

# Stocks and Securities

Aditya Birla Money Ltd.



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: SECTL/2019 – 24

June 06, 2019

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East)  
MUMBAI – 400 051

**Scrip Code: BSE – 532974**

**NSE – BIRLA MONEY**

Dear Sir / Madam,

**Sub: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), 2015**

Please find enclosed the Annual Report of the Company for the Financial Year 2018-19 along with Notice for the 23<sup>rd</sup> Annual General Meeting of the Members of the Company to be held on Wednesday, July 03, 2019.

This is for your information and record.

Thanking you,

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

**Sangeeta Shetty**  
Company Secretary

Encl.: A/A

**Aditya Birla Money Ltd.**

Ali Centre, No. 53, Greams Road, Chennai - 600 006  
+91 44 4949 0000 | (F) +91 44 2829 0835

care.stocksandsecurities@adityabirlacapital.com | www.stocksandsecurities.adityabirlacapital.com

**Registered Office:**

Indian Rayon Compound, Veraval,  
Gujarat -362 266

CIN: L65993GJ1995PLC064810



## ADITYA BIRLA MONEY LIMITED

CIN: L65993GJ1995PLC064810

Registered Office: Indian Rayon Compound, Veraval - 362 266, Gujarat

Corporate Office: Ali Centre, No.53, Greams Road, Chennai – 600 006

Email: abml.investorgrievance@adityabirlacapital.com Website: www.stocksandsecurities.adityabirlacapital.com

Tel: +91 44 4949 0000, Fax: +91 44 2829 0835

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of ADITYA BIRLA MONEY LIMITED will be held on Wednesday, July 03, 2019 at 9.30 A.M. at the Registered Office of the Company at Indian Rayon Compound, Veraval - 362 266, Gujarat to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Board and the Auditors thereon.
2. To appoint a Director in place of Mr. Tushar Shah (DIN 00239762) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

##### 3. Re-appointment of Mr. G. Vijayaraghavan as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. G. Vijayaraghavan (DIN 00894134), a Non-Executive Director of the Company, who has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who holds office till the conclusion of this Annual General Meeting, being eligible, be and is hereby re-appointed as an Independent Director of the Company, for a period of five years till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2024.”

##### 4. Re-appointment of Mr. P. Sudhir Rao as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. P. Sudhir Rao (DIN 00018213), a Non-Executive Director of the Company, who has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who holds office till the conclusion of this Annual General Meeting, being eligible, be and is hereby re-appointed as an Independent Director of the Company, for a period of five years till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2024.”

##### 5. Continuation of Directorship of Mr. Gopi Krishna Tulsian as a Non-Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of the Members be and is hereby accorded to Mr. Gopi Krishna Tulsian (DIN 00017786), a Non-Executive Director of the Company, to continue as Director of the Company.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules issued in this regard, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Murali Krishnan L.R. (PAN : BAQPM0297J) as the Manager of the Company for a period of five years with effect from May 06, 2019 to May 05, 2024, at a remuneration of Rs.35.07 lakhs per annum inclusive of perquisites and performance related compensation, if any, with such increments during his tenure as per the Remuneration Policy of the Company.

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

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to vary the terms of re-appointment and remuneration and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

## 7. Approval of Material Related Party Transactions with Aditya Birla Finance Limited

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (“the Act”), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Regulations”), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to ratify / approve all existing contracts / arrangements / agreements / transactions and to enter into new / further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and at arm's length with Aditya Birla Finance Limited (“ABFL”) a 'Related Party' within the meaning of the Act and the Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and ABFL.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**On the authority of the Board of Directors  
For Aditya Birla Money Limited**

Date : April 25, 2019  
Place : Mumbai

**Sangeeta Shetty  
Company Secretary**

## Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.
4. A Proxy can act on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for another person or shareholder.
5. The instrument of Proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it. The Proxy-holder shall prove his identity at the time of attending the Meeting.
6. Requisitions for inspection of Proxies shall be given in writing by the Member entitled to vote at least three days before the commencement of the Meeting. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
7. Authorised representatives of Corporate Members should carry a certified true copy of the Board Resolution / Power of Attorney authorizing them to attend and vote at the Meeting.
8. Members / Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Meeting, along with the Annual Report
9. The Register of Members and Share Transfer Books of the Company will remain closed from June 27, 2019 to July 03, 2019 (both days inclusive). June 26, 2019 shall be the cut-off date as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
10. Documents, if any, referred to in the Notice and Explanatory Statement are available for inspection between 11:00 A.M. to 2:00 P.M. on all working days upto the date of the Meeting at the Registered Office and Corporate Office of the Company and will also be available at the Meeting.
11. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that required information can be made available.
12. In accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility and the business may be transacted through such e-voting.
13. The Board of Directors has appointed B. Chandra and Associates, Practising Company Secretaries, as the Scrutiniser for scrutinising the e-voting and ballot voting process in a fair and transparent manner.
14. The facility of casting votes by the Members using an electronic voting system ('remote e-voting') will be provided by CDSL.
15. Any Member, who has already exercised his/her vote through remote e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his/her vote, if any, cast at the Meeting shall be treated as invalid.

## 16. Procedure for e-voting:

- (i) The voting period begins on Sunday, June 30, 2019 at 9.00 a.m. and ends on Tuesday, July 02, 2019 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical or dematerialized form, as on the cut-off date (record date) of June 26, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders and enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iii).</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of 'ADITYA BIRLA MONEY LIMITED'.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii) Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **17. Procedure for voting at the Meeting by members who do not vote by remote e-voting**

- (i) The facility for casting vote through ballot paper shall be made available at the AGM.
  - (ii) Only Members as on the cut-off date, who have not exercised their Voting Rights through Remote e-voting, shall be entitled to vote at the Meeting.
  - (iii) Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
  - (iv) A Member present in person or by Proxy shall, on a poll or ballot, have votes in proportion to his share in the paid up equity share capital of the Company.
18. The result of the voting shall be displayed on the Notice Board of the Company at its Registered Office and Corporate Office. The result along with the Scrutiniser's Report shall also be placed on the website of the Company [www.stocksandsecurities.adityabirlacapital.com](http://www.stocksandsecurities.adityabirlacapital.com) and of CDSL.
19. The Notice of the 23rd Annual General Meeting and the Annual Report for 2018-19 is available on the Company's website [www.stocksandsecurities.adityabirlacapital.com](http://www.stocksandsecurities.adityabirlacapital.com).
20. Members may write to the Company Secretary in case of grievances connected with voting by electronic means at the mail id: [abml.investorgrievance@adityabirlacapital.com](mailto:abml.investorgrievance@adityabirlacapital.com).

## **ANNEXURE TO THE NOTICE DATED APRIL 25, 2019**

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item Nos. 3 and 4**

The Members of the Company had appointed Mr. G. Vijayaraghavan and Mr. P. Sudhir Rao as Independent Directors at the Annual General Meeting held on September 09, 2014 to hold office till the conclusion of this Annual General Meeting.

Pursuant to Section 149(10) of the Companies Act, 2013, Independent Directors can be re-appointed by passing a Special Resolution.

The brief profiles of Mr. G. Vijayaraghavan and Mr. P. Sudhir Rao are given below:

Mr. G. Vijayaraghavan (B.Tech (Honours) from IIT, PGDM-IIIMA) has work experience of over 30 years in various sectors like Oil & Gas Manufacturing, Management, Consulting, Agro inputs, Investment Banking and ITES. He has been associated with ONGC, Alfa Laval, A.F. Ferguson & Co. and Standard Chartered Bank. He ventured on his own in 1999.

Mr. P. Sudhir Rao is currently Managing Partner, IndusAge Partners, a firm that runs a Technology Venture Fund platform, which invests and advises early stage technology companies that are transformative. He has an overall experience of more than 37 years in the financial service industry. With his educational background as a Chartered Accountant and a Chartered Management Accountant, he has an incisive view of data and the lack of it while observing business models and enterprises. Between 1989 and 1999 he was Founder Director of Karvy Investor Services Ltd. and Karvy Stockbroking Ltd. involved in providing Investor Services, Merchant Banking and Retail Financial services.

Based on the performance evaluation, the recommendation of the Nomination and Remuneration Committee and considering the qualifications, experience and the valuable contribution being made by these Independent Directors, the Board recommends the re-appointment of Mr. G. Vijayaraghavan and Mr. P. Sudhir Rao as Independent Directors for a further period of five years, who shall hold office until the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2024 as mentioned in Item Nos. 3 and 4 of the Notice.

The Board recommends passing the Special Resolutions set out in Item Nos. 3 and 4 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. G. Vijayaraghavan and Mr. P. Sudhir Rao, are concerned or interested in Item Nos. 3 and 4 of the Notice respectively.

#### **Item No. 5**

Pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company, by means of a Special Resolution is required for appointment or continuation of directorship of any person as a Non-Executive Director who has attained the age of 75 years.

Approval of the Members of the Company by means of a Special Resolution is therefore required for continuation of directorship of Mr. Gopi Krishna Tulsian, Non-Executive Director of the Company. Considering the seniority, experience and the valuable contribution being made by Mr. G. K. Tulsian, the Board recommends passing the Special Resolution as set out in Item No.5 of the Notice.

A brief profile of Mr. G. K. Tulsian is given below:

Mr. G. K. Tulsian (B.Sc., F.C.A, MBIM (London)) has work experience of more than 50 years. He has handled several manufacturing and service industry businesses in his career. He has been associated with Aditya Birla Group since 1977 and currently he is chairing the position of Executive President in Grasim Industries Limited (Chemical Division). He is also on the Board of various Indian and International companies of the Group.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. G. K. Tulsian, is concerned or interested in Item No.5 of the Notice.

## Item No. 6

The tenure of Mr. Murali Krishnan L. R. as the Manager of the Company ends on May 05, 2019. The Board of Directors at their Meeting held on April 25, 2019 had, subject to the approval of the Members, re-appointed Mr. Murali Krishnan L. R. as the Manager of the Company for a period of five years with effect from May 06, 2019.

A brief profile of Mr. Murali Krishnan is given below:

Mr. Murali Krishnan is a Law Graduate from Dr. Ambedkar Government Law College and he has an overall experience of 22 years and has rich experience in the field of capital market business. He has been associated with Aditya Birla Money Limited for more than 17 years in various capacities and currently heads the compliance and legal function of the Company.

The Company is engaged in the business of securities broking, portfolio management services, depository participant, research analyst and investment adviser. The Net Profit of the Company for the financial year ended March 31, 2019 was Rs.9.99 Crore. The remuneration proposed to be paid to Mr. Murali Krishnan is commensurate with the nature of business of the Company.

Considering the experience and expertise of Mr. Murali Krishnan, the Board recommends passing the Special Resolution as set out in Item No.6 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Murali Krishnan, is concerned or interested in Item No.6 of the Notice.

## Item No. 7

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the Members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and at arm's length. For this purpose, a transaction is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company has existing arrangements with Aditya Birla Finance Limited ("ABFL"), a fellow subsidiary company, which is a 'Related Party' as per Section 2(76) of the Companies Act, 2013, which is in the ordinary course of business and at arm's length. The value of transactions with ABFL in respect of Financial Year 2019-20 is likely to exceed 10% of the annual turnover of the Company, based on the audited financial statements for year ended March 31, 2019. Thus, these transactions qualify to be Material Related Party transactions under the Listing Regulations and would require the approval of the Members by way of an ordinary resolution.

The particulars of the contract / arrangement with ABFL are as under:

Particulars	Information
Name of the Related Party	Aditya Birla Finance Limited
Nature of Relationship	Fellow Subsidiary
Nature of Contract	Availing and Rendering of Services [Section 188(1)(d) of the Companies Act, 2013]
Duration of Contract	On-going transactions in the ordinary course of business
Salient features of Contract	Aditya Birla Money Limited ("the Company") has entered into an arrangement with ABFL for sharing of brokerage and commission 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 ABFL 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 and relationship management and compliance management.



Particulars	Information
	In addition to the above, the following nature of transactions are happening with ABFL in the normal course of business: (i) Recovery / reimbursement of Cost – for Infrastructure, Manpower cost and other allied costs / expenses (ii) Management Fees on Capital Market / Mutual Fund services and ancillary services (iii) Income from Promotional activities / Advertisement Income (iv) Buying and selling of securities
Date of Approval of the Board / Audit Committee	January 17, 2019
Value of Transaction for the year ended March 31, 2019	Rs.21.03 Crore
Estimated Value of Transactions for the FY 2019-20	Rs.50.00 Crore

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in Item No.7 of the Notice and do not hold any shares in Aditya Birla Finance Limited. Aditya Birla Capital Limited, promoter of the Company, holds 100% shareholding of ABFL.

The Directors recommend the resolution for approval by the Members.

**Details of Directors and Manager (as on March 31, 2019) seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

Name of the Director	Tushar Shah	G. Vijayaraghavan
Age	54 years	66 years
Qualification	B.L., C.A.	B.Tech (Honours) from IIT, PGDM-IIMA
Experience	Mr. Shah is the CEO for the Infrastructure Finance business of Aditya Birla Finance Limited since November 2011, which encompasses project-linked lending, lending to large corporates, Debt Capital Markets, Debt Syndication and setting up an Infrastructure PE Fund. As a Director in Aditya Birla Money Limited, he mentors the Equity and Debt Stock Broking business. Prior to ABFL, he was associated with the IL&FS group for 16 years and has worked in the areas of Capital Markets, Investment Banking and Corporate Banking.	Mr. Vijayaraghavan has work experience of over 30 years in various sectors like Oil & Gas Manufacturing, Management, Consulting, Agro inputs, Investment Banking and ITES. He has been associated with ONGC, Alfa Laval, A.F. Ferguson & Co. and Standard Chartered Bank. He ventured on his own in 1999.
Terms and conditions of appointment / re-appointment	Appointed as Non-Executive Director, liable to retire by rotation	Appointed as Independent Director for a period of five years
Remuneration sought to be paid	Nil	Only Sitting Fees to be paid
Remuneration last drawn	Nil	Sitting Fees Rs.3,60,000/- in financial year 2018-19

<b>Name of the Director</b>	<b>Tushar Shah</b>	<b>G. Vijayaraghavan</b>
Date of first appointment on the Board	May 06, 2016	March 06, 2009
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
Number of Board Meetings attended during the year	4	4
Directorships held in other Companies	1. Aditya Birla ARC Limited 2. Aditya Birla Stressed Asset AMC Private Limited	Nil
Chairmanship / Membership of Committees of other Boards*	Nil	Nil

<b>Name of the Director</b>	<b>P. Sudhir Rao</b>	<b>Gopi Krishna Tulsian</b>
Age	58 years	82 years
Qualification	CA, CMA	B.Sc., F.C.A, MBIM (London)
Experience	Mr. Rao is currently Managing Partner, IndusAge Partners, a firm that runs a Technology Venture Fund platform, which invests and advises early stage technology companies that are transformative. He has an overall experience of more than 37 years in the financial service industry. He has an incisive view of data and the lack of it while observing business models and enterprises. Between 1989 and 1999 he was Founder Director of Karvy Investor Services Ltd. and Karvy Stockbroking Ltd. involved in providing Investor Services, Merchant Banking and Retail Financial services.	Mr. Tulsian has work experience of more than 50 years. He has handled several manufacturing and service industry businesses in his career. He has been associated with Aditya Birla Group since 1977 and currently he is chairing the position of Executive President in Grasim Industries Limited (Chemical Division). He is also on the Board of various Indian and International companies of the Group.
Terms and conditions of appointment / re-appointment	Appointed as Independent Director for a period of five years	Appointed as Non-Executive Director, liable to retire by rotation
Remuneration sought to be paid	Only Sitting Fees to be paid	Nil
Remuneration last drawn	Sitting Fees Rs.3,40,000/- in financial year 2018-19	Nil
Date of first appointment on the Board	March 06, 2009	March 25, 2014
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
Number of Board Meetings attended during the year	3	4

