incurred cash loss during the year and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Holding Company and the Subsidiary Company have not defaulted in their repayment of dues to a Financial Institution, Bank or Debenture Holders.
- (x) According to the information and explanations given to us, the Holding Company and the Subsidiary Company have not given any guarantee for loans taken by others from Bank or Financial Institutions.
- (xi) The Holding Company and the Subsidiary Company did not have any term loans outstanding during the year.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Holding Company have been noticed or reported during the year. In case of the Subsidiary Company, we have been informed by the management of the Subsidiary Company during the year under audit that two employees of the Subsidiary Company had committed fraudulent acts on the Subsidiary Company by sending confirmations to a client misrepresenting his trading account balance to be Rs.2,485,000 as against the actual balance of Rs.10,000. The issue came to fore post the resignation of both employees. The subsidiary company has filed police complaint against both the employees. Currently, the matter is under investigation and management is of the view that pending completion of the same no adjustments are necessary in these financial statements.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per Shrawan Jalan

Partner

Membership Number: 102102

Date : May 4, 2015

Place : Chennai

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
(A) Shareholders' Funds			
Share Capital	3	155,400,000	155,400,000
Reserves and Surplus	4	160,554,008	185,879,866
	Sub-Total (A)	<u>315,954,008</u>	<u>341,279,866</u>
(B) Non-Current Liabilities			
Other Long-term Liabilities	5A	5,705,605	6,617,507
Long-term Provisions	6A	1,369,696	2,220,436
	Sub-Total (B)	<u>7,075,301</u>	<u>8,837,943</u>
(C) Current Liabilities			
Short-term Borrowings	7	690,631,345	98,723,887
Trade Payables	8	113,006,384	64,690,312
Other Current Liabilities	5B	1,130,129,089	1,589,250,047
Short-term Provisions	6B	26,274,112	13,379,965
	Sub-Total (C)	<u>1,960,040,930</u>	<u>1,766,044,211</u>
	TOTAL (A)+(B)+(C)	<u><u>2,283,070,239</u></u>	<u><u>2,116,162,020</u></u>
ASSETS			
(D) Non-Current Assets			
Fixed Assets			
Tangible Assets	9A	51,019,071	170,092,549
Intangible Assets	9B	28,770,654	41,652,792
Intangible Assets under Development		784,500	-
		<u>80,574,225</u>	<u>211,745,341</u>
Non-Current Investments	10A	65,750	66,000
Long-term Loans and Advances	11A	71,044,695	74,370,223
	Sub-Total (D)	<u>151,684,670</u>	<u>286,181,564</u>
(E) Current Assets			
Current Investments	10B	8,341	-
Trade Receivables	13	917,885,088	885,508,231
Cash and Bank Balances	14	893,414,352	488,488,362
Short-term Loans and Advances	11B	215,535,458	357,128,581
Other Current Assets	12	104,542,330	98,855,282
	Sub-Total (E)	<u>2,131,385,569</u>	<u>1,829,980,456</u>
	TOTAL (D)+(E)	<u><u>2,283,070,239</u></u>	<u><u>2,116,162,020</u></u>

Summary of Significant Accounting Policies

2

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN : 02584713

G. Vijayaraghavan
Director
DIN : 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Srinivas Subudhi
Chief Financial Officer
PAN : ATIP59641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J

Date : May 4, 2015
Place : Chennai

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
Revenue			
Revenue from Operations	15	1,190,750,620	751,757,769
Other Income	16	73,803,610	61,338,897
Total Revenue		1,264,554,230	813,096,666
Expenses			
Employee Benefits Expenses	17	494,980,230	376,137,470
Finance Cost	18	19,863,406	24,210,654
Depreciation and Amortisation Expenses	19	59,265,658	64,619,340
Business Partners Payout		342,359,130	212,356,282
Other Expenses	20	292,009,172	253,151,895
Total Expenses		1,208,477,596	930,475,641
Profit / (Loss) Before Tax		56,076,634	(117,378,975)
Tax Expenses			
- Write Back of Excess Provision for Tax / Income			
Tax Refund Related to Earlier Years (Net)		(2,912,943)	-
Profit / (Loss) for the Year		58,989,577	(117,378,975)
Earnings / (Loss) per share (Basic and Diluted) (Face Value of Re.1/- each)	27	1.06	(2.12)

Summary of Significant Accounting Policies

2

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN : 02584713

G. Vijayaraghavan
Director
DIN : 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Date : May 4, 2015
Place : Chennai

Srinivas Subudhi
Chief Financial Officer
PAN : ATIPS9641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

1) Principles of consolidation

- i) The Consolidated Financial Statements ('CFS') relate to Aditya Birla Money Limited ('the Company') and its 100% (Previous year 100%) wholly owned subsidiary Aditya Birla Commodities Broking Limited ('ABCBL'). Aditya Birla Commodities Broking Limited is incorporated in India.
- ii) The financial statements of the subsidiary have been drawn for the same reporting period as that of the Company i.e. year ended March 31, 2015.
- iii) The financial statements of the Company and its subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses and after eliminating intra-group balances, intra-group transactions and unrealized profits/losses.
- iv) There is no excess / shortage of cost to the Company of its investment in the subsidiary over its proportionate share in the equity as at the date of the investment. Accordingly no goodwill / capital reserve is recognized in the CFS.
- v) The CFS have been prepared using uniform accounting policies, except as stated otherwise, for like transactions and are presented to the extent possible, in the same manner as the Company's separate financial statements.

2) Statement of Significant Accounting Policies

a) Basis of Preparation

The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Companies Accounting Standards Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs, in respect of 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention and on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. However, as these financial statements are not statutory financial statements, full compliance with the above Act are not required and so they may not reflect all the disclosure requirements of the Act. The financial statements have been prepared under the historical cost convention and on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

b) Change in Accounting Policy

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

Useful lives / Depreciation rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act, 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.

Fixed assets individually costing Rs.5,000 or less are fully depreciated in the year of purchase.

Based on transitional provision given in Schedule II to the Companies Act, 2013, the carrying value of assets whose useful lives are already exhausted amounting to Rs.843.15 Lakhs has been charged to opening balance of retained

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

earnings. Had there been no change in useful lives of fixed assets, the charge to the Statement of Profit & Loss would have been lesser by Rs.120.67 lakhs.

c) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

d) Tangible Fixed Assets and Depreciation

Tangible Fixed Assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of fixed assets are required to be replaced at intervals, the company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on Tangible Fixed Assets is provided on Straight Line using the rates arrived at based on the useful lives as specified in the Schedule II of the Companies Act, 2013 or estimated by the management. The company has used the following useful life to provide depreciation on its fixed assets.

Assets where useful life is same as Schedule II:

Asset	Useful Life as Prescribed by Schedule II of the Co. Act,2013
Computers (end user computers, Laptops)	3
V-Sat	6
Office Equipment (AC, Ups, Generator & Invertors)	5
Vehicles	6

Useful life of assets different from prescribed in Schedule II has been estimated by management supported by technical assessment.

Asset	Useful Life as Prescribed by Schedule II of the Co. Act,2013	Estimated Useful Life
Batteries (included under office Equipment's)	5 Years	4 Years
Furniture & Fixtures*	10 Years	7 years

*In case of Furniture & Fixtures fitted with premises, Depreciation calculated based on lease period taking into account the secondary lease period or 7 years whichever is less.

Leasehold Assets

Leasehold Improvements	Period of Lease ranging from 4 to 5 years
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Fixed Assets, individually costing less than Rupees five thousands, are fully depreciated in the year of purchase.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Depreciation on the Fixed Assets added/disposed off/discarded during the year is provided on pro-rata basis with reference to the month of addition/disposal/discarding and in the case of capitalisation of Greenfield/ Brown field project, depreciation is charged from the date the project is ready to commence commercial production to the Statement of Profit and Loss.

e) Intangible Assets

Intangible assets are recorded at the consideration paid for acquisition. The computer software costs are capitalized and recognized as intangible assets in terms of Accounting Standard 26 - Intangible Assets based on materiality, accounting prudence and significant economic benefit expected there from to flow over a period longer than one year. Capitalized costs include direct costs of implementation and expenses directly attributable to the development of the software. All other expenses on existing intangible assets, including day-to-day maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Computer software cost capitalized is amortized over the estimated useful life of 6 years on a straight line basis.

f) Impairment

1) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

2) After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

g) Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight-line basis over the lease term.

h) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i) Revenues

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Brokerage Income and transaction charges are recognized on the trade date of the transaction upon confirmation of the transactions by the exchanges.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Income from depository services, referral fee and interest and finance charges are recognised on the basis of agreements entered into with clients and when the right to receive the income is established.

Other interest incomes are recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest. The same is included under the head 'other income' in the statement of profit and loss.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

j) Employee Benefits

- i. Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.
- ii. Gratuity liability under the Payment of Gratuity Act which is a defined benefit scheme is accrued and provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.
- iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have unconditional right to defer its settlement for 12 months after the reporting date.
- iv. Actuarial gains/losses are immediately taken to Statement of profit and loss and are not deferred.

k) Employee Stock Compensation Cost

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (*Share Based Employee Benefits*) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

l) Income Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

m) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split, if any

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) Contingent Liability and Provisions

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

o) Segment Reporting

The Company is principally engaged in the business of Broking and related activities. The operations are entirely in India. There is only one business segment and one geographical segment and hence segment information is not required to be disclosed as per explanation to para 38 of AS 17.

p) Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

q) Sharing of costs

The Company shares certain costs / service charges with other companies in the Group. These costs have been allocated on a reasonable and consistent basis between the Companies as mutually agreed to.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
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NOTE: 3

SHARE CAPITAL

Authorised:

150,000,000 (Previous year 150,000,000) Equity Shares of Re.1/- each	150,000,000	150,000,000
1,000,000 (Previous Year 1,000,000) 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs. 100/- each	100,000,000	100,000,000
	250,000,000	250,000,000

Issued, Subscribed and Paid-up

EQUITY SHARE CAPITAL

55,400,000 (Previous Year - 55,400,000) Equity Shares of Re.1/- each Fully paid	55,400,000	55,400,000
	55,400,000	55,400,000

PREFERENCE SHARE CAPITAL

1,000,000 (Previous Year 1,000,000) 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs.100/- each fully paid	100,000,000	100,000,000
	100,000,000	100,000,000

1A Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the period

Sl. No.	Description	As at 31-Mar-15		As at 31-Mar-14	
		Number of Shares	Amount	Number of Shares	Amount
1	At the beginning of the period	55,400,000	55,400,000	55,400,000	55,400,000
2	Issued during the period	-	-	-	-
3	Outstanding at the end of the period	55,400,000	55,400,000	55,400,000	55,400,000

1B Reconciliation of the number of Preference Shares outstanding at the beginning and at the end of the period

Sl. No.	Description	As at 31-Mar-15		As at 31-Mar-14	
		Number of Shares	Amount	Number of Shares	Amount
1	At the beginning of the period	1,000,000	100,000,000	800,000	80,000,000
2	Issued during the period	-	-	200,000	20,000,000
3	Outstanding at the end of the period	1,000,000	100,000,000	1,000,000	100,000,000

2 Term / right attached to Equity Shares

The Company has only one class of equity shares having a par value of Re.1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of the equity shares held by the shareholders.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

3 Term / right attached to Preference Shares

Preference Share carry Non Cumulative dividend of 8% per annum. The company declares and pays dividends in Indian rupees.

On 31st March 2011, the Company had allotted 800,000 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs.100/- each, fully paid up at a premium of Rs.150/- per share to Aditya Birla Financial Services Limited, the Holding Company. These Preference Shares are redeemable at the end of 5 years from the date of issue at a price of Rs.320/- per share.

On 31st March 2014, the Company had allotted 200,000 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs.100/- each, fully paid up at a premium of Rs.400/- per share to Aditya Birla Financial Services Limited, the Holding Company. These Preference Shares are redeemable at the end of 5 years from the date of issue at a price of Rs.725/- per share.

During the year, the rights attached to the 800,000 8% Redeemable Non Convertible Non Cumulative Preference Shares of Rs. 100/- each were varied to the extent and manner given below with the written consent of the Preference Shareholders dated 30th March 2015:

1. The period of redemption extended by 39 months from March 2016 to June 2019 and
2. The redemption price of Redeemable Non Convertible Non Cumulative Preference Shares shall be varied from Rs.320/- (Face value Rs.100/- and Premium of Rs.220/- per share) to Rs.411/- (Face value Rs.100/- and Premium of Rs.311/- per share)
3. Same as what is mentioned here in above, all other terms and conditions of the said Preference Shares remain the same.

4. Shares held by Holding Company

41,550,000 (Previous Year : 41,550,000) Equity Shares of Re.1/- each fully paid and 1,000,000 (Previous Year : 1,000,000) 8% Redeemable Non Convertible Non Cumulative Preference Shares Rs.100/- each fully paid are held by Aditya Birla Financial Services Limited, the Holding Company.