<b>Name of the Director</b>	<b>P. Sudhir Rao</b>	<b>Gopi Krishna Tulsian</b>
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. RBL Bank Limited</li> <li>2. Agile Parking Solutions Private Limited</li> <li>3. Ideaforge Technology Private Limited</li> <li>4. IndusAge Advisors Limited</li> <li>5. IndusAge Management Services Private Limited</li> <li>6. Ketto Online Ventures Private Limited</li> <li>7. Primus Retail Private Limited (under liquidation)</li> <li>8. Expressit Logistics Worldwide Limited (under liquidation)</li> <li>9. Quadgen Networks Private Limited</li> <li>10. Quadgen Wireless Solutions Private Limited</li> <li>11. Radhakrishna Foodland Private Limited</li> <li>12. Stellapps Technologies Private Limited</li> <li>13. WOAS Technology Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Aditya Birla Power Company Limited</li> <li>2. B G H Properties Private Limited</li> <li>3. BGH Exim Private Limited</li> <li>4. Birla TMT Holdings Private Limited</li> <li>5. GreenAcreAgro Services Private Limited</li> <li>6. Industry House Limited</li> <li>7. IGH Holdings Private Limited</li> <li>8. Infocyper India Private Limited</li> <li>9. Osiris E-Infratech Private Limited</li> <li>10. Osiris Info Services Private Limited</li> <li>11. Osiris Corporate Services Private Limited</li> <li>12. PIC Properties Limited</li> <li>13. Sun God Trading And Investment Limited</li> <li>14. Samruddhi Swastik Trading and Investments Limited</li> <li>15. Sunbeam Trading &amp; Investments Private Limited</li> <li>16. TGS Investment &amp; Trade Private Limited</li> <li>17. Calyx Investments Pte. Ltd., Singapore</li> <li>18. Indogenious Holdings Pte. Ltd., Singapore</li> <li>19. Thai Carbon Black Public Company Limited, Thailand</li> <li>20. Jai Realty Corporation, Philippines</li> <li>21. Aditya Birla Chemicals (Thailand) Limited</li> <li>22. Thai Polyphosphate &amp; Chemicals Limited</li> </ol>
Chairmanship / Membership of Committees of other Boards*	Nil	Samruddhi Swastik Trading and Investments Limited - Audit Committee - Member

<b>Name of the Manager</b>	<b>Murali Krishnan L. R.</b>
Age	45 years
Qualification	B.L.
Experience	Mr. Murali Krishnan is a Law Graduate from Dr. Ambedkar Government Law College and he has an overall experience of 22 years and has rich experience in the field of capital market business. He has been associated with Aditya Birla Money Limited for more than 17 years in various capacities and currently heads the compliance and legal function of the Company.
Terms and conditions of appointment / re-appointment	Appointed as Manager of the Company for a period of 5 years
Remuneration sought to be paid	Rs.35.07 lakhs per annum inclusive of perquisites and performance related compensation, if any, with such increments during his tenure as per the remuneration policy of the Company.
Remuneration last drawn	Rs.25.49 lakhs in financial year 2018-19
Date of first appointment	May 06, 2016
Shareholding in the Company	20 Equity Shares
Relationship with other Directors, Manager and Key Managerial Personnel	None
Number of Board Meetings attended during the year	NA
Directorships held in other Companies	Nil
Chairmanship / Membership of Committees of other Boards*	Nil

\* Includes only Chairmanship / Membership of Audit Committees and Stakeholders' Relationship Committee.



**ADITYA BIRLA MONEY LIMITED**

**CIN : L65993GJ1995PLC064810**

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

Email: abml.investorgrievance@adityabirlacapital.com Website: www.stocksandsecurities.adityabirlacapital.com

Tel: +91 44 4949 0000, Fax: +91 44 2829 0835

**ATTENDANCE SLIP**

Name of the Member(s) :

Registered Address :

Folio No/DP ID/Client ID :

No. of Shares held :

I/We hereby record my/our presence at the **Twenty Third** Annual General Meeting held at the Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat on **Wednesday, the 03<sup>rd</sup> day of July 2019 at 9.30 A.M.**

Member's Folio No. /DP ID & Client ID

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

- Note:**
- Please complete the Folio/DP ID & Client ID and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
  - Members holding shares in physical form are requested to advise the change in their address, if any, to M/s. Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai-600 002, quoting their Folio Number(s). Members holding share in electronic form may update such details with their respective Depository Participant(s)

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**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID/Client ID :

I/We, being the member (s) holding \_\_\_\_\_ shares of Aditya Birla Money Limited, hereby appoint :

- |                 |                                     |
|-----------------|-------------------------------------|
| (1) Name _____  | Address _____                       |
| Email Id: _____ | Signature _____ or failing him/her, |
| (2) Name _____  | Address _____                       |
| Email Id: _____ | Signature _____ or failing him/her, |
| (3) Name _____  | Address _____                       |
| Email Id: _____ | Signature _____                     |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting of the Company, to be held on Wednesday, the 03<sup>rd</sup> day of July 2019 at 9.30 A.M. at the Registered Office at Indian Rayon Compound, Veraval - 362 266, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional)	
		For	Against
1.	Adoption of Audited Financial Statements for the financial year ended March 31, 2019, together with the Report of the Board and the Auditors thereon		
2.	Appointment of a Director in place of Mr. Tushar Shah, who retires by rotation and being eligible, offers himself for re-appointment		
3.	Re-appointment of Mr. G. Vijayaraghavan as an Independent Director		
4.	Re-appointment of Mr. P. Sudhir Rao as an Independent Director		
5.	Continuation of Directorship of Mr. Gopi Krishna Tulsian as a Non-Executive Director		
6.	Re-appointment of Mr. Murali Krishnan L. R. as the Manager of the Company		
7.	Approval of the Material Related Party Transactions with Aditya Birla Finance Limited		

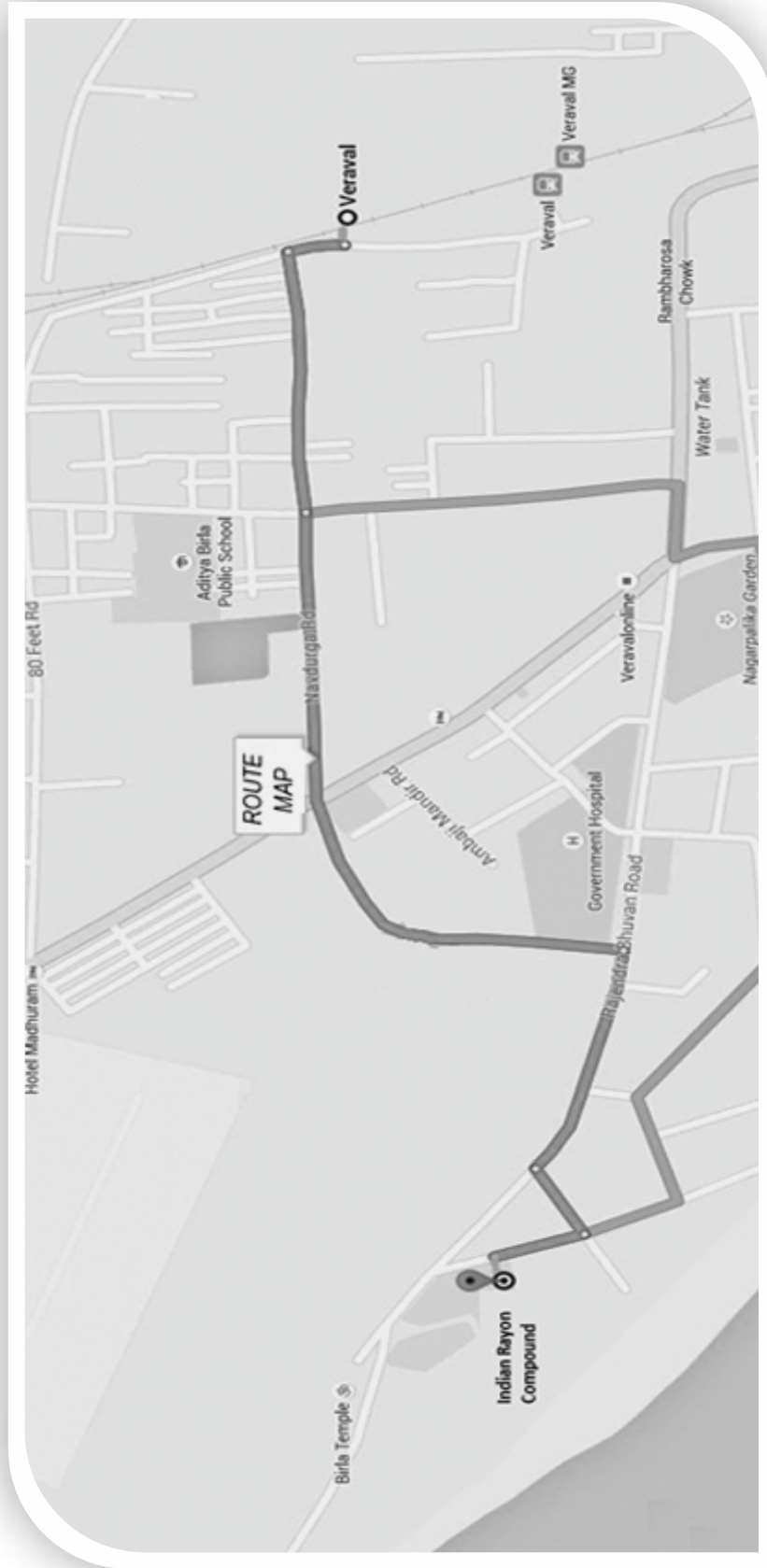
Signed this ..... day of ..... 2019

Signature of Shareholder(s) .....Signature of Proxy holder(s) .....

- Note:**
- This form of proxy, in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
  - It is optional to put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to Vote in the manner as he/she thinks appropriate.

Affix  
Revenue  
Stamp  
Re.1/-

## ROUTE MAP TO THE VENUE OF THE AGM



**VENUE:**  
INDIAN RAYON COMPOUND,  
VERAVAL,  
GUJARAT – 362 266.



## ADITYA BIRLA MONEY LIMITED

Registered Office: Indian Rayon Compound, Veraval 362266, Gujarat

Corporate Office: Ali Centre, No.53, Greams Road, Chennai 600006

Website: [www.stocksandsecurities.adityabirlacapital.com](http://www.stocksandsecurities.adityabirlacapital.com)

CIN : L65993GJ1995PLC064810 Tel: +91 44 4949 0000, Fax: +91 44 2829 0835

Dear Shareholder,

**Sub : Request for Registration of Email ID, PAN No. & Mobile No. for receiving notices / other information under Green Initiative in the Corporate Governance.**

As you are aware of the “Green Initiative” taken by the Ministry of Corporate Affairs (MCA) in Corporate Governance. The MCA has allowed paperless compliances by companies through electronic mode with an intention towards a greener environment. Moreover, MCA has notified the Companies (Management and Administration) Rules, 2014 (available on MCA's website [www.mca.gov.in](http://www.mca.gov.in)), vide which, companies can now send notices of meetings to their shareholders through electronic mode, at their registered e-mail addresses.

You are requested to kindly register your email id with your depository participant and on the company's webpage [https://stocksandsecurities.adityabirlacapital.com/About-us/Green\\_Initiative.aspx](https://stocksandsecurities.adityabirlacapital.com/About-us/Green_Initiative.aspx) or mail at [abml.investorgrievance@adityabirlacapital.com](mailto:abml.investorgrievance@adityabirlacapital.com) or send “**Email-Registration Form**” as given below to the Corporate Office of the Company. It will enable the Company to send you the notice(s) of the meeting(s) and other correspondence through **electronic mode**.

Further, in case you wish to get the hard copy of the notices/other documents, we will provide the same on your request.

You are once again requested to kindly update your email id, to be a part of the “Green Initiative” taken by the Government.

For any query, you are most welcome to contact the Registrar and/or the Company.

**For Aditya Birla Money Limited**

**Sangeeta Shetty**  
Company Secretary

### “Email-Registration Form”

<b>Name of the First Registered Member :</b>	
<b>DP ID / Client ID / Folio No. :</b>	
<b>E-mail ID :</b>	
<b>PAN No. :</b>	
<b>Mobile No :</b>	

\_\_\_\_\_  
Signature of the First Registered Member

RATIONS. TO FULFIL AMBITIONS.  
NEW WORLD. TO EXPAND HORIZONS.  
LIFE. IN YOUR FUTURE. **INVEST...**  
GROWTH. TO POWER ASPIRATIONS.  
GROWTH. **FOR A RICHER LIFE.**  
FUTURE. TO LIVE A GOOD LIFE.  
HORIZONS. IN YOUR GROWTH.  
FUTURE. TO TRAVEL THE WORLD.  
A GOOD LIFE. IN YOUR FUTURE.

Aditya Birla Money Limited

(A subsidiary of Aditya Birla Capital Limited)



**ADITYA BIRLA  
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

## LETTER FROM THE CHAIRMAN

Dear Shareholders,

In the financial year 2018-19, Indian economy witnessed some degree of slowdown, especially in the second half of the fiscal. Yet, for the full year, the economy is expected to grow at 7% as per government estimates. That however will be the slowest in five years. The year 2018-19 was marked by a lot of disruptions and dislocations in the financial markets beginning from defaults from a large infrastructure financing company, which then led to tightness in the credit markets eventually stifling weaker Non-Banking Financial Companies (NBFC) for refinancing.

Economic parameters were mixed for the year with full year Index of Industrial Production at three year low of 3.6% (vs 4.8% last year). Inflation (Consumer Price Index) has hovered between 2% and 3% for most part of the year with pushes and pulls from food and fuel and services in different directions. The core inflation though has been sticky and remained around 5% for most of the year. In a dynamically playing economic scenario, even the Reserve Bank of India (RBI) has moved around a bit, from being neutral to calibrated tightening and then back to being neutral, all inside 12 months. Given the growth pangs, the Central Bank could remain neutral or even get accommodative in the coming months.

On the external trade front, full year exports grew from \$303 billion in financial year 2017-18 (FY18) to nearly \$330 billion in financial year 2018-19 (FY19), the highest ever, while imports registered a growth of 9% standing at \$507 billion. This led to a slight widening of trade deficit from \$162 billion in FY18 to \$176 billion in FY19. However, as a percentage of the Gross Domestic Product, it has remained flat.

On the fiscal side, the pace of reducing fiscal deficit has somewhat slackened over the past two years (FY18 fiscal deficit of 3.5%, FY19 expected fiscal deficit of 3.4% and FY20 budgeted fiscal deficit of 3.4%). This has been partly due to sluggish revenue collections by the government in FY19.

While the macros remained relatively stable for FY19, the micros showed distinct signs of slowing albeit with some divergences. So while indicators like auto sales and consumer durables growth slowed down sharply, cement sales and steel production grew smartly. Moreover, as per RBI estimates nation wide capacity utilization has gone up to 76%, and given the expected growth in coming quarters, the capex cycle may not be far away. As far as corporate earnings are concerned, they have continued to disappoint for this year too, mostly on account of large provisions by some corporate banks and one offs by major auto player. However, given that most of the pain in the banking sector is behind us, earnings are likely to pick up significantly over the next few quarters.

As far as investment flows are concerned, Foreign Institutional Investors turned net buyers for the year for equity (+\$1 billion) largely on account of primary market investments and Foreign Portfolio Investors inflows in the last quarter of the fiscal, but were sellers in the debt market (~\$7 billion). The Domestic Institutional Investors however pumped in a sizeable commitment, upwards of Rs.70,000 Crore.

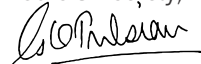
As we look forward to the next year, while there is a mild skittishness currently, it will not take much for it to turn into optimism as macro-economic parameters, domestic economic variables and global goldilocks keep India in a good stead.

As far as your Company is concerned, its 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. Also, we enhanced our product offerings and reached out to specific profitable segments successfully.

Your Company reported a net profit of Rs.9.99 Crore in the financial year 2018-19. Revenue from operations of the Company for the financial year 2018-19 was Rs.168.05 Crore as compared to Rs.162.15 Crore for the previous year.

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 increase their participation in capital markets. While the general elections is indeed a major event during the current fiscal, but given India's growth potential, markets are likely to chart their own course based on economic factors, once election results are out of the way. Your Company will continue to work towards creating enduring value for its stakeholders and customers by converting challenges into opportunities.