5. Shares in the Company held by each shareholder holding more than 5 percent shares and the number of shares held are as under:-

i) Equity Shares Capital

Sl. No.	Name of Share Holder	As at 31-Mar-15		As at 31-Mar-14	
		Number of Shares held	% of total paid-up equity share capital	Number of Shares held	% of total paid-up equity share capital
1	Aditya Birla Financial Services Limited	41,550,000	75.00	41,550,000	75.00
2	PCR Investments Limited	-	0.00	3,385,320	6.11
3	Sucharitha P. Reddy	5,517,460	9.96	-	-

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

ii) Preference Share Capital

Sl. No.	Name of Share Holder	As at 31-Mar-15		As at 31-Mar-14	
		Number of Shares held	% of total paid-up preference share capital	Number of Shares held	% of total paid-up preference share capital
1	Aditya Birla Financial Services Limited	1,000,000	100	1,000,000	100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	<u>As at March 31, 2015</u>	<u>As at March 31, 2014</u>
NOTE: 4		
RESERVES AND SURPLUS		
1) Capital Reserves	11,538,863	11,538,863
2) Securities Premium Account		
Balance as per last audited Financial Statement	200,000,000	120,000,000
Addition: Security Premium on Preference Share issued during the year	-	80,000,000
	<u>200,000,000</u>	<u>200,000,000</u>
3) General Reserve		
Balance as per last audited Financial Statement	261,376,777	261,376,777
4) Surplus / (Deficit) in the Statement of Profit and Loss		
Balance as per last audited Financial Statement	(287,035,773)	(169,656,798)
Addition: Profit / (Loss) of the year	58,989,577	(117,378,975)
Less: Appropriations		
Depreciation one time written off as per Sch. II	(84,315,431)	-
	<u>(312,361,627)</u>	<u>(287,035,773)</u>
	<u>160,554,008</u>	<u>185,879,866</u>
 NOTE: 5A		
OTHER LONG-TERM LIABILITIES		
Rent Equalization Liability	5,705,605	6,617,507
	<u>5,705,605</u>	<u>6,617,507</u>
 NOTE: 5B		
OTHER CURRENT LIABILITIES		
Income Received in Advance	24,315	288,294
Investors' Education and Protection Fund to be credited as and when due		
Unpaid Dividend	51,731	670,077
Unpaid Matured Deposits and Interest Accrued thereon	-	185,182
Other Payables		
Payable to Customers	1,056,828,984	1,518,475,742
Payable to Exchanges	2,725,605	1,270,958
Book Overdraft	6,009,498	12,169,865
Statutory Dues	20,581,402	14,024,900
Deposits	41,435,518	40,436,710
Rent Equalization Liability	2,138,041	752,814
Others (Due to Related Parties)	333,995	975,505
	<u>1,130,129,089</u>	<u>1,589,250,047</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
NOTE: 6A		
LONG-TERM PROVISIONS		
Provisions for Employee Benefits:		
Gratuity (Unfunded) (Refer Note no. 29)	1,369,696	2,220,436
	<u>1,369,696</u>	<u>2,220,436</u>

NOTE: 6B		
SHORT-TERM PROVISIONS		
Provisions for Employee Benefits:		
Leave Encashment	16,517,355	7,783,741
Gratuity (Unfunded) (Refer Note no. 29)	20,219	43,391
Gratuity (Funded) (Refer Note no. 29)	8,896,648	-
Others (Deferred Compensation)	-	1,800,000
Taxation (Net of Advance Tax Rs.16,060,110/- (Previous Year Rs.61,647,167/-))	839,890	3,752,833
	<u>26,274,112</u>	<u>13,379,965</u>

NOTE: 7		
SHORT-TERM BORROWINGS		
UNSECURED		
Commercial Papers * ^	690,631,345	98,723,887
	<u>690,631,345</u>	<u>98,723,887</u>

* Maximum balance outstanding during the year 690,631,345 494,832,259

^ Repayable in 30 to 90 days from the date of draw down. The interest on this loan ranges from 8.75% to 10.70%.

NOTE: 8		
TRADE PAYABLES		
Salaries, wages, bonus and other employee benefits payable	61,677,662	27,168,100
Trade Payables (Others)	51,328,722	37,522,212
	<u>113,006,384</u>	<u>64,690,312</u>

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Note 9B - Intangible Assets

Note 9A - Tangible Assets									
	Freehold Land*	V SAT Equipments	Furniture & Fixtures	Office Equipment	Computers	Vehicles	TOTAL		Computer Software
Gross Block									Gross Block
As at 1st April 2013	1,500,000	95,729,009	99,505,523	74,304,672	213,633,450	2,245,810	486,918,465		As at 1st April 2013
Additions	-	-	1,012,346	770,308	416,668	-	2,199,322		Additions
Deletions	-	-	21,005,166	5,489,742	2,346,413	1,030,413	29,871,734		Deletions
As at 31st March 2014	1,500,000	95,729,009	79,512,703	69,585,238	211,703,705	1,215,397	459,246,053		As at 31st March 2014
Cost									Cost
As at 1st April 2014	1,500,000	95,729,009	79,512,703	69,585,238	211,703,705	1,215,397	459,246,053		As at 1st April 2014
Additions	-	-	515,177	3,700,359	3,219,939	2,195,613	9,631,088		Additions
Deletions	-	864,345	1,206,548	3,641,167	4,700,160	-	10,412,220		Deletions
As at 31st March 2015	1,500,000	94,864,664	78,821,332	69,644,430	210,223,484	3,411,010	458,464,921		As at 31st March 2015
Accumulated Depreciation									Accumulated Amortization
As at 1st April 2013	-	42,549,878	45,786,056	29,193,243	148,301,596	648,644	266,479,417		As at 1st April 2013
For the year	-	4,172,448	7,790,084	5,130,242	23,952,386	123,620	41,168,781		For the year
Deletions	-	-	12,377,702	3,534,884	2,243,005	339,103	18,494,694		Deletions
As at 31 March 2013	-	46,722,326	41,198,437	30,788,601	170,010,977	433,161	289,153,504		As at 31 March 2013
Depreciation									
As at 1st April 2014	-	46,722,326	41,198,437	30,788,601	170,010,977	433,161	289,153,502		As at 1st April 2014
For the year	-	8,454,162	11,190,654	13,422,814	10,810,837	405,593	44,284,060		For the year
Deletions	-	864,349	1,196,329	3,546,309	4,700,161	-	10,307,147		Deletions/Adjustment
Adjustment	-	39,992,920	7,466,641	20,794,074	16,061,800	-	84,315,435		Transfer in
As at 31st March 2015	-	94,305,059	58,659,403	61,459,180	192,183,453	838,754	407,445,850		As at 31st March 2015
Net book amount as at 31st March 2014	1,500,000	49,006,683	38,314,266	38,796,637	41,692,728	782,236	170,092,549		Net book amount as at 31st March 2014
Net book amount as at 31st March 2015	1,500,000	559,605	20,161,929	8,185,250	18,040,031	2,572,256	51,019,071		Net book amount as at 31st March 2015

*The company is in the process of getting the lands registered in its name which is currently under dispute but management expects a favourable outcome in this matter

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
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NOTE: 10A

INVESTMENTS : NON-CURRENT

Unquoted

Non Trade Investments (Unquoted, as valued at cost less provision)

Investments in Equity Shares

6,575 (Previous year: 6,600) Equity Share of Rs.10/- each fully paid in

Apollo Sindhoori Hotels Limited

183,824

184,523

Less: Provision for diminution in value of investment

(118,074)

(118,523)

65,750

66,000

Note :