Yours Sincerely,



**Gopi Krishna Tulsian**

**Chairman**



# ADITYA BIRLA MONEY LIMITED

## BOARD OF DIRECTORS

Mr. Gopi Krishna Tulsian	-	Non-Executive Director (Chairman of the Board)
Mr. G. Vijayaraghavan	-	Independent Director
Mr. P. Sudhir Rao	-	Independent Director
Mr. Tushar Shah	-	Non-Executive Director
Ms. Pinky A Mehta	-	Non-Executive Director
Mr. Shriram Jagetiya	-	Non-Executive Director

## CHIEF FINANCIAL OFFICER

Mr. Pradeep Sharma

## COMPANY SECRETARY

Ms. Sangeeta Shetty

## AUDITORS

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

## BANKERS

Allahabad Bank  
AU Small Finance Bank  
Axis Bank  
Bank of India  
HDFC Bank  
ICICI Bank  
Standard Chartered Bank  
State Bank of India  
The Federal Bank

## REGISTERED OFFICE

Indian Rayon Compound  
Veraval - 362 266, Gujarat.  
CIN: L65993GJ1995PLC064810  
Email: care.stocksandsecurities@adityabirlacapital.com  
Website: www.stocksandsecurities.adityabirlacapital.com

## CORPORATE OFFICE

Ali Centre, No.53, Greams Road,  
Chennai - 600 006.  
Tel: +91 44 4949 0000 Fax: +91 44 2829 0835

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# MANAGEMENT DISCUSSION AND ANALYSIS

## MACRO ECONOMIC SCENARIO - THE INDIAN ECONOMY & MARKETS

The Indian economy started financial year 2018-19 (FY19) in the midst of economic healing after being through two major disruptions in the preceding quarters (demonetization and GST). Through the months thereafter, economic growth started picking up with first and second quarter registering a growth of 8% and 7% respectively, coming on the back of ~6.8% growth in the preceding year. However, since the start of the third quarter, adverse debt market events (i.e. a large infrastructure Non-Banking Financial Company (NBFC) nearly going under and some large Housing Finance Companies facing refinancing issues) have pulled the growth sharply down with the third quarter registering a growth of just about 6% while the fourth quarter is expected to grow at about 7% as per Reserve Bank of India estimates, pegging the full year growth at about 7%.

For the past five years, the growth has averaged 7.2% which is largely the average growth since the start of the new millennium. However, within the overall Gross Domestic Product (GDP), it's the manufacturing growth which has been the most encouraging with full year growth expected to be around 8.1%. Agriculture remains a concern area with full year growth expected to languish around 2.7% only. Investment growth too showed signs of pick up indicating pick up in the capex cycle. With overall capacity utilization of 76%, a sharp pick up in capex looks likely over the next few quarters. Amongst other high frequency manufacturing indicators, Index of Industrial Production (IIP) growth was a modest 3.6%. One of the highlights of the year was pick-up in cement demand, with production growing at 12%.

One of India's long standing problem of twin balance sheet issue saw some further worsening with full year Current Account Deficit expected at around 2.5% (vs 1.9% in FY18) while Fiscal Deficit for FY19 is expected to be at 3.4% (vs 3.5% in FY18). Inflationary environment though was fairly well controlled with full year Consumer Price Index at 3.43% (vs 3.58% in FY18). External trade was tilted in favour of imports with imports rising 9% (vs 20% in FY18) while exports rose 8% (vs 9.8% in FY18).

As far as Indian equity markets were concerned large cap indices fared much better than their mid-cap and small-cap counterparts (Nifty FY returns of 14.9% vs Nifty Mid-cap FY19 returns of -2.7%). Indian bond yields however had a mixed year, rising to nearly 8.2% in the first half of the fiscal and then cooling off to sub 7.5% in the second half.

## GLOBAL ECONOMY AND DEVELOPMENTS

The world economy in FY19 experienced first signs of economic slowdown, which started in Europe around first quarter of FY19 and then spread to China in second quarter of the fiscal and with US too showing signs of slowdown towards the end of the fiscal. Overall, for FY19, world GDP is expected to have grown by 3.5%. Most high frequency indicators (IIP, Purchasing Managers' Index, Trade Data) coming out of Europe and China have been soft since second and third quarter of FY19 respectively. As a result global central banks have moderated their relatively hawkish stance in FY18. The US Fed raised Fed Funds Rates 4 times in FY19, as it stood at 2.5% at FY19 end. However, since then, they have indicated that there are unlikely to be any further hikes in FY20, in the wake of global economic slowdown. Moreover, the balance sheet reduction of \$50 billion per month is expected to end in September 2019, much earlier than originally planned.

Amongst various large equity markets, India was the best performing equity market (Nifty up 15%), followed by Brazil (up 12%) and US (up 7%), whereas South Korea (down 13%), Germany (down 5%) and Italy (down 5%) were amongst the worst performers. EMs as a whole were down ~10% (as gauged by MSCI EM Index). Amongst other asset classes, commodities as a whole were largely down on fears of slowing global growth and delays in trade war resolutions. Hence, lead, zinc, nickel and crude oil were all down between 5% to 15%. There was major dislocation in the global currency markets in FY19, with Turkish Lira falling by over 40%, South African Rand and Brazilian Real falling by nearly 20%.

As we move into FY20, the world will look closely at how economic growth pans out across the three major economies (US, EU & China), besides keeping one eye on growth leaders like India. Moreover, economic growth will also be shaped by progress on trade talks and pacts between two large economies, US and China.

# MANAGEMENT DISCUSSION AND ANALYSIS

## INDUSTRY STRUCTURE AND DEVELOPMENTS

The broking industry had a mixed FY19 as its cash market turnover was sluggish while derivative turnover continues to remain strong. Cash ADTO (average daily turnover) increased by 4% YoY to Rs.351.80 billion in FY19. However, it was on the back of strong growth of 38.51% YoY in FY18. Significant selling pressure in small cap space kept cash market volume under pressure during FY19. On a structural basis, the shift from physical savings to financial savings continues wherein the equity market participation could increase significantly in forthcoming years considering its substantial under-penetration.

The note-worthy part was the Systematic Investment Plan (SIP) run-rate which continues to increase at a brisk pace. Current SIP run-rate is +Rs.80 billion per month which is an increase of 13% YoY for the month of March. For entire FY19, SIP flows has increased by staggering 38% YoY to Rs.926.93 billion which indicates sustainability of flows despite volatile FY19 period.

The Derivative ADTO has increased at astounding pace of 42.8% YoY to Rs.9,580.37 billion in FY19 which is on the back of staggering 76.2% YoY growth in FY18. During FY19, it was mainly the small cap space which came under tremendous pressure while the large cap stocks were holding relatively better. Specifically, top 5-10 companies have even delivered decent gains during FY19 period. These large companies have significant volume in derivative market which shall have supported the overall strong growth in derivative market ADTO at 42.8% YoY. With share of lower yielding derivatives segment increasing and share of high yielding cash delivery volumes declining, earnings pressure for the broking industry continues to remain on higher side. Besides, with the rise of discount brokers, the pressure on earnings of broking industry continues to stay at elevated levels.

## FINANCIAL PERFORMANCE AND REVIEW OF OPERATIONS

The Company recorded Revenue from Operations of Rs.168.05 Crore for the year ended March 31, 2019 as compared to Rs.162.15 Crore during the previous year. The Profit for the year stood at Rs.9.99 Crore for the year ended March 31, 2019 as compared to Rs.7.30 Crore in previous financial year.

## ECONOMIC OUTLOOK FOR FY20

The global economy is expected to grow at a rate of 3.3% in current year 2019, as compared to 3.5% in previous year 2018, as per the latest IMF estimates, owing to tensions surrounding global trade war and sluggishness in economic growth. Within that, India is expected to grow at 7.3% and China at 6.3%. Amongst the larger economies, US is expected to grow at 2.3%, while the EU is expected to grow at 1.3%, largely because of political uncertainty lingering around UK's withdrawal from the European Union (Brexit).

Domestically, growth remained a mixed bag in FY19, while persistently soft inflation print was the noteworthy factor which enabled RBI to cut rates in second half of FY19. There is a forecast of near normal monsoon which bodes well for interest rate cycle and agricultural growth. Industrial growth buoyed by manufacturing growth is likely to pick up further steam as we continue to use up system wide capacity. The new capex cycle is also within striking distance, post the election related uncertainty. Services continue to maintain their steady growth. With GST implementation now behind and regulatory disruptions normalizing, economic activity is expected to pick pace in FY20. The formalization of the economy could also gather pace with the implementation of e-way bill and invoice matching. Consequently as Government revenues shore up, the fiscal side too should remain within comfortable range.

While India's macros could somewhat worsen due to recent spike in oil prices, it seems to be a transient phenomenon as high oil prices are likely unsustainable given the risk of supply response from the US Shale Oil industry and slower economic growth outlook. Moreover, de-carbonization of the world (through use of cleaner energies in electricity and transportation) is also structurally negative for fossil fuel like crude oil. In summary, the levers for growth are in place and FY20 promises to be an exciting year of economic activity and growth.

# MANAGEMENT DISCUSSION AND ANALYSIS

## INDUSTRY

India has generally been a savings oriented economy with our savings rate being one of the highest in the world. But in recent years, due to higher inflation, India's economy tilted more towards consumption. As inflation expectations moderate and real interest rates turn positive, that balance will shift in favor of savings leading to a higher savings ratio for the country. Moreover, within financial savings, equity has attracted the lowest share of the saver's wallet until now. One of the key reasons for the same has been high interest rates. Given that inflation and interest rates have come down (and seemingly sustainably) we will likely see a structural shift over the next decade in the savings composition of our economy, with equity attracting a significantly larger proportion of the savings.

Capital market activity in FY19 remained subdued owing to sharp sell-off in broader markets, liquidity issue, disrupted financial markets, election uncertainty, surge in oil prices, etc. Fund raising activity took a backseat as financial markets were under pressure. One of the biggest challenges for the broking industry has long been the fall in share of high yielding cash segment volumes as against low yielding derivatives. Financialization of savings, which has picked up pace since DeMonetization, is still lower as compared to developed nations. With SIP book now at record highs and incremental investments expected into equities by pension funds, insurance companies and other long term institutional investors, money flow into equity is likely to remain robust in the future. But on the flip side, cost pressures and low yields will continue to dominate the broking industry.

The future outlook for the industry is dependent upon key factors like global (and domestic) economic growth pick up, buoyancy in the primary markets, lack of alternative investment opportunities and technological up-gradation. A broad based macro-economic recovery will lead to improved corporate profits thus supporting higher stock prices and positive equity market sentiments. FII's have begun their buying spree since past few weeks which we expect to stay for a while considering improving India's macro. This shall keep the capital market conditions buoyant for the forthcoming quarters.

## OPPORTUNITIES AND THREATS

With the building blocks for an accelerated economic recovery in place we believe that as the recovery comes about, participation in the financial markets is likely to increase. Moreover, with increased pace of financialization of savings, the equity broking industry is set for increased volumes over the next few years. Further, since equities are expected to do well over the next few years, we will likely see increased retail participation. The Company is aware of the same and is making conscious efforts to increase investor participation. It has plans to increase its overall market share by targeting profitable segments. The Company is also focusing on efficient use of technology to become a cost optimum player in the market. The Company will continue to focus on technology, drive client acquisition, increase its business partner network, rationalise cost 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.

## 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 Policy which *inter-alia* lays down detailed process and policies in the various facets of the 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. The Company has also implemented a robust surveillance mechanism to deal with various trade related risks and adopted a surveillance policy in line with the regulatory requirements.

# MANAGEMENT DISCUSSION AND ANALYSIS

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has adequate internal control systems appropriate for the business processes having regard to efficiency of operations 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 Human Resources 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 stakeholders. As on March 31, 2019, the total employees on the Company's rolls stood at 607.

## KEY FINANCIAL RATIOS

The key financial ratios are given below:

		Financial Year 2018-19	Financial Year 2017-18
a)	Debtors Turnover	1.49	1.21
b)	Interest Coverage Ratio	1.46	1.93
c)	Net Profit Margin (%)	5.82	4.43
d)	Debt Equity Ratio*	5.39	4.06
e)	Return on Net Worth (%)	61.97	125.09

\* after considering Preference Shares as Equity

There has been an increase in the Net Profit Margin during the current financial year as compared to the previous financial year on account of increased income from Broking and Portfolio Management Services operations and cost optimization. There has been a change in the Debt Equity Ratio due to higher borrowings for increased operations and the Return on Net Worth was impacted due to change in Net Worth.

## 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.*

# BOARD'S REPORT

## Dear Members,

The Board of Directors of Aditya Birla Money Limited are pleased to present the 23<sup>rd</sup> Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2019:

## FINANCIAL HIGHLIGHTS

(Rs. in Crore)

Particulars	Financial Year 2018-19	Financial Year 2017-18
Revenue from Operations	168.05	162.15
Other Income	3.61	2.65
<b>Total Income</b>	<b>171.66</b>	<b>164.80</b>
Profit Before Tax	14.00	10.10
Tax Expenses	4.01	2.80
<b>Profit for the year</b>	<b>9.99</b>	<b>7.30</b>
Other Comprehensive Income	0.25	(0.34)
<b>Total Comprehensive Income for the year</b>	<b>10.24</b>	<b>6.96</b>
Earnings per Equity Share (Face Value of Re.1/- each)		
Basic	1.78	1.31
Diluted	1.77	1.30

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015.

## RESERVES

The Company does not propose to carry any amount to the reserves.

## DIVIDEND

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

## STATE OF THE COMPANY'S AFFAIRS

Information on the operational and financial performance, among others, is provided in the Management Discussion and Analysis Report which forms part of the Annual Report.

## HOLDING AND SUBSIDIARY COMPANY

Aditya Birla Capital Limited is the Holding Company of the Company. During the year under review, Aditya Birla Commodities Broking Limited, a wholly owned subsidiary of the Company, got amalgamated with the Company with effect from December 14, 2018 pursuant to the National Company Law Tribunal Order dated November 14, 2018 approving the Scheme of Amalgamation and accordingly ceases to be a subsidiary of the Company.

## CREDIT RATING

CRISIL Limited and India Ratings & Research Pvt. Ltd. have assigned ratings of 'CRISIL A1+' and 'IND A1+' for the Commercial Paper Programme of the Company for an amount of Rs.500 Crore.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all contracts and arrangements with related parties have been entered into by the Company in its ordinary course of business and at arm's length. The particulars of such contracts and arrangements with related parties are given in notes to the Financial Statements, forming part of this Annual Report.

## BOARD'S REPORT

The details of the material related party transactions entered into during the year under review are provided in Form AOC-2, which is attached as "Annexure A" to this Report.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place the Policy on dealing with Related Party Transactions which is available on its website at the link: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor>.

### SHARE CAPITAL

During the year under review, the Company had issued and allotted 1,79,219 Equity Shares on exercise of the Options granted under the Employees Stock Option Scheme 2014 of the Company. Consequently, as at March 31, 2019, the paid-up Equity Share Capital of the Company stood at Rs.5.63 Crore, consisting of 5,63,01,357 Equity Shares of Re.1/- each. The Company has 10,00,000 8% Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs.100/- each outstanding as on March 31, 2019. The Company had, during the year, with the consent of the preference shareholder, extended the period of redemption and increased the redemption price of the Preference Shares.

### EMPLOYEE STOCK OPTIONS

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 (Share Based Employee Benefits) Regulations, 2014:

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.

Nature of Disclosure	Particulars	
Options granted on December 02, 2014	25,09,341	
Options outstanding as on April 01, 2018	6,99,531	
Options vested during the year	1,77,198	
Options exercised during financial year 2018-19	1,79,219	
Total number of shares arising as a result of exercise of options	1,79,219	
Options lapsed	Nil	
Exercise Price	Rs.34.25 per option	
Variation of terms of options	None	
Money realised by exercise of options	Rs.61,38,252/-	
Total number of Options in force as on March 31, 2019	5,20,312	
Employee-wise details of options granted to:	No. of options granted	No. of options outstanding
(i) Key Managerial Personnel		
Mr. Murali Krishnan L.R. – Manager	27,473	10,756
Mr. Vikashh K Agarwal – Company Secretary (Resigned with effect from July 31, 2017)	32,967	Nil
(ii) Any other employee who received a grant of options in the year under review amounting to 5% or more of total options granted during the year		Nil
(iii) Identified employees who were granted options, during the year, equal to or exceeding 1% of the issued capital, excluding outstanding warrants and conversions, of the Company at the time of grant.		Nil

## BOARD'S REPORT

There has been no material change to the ESOP Scheme – 2014 during the year and the Scheme is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. The Disclosures as required under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014 has been hosted on the Company's website at the link: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor>

A certificate received from the Auditors on the implementation of the Company's Employees Stock Option Scheme 2014 will be placed at the ensuing Annual General Meeting for inspection by the Members.

### **Aditya Birla Capital Limited Employee Stock Option Scheme 2017**

The shareholders of the Company vide a Special Resolution dated September 25, 2017 had approved the extension of benefits of the Aditya Birla Capital Limited Employee Stock Option Scheme 2017 to the employees of the Company and accordingly, stock options were granted to the employees of the Company. Total cost incurred by Aditya Birla Capital Limited till date is being recovered from the Company over the period of vesting. Accordingly, a sum of Rs.19,285,906/- has been recovered from the Company during the year which has been charged to the Statement of Profit and Loss.

### **DIRECTORS**

Mr. G. Vijayaraghavan and Mr. P. Sudhir Rao hold office as Independent Directors till the conclusion of the ensuing AGM. Mr. G. Vijayaraghavan and Mr. P. Sudhir Rao have offered themselves for re-appointment for a second term of five years from the conclusion of the ensuing AGM till the conclusion of the 28<sup>th</sup> AGM to be held in the year 2024.

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of independence as provided in the said Section and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Tushar Shah retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

### **KEY MANAGERIAL PERSONNEL**

During the year under review, Mr. Rajesh Gandhi resigned as the Company Secretary of the Company with effect from October 17, 2018 and Ms. Sangeeta Shetty has been appointed as the Company Secretary of the Company with effect from October 18, 2018.

The Board of Directors at their Meeting held on April 25, 2019 had subject to the approval of the Members, re-appointed Mr. Murali Krishnan L. R. as Manager for a period of five years with effect from May 06, 2019. The necessary resolution in this regard is being placed for approval of the Members at the ensuing AGM.

### **BOARD MEETINGS**

The Board of Directors of the Company met 4 (four) times during the Financial Year 2018-19 on April 26, 2018, July 19, 2018, October 17, 2018 and January 17, 2019.

### **PERFORMANCE EVALUATION**

The Company has in place a mechanism for evaluation of the performance of the Board, Committees, Individual Directors and the Chairman of the Board. The evaluation process *inter-alia* reviews participation of Directors at meetings, domain knowledge, business awareness and adherence to governance.

A formal annual evaluation had been made by the Independent Directors and the Board of the performance of the Committees, Individual Directors, Chairman and the Board for the year under review. The evaluation has been satisfactory and adequate and meets the corporate governance requirement of the Company.



# BOARD'S REPORT

## AUDIT COMMITTEE

The Audit Committee comprises of:

Mr. P. Sudhir Rao          Chairman, Independent Director

Mr. G. Vijayaraghavan    Independent Director

Mr. Shriram Jagetiya      Non-Executive Director

During the year under review, all recommendations of the Audit Committee were accepted by the Board.

## INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the financial statements. The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to its policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

## VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In accordance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, the Company has established a Vigil Mechanism (Whistle Blower Policy) for Directors and Employees to report concerns. The Whistle Blower Policy has been hosted on the Company's website at the link: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor>.

## RISK MANAGEMENT

The Company has in place a Risk Management Policy for identification, assessment, measurement and reporting of business risks faced by the Company. The Risk Governance Committee monitors the risk management process.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with Section 135 of the Companies Act, 2013 the Company has a Corporate Social Responsibility (CSR) Committee consisting of the following Members:

Mr. G. Vijayaraghavan      Chairman, Independent Director

Mr. Gopi Krishna Tulsian    Non-Executive Director

Ms. Pinky A Mehta          Non-Executive Director

The CSR Policy of the Company is available on its website at the link: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor> and details thereof are provided as “Annexure B” to this Report.

## AUDITORS

The Report of the Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 301003E / E300005), does not contain any qualification, reservation, adverse remark or disclaimer. The Auditors have not reported any fraud to the Audit Committee or the Board of Directors under Section 143(12) of the Companies Act, 2013 during the year under review.

# BOARD'S REPORT

## SECRETARIAL AUDITORS

M/s. BNP & Associates, Practicing Company Secretaries, were appointed as the Secretarial Auditors, to conduct the Secretarial Audit for the financial year ended March 31, 2019. The Secretarial Audit Report in Form MR-3 and the Secretarial Compliance Report for the financial year 2018-19 forms part of this Report as “**Annexure C**”. The Reports do not contain any qualification, observation, reservation, adverse remark or disclaimer.

## SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

## ANNUAL RETURN

A copy of the Annual Return has been placed on the website of the Company and can be accessed at the link: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor>.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review is presented as a separate section forming part of this Annual Report.

## CORPORATE GOVERNANCE

The Compliance Certificate from Ms. B. Chandra, Practicing Company Secretary, regarding compliance of conditions of Corporate Governance is annexed to this Report as “**Annexure D**”.

## REMUNERATION POLICY

The Remuneration Policy of the Company is available on its website at the link: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor> and the salient features of the Policy in accordance with the provisions of Section 178(3) of the Companies Act, 2013 is placed as “**Annexure E**” to this Report.

## PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details, as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in “**Annexure F**” to the Board's Report. Details as required under Rule 5(2) and 5(3) of the said Rules are available for inspection at the Registered Office of the Company during working hours for a period of twenty one days before the date of the AGM in accordance with Section 136(1) of the Companies Act, 2013. Any member interested in obtaining a copy thereof may write to the Company Secretary at the Registered Office of the Company.

## PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has a Policy on Prevention of Sexual Harassment of Women at Workplace and has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case was reported during the year under review.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Conservation of energy – The Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible.
- b) Technology absorption – The minimum technology required for the business has been absorbed.

## BOARD'S REPORT

- c) Foreign exchange earnings and outgo – The Company did not enter into any foreign currency transactions in the current year and previous year.

### OTHER DISCLOSURES

During the year under review, there has been no change in the nature of business of the Company.

There are no material changes and commitments affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2019 and the date of this Board's Report.

The Company does not have and during the financial year ended March 31, 2019, has not accepted any deposit covered under Chapter V of the Companies Act, 2013.

As on March 31, 2019, the Company has not given loans, made investments or provided guarantees or securities as covered under Section 186 of the Companies Act, 2013.

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

The Company is not required to maintain cost records under Section 148 of the Companies Act, 2013.

### DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and there are no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made 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, 2019 and of the profit of the Company for year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### ACKNOWLEDGMENT

Your Directors take this opportunity to express their appreciation for the support and co-operation extended by the Members and other business associates. Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Government, Regulatory and Statutory bodies.

Your Directors place on record their deep appreciation for the exemplary contribution made by the employees of the Company at all levels. Their dedicated efforts and enthusiasm have been pivotal to the Company's growth.

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

**Gopi Krishna Tulsian  
Chairman  
DIN : 00017786**

Place : Mumbai  
Date : April 25, 2019

# ANNEXURE A TO BOARD'S REPORT

## Form AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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 at arm's length basis.
2. Details of material contracts or arrangements or transactions at arm's length basis
  - a) Name(s) of the related party and nature of relationship :  
Aditya Birla Finance Limited (ABFL), a 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 transactions in the ordinary course of business
  - d) Salient terms of the contracts or arrangements or transactions including the value, if any :  
Aditya Birla Money Limited ("the Company") has entered into an arrangement with ABFL for sharing of brokerage and commission 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 ABFL 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 and relationship management and compliance managementIn addition to the above, the following nature of transactions are happening with ABFL in the normal course of business:
    - i) Recovery / reimbursement of Cost – for Infrastructure, Manpower cost and other allied costs / expenses
    - ii) Management Fees on Capital Market / Mutual Fund services and ancillary services
    - iii) Income from Promotional activities / Advertisement Income
    - iv) Buying and Selling of securitiesThe transaction value for the financial year 2018-19 with ABFL was Rs.21.03 Crore.
  - e) Date(s) of approval by the Board, if any :  
Though the transaction is at arm's length, the Company had sought the approval of the Audit Committee on January 24, 2018.
  - f) Amount paid as advances, if any – NIL.

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

**Gopi Krishna Tulsian  
Chairman  
DIN : 00017786**

Place : Mumbai  
Date : April 25, 2019

# ANNEXURE B TO BOARD'S REPORT

## REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]

### 1. The Company's CSR Policy:

For us in the Aditya Birla Group, reaching out to underserved communities is part of our DNA. We believe in the trusteeship concept. This entails transcending business interests and grappling with the “quality of life” challenges that underserved communities face, and working towards making a meaningful difference to them.

Our vision is - “To actively contribute to the social and economic development of the communities in which we operate. In doing so, build a better, sustainable way of life for the weaker sections of society and raise the country's human development index” - Mrs. Rajashree Birla, Chairperson, Aditya Birla Centre for Community Initiatives and Rural Development.

All projects are identified in consultation with the community in a participatory manner, literally sitting with them and gauging their basic needs. We recourse to the participatory rural appraisal mapping process. Subsequently, based on a consensus and in discussion with the village panchayats and other stakeholders, projects are prioritized.

Arising from this the focus areas that have emerged are Education, Health Care, Sustainable Livelihood, Infrastructure Development, and espousing social causes. All of our community projects/ programmes are carried out under the aegis of The Aditya Birla Centre for Community Initiatives and Rural Development.

The CSR Policy is available at the link:

<https://stocksandsecurities.adityabirlacapital.com/about-us/investor>.

### 2. The Composition of the CSR Committee:

- Members:
1. Mr. G. Vijayaraghavan, Independent Director
  2. Mr. Gopi Krishna Tulsian, Non-Executive Director
  3. Ms. Pinky A Mehta, Non-Executive Director

Permanent Invitees:

1. Mrs. Rajashree Birla, Chairperson - Aditya Birla Centre for Community Initiatives and Rural Development
2. Dr. (Mrs.) Pragnya Ram, Group Executive President, Corporate Communications and CSR - Aditya Birla Group
3. Mr. Tushar Shah, Non-Executive Director

### 3. Average Net Profit of the Company for last three financial years: Rs.9.60 Crore

### 4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): Rs.19,20,708/-

### 5. Details of CSR spent during the financial year:

- a) Total amount to be spent for the financial year: Rs.19,20,708/-
- b) Amount unspent, if any: NIL

## ANNEXURE B TO BOARD'S REPORT

c) Manner in which the amount spent during the financial year is detailed below -

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity identified	Sector in which the Project discovered	Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken.	Amount Outlay (budget) project or program wise	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads	Cumulative Expenditure up to the reporting period.	Amount spent: Direct or through implementing agency
1	Catalysts for Social Action	Health Care, Education, Setting up homes for orphans	State: Odisha	Rs.19,21,000/-	Rs.19,21,000/-	Rs.19,21,000/-	Through Implementing Agency  NGO : Catalysts for Social Action

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board's Report: NA
7. Responsibility Statement: The Company is committed towards implementation and monitoring of the CSR Policy in compliance with the CSR objectives and CSR Policy of the Company.

**For Aditya Birla Money Limited**

Place : Mumbai  
Date : April 25, 2019

**G. Vijayaraghavan**  
Chairman - CSR Committee  
DIN : 00894134

**Tushar Shah**  
Director  
DIN : 00239762

# ANNEXURE C TO BOARD'S REPORT

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2019

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

To,

The Members,

**Aditya Birla Money Limited**

Indian Rayon Compound

Veraval - 362266

Gujarat

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aditya Birla Money Limited** (hereinafter called the 'Company') for the audit period covering the financial year ended on 31st March, 2019 (the 'Audit period'). 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 covering the financial year ended on 31st March, 2019, 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, 2019 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 prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - e) 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;
- (v) Following other Laws as applicable specifically to the Company:
  - a) Securities and Exchange Board of India (Stock Brokers & Sub-Brokers) Regulations, 1992;

## ANNEXURE C TO BOARD'S REPORT

- b) Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993;
- c) Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
- d) Securities and Exchange Board of India (Investment Advisers) Regulations, 2013;
- e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India related to Board Meetings and General Meetings.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Standards as mentioned above.

During the period under review, provisions of the following Act/ Regulations were not applicable to the Company:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and
- e) 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 Borrowing.

### **We further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period.

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. Company has approved and allotted 1,79,219 Equity Shares of Re.1/- each under Employees Stock Option Scheme, 2014 (ESOS-2014).
2. Company has altered Clause IIIA(2) of the Memorandum of Association of the Company by passing a Special Resolution at the 22nd Annual General Meeting held on July 06, 2018.
3. The Board of Directors of the Company through a Circular Resolution passed on September 26, 2018 and with the consent of the Preference Shareholder, varied the terms of 100,000 8% Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs.100/- each of the Company, in the following manner:



## ANNEXURE C TO BOARD'S REPORT

- a) The period of redemption of the Preference Share has been extended by 42 months;  
b) The redemption price of the Preference Shares has been modified as below:

Date of Issue /Allotment	No. of Preference Shares	Date of Redemption		Redemption price per share		Redemption Amount (Rs. in Crore)	
		Original	Revised	Original	Revised	Original	Revised
30th September 2013	100,000	29th September 2018	29th March 2022	725	941	7.25	9.41

- c) Save as mentioned hereinabove, all other terms and conditions of the said Preference Shares remain unchanged.

4. The Board of Directors of the Company at their Meeting held on October 17, 2018 and with the consent of the Preference Shareholder, varied the terms of 900,000 8% Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs.100/- each of the Company, in following manner:

- a) The period of redemption of the Preference Share has been extended by 42 months;  
b) The redemption price of the preference shares has been modified as below:

Date of Issue /Allotment	No. of Preference Shares	Date of Redemption		Redemption price per share		Redemption Amount (Rs. in Crore)	
		Original	Revised	Original	Revised	Original	Revised
29th March 2014	100,000	28th March 2019	28th September 2022	725	941	7.25	9.41
31st March 2011	800,000	30th June 2019	30th December 2022	411	533.75	32.88	42.70

- c) Save as mentioned hereinabove, all other terms and conditions of the said Preference Shares remain unchanged.

5. Vide Order dated November 14, 2018 passed by the National Company Law Tribunal Bench at Ahmedabad, Aditya Birla Commodities Broking Limited, wholly owned subsidiary of the Company, has been amalgamated with the Company w.e.f. December 14, 2018.

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

**Avinash Bagul  
Partner  
FCS No. 5578  
COP No. 19862**

Place : Mumbai  
Date : April 25, 2019

## ANNEXURE C TO BOARD'S REPORT

### Annexure I to the Secretarial Audit Report for the financial year ended 31st March 2019

To,

**The Members,  
Aditya Birla Money Limited**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Aditya Birla Money Limited** (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

**Avinash Bagul  
Partner  
FCS No. 5578  
COP No. 19862**

Place : Mumbai  
Date : April 25, 2019

## ANNEXURE C TO BOARD'S REPORT

### Secretarial Compliance Report of Aditya Birla Money Limited for the year ended 31st March, 2019

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by Aditya Birla Money Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the Company,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") compliance with respect to provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) 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;
- (f) Securities and Exchange Board of India (Stock Brokers & Sub-Brokers) Regulations, 1992;
- (g) Securities and Exchange Board of India (Portfolio Managers) Regulations, 1996;
- (h) Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
- (i) Securities and Exchange Board of India (Investment Advisers) Regulations, 2013;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and Circulars/Guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/Guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/Guidelines issued thereunder in so far as it appears from our examination of those records.

## ANNEXURE C TO BOARD'S REPORT

- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

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

Avinash Bagul  
Partner  
FCS No. 5578  
COP No. 19862

Place : Mumbai  
Date : April 25, 2019

## ANNEXURE D TO BOARD'S REPORT

### PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Aditya Birla Money Limited

1. We have examined the compliance of conditions of Corporate Governance by M/s. Aditya Birla Money Limited, for the year ended on 31st March, 2019, as stipulated as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15 (2) of the Listing Regulations for the period 1st April, 2018 to 31st March, 2019, 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 Regulations. *With respect to compliance with Regulation 17(1A) of LODR, Mr. Gopi Krishna Tulsian is more than 75 years of age as on 01-04-2019 and the shareholders' approval for his continuance is required to be obtained. With respect to compliance of Regulations 26 & 27 of the LODR, the number of Committee memberships of Directors reported in the Corporate Governance filed by the Company with the Stock Exchange includes only membership of listed companies.*
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 : April 25, 2019

**B. CHANDRA**  
PRACTICING COMPANY SECRETARY  
CP No.7859

# ANNEXURE E TO BOARD'S REPORT

## REMUNERATION POLICY

### Objectives of the Executive Remuneration Program

Our executive remuneration program is intended to:

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

### Appointment Criteria and Qualifications

The Committee while making appointments to the Board assesses the approximate mix of diversity, skills, experience and expertise.

### 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 Positioning

We aim to provide competitive remuneration opportunities to our executives by positioning target total remuneration (including perks and benefits, annual incentive pay-outs, long term incentive pay-outs at target performance) and target total cash compensation (including annual incentive pay-outs) at target performance directionally between median and top quartile of the primary talent market. We recognize the size and scope of the role and the market standing, skills and experience of incumbents while positioning our executives.

### Executive Pay-Mix

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

- (1) Fixed Cash Compensation (Basic Salary + Allowances)
- (2) Annual Incentive Plan
- (3) Long-Term Incentives
- (4) 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.

### Executive Benefits and Perquisites

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 perquisites and benefits plans commensurate with their roles. These benefits are designed to encourage long-term careers with the Group.