1. Aggregate amount of unquoted investments

65,750

66,000

2. Aggregate amount of diminution in value of investment

118,074

118,523

NOTE: 10B

INVESTMENTS: CURRENT

Quoted

Investments in

Mutual Funds

8,341

-

8,341

-

NOTE: 11A

LONG-TERM LOANS AND ADVANCES

(Unsecured, Considered Good, except otherwise stated)

Security Deposits

32,217,356

37,894,762

Margins with Exchange

16,000,000

15,700,000

Other Loans and Advances

Advance Tax (Net of Provision Rs.6,640,873/- (Previous year : Rs.6,640,873/-))

22,770,740

20,436,833

Prepaid Expenses

56,599

338,628

71,044,695

74,370,223

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
NOTE: 11B		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered Good, except otherwise stated)		
Advances recoverable in cash or in kind or for value to be received (Refer Note 21)		
Advances recoverable in cash or kind		
Considered Good	95,938,872	106,463,065
Considered Doubtful	62,980,767	50,862,957
	158,919,639	157,326,022
Less: Provision for Doubtful	(62,980,767)	(50,862,957)
	95,938,872	106,463,065
Security Deposits	5,784,039	764,290
Considered Doubtful	366,500	366,500
	6,150,539	1,130,790
Less: Provision for Doubtful	(366,500)	(366,500)
	5,784,039	764,290
Gratuity Receivable (Refer Note no.29)	-	4,971,397
Loans & Advances to Related Party	2,547,704	2,278,724
Margins with Exchange	66,823,002	201,253,001
Balances with Govt. Authorities	4,008,214	7,039,813
Advances to Suppliers	24,959,276	20,354,071
Prepaid Expenses	12,724,364	11,907,102
Advances to Employees	2,749,988	2,097,118
Considered Doubtful	191,715	-
	2,941,703	2,097,118
Less: Provision for Doubtful	(191,715)	-
	2,749,988	2,097,118
	215,535,458	357,128,581
NOTE: 12		
OTHER CURRENT ASSETS		
(Unsecured, Considered Good, except otherwise stated)		
Accrued Income (from operations) Unbilled Revenue	5,748,950	8,591,552
Interest Accrued on Fixed Deposits	33,172,808	16,177,481
Receivable from Exchange	65,620,572	66,408,742
Insurance Claim Receivables *	-	7,677,507
Considered Doubtful	2,991,592	1,232,419
	2,991,592	8,909,926
Less: Provision for Doubtful	(2,991,592)	(1,232,419)
	-	7,677,507
	104,542,330	98,855,282

* Claims receivable on account of insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	As at March 31, 2015	As at March 31, 2014
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NOTE: 13

TRADE RECEIVABLES[^]

Outstanding for a period exceeding 6 months from the date they are due for payment

Secured, Considered Good	63,718,609	53,830,458
Unsecured, Considered Doubtful	28,455,818	21,927,292
Less: Provision for Doubtful	(28,455,818)	(21,927,292)
	63,718,609	53,830,458

Others

Secured, Considered Good	787,108,743	772,114,311
Unsecured, Considered Good	67,057,736	59,563,462
Unsecured, Considered Doubtful	776,973	1,848,929
Less: Provision for Doubtful	(776,973)	(1,848,929)
	854,166,479	831,677,773
	917,885,088	885,508,231

[^]Trade receivables include pass through amounts representing dues from clients towards transactions not fully settled as at the reporting date.

NOTE: 14

CASH AND BANK BALANCES

Cash and Cash Equivalents

Balances with Banks

Current Accounts	150,881,320	132,923,848
Unpaid Dividend	51,731	670,077
Unclaimed Matured Deposits	-	185,182
Cash on Hand	964	16,607
(A)	150,934,015	133,795,714

Other Bank Balances

Deposit Accounts (with original maturity more than three months)*	742,480,337	354,692,648
(B)	742,480,337	354,692,648
(A) + (B)	893,414,352	488,488,362

* Fixed deposits have been placed under lien towards bank guarantees Rs.281,431,178 (Previous year : Rs.152,831,648), as margin with exchanges Rs.458,208,474 (Previous year :201,861,000) and as General a/c Rs.2,840,685 (Previous year : Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	Year Ended March 31, 2015	Year Ended March 31, 2014
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NOTE: 15

REVENUE FROM OPERATIONS

A. Income from Services

Brokerage Income	1,011,520,631	627,324,044
Income from Transaction Charges	6,287,216	4,991,295
Account Opening Charges	2,808,924	2,873,047
Income from Depository Services	43,359,339	39,978,425
	1,063,976,110	675,166,811

B. Other Operating Income

V-sat Rent	1,332,267	1,754,919
Interest and Finance Charges	125,442,243	74,836,039
	126,774,510	76,590,958
	1,190,750,620	751,757,769

NOTE: 16

OTHER INCOME

Interest Income		
Interest on bank deposits	57,236,263	41,218,583
Other interest income	13,929	179,352
Dividends Income on Investments		
Long-term	19,800	19,800
Net Gain on Sale of Investments	14,108,602	10,812,644
Profit on Sale of Fixed Assets (Net)	967,731	-
Provision for Doubtful Debts written back	-	3,536,630
Miscellaneous Income (Net)	1,457,285	5,571,888
	73,803,610	61,338,897

NOTE: 17

EMPLOYEE BENEFITS EXPENSES

Salaries and Wages	458,725,781	351,549,189
Contribution to Provident & Other Funds (Refer Note 29)	27,215,721	16,909,898
Staff Welfare Expenses	9,038,728	7,678,383
	494,980,230	376,137,470

NOTE: 18

FINANCE COST

Interest Expenses	19,773,802	24,197,440
Other Borrowing Costs	89,604	13,214
	19,863,406	24,210,654

NOTE: 19

DEPRECIATION AND AMORTISATION EXPENSES

Depreciation of Tangible Assets	44,284,060	41,168,780
Amortisation of Intangible Assets	14,981,598	23,450,560
	59,265,658	64,619,340

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

	Year Ended March 31, 2015	Year Ended March 31, 2014
NOTE: 20		
OTHER EXPENSES		
Rent (Refer Note 28)	55,937,074	52,623,656
Repairs and Maintenance of:		
Buildings	1,331,564	1,350,939
Others	20,686,178	22,645,948
Insurance	16,903,898	12,212,765
Rates and Taxes	13,511,071	6,568,917
Bandwidth Charges	23,399,912	17,562,226
Advertisement	2,957,979	2,207,954
Legal and Profession Expenses	19,015,895	16,751,226
Provision for Doubtful Debts	5,456,570	-
Provision for Doubtful Deposits and Advances	14,068,698	6,413,000
Printing and Stationery	6,133,734	5,410,649
Travelling and Conveyance	19,452,452	18,248,205
Communication Expenses	15,635,706	15,819,104
Loss on Sale / Discard of Fixed Assets (Net)	-	7,574,460
Bank, Collateral and Clearing Charges	10,685,843	3,439,693
Auditors' Remuneration*	2,909,350	2,120,183
Directors' Fees	470,000	450,000
Postage Expenses	3,626,067	2,770,879
Electricity Charges	13,079,303	12,174,177
Information Technology & Software Expenses	40,010,767	40,683,268
Miscellaneous Expenses	6,737,111	6,124,646
	292,009,172	253,151,895
 * Auditors' Remuneration includes payments to auditors as under:		
As auditor:		
Audit fee	1,300,000	1,100,000
Limited Reviews	750,000	800,000
Tax Audit fee	350,000	100,000
Certification fee	23,156	39,329
Reimbursement of expenses	486,194	80,854
	2,909,350	2,120,183

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

21) Assets forming part of claims made by the Ultimate Parent Company

Pursuant to a Share Purchase agreement ('SPA') between Aditya Birla Nuvo Limited ('ABNL' or 'the Purchaser') and Mr. Prataph C Reddy and others ("Erstwhile Promoters") dated August 28, 2008, ABNL had agreed to acquire 31 million equity shares in Aditya Birla Money Limited ("the Company"). The transaction was completed on March 6, 2009.

As per the SPA, the Erstwhile Promoters had agreed to indemnify and hold harmless the Purchaser to the extent of any Losses, resulting from or consequent upon or relating to such breach of representations or warranties, covenants or agreement including but not limited to the recoveries of receivables and other assets in the books of the Company, contingencies on tax and related matters etc.

Subsequent to the completion of the above transaction, the Purchaser noted several breaches of representations and warranties including but not limited to non-recovery of debtors, irrecoverable advances, missing fixed assets etc. Accordingly, ABNL based on its internal assessment of the recoverability of receivables, fixed assets, other assets and matters relating to tax and other contingencies arrived at an amount of Rs.166,634,149 as Losses incurred on account of breach of representation warranties in the SPA. Further, ABNL vide its letter dated March 5, 2011 made a separate claim of Rs.5,169,379 for amounts becoming due and payable on accounts of various cases initiated by the customers of the Company. ABNL invoked the arbitration mechanism and filed their Statement of Claim on February 26, 2011 with the Arbitration Tribunal.

Pending the final outcome of the arbitration proceedings, the Company has identified all such receivables, assets etc which are have not been recovered and other items which are the subject matter of the claim to the extent they are in the books of accounts of the Company as at March 31, 2015 aggregating Rs.148,960,079 (previous year: Rs.149,009,581) and disclosed the same in Short Term Loans & Advances in Note No 11B of the Balance Sheet, as these amounts would be paid directly to the Company by the Erstwhile Promoters at the direction of ABNL as and when the settlement happens.

Both report submitted by Professional Accounting firm and had also directed the Respondent to file their list of witnesses (if any) by the end of April 2013. The Respondents filed their objections to the audit report and ABNL had also filed its reply to the said objections.

Arguments in rebuttal by the Claimant was completed on 25 October 2013 and written submissions were filed by 29 October 2013. The tribunal has reserved the award.

During the current year, Arbitral Tribunal has passed an award, allowing claim of Rs.102,395,606, which excluded premature claims pertaining to income tax, service tax, etc. Further, such award directed the Erstwhile Promoters to pay a sum of Rs.57,341,539 (being 56% of Rs.102,395,606, as ABNL has purchased only 56% of shares), along with interest @ 14% from the date of award. This award was received by ABNL on 27th May 2014.

Subsequently, during the year both parties have filed petitions under Sec.34 of the Arbitration and Conciliation Act, 1996 seeking to set aside the award and the same are admitted and pending on the file of the High Court of Madras.

In respect of such receivables, which excludes premature claims pertaining to income tax, service tax, etc., the Company has created adequate provision, which also includes claims not awarded by the Arbitral Tribunal to the extent of 44%. In respect of tax claims, the company has obtained favourable order for certain assessment years & is confident of recovering such amount in due course. Such amounts are fully recoverable from the income tax department.

Based on legal opinion received and internal assessment, the ultimate company is confident of recovering the allowed claim through the legal process. Further, we conform that ABNL has committed to transfer any funds received on settlement of arbitration order to the company. Accordingly in our opinion there is no uncertainty in recovery of such amounts and no additional provision is necessary.

22) Stamp duty

Hitherto, the Company had been collecting and remitting stamp duties with respect to states wherein the manner of payment of the same has been prescribed by the respective state governments. From July 2011, the Company had started collecting stamp duty on contract notes for all states, including the states wherein the manner of payment has not yet been notified. The Company is evaluating various options of remitting the same, including remitting those amounts in the State of Tamil Nadu, as all the contract notes are executed at Tamil Nadu. Pending, the final determination of the manner of remittance, amount of Rs.5,341,423 (Previous Year: Rs.2,088,276) collected till March 31, 2015 has been disclosed under statutory dues in other current liabilities.

23) Capital and other commitments

- a) Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided for is Rs.784,500 (Previous year – NIL).
- b) For commitments relating to lease arrangements, please refer Note 28.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

24)Contingent Liabilities

Particulars	March 31, 2015	March 31, 2014
Disputed tax and other statutory liabilities not provided for:		
(a) Income tax & interest tax - for various assessment years in respect of which Company has gone on appeal. Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities.	45,653,877	45,653,877
(b) Service tax - for various assessment years in respect of which the Company has gone on appeal. Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities.	7,989,907	7,989,907
(c) Provident fund – for the period from March 2009 to May 2011 for non-inclusion of certain components like allowances etc. while computing and remitting the employer and employees’ contribution to provident fund. Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities.	14,036,578	14,036,578
(d) Karnataka Stamp duty for the period from 2003-2008. Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities	9,060,000	9,060,000
(e) VAT - for various assessment years in respect of which Company has gone on appeal. Based on judicial pronouncements, the claim of the Company is likely to be accepted by the judicial authorities.	1,061,025	1,061,025

Contingent Liability not provided for on account of:		
(a) Disputed claim of SEBI towards turnover fees contested by the Company at Ho'nble Supreme Court. The Company has been advised by its legal counsel that it is possible, but not probable, the action will succeed and accordingly no provision for any liability has been made in these financial statements.	27,656,667	27,656,667
(b) Claims against the Company not acknowledged as debts*	84,364,701	39,838,038
* Represents claims made on the Company by various customers alleging unauthorized trades, loss of profits etc. The Company has been advised by its legal counsel that it is possible, but not probable, the action will succeed and accordingly no provision for any liability has been made in these financial statements.		

25) Managerial Remuneration

During an earlier year the Company had made an application to the Central Government under Section 309 (5B) of the Companies Act, 1956 for seeking waiver of excess managerial remuneration amounting to Rs.3,094,634 (Previous year: Rs.3,094,634) (excluding statutory contribution to provident fund, gratuity and leave encashment which are exempted under Schedule VI) paid to Mr. P.B. Subramaniyan, the erstwhile whole time director ('Erstwhile Director') of the Company for the period from April 1, 2008 to March 6, 2009.

During the previous year, the Company has received an order from the Central Government (CG) whereby the CG has rejected excess remuneration of Rs.1,626,614 (Previous year: Rs.1,626,614) and directed the Company to collect the same from the Erstwhile Director.