## ANNEXURE F TO BOARD'S REPORT

**THE INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:**

- a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 is not comparable as no remuneration was paid to the Directors of the Company.
- b) The percentage increase in remuneration of Chief Financial Officer, Company Secretary and Manager in the financial year 2018-19 was 6%, N.A.% and 23% respectively.
- c) The percentage increase in the median remuneration of employees in the financial year 2018-19 was 3.66%. The calculation of percentage increase in median remuneration is done based on comparable employees.
- d) There were 607 permanent employees on the rolls of the Company as on March 31, 2019.
- e) The average percentile increase made in the salaries of employees other than the managerial personnel in the financial year 2018-19 was 7.13%. The increase in average remuneration of the employees of the Company was in line with the Human Resource Philosophy & Performance of the Company and was in line with the market trends.
- f) It is hereby affirmed that the remuneration is as per the Remuneration Philosophy / Policy of the Company.

# CORPORATE GOVERNANCE REPORT

## COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to adopt the best Corporate Governance practices to manage the affairs of the Company in an ethical, accountable, transparent and fair way, with the blend of both legal and management practices, to imbibe the same in the decision making process of the Company, and to communicate the same accurately and timely, in such a way that both stakeholders' expectations and legal standards are not only met, but the Company surpasses them.

## BOARD OF DIRECTORS

### Composition

As on March 31, 2019, the Board of Directors comprises of 6 (six) Directors, which includes 2 (two) Independent Directors and 4 (four) Non-Executive Directors. The Chairman of the Board is a Non-Executive Director and is not the promoter or related to the promoter of the Company or a person occupying management position at the level of Board of Directors or at one level below the Board of Directors. The composition of the Board is in conformity with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as well as the Companies Act, 2013 ("the Act").

The Directors do not have any relationships *inter-se* with each other. The Company has obtained Certificate from Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority.

None of the Directors are members in more than 10 Committees or act as Chairperson of more than 5 Committees across all listed companies in which they are directors. All Directors have made disclosures about committee positions they occupy in other listed companies.

### Board Meetings

Four meetings of the Board of Directors were held during the financial year 2018-19 on April 26, 2018, July 19, 2018, October 17, 2018 and January 17, 2019. The time gap between any two Board Meeting did not exceed one hundred twenty days.

The attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting of the Company and Directorships and Committee positions held by the Directors in other companies are given below:

Name of the Director	Category	Board Meetings		Annual General Meeting	Directorship in other public limited companies*	Committee positions held **	
		Held	Attended			Member	Chairman
Mr. Gopi Krishna Tulsian	Chairman, Non-Executive Director	4	4	No	6	2	Nil
Mr. G. Vijayaraghavan	Independent Director	4	4	No	Nil	1	Nil
Mr. P. Sudhir Rao	Independent Director	4	3	No	3	Nil	2
Mr. Tushar Shah	Non-Executive Director	4	4	Yes	1	1	Nil
Ms. Pinky A Mehta	Non-Executive Director	4	4	No	4	Nil	Nil
Mr. Shriram Jagetiya	Non-Executive Director	4	3	No	1	1	Nil

\* excludes private limited, foreign and Section 8 companies

\*\* includes only chairmanship and membership of Audit Committee and Stakeholders' Relationship Committee of public limited companies

Mr. P. Sudhir Rao is an Independent Director on the Board of RBL Bank Limited, a listed company.



# CORPORATE GOVERNANCE REPORT

## Code of Conduct

The Board of Directors of the Company has laid down a Code of Conduct for all members of the Board of Directors and Senior Management of the Company which also incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The Code of Conduct is available on the Company's website. All members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct as on March 31, 2019.

## Directors' Shareholding

The Directors of the Company do not hold any shares or convertible instruments in the Company. No stock options as on date have been granted to the Directors of the Company.

## CEO / CFO Certification

Mr. Tushar Shah, Director and Mr. Pradeep Sharma, Chief Financial Officer of the Company, have certified to the Board on the requirements of the SEBI Listing Regulations with regard to financial statements for the year ended March 31, 2019 and the Certificate forms part of this Report.

## Board Process

The Board Agenda items *inter-alia* include review of financial results, audit reports, business, operating plans, budgets, minutes of meetings, appointment of key managerial personnel, regulatory and statutory reports, compliance reports pertaining to all laws applicable to the Company. The Board has accepted all the recommendations of the Committees of the Board made during the year under review.

## Independent Directors

A meeting of the Independent Directors of the Company was held on January 17, 2019 without the presence of non-independent Directors and the members of the management, and all the Independent Directors were present at the meeting. The Independent Directors reviewed the performance of the non-independent directors, the Board of Directors as a whole, the Chairman of the Company, taking into account the views of non-executive directors and the flow of information between the management and the Board of Directors.

The terms and conditions of appointment of Independent Directors and details of familiarization programmes imparted to Independent Directors of the Company are available on the Company's website: <https://stocksandsecurities.adityabirlacapital.com/about-us/investor>.

The Independent Directors have submitted declarations that they meet the criteria of independence as provided in Regulation 16(1)(b) of the SEBI Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The evaluation of Independent Directors was done by the entire Board of Directors which included performance of the directors and fulfillment of the independence criteria as specified in Listing Regulations and their independence from the management. The Board of Directors has confirmed that, in their opinion, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

## Skills, Expertise and Competencies

The Board has identified expertise in Capital Markets, strategic planning, financial analysis, risk management and macro-economics as the skills and competencies the Directors need to possess, in the context of the Company's business, for it to function effectively.

## CORPORATE GOVERNANCE REPORT

The skills, expertise and competence of the Directors are given below:

Name of the Director	Profile
Mr. Gopi Krishna Tulsian	Mr. Tulsian (B.Sc., F.C.A, MBIM (London)) has expertise in handling manufacturing and service industry businesses.
Mr. G. Vijayaraghavan	Mr. Vijayaraghavan (B.Tech. (Honours) from IIT, PGDM-IIMA) has expertise in various sectors like Oil & Gas Manufacturing, Management, Consulting, Agro inputs, Investment Banking and ITES.
Mr. P. Sudhir Rao	Mr. Rao (C.A., C.M.A.) has expertise in the financial service industry and has an incisive view of data and the lack of it while observing business models and enterprises.
Mr. Tushar Shah	Mr. Shah (C.A. and LLB) has expertise in Capital Markets, Investment Banking and Corporate Banking.
Ms. Pinky A Mehta	Ms. Mehta (C.A.) has expertise in Finance, Banking, monitoring of control systems and corporate restructuring.
Mr. Shriram Jagetiya	Mr. Jagetiya (C.A., Cost Accountant) has expertise in fund mobilization, investments, evaluation of mergers and acquisitions, strategic planning and capital structuring.

### REMUNERATION

The Independent Directors of the Company are paid sitting fees for attending the meetings of the Board and Committees thereof. The details of sitting fees paid to the Independent Directors during financial year 2018-19 are as under:

Name of Director	Sitting Fees Paid
Mr. G. Vijayaraghavan	Rs.3,60,000/-
Mr. P. Sudhir Rao	Rs.3,40,000/-

No sitting fees or remuneration is paid to the Non-Executive Directors. The details of transactions with Non-Executive Directors during the year are given below:

Name of Director	Particulars	Transaction Amount
Mr. Tushar Shah	PMS Management Fees and Brokerage Income	Rs.1,75,274/-

The Company has paid Rs.42,51,549/- as remuneration to the Auditors which includes payment for Audit Fee, Limited Reviews, Tax Audit Fee, Certification Fee and reimbursement of expenses for the financial year under review.

### AUDIT COMMITTEE

The Audit Committee comprises of three Directors which includes two Independent Directors and one Non-Executive Director. All members of the Audit Committee are financially literate and possess accounting and related financial management expertise. The Company Secretary acts as the Secretary to the Committee.

During the year, the Audit Committee met 4 (Four) times i.e. on April 26, 2018, July 19, 2018, October 17, 2018 and January 17, 2019 and not more than one hundred twenty days elapsed between two meetings.

## CORPORATE GOVERNANCE REPORT

The composition of the Committee and details of the attendance of the members at the Committee Meetings are as follows:

Name of the Member	Category	Meetings Held	Meetings Attended
Mr. P. Sudhir Rao	Chairman, Independent Director	4	4
Mr. G. Vijayaraghavan	Independent Director	4	4
Mr. Shriram Jagetiya	Non-Executive Director	4	3

The Chief Financial Officer, Statutory Auditors and Internal Auditors are present at the meetings. Respective functional heads are also invited to attend the Audit Committee meeting to respond to queries and observations pertaining to their functions, arising out of the audit reports.

The Audit Committee has powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary. The Internal Auditors directly report to the Audit Committee.

The terms of reference of the Audit Committee *inter-alia* includes:

- a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommendation for appointment and remuneration of auditors.
- c) Reviewing with the management, the financial statements and auditor's report thereon before submission to the board for approval.
- d) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- e) Approval of transactions with related parties.
- f) Scrutiny of inter-corporate loans and investments.
- g) Evaluation of internal financial controls and risk management systems, adequacy of internal control systems.
- h) Reviewing the adequacy and structure of the internal audit function, frequency of internal audit, discussion with internal auditors of any significant findings and follow up there on.
- i) Reviewing the functioning of the Whistle Blower mechanism.

### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Directors which includes two Independent Directors and one Non-Executive Director.

During the year, the Nomination and Remuneration Committee met thrice on July 19, 2018, October 17, 2018 and January 17, 2019. The composition of the Committee and details of the attendance of the members at the Committee Meetings are as follows:

Name of the Member	Category	Meetings Held	Meetings Attended
Mr. P. Sudhir Rao	Chairman, Independent Director	3	2
Mr. G. Vijayaraghavan	Independent Director	3	3
Mr. Shriram Jagetiya	Non-Executive Director	3	2

# CORPORATE GOVERNANCE REPORT

The terms of reference of the Committee *inter-alia* includes:

- a) Executive Remuneration: Set the level and composition of remuneration, set the relationship of remuneration to performance and check whether the remuneration 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.
- b) Executive Talent: 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, review and implement succession and development plans, devise a policy on Board diversity and formulate the criteria for determining qualifications, positive attributes and independence of Directors.
- c) Board Performance and Rewards: Establish evaluation criteria and conduct the process of performance evaluation in a structured manner, review and recommend to the Board any incentive-based compensation and equity-based plans.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of three Directors which includes one Independent Director and two Non-Executive Directors.

The composition of the Committee is as follows:

Mr. P. Sudhir Rao            Chairman, Independent Director

Mr. Gopi Krishna Tulsian   Non-Executive Director

Mr. Tushar Shah            Non-Executive Director

The role of the Committee *inter-alia* includes:

- a) To review the redressal of Investors' complaints.
- b) 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.
- c) To oversee performance of the Registrar and Transfer Agents of the Company and recommend measures for overall improvement in the quality of investor services.

No Investors' complaints were received or pending during the year.

## RISK GOVERNANCE COMMITTEE

The Company has a well-defined risk management policy to assess and minimize risk. The Risk Governance Committee of the Company monitors and reviews the risk management plan. The Committee comprises of the following Directors:

Mr. P. Sudhir Rao            Chairman, Independent Director

Mr. Gopi Krishna Tulsian   Non-Executive Director

Mr. Tushar Shah            Non-Executive Director

The composition of various Committees of the Board is available on the Company's website: <https://stocksandsecurities.adityabirlacapital.com>.

## VIGIL MECHANISM

The Company has in place a Vigil Mechanism (Whistle Blower Policy) for directors and employees to report genuine concerns. The policy provides for adequate safeguards against victimization of directors or employees or any other person

## CORPORATE GOVERNANCE REPORT

who avails the mechanism and also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Vigil Mechanism is available on the Company's website. During the year, no personnel had been denied access to the Audit Committee.

### RELATED PARTY TRANSACTIONS

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with such transactions which is available on the website of the Company at the link: <https://stocksandsecurities.adityabirlacapital.com>. All related party transactions are entered into after obtaining prior approval or omnibus approval of the Audit Committee. There have been no materially significant related party transactions that would have potential conflict with the interests of the Company. All Material Related Party Transactions are approved by the Members of the Company.

### GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:

Year	Day & Date	Time	Location	Special Resolutions passed
2015-16	Wednesday, August 24, 2016	11.00 AM	Indian Rayon Compound, Veraval - 362 266, Gujarat	<ul style="list-style-type: none"><li>Approval of appointment of Mr. Murali Krishnan L.R. as the Manager of the Company.</li></ul>
2016-17	Wednesday, June 28, 2017	10.00 AM		<ul style="list-style-type: none"><li>Enhance Borrowing Power under Section 180(1)(c) of the Companies Act, 2013.</li></ul>
2017-18	Friday, July 06, 2018	10.00 AM		<ul style="list-style-type: none"><li>Limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013.</li><li>Alteration of Clause III (A) (2) of the Memorandum of Association of the Company.</li></ul>

During the Financial Year 2018-19, no resolutions were required to be or passed through postal ballot. Further, no resolutions are proposed to be conducted through postal ballot at the ensuing Annual General Meeting.

### MEANS OF COMMUNICATION

The results of the Company, official news releases and presentations to institutional investors or analysts, if any, are hosted on the Company's website: [www.stocksandsecurities.adityabirlacapital.com](http://www.stocksandsecurities.adityabirlacapital.com).

The results are also displayed on the website of the Stock Exchanges, [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). The results are also published in all editions of Business Standard, Mumbai edition of Economic Times and Rajkot edition of Jai Hind.

### GENERAL SHAREHOLDER INFORMATION

Annual General Meeting date, time and venue	: July 03, 2019, 9.30 a.m., Indian Rayon Compound, Veraval – 362 266, Gujarat.
Financial Year	: April 2018 to March 2019
Date of Book Closure	: June 27, 2019 to July 03, 2019
Compliance Officer	: Ms. Sangeeta Shetty, Company Secretary
Website	: <a href="http://www.stocksandsecurities.adityabirlacapital.com">www.stocksandsecurities.adityabirlacapital.com</a>
E-mail	: <a href="mailto:abml.investorgrievance@adityabirlacapital.com">abml.investorgrievance@adityabirlacapital.com</a>

# CORPORATE GOVERNANCE REPORT

## Listing on Stock Exchanges

National Stock Exchange of India Limited  
 "Exchange Plaza", C-1, Block G, Bandra Kurla Complex,  
 Bandra (E), Mumbai – 400 051.  
 Stock Code – BIRLAMONEY

BSE Limited,  
 Phiroze Jeejeebhoy Towers, Dalal Street,  
 Mumbai – 400 001.  
 Stock Code – 532974 / ABML

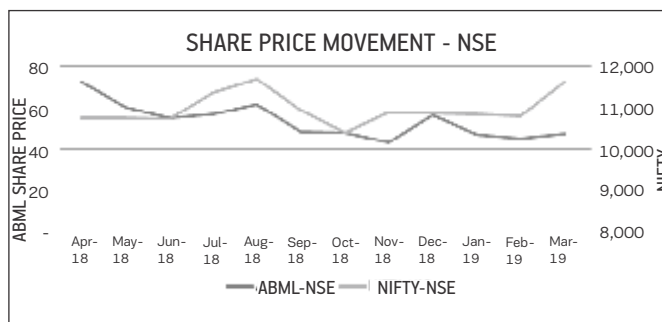
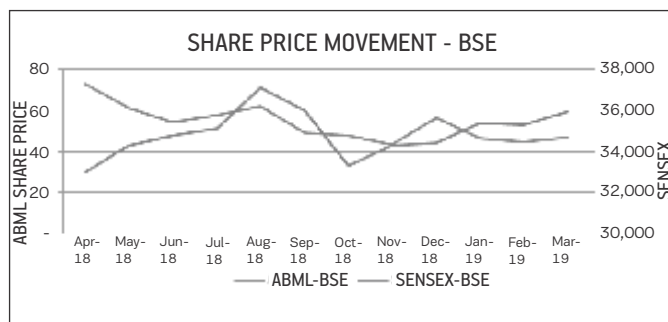
ISIN for Equity Shares (NSDL & CDSL) : INE865C01022

The Annual Listing fees have been paid to NSE & BSE for the financial year 2019-20.

## Market Price Data

Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
April 2018	93.10	51.65	93.35	51.00
May 2018	73.95	58.10	73.50	58.00
June 2018	64.90	50.50	64.70	51.05
July 2018	61.00	50.50	60.00	50.55
August 2018	74.80	55.95	74.90	56.00
September 2018	63.50	48.55	63.45	48.25
October 2018	56.00	43.15	55.90	43.00
November 2018	50.90	40.95	51.00	42.00
December 2018	67.90	39.00	67.00	39.10
January 2019	64.60	43.10	64.65	42.85
February 2019	48.00	38.20	48.00	38.70
March 2019	49.95	42.25	49.00	44.05

## Performance in comparison to broad-based indices i.e. BSE Sensex and NSE Nifty



## Registrar and Share Transfer Agents

Cameo Corporate Services Limited  
 SEBI Registration No.INR000003753  
 Subramanian Building, No.1, Club House Road, Chennai – 600 002.  
 Tel: +91 44 28460390 Fax: +91 44 28460129  
 Email: investor@cameoindia.com

# CORPORATE GOVERNANCE REPORT

## Share Transfer System

The Company's shares are compulsorily traded in demat mode on BSE and NSE. Members holding shares in physical form are requested to get their shares dematerialized, as with effect from April 1, 2019, all share transfers shall compulsorily be in demat form.