The Company has commenced the process of recovery from the Erstwhile Director. Pending the recovery of the same, it has been shown as advances recoverable by the Company in the Balance Sheet. The Company is evaluating various alternative options including seeking a condonation / compounding if these amounts are not recoverable from the Erstwhile Director.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

26) Foreign currency transactions

The Company did not enter into any foreign currency transactions in the current year and previous year.

27) Earnings Per Share

Particulars		March 31, 2015	March 31, 2014
Net Profit/(Loss) as per Statement of Profit and Loss	A	58,989,577	(117,378,975)
Weighted Average number of Equity Shares - Basic and Diluted	B	55,400,000	55,400,000
Earnings / (Loss) per share - Basic and Diluted	A/B	1.06	(2.12)
Nominal value of Equity Share (in Rs.)		Re 1/-	Re 1/-

28) Lease disclosures

Operating leases for premises:

Lease rentals in respect of premises taken on operating lease during the year ended March 31, 2015 amounts to Rs.51,573,603 (Previous Year Rs.47,580,720).

Future obligations towards lease rentals under non-cancellable lease agreements as on March 31, 2015 amounts to Rs.208,418,830 (Previous Year Rs. 245,888,965). Details of Lease rentals payable within one year and thereafter are as under:

Particulars	March 31, 2015	March 31, 2014
Within one year	44,766,451	43,942,934
Later than one year and not later than five years	120,710,820	163,288,588
Later than five years	42,941,559	38,657,443

The company has entered into lease / license agreements in respect of immovable properties with different parties. Some of the agreements contain escalation clause related to lease rentals / license fees from 5% to 15% p.a.

Operating leases for computers:

The company has entered into commercial leases on computer desktops. These leases have an average life of three years with renewal option included in the contracts.

Lease rentals in respect of computers taken on operating lease during the year ended March 31, 2015 amounts to Rs.4,103,985 (Previous Year Rs.4,559,985).

Future obligations towards lease rentals under non-cancellable lease agreements as on March 31, 2015 amounts to Rs.2,051,991 (Previous Year – Rs.2,112,280). Details of Lease rentals payable within one year and thereafter are as under:

Particulars	March 31, 2015	March 31, 2014
Within one year	2,051,991	2,112,280
Later than one year and not later than five years	-	-
Later than five years	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

29) Employment Benefit disclosures

The amounts charged to the statement of profit and loss during the year for Provident fund contribution aggregates to Rs.17,472,222 (Previous year – Rs.14,829,414) and employees' state insurance contribution aggregates to Rs.1,141,013 (Previous year – Rs.1,497,563).

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded for the Company. The scheme is unfunded for ABCBL.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan of ABML.

Amounts recognized in the Balance Sheet in respect of gratuity

Particulars	March 31, 2015	March 31, 2014
Present value of defined benefit obligation	29,188,092	12,763,006
Fair value of plan assets	20,291,443	17,734,403
Liability / (Asset) recognized in the balance sheet	8,896,649	(4,971,397)

Amounts recognized in the Statement of Profit and Loss in respect of gratuity

Particulars	March 31, 2015	March 31, 2014
Current service cost	4,175,843	2,699,416
Interest cost on benefit obligation	1,569,730	1,028,931
Expected return on plan assets	(1,547,158)	(1,214,160)
Net actuarial (gain) / loss recognized in the year	3,920,591	(1,931,266)
Past service costs – vested benefits	-	-
Net gratuity cost	8,119,006	582,921

Actual return on plan assets:

Particulars	March 31, 2015	March 31, 2014
Expected return on plan assets	1,547,158	1,214,160
Actuarial gains / (Losses) on plan assets	1,009,882	(387,351)
Actual return on plan assets	2,557,040	826,809

Reconciliation of present value of the obligation and the fair value of plan assets:

Particulars	March 31, 2015	March 31, 2014
Opening defined benefit obligation	12,763,006	12,471,889
Interest cost	1,569,730	1,028,931
Acquisition Adjustment	6,282,164	-
Current service cost	4,175,843	2,699,416
Actuarial (gains)/ losses on obligation	4,930,473	(2,318,617)
Benefits paid	(533,124)	(1,118,613)
Closing defined benefit obligation	29,188,092	12,763,006

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Change in fair value of plan assets

Particulars	March 31, 2015	March 31, 2014
Opening fair value of plan assets	17,734,403	16,907,594
Expected return	1,547,158	1,214,160
Actuarial (gains) / losses on	1,009,882	(387,351)
Contributions by employer	533,124	1,118,613
Benefits paid	(533,124)	(1,118,613)
Closing fair value of plan assets	20,291,443	17,734,403

Details of plan assets

The plan assets represent Company's proportionate share in the Aditya Birla Nuvo Gratuity Fund managed by the ultimate parent company for the employees of the Company. The details of plan assets are as under:

Particulars	March 31, 2015	March 31, 2014
Government of India securities	27%	21%
Corporate Bonds	1%	1%
Insurer managed funds	51%	58%
Deposit Scheme	2%	3%
Others	19%	17%
	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Experience adjustments

Particulars	March 31, 2015	March 31, 2014	March 31, 2013
Experience adjustments (loss) / gain	(274,235)	(387,351)	641,862

Particulars	March 31, 2012	March 31, 2011	March 31, 2010
Experience adjustments (loss) / gain	2,584,420	3,041,066	(2,081,274)

The Company does not expect to contribute additional amount to the fund in the next year.

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	March 31, 2015	March 31, 2014
Discount rate	8.00%	8.25%
Expected rate of return on assets	8.50%	8.25%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and amounts recognised in the Balance Sheet for the gratuity plan of the ABCBL which is unfunded.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Amounts recognized in the Balance Sheet in respect of gratuity

Particulars	March 31, 2015	March 31, 2014
Present value of defined benefit obligation	1,389,915	2,263,827
Fair value of plan assets	-	-
Liability / (Asset) recognized in the Balance Sheet	1,389,915	2,263,827

Amounts recognized in the Statement of Profit and Loss in respect of gratuity

Particulars	March 31, 2015	March 31, 2014
Current service cost	264,225	357,517
Interest cost on benefit obligation	146,401	244,381
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	(25,666)	(775,371)
Past service costs – vested benefits	-	-
Net gratuity cost	384,960	(173,473)

Reconciliation of present value of the obligation

Particulars	March 31, 2015	March 31, 2014
Opening defined benefit obligation	2,263,827	2,962,192
Acquisition Adjustment	(1,103,034)	-
Interest cost	146,401	244,381
Current service cost	264,225	357,517
Actuarial (gains) / losses on obligation	(25,666)	(775,371)
Benefits paid	(155,838)	(524,892)
Closing defined benefit obligation	1,389,915	2,263,827

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	March 31, 2015	March 31, 2014
Discount rate	8.00%	8.25%
Expected rate of return on assets	8.00%	8.25%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