## Distribution of Shareholding as on March 31, 2019

Equity Shares	Shareholders				Shares			
	Physical		Electronic		Physical		Electronic	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
1 - 5000	1,285	98.77	26,527	98.84	7,74,622	81.13	91,76,284	16.58
5001 - 10000	9	0.69	188	0.70	70,460	7.38	14,19,417	2.57
10001 - 20000	6	0.46	82	0.31	86,904	9.10	11,74,651	2.12
20001 - 30000	1	0.08	16	0.06	22,800	2.39	3,93,917	0.71
30001 - 40000	-	-	7	0.03	-	-	2,42,494	0.44
40001 - 50000	-	-	3	0.01	-	-	1,29,612	0.23
50001 - 100000	-	-	10	0.04	-	-	6,45,196	1.17
100001 & above	-	-	3	0.01	-	-	4,21,65,000	76.18
<b>Total</b>	<b>1,301</b>	<b>100.00</b>	<b>26,836</b>	<b>100.00</b>	<b>9,54,786</b>	<b>100.00</b>	<b>5,53,46,571</b>	<b>100.00</b>
<b>Grand Total</b>	<b>28,137</b>				<b>5,63,01,357</b>			

## Shareholding Pattern as on March 31, 2019

Sr. No.	Category	No. of Shares	% of holding
1.	Promoter / Promoter Group	4,15,50,000	73.80
2.	Bodies Corporate	9,47,993	1.69
3.	Individuals - holding up to Rs.2 Lakhs	1,23,25,176	21.89
4.	Individuals - holding excess of Rs.2 Lakhs	6,15,000	1.09
5.	Clearing Members	46,561	0.08
6.	HUF	4,15,373	0.74
7.	NRIs	4,01,254	0.71
	<b>Total</b>	<b>5,63,01,357</b>	<b>100.00</b>

## Dematerialization of Shares and Liquidity

As on March 31, 2019, 5,53,46,571 Equity Shares representing 98.30% of the Issued Share Capital of the Company were held in dematerialised form. The shares of the Company are frequently traded on BSE and NSE.

## Credit Ratings

CRISIL Limited and India Ratings & Research Pvt. Ltd. have assigned ratings of 'CRISIL A1+' and 'IND A1+' for the Commercial Paper Programme of the Company for an amount of Rs.500 Crore.

# CORPORATE GOVERNANCE REPORT

## Other Disclosures

The Company has complied with all the mandatory Corporate Governance requirements.

During the year under review, no case was reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is not exposed to commodity price risk and foreign exchange risk and does not have any hedging activities.

## Registered Office

Aditya Birla Money Limited  
Indian Rayon Compound,  
Veraval – 362 266, Gujarat.  
Tel : +91 2876 245711  
Fax : +91 2876 243257

## Address for Correspondence

Aditya Birla Money Limited  
Ali Centre, No. 53, Greams Road,  
Chennai – 600 006.  
Tel : +91 44 4949 0000  
Fax : +91 44 2829 0835



# CORPORATE GOVERNANCE REPORT

## CEO / CFO CERTIFICATE

To

The Board of Directors  
Aditya Birla Money Limited

1. We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2019 and that to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material act or contain statements that might be misleading;
  - b) 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, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of 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 internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of the internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
  - a) there are no significant changes in the Company's internal control over financial reporting during the year;
  - b) there are no significant changes in accounting policies during the year; and
  - c) there are no instances of significant fraud of which we have become aware.

**For Aditya Birla Money Limited**

Place : Mumbai  
Date : April 25, 2019

**Tushar Shah**  
**Director**  
**DIN : 00239762**

**Pradeep Sharma**  
**Chief Financial Officer**  
**PAN : AHRPS6339L**

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## CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2019.

**For Aditya Birla Money Limited**

Place : Mumbai  
Date : April 25, 2019

**Tushar Shah**  
**Director**  
**DIN : 00239762**

# INDEPENDENT AUDITOR'S REPORT

To the Members of Aditya Birla Money Limited

## Report on the Audit of the Ind AS Financial Statements

### Opinion

We have audited the accompanying Ind AS financial statements of Aditya Birla Money Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("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, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

# INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the key audit matter
<b>Information System (IT) Control</b>	
<p>IT system is being used for critical operations, including revenue earned.</p> <p>Due to the complexity, large volume of transactions processed daily and reliance on automated and IT dependent manual controls, matter pertaining to adequacy and effectiveness of IT control environment is considered as Key Audit Matter.</p> <p>Our areas of audit focus included user access management, developer access to the production environment and changes to the IT environment. These are key to ensuring, IT dependent and application based controls are operating effectively.</p>	<p>We understood and assessed the overall IT control environment and the controls in place which included controls over access to systems and data, as well as system changes.</p> <p>We tailored our audit approach based on the financial significance of the system and whether there were automated procedures supported by that system.</p> <p>The procedures performed included testing the operating effectiveness of controls over appropriate access rights and validating that only appropriate users had the ability to create, modify or delete user accounts for the relevant in-scope applications.</p> <p>In addition, we tested the operating effectiveness of controls around system development and program changes to establish that changes to the system were authorized.</p>
<b>Amalgamation of Aditya Birla Commodities Broking Limited (as disclosed in note 37 of the financial statements)</b>	
<p>The entity "Aditya Birla Money Limited" ("ABML" or the "Transferee") has acquired the business of "Aditya Birla Commodities Broking Limited" ("ABCBL" or the "Transferor") vide Scheme of Amalgamation ("Scheme") as per the NCLT order dated December 14, 2018. The scheme was made effective with effect from April 01, 2018.</p> <p>Hence, application of Ind AS 103 along with the terms of scheme of amalgamation and its effect on the figures presented in the financial statement is considered as key audit matter.</p>	<p>We have read the Scheme of Amalgamation and assessed whether the accounting has been carried out as per the provisions of para 9 of Appendix C of Ind-AS 103, "Business Combinations".</p> <p>We have also assessed the disclosure in the financial statements including impact on the comparative financial statements presented.</p>
<b>Disclosure of related party transactions (as described in note 50 of the financial statements)</b>	
<p>Due to high volume of business transactions with related parties during the year ended 31 March 2019, the matter pertaining to completeness of disclosure of related party transactions in the financial statements and determination of the Related Party Transactions at Arm's length Price transactions is considered as key audit matter.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>• We have assessed the procedures adopted by the management in order to establish arm's length price.</li> <li>• Obtaining an understanding of the Group's policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been accurately disclosed in the financial statement;</li> <li>• Read the audit committee approvals for the transactions to be at arm's length and in the ordinary course of business as required under Section 188 of the Act.</li> <li>• Obtained and read the balance confirmation received from the Related Parties by the Company in order to test the transaction amounts and closing balances.</li> <li>• Agreeing the amounts disclosed to underlying documentation and relevant agreements, on a sample basis, as part of our evaluation of the disclosure; and</li> <li>• Reading of statutory information, books and records and other documents obtained during the course of our audit to identify related party transactions.</li> </ul>

# INDEPENDENT AUDITOR'S REPORT

Key Audit Matter	How our audit addressed the key audit matter
<b>Provision for Litigation and Claims</b> (as described in note 38 of the financial statements)	
<p>The Company provides broking services and margin funding to its customers. The Company receives complaints from the customers towards the transactions undertaken and the amount charged from the customer for the services offered to them. The amounts of claims are significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement.</p> <p>There are certain demands raised by such authorities based on their assessments performed with respect to past periods. The Company has disputed such demands by appealing them to relevant statutory forums (High Court / Supreme Court / Tribunals etc.).</p> <p>Ind AS 37 requires the Company to determine whether any obligation needs to be recognised as a provision / contingent liability primarily based on its assessment of probability of economic outflow such as payment to occur. Considering the significant degree of judgement applied by the management in making such assessments and possible outcome of regulatory /statutory actions, we believe such litigations to be key audit matter for our audit.</p>	<p>We performed following procedures which included tests of controls and substantive procedures:</p> <ul style="list-style-type: none"> <li>· Obtained an understanding of the process laid down by the management for performing their assessment based on underlying factors like evaluation of legal precedents, laws and regulations;</li> <li>· Obtained an understanding of the process and controls established by the Company to ensure completeness and accuracy of information with respect to litigations;</li> <li>· Read underlying communications including notices / demands / orders etc;</li> <li>· Perused the opinions provided by various subject matter experts involved by the Company based on which such management assessment was performed and independently evaluated the same;</li> </ul>

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Board of Directors for the Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also 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

## INDEPENDENT AUDITOR'S REPORT

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

# INDEPENDENT AUDITOR'S REPORT

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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 purposes 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, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;
  - (g) The provisions of Section 197 read with Schedule V of the Act are applicable to the Company for the year ended March 31, 2019;

## INDEPENDENT AUDITOR'S REPORT

- (h) 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, as amended 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 Ind AS financial statements – Refer Note 49 to the Ind AS 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/E300005

**per Jayesh Gandhi**

Partner

Membership Number: 037924

Place : Mumbai

Date : April 25, 2019

## INDEPENDENT AUDITOR'S REPORT

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

Re: Aditya Birla Money Limited ("the Company")

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (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 Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment/fixed assets are held in the name of the company except for immovable properties aggregating Rs.15 lakhs for which the title is in dispute and the matter is subjudice. Also refer Note No.11 to the financial statements.
- (ii) The Company does not hold any security in physical form. The securities held as stock in trade by the custodian are verified with the confirmation statement received by the management at regular intervals.
- The Company is maintaining proper records of securities held as stock in trade and no discrepancies were noticed on comparing the statement from the custodian with book records/ books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) 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 are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to duty of customs and duty of excise are not applicable to the Company.
- (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, value added 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 of duty of customs and duty of excise are not applicable to the Company.



## INDEPENDENT AUDITOR'S REPORT

As more fully discussed in Note No.36 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, 2019 is Rs.1,42,79,356/-. 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.

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

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	3,76,714	October 2004 - September 2009	CESTAT
		2,48,952	March 2009 - November 2009	CESTAT
		21,821	October 2009 - March 2010	CESTAT
		32,034	April 2006 - May 2008	CESTAT
Employee's Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	1,05,27,433*	April 2009 - May 2011	High Court, Chennai
Income Tax Act, 1961	Income Tax	7,41,885	AY 2010 - 2011	Commissioner of Income Tax (Appeals), Chennai
Tamil Nadu Value Added Tax Act, 2006	Value Added Tax	40,439	April 2006 - March 2007	Appellate Assistant Commissioner of Commercial Taxes
		10,20,586	April 2007 - March 2008	

\* Excludes payment of Rs.35,09,145/- paid under protest.

The provisions of duty of customs and excise duty are not applicable to the Company.

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
- (ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of debt instruments in the nature of commercial paper for the purposes for which those were raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

## INDEPENDENT AUDITOR'S REPORT

- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For S.R. BATLIBOI & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Jayesh Gandhi**

Partner

Membership Number: 037924

Place : Mumbai

Date : April 25, 2019

# INDEPENDENT AUDITOR'S REPORT

## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ADITYA BIRLA MONEY LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Aditya Birla Money Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ('the Act').

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

## INDEPENDENT AUDITOR'S REPORT

A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S.R. BATLIBOI & CO. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

**per Jayesh Gandhi**

Partner

Membership Number: 037924

Place : Mumbai

Date : April 25, 2019

# BALANCE SHEET AS AT 31ST MARCH, 2019

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

	Note No.	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>I ASSETS</b>				
<b>(1) Financial Assets</b>				
(a) Cash and Cash Equivalents	3	5,95,16,833	7,36,60,914	17,23,45,542
(b) Bank Balance other than (a) above	4	235,23,39,307	207,85,89,035	73,66,59,011
(c) Stock of Securities	5	280,57,66,372	115,61,58,400	-
(d) Trade Receivables	6	112,65,71,684	133,47,23,006	148,03,65,058
(e) Loans	7	23,30,88,484	22,24,34,814	24,21,40,854
(f) Investments				
- Other Investments	8	-	24,28,72,422	-
(g) Other Financial Assets	9	6,50,15,110	6,55,09,047	6,55,09,047
<b>Sub-Total</b>		<b>664,22,97,790</b>	<b>517,39,47,638</b>	<b>269,70,19,512</b>
<b>(2) Non-Financial Assets</b>				
(a) Current Tax Assets (Net)		2,47,31,098	1,37,00,932	2,65,31,497
(b) Deferred Tax Assets (Net)	10	3,34,64,006	1,92,32,538	52,06,165
(c) Property, Plant and Equipment	11	4,46,94,645	3,14,96,115	3,98,05,224
(d) Capital Work-in-Progress		55,00,000	30,00,000	32,24,025
(e) Intangible Assets under development		12,79,000	34,47,500	5,55,000
(f) Other Intangible Assets	12	2,51,10,751	2,76,00,006	3,21,97,714
(g) Other Non-Financial Assets	13	14,61,27,723	11,95,78,289	9,24,54,899
<b>Sub-Total</b>		<b>28,09,07,223</b>	<b>21,80,55,380</b>	<b>19,99,74,524</b>
<b>Total Assets</b>		<b>692,32,05,013</b>	<b>539,20,03,018</b>	<b>289,69,94,036</b>
<b>II LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>(1) Financial Liabilities</b>				
(a) Payables				
- Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises	14	4,02,472	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		27,06,88,831	22,34,06,398	14,09,43,267
(b) Debt Securities	15	346,52,90,519	222,10,86,837	34,70,67,013
(c) Borrowings (Other than Debt Securities)	16	23,73,31,049	-	-
(d) Subordinated Liabilities	17	47,15,95,740	43,94,75,243	41,20,31,823
(e) Other Financial Liabilities	18	19,27,33,782	18,11,00,442	12,40,68,502
<b>Sub-Total</b>		<b>463,80,42,393</b>	<b>306,50,68,920</b>	<b>102,41,10,605</b>
<b>(2) Non-Financial Liabilities</b>				
(a) Provisions	19	7,06,54,396	6,11,41,237	5,04,95,540
(b) Other Non-Financial Liabilities	20	199,97,26,596	215,81,20,167	181,33,47,907
<b>Sub-Total</b>		<b>207,03,80,992</b>	<b>221,92,61,404</b>	<b>186,38,43,447</b>

## BALANCE SHEET AS AT 31ST MARCH, 2019

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

	<u>Note No.</u>	<u>As at 31st March, 2019</u>	<u>As at 31st March, 2018</u>	<u>As at 1st April, 2017</u>
<b>(3) EQUITY</b>				
(a) Equity Share Capital	21	5,63,01,357	5,61,22,138	5,54,00,000
(b) Other Equity	22	15,84,80,271	5,15,50,556	(4,63,60,016)
<b>Total Equity</b>		<u>21,47,81,628</u>	<u>10,76,72,694</u>	<u>90,39,984</u>
<b>Total Equity and Liabilities</b>		<u>692,32,05,013</u>	<u>539,20,03,018</u>	<u>289,69,94,036</u>

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 No.301003E/E300005

**Pinky A Mehta**  
Director  
DIN : 00020429

**Tushar Shah**  
Director  
DIN : 00239762

**per Jayesh Gandhi**  
Partner  
Membership No. 037924

**Pradeep Sharma**  
Chief Financial Officer  
PAN : AHRPS6339L

**Sangeeta Shetty**  
Company Secretary  
PAN : BAHPS9816E

Place : Mumbai  
Date : April 25, 2019

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

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

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>Revenue from Operations</b>			
Interest Income	23	51,79,32,986	36,32,85,598
Fees and Commission Income	24	10,22,81,956	7,26,26,784
Net Gain on Fair Value Changes	25	4,52,59,383	(48,27,194)
Sale of Service	26	101,50,14,108	119,04,23,095
<b>Total Revenue from Operations</b>		<b>168,04,88,433</b>	<b>162,15,08,283</b>
Other Income	27	3,61,48,647	2,64,51,533
<b>Total Income</b>		<b>171,66,37,080</b>	<b>164,79,59,816</b>
<b>Expenses</b>			
(a) Finance Costs	28	30,43,94,218	10,91,07,214
(b) Business Partners Payout		38,16,58,062	50,97,93,783
(c) Impairment on Financial Instruments	29	28,55,625	3,47,71,173
(d) Employee Benefits Expense	30	53,57,74,282	54,13,02,720
(e) Depreciation and Amortisation Expenses	31	2,08,71,481	2,17,65,304
(f) Other expenses	32	33,10,54,739	33,02,67,438
<b>Total Expenses</b>		<b>157,66,08,407</b>	<b>154,70,07,632</b>
<b>Profit before exceptional items and tax</b>		<b>14,00,28,673</b>	<b>10,09,52,184</b>
Exceptional Items		-	-
<b>Profit Before Tax</b>		<b>14,00,28,673</b>	<b>10,09,52,184</b>
Tax Expenses			
Current Tax		6,41,84,669	4,19,79,875
Deferred Tax		(2,40,66,904)	(1,40,26,373)
<b>Total Tax Expenses</b>		<b>4,01,17,765</b>	<b>2,79,53,502</b>
<b>Profit for the year</b>		<b>9,99,10,908</b>	<b>7,29,98,682</b>
<b>Other Comprehensive Income</b>	33		
(i) Items that will not be reclassified to profit or loss			
Remeasurement of post-employment benefit obligations		34,81,706	(42,62,508)
(ii) Income tax relating to items that will not be reclassified to profit or loss			
Income tax relating to Remeasurement of post-employment benefit obligations		10,13,873	(9,09,724)
<b>Other Comprehensive Income for the year, net of tax : (i-ii)</b>		<b>24,67,833</b>	<b>(33,52,784)</b>
<b>Total Comprehensive Income for the year, net of tax :</b>		<b>10,23,78,741</b>	<b>6,96,45,898</b>
Earnings per Equity Share :			
Basic		1.78	1.31
Diluted		1.77	1.30
(Face Value of Re.1/- each)			

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 No.301003E/E300005

**per Jayesh Gandhi**

Partner

Membership No. 037924

**Pinky A Mehta**

Director

DIN : 00020429

**Pradeep Sharma**

Chief Financial Officer

PAN : AHRPS6339L

**Tushar Shah**

Director

DIN : 00239762

**Sangeeta Shetty**

Company Secretary

PAN : BAHPS9816E

Place : Mumbai

Date : April 25, 2019

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

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

PARTICULARS	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>Cash flow from operating activities</b>		
Profit / (Loss) before tax	14,00,28,673	10,09,52,184
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation/amortization	2,08,71,481	2,17,65,304
Loss/ (profit) on sale of fixed assets	(3,82,091)	(11,53,117)
Expense on Employee Stock Options Scheme	4,66,597	42,53,585
Provision for doubtful deposits and advances	28,55,625	3,47,71,173
Net (gain)/ loss on sale of current investments	(3,35,96,175)	(2,26,44,346)
Change in Fair Value of Investment	-	(3,72,420)
Interest expense	30,43,94,218	10,91,07,214
Interest (income)	(15,75,01,251)	(10,88,05,675)
<b>Operating profit before working capital changes</b>	<b>27,71,37,077</b>	<b>13,78,73,902</b>
Movements in working capital :		
Increase / (decrease) in trade payables	4,58,10,250	8,24,63,131
Increase / (decrease) in provisions	1,29,94,865	63,83,189
Increase / (decrease) in other Financial liabilities	1,16,33,340	5,70,31,940
Increase / (decrease) in other Non-Financial liabilities	(15,83,93,571)	34,47,72,260
Decrease / (increase) in trade receivables	20,52,95,697	11,08,70,879
Decrease / (increase) in Loans and advances	(8,18,235)	1,97,06,041
Decrease / (increase) in stock in trade	(164,96,07,972)	(115,61,58,400)
Decrease / (increase) in current investments	(11,62,49,021)	(123,31,24,349)
Decrease / (increase) in other Financial assets	4,93,937	-
Decrease / (increase) in other Non-Financial assets	(2,65,49,433)	(2,71,23,389)
<b>Cash generated from / (used in) operations</b>	<b>(139,82,53,066)</b>	<b>(165,73,04,798)</b>
<b>Direct taxes paid (net of refunds)</b>	<b>7,62,28,709</b>	<b>2,82,39,585</b>
<b>Cash flow before exceptional items</b>	<b>(147,44,81,775)</b>	<b>(168,55,44,383)</b>
Exceptional item	-	-
<b>Net cash from/ (used in) operating activities (A)</b>	<b>(147,44,81,775)</b>	<b>(168,55,44,383)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including CWIP and capital advances	(3,20,72,054)	(1,30,12,872)
Proceeds from sale of fixed assets	5,41,889	26,39,027
Purchase of Mutual Fund	(10820,00,12,580)	(8047,43,00,000)
Proceeds from Sale of Mutual Fund	10847,64,81,177	8025,44,44,344
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>24,49,38,432</b>	<b>(23,02,29,501)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of equity share capital	1,79,219	7,22,138
Premium on issue of equity share capital	59,59,033	2,40,11,089
Proceeds from Short-term borrowings	2073,72,95,239	770,00,00,000
Repayment of Short-term borrowings	(1925,00,00,000)	(580,00,00,000)
Interest paid	(27,80,34,229)	(10,76,43,969)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>121,53,99,262</b>	<b>181,70,89,258</b>



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

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

<b>PARTICULARS</b>	<b>Year Ended 31st March, 2019</b>	<b>Year Ended 31st March, 2018</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	(1,41,44,081)	(9,86,84,626)
Cash and cash equivalents at the beginning of the year	7,36,60,914	17,23,45,542
Cash and cash equivalents as at the end of the year	5,95,16,833	7,36,60,914
<b>Components of cash and cash equivalents</b>		
Cash on Hand		
With Banks		
- Current Accounts	5,95,16,833	7,36,60,914
<b>Total cash and cash equivalents (Note 3)</b>	<b>5,95,16,833</b>	<b>7,36,60,914</b>

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 No.301003E/E300005

**Pinky A Mehta**  
Director  
DIN : 00020429

**Tushar Shah**  
Director  
DIN : 00239762

**per Jayesh Gandhi**  
Partner  
Membership No. 037924

**Pradeep Sharma**  
Chief Financial Officer  
PAN : AHRPS6339L

**Sangeeta Shetty**  
Company Secretary  
PAN : BAHPS9816E

Place : Mumbai  
Date : April 25, 2019

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

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

### (A) EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares of face value of Re.1/- each issued and subscribed and fully paid-up				
Balance at the beginning of the year	5,61,22,138	5,61,22,138	5,54,00,000	5,54,00,000
Changes in Equity Share Capital during the year	1,79,219	1,79,219	7,22,138	7,22,138
Balance at the end of the year	<b>5,63,01,357</b>	<b>5,63,01,357</b>	<b>5,61,22,138</b>	<b>5,61,22,138</b>

### (B) OTHER EQUITY

Particulars	Reserve and Surplus					Total Other Equity
	Retained Earnings		Other Reserves			
	Surplus as per Statement of Profit and Loss	General Reserve	Capital Reserve	Securities Premium Reserve	Share Option Outstanding Account	
<b>Balance as of 1<sup>st</sup> April, 2018</b>	(27,89,60,726)	26,76,50,040	1,15,38,863	3,22,60,993	1,90,61,386	5,15,50,556
Profit for the year	9,99,10,908	-	-	-	-	9,99,10,908
Other Comprehensive Income/(Loss) for the year (Refer Note 33)	24,67,833					24,67,833
<b>Total Comprehensive Income</b>	<b>10,23,78,741</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,23,78,741</b>
Transfer to General Reserve on account of lapse of vested options		19,47,436			(19,47,436)	-
ESOP Reserve transfer to Securities Premium				74,36,238	(74,36,238)	-
ESOP Expenses	(18,74,655)				4,66,597	(14,08,058)
ESOP Exercised				59,59,033		59,59,033
<b>Balance as at 31st March, 2019</b>	<b>(17,84,56,640)</b>	<b>26,95,97,476</b>	<b>1,15,38,863</b>	<b>4,56,56,264</b>	<b>1,01,44,309</b>	<b>15,84,80,271</b>

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

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

For the year ended 31<sup>st</sup> March 2018

Particulars	Reserve and Surplus					Total Other Equity
	Retained Earnings		Other Reserves			
	Surplus as per Statement of Profit and Loss	General Reserve	Capital Reserve	Securities Premium Reserve	Share Option Outstanding Account	
Balance as of 1 <sup>st</sup> April, 2017	(35,04,81,279)	26,13,76,777	1,15,38,863	-	3,12,05,623	(4,63,60,016)
Profit for the year	7,29,98,682	-	-	-	-	7,29,98,682
Other Comprehensive Income/(Loss) for the year (Refer Note 33)	(33,52,784)	-	-	-	-	(33,52,784)
<b>Total Comprehensive Income</b>	<b>6,96,45,898</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,96,45,898</b>
Transfer to General Reserve on account of lapse of vested options		62,73,263			(62,73,263)	-
ESOP Reserve transfer to Securities Premium				82,49,904	(82,49,904)	-
ESOP Expenses	18,74,655				23,78,930	42,53,585
ESOP Exercised				2,40,11,089		2,40,11,089
<b>Balance as at 31<sup>st</sup> March, 2018</b>	<b>(27,89,60,726)</b>	<b>26,76,50,040</b>	<b>1,15,38,863</b>	<b>3,22,60,993</b>	<b>1,90,61,386</b>	<b>5,15,50,556</b>

The accompanying Notes are an integral part of the Financial Statements.

As per our report of even date

**For S.R. BATLIBOI & CO. LLP**  
Chartered Accountants  
ICAI Firm Registration No.301003E/E300005

**per Jayesh Gandhi**  
Partner  
Membership No. 037924

Place : Mumbai  
Date : April 25, 2019

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

**Pinky A Mehta**  
Director  
DIN : 00020429

**Pradeep Sharma**  
Chief Financial Officer  
PAN : AHRPS6339L

**Tushar Shah**  
Director  
DIN : 00239762

**Sangeeta Shetty**  
Company Secretary  
PAN : BAHPS9816E

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## 1. GENERAL INFORMATION

M/s. Aditya Birla Money Limited ('ABML' or 'the Company') is a public company domiciled in India and is incorporated on July 04, 1995 in Chennai, Tamil Nadu under the provisions of erstwhile Companies Act, 1956 (now Companies Act, 2013).

Company's shares are listed in two recognized stock exchanges in India. The Company is a stock broking and capital market products distributor, offering Equity and Derivative trading through NSE and BSE and Currency Derivative on MCX-SX and Commodities Trading through MCX and NCDEX. It is registered as a Depository Participant with both NSDL and CDSL in terms of the Securities and Exchange Board of India (Depository Participants) Regulations, 1996. It also provides Portfolio Management Services and involved in trading in securities.

Aditya Birla Commodities Broking limited (a wholly owned subsidiary of ABML) a member of MCX, NCDEX and offering commodity broking services got amalgamated with ABML on the appointed date of 1st April 2018 pursuant to the National Company Law Tribunal ("NCLT") order dated 14th November 2018 approving the Scheme of Amalgamation of Aditya Birla Commodities Broking Limited (ABCBL).

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 STATEMENT OF COMPLIANCE

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. These are Company's first Ind AS financial statements.

In these financial statements for the year ended 31st March, 2019, the financial statements for previous year ended 31st March, 2018 and Balance Sheet as at 1st April, 2017, have been prepared and presented as per Ind AS for like-to-like comparison. The financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 25th April, 2019.

### 2.2 BASIS OF PREPARATION

The financial statements are prepared and presented on the going concern basis and at historical cost, except for the following assets and liabilities which have been measured at fair value:

- certain financial assets & liabilities at fair value (refer accounting policy 2.8 on financial Instruments)
- employee's Defined Benefit Plan as per actuarial valuation

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date 31st March 2019 and more than 12 months after the reporting date 31st March, 2019 is presented in Note No.34.

Financial assets and liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognized amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business
- The event of default

## **Recent Accounting pronouncements:**

Ind AS 116 - Leases pending notification is likely to be applicable from 1st April, 2019 and the management believes that the adoption of the standard may not have any significant impact on the financial statements. The management believes that adoption of amendments to Ind AS 12 Income taxes does not have any significant impact on the financial statements.

## **2.2.1 FUNCTIONAL AND PRESENTATION CURRENCY:**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

## **2.3 PROPERTY, PLANT AND EQUIPMENT (PPE) & DEPRECIATION:**

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Assets where useful life is same as Schedule II:

Asset	Useful Life as Prescribed by Schedule II of the Companies Act, 2013
Computers (end user Computers, Laptops)	3 Years
Servers	6 Years
V-SAT	6 Years
Office Equipment (AC, UPS, Generator & Invertors)	5 Years
Vehicles	6 Years

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

Asset	Useful Life as Prescribed by Schedule II of the Companies Act, 2013	Estimated Useful Life
Batteries (included under Office Equipments)	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.

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.

### 2.4 INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. 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.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition 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.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## 2.5 IMPAIRMENT

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.

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

## 2.6 BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.7 LEASES

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Lease 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.

## 2.8 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity.

### 2.8.1. Financial Asset

#### 2.8.1.1 Initial Recognition and Measurement

All financial assets are recognized initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on the trade date i.e. the date that the Company commits to purchase or sell the asset.

#### 2.8.1.2 Subsequent Measurement

For the purpose of subsequent measurement, financial assets are classified as below:

- (i) Financial instruments at amortized cost
- (ii) Financial instruments at fair value through other comprehensive income (FVTOCI)
- (iii) Financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### (iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### (i) Financial Assets measured at Amortized Cost

A 'Financial Instrument' is measured at the amortized cost if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

#### (ii) Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI):

A 'Financial Instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Financial Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. Financial instruments held as Investments are fair valued through FVTOCI. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI Financial Instrument is reported as interest income using the EIR method.

#### iii) Financial Instrument at FVTPL

FVTPL is a residual category for Financial Instruments. Any Financial Instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a Financial Instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has classified the current investments held as stock in trade.

Financial Instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

#### (iv) Equity Investments

All equity investments in scope of IND AS 109 are measured at fair value and the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amount from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### 2.8.1.3. De-Recognition of Financial Assets

Financial assets are de-recognized when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred and the transfer qualifies for de-recognition. On de-recognition of a financial asset in its entirety the difference between the carrying amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in Statement of profit and loss.

### 2.8.1.4 Impairment of Financial Assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments - for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk of trade receivable. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

In this approach, assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

### 2.8.1.5. Other Financial Assets

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the lifetime when there is significant increase in credit risk.

## 2.8.2 Financial Liabilities

Financial liabilities are classified, at initial recognition,

- as financial liabilities at fair value through profit or loss,
- loans and borrowings,
- payables

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

### 2.8.2.1. Subsequent Measurement:

The measurement of financial liabilities depends on their classification, as described below:

#### 2.8.2.1.1. Financial Liabilities at FVTPL:

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition and only if the criteria in IND AS 109 are satisfied.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI.

These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity.

All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

### **2.8.2.1.2. Loans & Borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

### **2.8.2.1.3 De-recognition of Financial Liabilities:**

A financial liability shall be de-recognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

## **2.9. STOCK IN TRADE**

Securities acquired with the intention to trade are classified as stock-in-trade. Stock-in-trade is valued at market/ fair value. The profit or loss on sale of securities is recognised on trade date in the Statement of Profit and Loss.

## **2.10. 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 which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## **2.11. FAIR VALUE MEASUREMENT**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or the liability; or In the absence of a principal market, in the most advantageous market for the asset or liability, the principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for disposal in discontinued operations.

### 2.12. IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists or when annual impairment testing for any asset is required, the Company estimates the assets recoverable amount. An assets recoverable amount is the higher of an assets fair value less cost of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflow that is largely independent of those from other assets or group of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written-down to its recoverable amount.

### 2.13. REVENUE RECOGNITION

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind AS 115.

The company recognises revenue from contracts with customers based on a five step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a goods or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the company satisfies a performance obligation.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliability measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received and receivable taking into account contractually defined terms of payment and excluding taxes and duties collected on behalf of the government.

Revenue shall be measured at the fair value of the consideration received or receivable. When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized.

The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred for the transaction or to be incurred in respect of the transaction can be measured reliably.

When the outcome of the transaction involving the rendering of services cannot be estimated reliably, revenue shall be recognized only to the extent of the expenses recognized that are recoverable. The revenue recognition in respect of the various streams of revenue is described below:

Brokerage Income, Portfolio Management Services income and transaction charges are recognized on the trade date of the transaction upon confirmation of the transactions by the exchanges. Account opening charges are recognized when right to receive the income is established.

Income from depository services, 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.

Interest bearing instruments are measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future receipts over the expected life of the financial instrument, to the gross carrying amount of the financial asset.