30) Related Party transactions

List of Related Parties

Ultimate Holding Company	Aditya Birla Nuvo Limited
Holding Company	Aditya Birla Financial Services Limited
Subsidiary Company	Aditya Birla Commodities Broking Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Related parties under AS 18 with whom transactions have taken place during the year	
Fellow Subsidiary	Aditya Birla Finance Limited
	Aditya Birla Money Mart Limited
	Aditya Birla Financial Shared Services Limited
	Birla Sun Life Insurance Company Limited
	Aditya Birla Customer Services Limited

Additional Related Parties as per Companies Act, 2013 with whom transactions have taken place during the year	
Key Management Personnel	Mr. Sudhakar Ramasubramanian, Managing Director
	Mr. Srinivas Subudhi, Chief Financial Officer (w.e.f 15-5-2014)
	Mr. Vikashh K Agarwal, Company Secretary (w.e.f 28-1-2015)

Sl. No.	Particulars	Closing Balance as on March 31, 2015	Transactions 2014 - 2015	Closing Balance as on March 31, 2014	Transactions 2013 - 2014
I.	Aditya Birla Nuvo Ltd				
1	Reimbursement of Cost - Other Expenses	-	11,236	-	-
2	Outstanding Balances				
	- Payables	-	-	-	-
II.	Aditya Birla Financial Services Ltd				
1	Reimbursement of Cost - Manpower Cost	-	4,844,088	-	-
2	Contribution to Fund	-	129,350	-	-
3	Reimbursement of Cost - Electricity, Rent, Staff welfare and other expenses	-	1,387,698	-	-
4	Issue of Preference Share	-	-	-	20,000,000
5	Security Premium on Preference Share issued during the year	-	-	-	80,000,000
6	Outstanding Balances				
	- Payables	(1,968,933)	-	-	-
III.	Aditya Birla Finance Ltd				
1	Recovery of Cost - Manpower, Rent expenses	-	588,571	-	101,125
2	Sale of Assets	-	-	-	738,930
3	Outstanding Balances				
	- Receivables	400,870	-	18,202	-
IV.	Aditya Birla Money Mart Ltd				
1	Expenses - Commission, - Management Fees	-	105,884,114	-	63,787,072
2	Recovery of Cost - Rent, Electricity, Staff welfare and other expenses	-	46,385,949	-	14,947,934
3	Reimbursement of Cost - Rent, Electricity, Staff welfare and other expenses	-	-	-	3,475,299

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Sr. No.	Particulars	Closing Balance as on March 31, 2015	Transactions 2014 - 2015	Closing Balance as on March 31, 2014	Transactions 2013 - 2014
4	Other Transaction- Gratuity / Leave Encashment liability	-	8,161,581	-	-
5	Inter corporate loan given	-	-	-	10,000,000
6	Inter corporate loan receipt	-	-	-	10,000,000
7	Interest on Inter corporate loan receivable	-	-	-	374,932
8	Outstanding Balances	-	-	-	-
	- Receivables	1,747,007	-	2,092,555	-
	- Payables	(333,995)	-	(975,505)	-
V.	Aditya Birla Financial Shared Services Ltd				
1	Reimbursement of Cost - Manpower, Electricity, Staff welfare and other expenses	-	12,823,927	-	11,353,190
2	Contribution to Fund	-	353,994	-	-
3	Outstanding Balances				
	- Payables	(1,338,403)	-	(3,305,760)	-
VI.	Birla Sun Life Insurance Co Ltd				
1	Income	-	13,154,258	-	10,891,642
2	Outstanding Balances				
	- Receivables	198,633	-	-	-
VII.	Aditya Birla Insurance Brokers Ltd				
1	Recovery of Cost - Rent expenses	-	813,714	-	488,766
2	Outstanding Balances				
	- Receivables	133,484	-	92,124	-
VIII.	Aditya Birla Customer Services Ltd				
1	Recovery of Cost - IT Support, Manpower expenses	-	3,397,132	-	842,700
2	Reimbursement of Cost - Rent expenses	-	1,075,791	-	-
3	Outstanding Balances				
	- Receivables	67,710	-	75,843	-
IX.	Mr. P. Sudhir Rao				
1	Directors Sitting Fee	-	275000	-	250000
2	Reimbursement of expenses	-	67383	-	76413
X.	Mr. G. Vijayaraghavan				
1	Directors Sitting Fee	-	195000	-	200000
XI.	Mr. Sudhakar Ramasubramanian				
1	Income	-	90,072	-	60,391
2	Outstanding Balances				
	- Payable	(411,014)	-	(3,528,245)	-
XII.	Mr. Ajay Srinivasan				
1	Income	-	7,000	-	-
2	Outstanding Balances				
	- Payable	(727)	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

31) Others

a. Stock options granted under ABML – Employee Stock Option Scheme – 2014

The objective of the Employee Stock Option Scheme is to attract and retain talent and align the interest of employees with the Company as well as to motivate them to contribute to its growth and profitability.

In accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended by Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as 'SEBI ESOP Regulations') and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense to be recognized for equity-settled transactions at each reporting date until the vesting date will reflect the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit to be recognized in the statement of profit and loss for a period to represent the movement in cumulative expense recognized as at the beginning and end of that period and is to be recognized in employee benefits expense. However, there is no expense that is incurred during the year by the Company for this purpose since the exercise price at which the options have been granted by the Company to eligible employees are at the market price of the Company and further, the vesting of options is due only in the upcoming years.

Stock options granted under ABML – Employee Stock Option Scheme – 2014

During the year, the Company had formulated the ABML Employee Stock Option Scheme – 2014 (ABML ESOP Scheme – 2014) with the approval of the shareholders at the Annual General Meeting dated September 09, 2014. The Scheme provides that the total number of options granted there under will be 27,70,000 and to follow the Market Value Method (Intrinsic Value) for valuation of the Options. Each option, on exercise, is convertible into one equity share of the Company having face value of Re.1/- each. Subsequently, the Nomination and Remuneration Committee of the Board of Directors on December 2, 2014 has granted 25,09,341 stock options to its eligible employees under the ABML ESOP Scheme – 2014 at an exercise price of Rs. 34.25. The Exercise Price was based on the latest available closing price, prior to the December 2, 2014 (the date of grant by the Nomination & Remuneration Committee) on the recognized stock exchanges on which the shares of the Company are listed with the highest trading volume.

Summary of Stock Options granted under ABML ESOP Scheme – 2014 is as under

Options outstanding as on April 01, 2014	Nil
No. of options granted during the year	25,09,341
Method of Accounting	Intrinsic Value
Vesting Plan	25% every year
Exercise period	Within 5 years from the date of vesting of respective options
Grant Date	02.12.2014
Grant / Exercise price (Rs. per share)	34.25
Market price as on the date of the grant	34.25 (previous day closing price on the recognized stock exchange)
Options forfeited / lapsed during the year	60,440 (due to resignation of employees)
Options exercised during the year	Nil
Options outstanding as on March 31, 2015	2,448,901

The vesting period in respect of the options granted under ABML ESOP Scheme – 2014 is as follows:

Sr. No	Vesting Dates	% of options that shall vest
1	12 months from the date of grant	25% of the grant
2	24 months from the date of grant	25% of the grant
3	36 months from the date of grant	25% of the grant
4	48 months from the date of grant	25% of the grant

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

The Company has granted options to the eligible employees at an exercise price of Rs. 34.25 per share being the latest market price as per SEBI ESOP Regulations. In view of this, there being no intrinsic value (being the excess of the market price of share under ESOP over the exercise price of the option), on the date of grant, the Company is not required to account the accounting value of option as per SEBI ESOP Regulations.

Fair Valuation: The fair value of the options on the date of grant has been done by an independent valuer using Black-Scholes Formula. The key assumptions are as under:

Risk-free interest rate (%)	8.13%
Expected life (No. of years)	5.00
Expected volatility (%)	54.26%
Dividend yield (%)	0.00
The price of the underlying share in market at the time of option grant	Rs.34.25

Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:

	For the year ended March 31, 2015
Net Profit (As reported)	58,989,577
Less: Impact of Incremental cost under Fair value approach	8,152,100
Net Profit (Proforma)	50,837,477
Basic earnings per share (as reported) (in Rs.)	1.06
Basic earnings per share (Proforma) (in Rs.)	0.92
Diluted earnings per share (as reported) (in Rs.)	1.06
Diluted earnings per share (Proforma) (in Rs.)	0.92

- b. The Company has a process whereby periodically all long term contracts, if any, are assessed for material foreseeable losses. As at the balance sheet date, there were no long term contracts (including derivative contracts)
- c. The Company's pending litigations comprise of claims against the Company primarily by the customers and proceedings pending with Income Tax and other statutory authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. Refer Note 24 for details on contingent liabilities. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made a provision of Rs.12,314,612 as at 31st March, 2015.

32) Previous year figures

Previous year figures have been regrouped / reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S. R. BATLIBOI & CO LLP.
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN: 02584713

G. Vijayaraghavan
Director
DIN: 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Srinivas Subudhi
Chief Financial Officer
PAN : ATIPS9641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J

Date : May 04, 2015
Place : Chennai

CONSOLIDATED CASH FLOW STATEMENT AS AT MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	March 31, 2015 Rs.	March 31, 2014 Rs.
Cash Flow from Operating Activities		
Profit / (Loss) before Tax	56,076,634	(117,378,975)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation / Amortization	59,265,658	64,619,340
Loss / (Profit) on Sale of Fixed Assets	(967,731)	7,574,460
Provision for doubtful debts made / (written back)	5,456,570	(3,536,630)
Provision for doubtful deposits and advances	14,068,698	6,514,998
Net (gain) / loss on sale of current investments	(14,108,602)	(10,812,644)
Interest expense	19,773,802	24,197,440
Interest (income)	(57,250,192)	(41,397,935)
Dividend (income)	(19,800)	(19,800)
Operating Profit before Working Capital Changes	82,295,037	(70,239,746)
Movements in Working Capital :		
Increase/ (decrease) in trade payables	47,570,941	(3,339,536)
Increase / (decrease) in long-term provisions	(850,740)	(690,061)
Increase / (decrease) in short-term provisions	15,807,090	(563,878)
Increase/ (decrease) in other current liabilities	(458,287,598)	559,228,226
Increase/ (decrease) in other long-term liabilities	(911,902)	213,198
Decrease / (increase) in trade receivables	(37,833,427)	(363,735,369)
Decrease / (increase) in long-term loans and advances	3,325,528	7,768,697
Decrease / (increase) in short-term loans and advances	127,436,196	(157,605,712)
Decrease / (increase) in other current assets	13,830,744	(70,305,081)
Cash Generated from / (used in) Operations	(207,618,131)	(159,968,450)
Direct Taxes paid (net of refunds)	-	-
Cash Flow before Exceptional Items	(207,618,131)	(159,968,450)
Exceptional Item	-	-
Net Cash from / (used in) Operating Activities(A)	(207,618,131)	(159,968,450)
Cash Flows from Investing Activities		
Purchase of fixed assets, including CWIP and capital advances	(12,515,048)	(4,800,492)
Proceeds from sale of fixed assets	1,072,801	3,149,896
Proceeds of non-current investments	6,062	-
Purchase of Mutual Fund	(3,977,500,000)	(28,126,450,000)
Proceeds from Sale of Mutual Fund	3,991,594,449	28,137,262,644
Investments in Subsidiaries	-	(30,000,000)
Investments in bank deposits (having original maturity of more than three months) and lien deposits	(665,743,597)	(1,015,346,440)
Maturity of bank deposits (having original maturity of more than three months) and lien deposits	277,955,908	1,480,797,000
Interest received	37,809,839	73,185,761
Dividends received	19,800	19,800
Net cash Flow from/ (used in) Investing Activities (B)	(347,299,786)	517,818,169

CONSOLIDATED CASH FLOW STATEMENT AS AT MARCH 31, 2015

(All amounts are in Indian Rupees, unless otherwise stated)

Particulars	March 31,2015 Rs	March 31,2014 Rs
Cash Flows from Financing Activities		
Proceeds from Short-term borrowings	1,001,637,112	474,000,000
Repayment of Short-term borrowings	(1,001,637,112)	(527,500,000)
Proceeds from Issue of Preference Share Capital	-	100,000,000
Proceeds received from Issue of Equity Capital	-	30,000,000
Proceeds from Issue of Commercial Paper	1,391,907,458	750,000,000
Repayment of Commercial Paper	(800,000,000)	(1,150,000,000)
Interest paid	(19,851,241)	(19,822,674)
Net Cash Flow from / (used in) in Financing Activities (C)	572,056,217	(343,322,674)
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	17,138,301	14,527,045
Cash and Cash Equivalents at the beginning of the year	133,795,714	58,569,482
Cash and Cash Equivalents at the year ended	150,934,015	133,795,714
Components of Cash and Cash Equivalents		
Cash on Hand	964	16,607
With Banks		
- Current Accounts	150,881,320	132,923,848
- Unpaid Dividend Accounts*	51,731	670,077
- Unpaid Matured Deposits*	-	185,182
Total Cash and Cash Equivalents (Note 14)	150,934,015	133,795,714

* The Company can utilise these balances only towards settlement of the respective unpaid dividend and unpaid matured deposit .

As per our report of even date

For and on behalf of the Board of Directors of Aditya Birla Money Limited

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E

Sudhakar Ramasubramanian
Managing Director
DIN : 02584713

G. Vijayaraghavan
Director
DIN : 00894134

per Shrawan Jalan
Partner
Membership No.: 102102

Date : May 4, 2015
Place : Chennai

Srinivas Subudhi
Chief Financial Officer
PAN : ATIPS9641N

Vikashh K Agarwal
Company Secretary
PAN : ACXPA6332J