Interest earned from income bearing instruments are allocated between pre-acquisition and post-acquisition period and the accrued portion of the pre-acquisition portion is deducted from cost. The post-acquisition portion of interest is considered as revenue. The Profit / Loss earned from sale of securities is recognized on trade date basis.

Other interest incomes are recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

Portfolio management fees are recognized on an accrual basis in accordance with the Portfolio Management Agreements entered into with the respective clients.

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

### 2.14. RETIREMENT AND OTHER EMPLOYEE BENEFITS

#### 2.14.1 Employee Benefits

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Company, as detailed below:

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 2.14.1.1 Defined Contribution Plan (Provident Fund)

In accordance with Indian law, eligible employees receive benefits from provident fund, which is a defined contribution plan. Both the employee and employer make monthly contributions to the plan, each equal to a specified percentage of employee's basic salary. The Company has no further obligations under the plan beyond its monthly contributions. The Company does not have any legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. Obligation for contributions to the plan is recognized as an employee benefit expense in the Statement of Profit and Loss when incurred.

### 2.14.1.2 Defined Benefit Plans (Gratuity)

In accordance with applicable Indian laws, the company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company.

The Company's net obligation in respect of the gratuity plan is calculated by estimating the amount of future benefits that the employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service cost and the fair value of plan assets are deducted.

The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

The Company recognizes all re-measurements of net defined benefit liability/asset directly in other comprehensive income and presented within equity. The Company has employees' gratuity fund under Grasim Industries Limited Employees Gratuity Trust managed by the ultimate parent company.

### 2.14.1.3 Short Term Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### 2.14.1.4 Leave Encashment

The employees of the Company are entitled to Leave encashment benefit. The employees can carry forward a portion of the unutilized accrued absence and utilize it in future periods or receive cash compensation at retirement or termination of employment for the unutilized accrued compensated absence. The Company recognizes an obligation for compensated absences in the period in which the employee renders the services. The Company provides for the expected cost of compensated absence in the Statement of Profit and Loss as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated based on actuarial valuations carried out by an independent actuary at the balance sheet date.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through Statement of Profit & Loss in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

### 2.14.1.5 Share-Based Payment Transactions

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

### 2.14.1.6 Equity – Settled Transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

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 statement of profit and loss expense or credit 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.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## 2.15. PROVISIONS

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their 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.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## 2.16. TAXES

### 2.16.1 Current Income Tax

Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961, and the rules framed thereunder.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### 2.16.2. Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales / Value added taxes paid on acquisition of Assets or on incurring expenses are recognized net of the amount of sale / value and taxes paid, except when the tax incurred on a purchase of assets or services are not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of the acquisition of the asset or as part of the expense item, as applicable. When receivables and payable are stated with the amount of tax included, the net amount of tax recoverable from or payable to the taxation authority is included as part of receivables or payables in the balance sheet.

## 2.17. 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

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

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.

### 2.18. USE OF ESTIMATES

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty 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.

### 2.19. SEGMENT REPORTING

The Company's business is to provide Brokerage service, further, the company also trades in security as a part of the business activity and portfolio management services ('PMS') to its clients within India and the reportable segment is basis the above business segments.

Segment Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the Business segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses/income". Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

### 2.20. FIRST TIME ADOPTION OF IND AS (Ind AS 101)

The Company has prepared financial statements for the year ended 31<sup>st</sup> March, 2019, in accordance with IndAS 101. For periods up to and including the year ended 31<sup>st</sup> March, 2018, the Company prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31<sup>st</sup> March, 2019, together with the comparative period data as at and for the year ended 31<sup>st</sup> March, 2018, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1<sup>st</sup> April, 2017, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1<sup>st</sup> April, 2017 and the financial statements as at and for the year ended 31<sup>st</sup> March, 2018.

IND AS 101 allows first-time adopters certain exemptions and exceptions from the retrospective application of certain requirements under IND AS. The application of these exemptions and exceptions are discussed below:



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 2.20.1. Exemptions availed:

Deemed Cost for Property, Plant and Equipment and Intangible Assets: The Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets recognized as of 1<sup>st</sup> April, 2017 (the transition date), measured as per the Previous GAAP and use that carrying value as its deemed cost as of the transition date under Ind AS.

IND AS 102 Share based payment has not been applied to equity instruments in share-based payment transactions that vest before 1<sup>st</sup> April, 2017.

IND AS 17 requires an entity to assess whether a contract or arrangement contains a lease. This assessment should be carried out at the inception of the contract or arrangement. However, the Company has used the exemption under IND AS 101 and assessed lease arrangements based on embedded lease based on conditions in place as at the date of transition.

Use of this exemption means that the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognized under IND AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective IND AS.

The Company has elected not to apply Ind AS 103 Business Combinations retrospectively to past business combinations that occurred before the transition date of 1<sup>st</sup> April, 2017. Consequently, the Company has kept the same classification for the past business combinations as in its previous GAAP financial statements.

Assets and liabilities that do not qualify for recognition under IND AS are excluded from the opening IND AS balance sheet. The Group did not recognize or exclude any previously recognized amounts as a result of IND AS recognition requirements.

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

As per Ind AS exemption, the Company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

### 2.20.2. Estimates

The estimates as at 1<sup>st</sup> April, 2017 and at 31<sup>st</sup> March, 2018 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of Indian GAAP did not require estimation:

FVTPL / FVTOCI – equity and debt instrument, Impairment of financial assets based on expected credit loss model. The estimates used by the Company to present these amounts in accordance with Ind AS reflect the conditions as at 1<sup>st</sup> April, 2017, the date of transition to Ind AS and as of 31<sup>st</sup> March, 2018.

### 2.20.3. Fair Value measurement of Financial Assets and Financial Liabilities

First time adopters may apply IND AS 109 to day one gain or loss provisions prospectively to transactions occurring on or after the date of transition to IND AS. Therefore, unless the first time adopter elects to apply IND AS 109 retrospectively to day one gain or loss transactions, that occurred prior to the date of transition to IND AS need not be retrospectively restated. The Company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## Effect of Ind AS adoption on the Balance Sheet as on 1st April, 2017

Particulars	Previous GAAP	Adjustment	Ind AS
<b>ASSETS</b>			
<b>(a) Financial Assets</b>			
(a) Cash and Cash Equivalents	17,23,45,542	-	17,23,45,542
(b) Bank Balance other than (a) above	73,66,59,011	-	73,66,59,011
(c) Stock of Securities	-	-	-
(d) Trade Receivables	1,48,07,45,294	(3,80,236)	1,48,03,65,058
(e) Loans	24,98,87,468	(77,46,614)	24,21,40,854
(f) Other Financial Assets	6,55,09,047	-	6,55,09,047
<b>Sub-Total</b>	<b><u>270,51,46,362</u></b>	<b><u>(81,26,850)</u></b>	<b><u>269,70,19,512</u></b>
<b>(b) Non-Financial Assets</b>			
(a) Current Tax Assets (Net)	2,65,31,497	-	2,65,31,497
(b) Deferred Tax Assets (Net)	52,06,165	-	52,06,165
(c) Property, Plant and Equipment	3,98,05,224	-	3,98,05,224
(d) Capital work-in-progress	32,24,025	-	32,24,025
(e) Intangible assets under development	5,55,000	-	5,55,000
(f) Other Intangible assets	3,21,97,714	-	3,21,97,714
(g) Other Non-Financial assets	8,52,52,544	72,02,355	9,24,54,899
<b>Sub-Total</b>	<b><u>19,27,72,169</u></b>	<b><u>72,02,355</u></b>	<b><u>19,99,74,524</u></b>
<b>Total Assets</b>	<b><u>289,79,18,531</u></b>	<b><u>(9,24,495)</u></b>	<b><u>289,69,94,036</u></b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>(a) Financial Liabilities</b>			
(a) Payables			
- Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	14,09,43,267	-	14,09,43,267
(b) Debt Securities	34,70,77,063	(10,050)	34,70,67,013
(c) Subordinated Liabilities	-	41,20,31,823	41,20,31,823
(d) Other Financial Liabilities	12,40,68,502	-	12,40,68,502
<b>Sub-Total</b>	<b><u>61,20,88,832</u></b>	<b><u>41,20,21,773</u></b>	<b><u>102,41,10,605</u></b>
<b>(b) Non-Financial Liabilities</b>			
(a) Provisions	5,04,95,540	-	5,04,95,540
(b) Other Non-Financial Liabilities	181,33,47,907	-	181,33,47,907
<b>Sub-Total</b>	<b><u>186,38,43,447</u></b>	<b><u>-</u></b>	<b><u>186,38,43,447</u></b>
<b>Equity</b>			
(a) Equity Share Capital	15,54,00,000	(10,00,00,000)	5,54,00,000
(b) Other Equity	26,65,86,252	(31,29,46,268)	(4,63,60,016)
<b>Total Equity</b>	<b><u>42,19,86,252</u></b>	<b><u>(41,29,46,268)</u></b>	<b><u>90,39,984</u></b>
<b>Total Liabilities and Equity</b>	<b><u>289,79,18,531</u></b>	<b><u>(9,24,495)</u></b>	<b><u>289,69,94,036</u></b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## Effect of Ind AS adoption on the Balance Sheet as at 31st March, 2018

Particulars	Previous GAAP	Adjustment	Ind AS
<b>ASSETS</b>			
<b>Financial Assets</b>			
(a) Cash and Cash Equivalents	7,36,60,914	-	7,36,60,914
(b) Bank Balance other than (a) above	207,85,89,035	-	207,85,89,035
(c) Stock of Securities	115,61,58,400	-	115,61,58,400
(d) Trade Receivables	133,51,28,199	(4,05,193)	133,47,23,006
(e) Loans	22,92,58,372	(68,23,558)	22,24,34,814
(f) Investments			
- Other Investments	24,25,00,002	3,72,420	24,28,72,422
(g) Other Financial Assets	6,55,09,047	-	6,55,09,047
<b>Total (A)</b>	<b>518,08,03,969</b>	<b>(68,56,331)</b>	<b>517,39,47,638</b>
<b>Non-Financial Assets</b>			
(a) Current Tax Assets (Net)	1,37,00,932	-	1,37,00,932
(b) Deferred Tax Assets (Net)	1,92,32,538	-	1,92,32,538
(c) Property, Plant and Equipment	3,14,96,115	-	3,14,96,115
(d) Capital Work-in-Progress	30,00,000	-	30,00,000
(e) Intangible Assets under development	34,47,500	-	34,47,500
(f) Other Intangible Assets	2,76,00,006	-	2,76,00,006
(g) Other Non-Financial Assets	11,32,15,190	63,63,099	11,95,78,289
<b>Total (B)</b>	<b>21,16,92,281</b>	<b>63,63,099</b>	<b>21,80,55,380</b>
<b>Total Assets (A+B)</b>	<b>539,24,96,250</b>	<b>(4,93,232)</b>	<b>539,20,03,018</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>Financial Liabilities</b>			
(a) Payables			
- Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	22,34,06,398	-	22,34,06,398
(b) Debt Securities	222,13,57,428	(2,70,591)	222,10,86,837
(c) Subordinated Liabilities		43,94,75,243	43,94,75,243
(d) Other Financial Liabilities	18,11,00,442	-	18,11,00,442
	<b>262,58,64,268</b>	<b>43,92,04,652</b>	<b>306,50,68,920</b>
<b>Non-Financial Liabilities</b>			
(a) Provisions	6,11,41,237	-	6,11,41,237
(b) Other Non Financial Liabilities	215,81,20,167	-	215,81,20,167
	<b>221,92,61,404</b>	<b>-</b>	<b>221,92,61,404</b>
<b>EQUITY</b>			
Equity Share Capital	15,61,22,138	(10,00,00,000)	5,61,22,138
Other Equity	39,12,48,440	(33,96,97,884)	5,15,50,556
<b>Total Equity</b>	<b>54,73,70,578</b>	<b>(43,96,97,884)</b>	<b>10,76,72,694</b>
<b>Total Liabilities and Equity</b>	<b>539,24,96,250</b>	<b>(4,93,232)</b>	<b>539,20,03,018</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### Effect of Ind AS adoption on the Statement of Profit and Loss for the Year ended 31st March 2018

Particulars	Previous GAAP	Adjustment	Ind AS
<b>Revenue</b>			
Interest Income	36,32,85,598	-	36,32,85,598
Fees and Commission Income	7,26,26,784	-	7,26,26,784
Net Gain on Fair Value Changes	(48,27,194)	-	(48,27,194)
Sale of Service	119,04,23,095	-	119,04,23,095
<b>Net Revenue from Operations</b>	<b>162,15,08,283</b>	<b>-</b>	<b>162,15,08,283</b>
Other Income	2,49,25,089	15,26,444	2,64,51,533
<b>Total Revenue</b>	<b>164,64,33,372</b>	<b>15,26,444</b>	<b>164,79,59,816</b>
<b>Expenses</b>			
(a) Finance Costs	8,19,24,332	2,71,82,882	10,91,07,214
(b) Business Partners Payout	50,97,93,783	-	50,97,93,783
(c) Impairment on Financial Instruments	3,47,71,173	-	3,47,71,173
(d) Employee benefits expense	54,15,99,364	(2,96,644)	54,13,02,720
(e) Depreciation and amortisation expenses	2,17,65,304	-	2,17,65,304
(f) Other expenses	32,88,84,539	13,82,900	33,02,67,439
<b>Total Expenses</b>	<b>151,87,38,495</b>	<b>2,82,69,137</b>	<b>154,70,07,632</b>
<b>Profit/(Loss) Before Tax</b>	<b>12,76,94,877</b>	<b>(2,67,42,693)</b>	<b>10,09,52,184</b>
Tax Expenses			
- Current Tax	4,10,70,151	9,09,724	4,19,79,875
- Deferred Tax	(1,40,26,373)	-	(1,40,26,373)
<b>Profit/(Loss) for the Year</b>	<b>10,06,51,099</b>	<b>(2,76,52,417)</b>	<b>7,29,98,682</b>
<b>Other Comprehensive Income (OCI)</b>			
(i) Items that will not be reclassified to profit or loss in subsequent periods	-	(42,62,508)	(42,62,508)
(ii) Income tax relating to items that will not be reclassified to profit and loss	-	(9,09,724)	(9,09,724)
<b>Other Comprehensive Income (Net of Tax) (i-ii)</b>	<b>-</b>	<b>(33,52,784)</b>	<b>(33,52,784)</b>
<b>Total Comprehensive Income</b>	<b>10,06,51,099</b>	<b>(3,10,05,201)</b>	<b>6,96,45,898</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### Reconciliation of Equity as at 31st March 2018 and 1st April, 2017

Particulars	As at 31st March 2018	As at 1st April 2017
<b>Total Equity as reported under the previous GAAP</b>	<b>54,73,70,579</b>	<b>42,19,86,252</b>
<b>Ind AS Adjustments on account of:</b>		
Pref. Share Capital transferred to Other financial liabilities	(30,00,00,000)	(30,00,00,000)
Pref. Share Interest Expenses	(13,94,75,244)	(11,20,31,823)
ECL Provision	(3,80,236)	(3,80,236)
Valuation of commercial paper at amortised cost	2,70,590	10,050
Accounting of ESOP expenses as per Fair value method	(3,54,63,888)	(3,12,05,623)
ESOP Reserve	1,90,61,385	3,12,05,623
Other Equity (ESOP - ABCL)	18,74,655	-
ESOP Reserve transferred to Securities Premium	82,49,904	-
ESOP Reserve transferred to General Reserve	62,73,264	-
Actuarial Gain/loss shown as part of OCI - Reserve	46,34,928	9,49,535
Gain/Loss considered as part of OCI	(46,34,928)	(9,49,535)
OCI - MF	3,72,420	-
Amortisation of prepaid rental advance	(52,57,275)	(38,67,968)
Notional income using SBI rate on rental deposits	45,91,403	32,30,731
Amortisation of staff loan	(1,56,789)	(76,770)
Notional income Staff Advance	3,41,926	1,69,747
<b>Total Equity under Ind AS</b>	<b>10,76,72,694</b>	<b>90,39,984</b>

#### 2.20.4. Property, Plant & Equipment

Under the previous GAAP (Indian GAAP), Freehold land and buildings, were carried in the balance sheet at cost, less accumulated depreciation and impairment losses, if any. The Company has determined to use the carrying amount under the Previous GAAP on the date of transition as deemed cost. The Company has elected to continue with the carrying amount for all of its Property Plant and Equipment measured as per previous GAAP and use that as its deemed cost as at the date of transition.

#### 2.20.5. Trade Receivables /Loans to Customer

Under Indian GAAP, the Company has created provision for impairment of receivables / loans to customer consist only in respect of specific amount for incurred losses. Under Ind AS, impairment allowance has been determined based on Expected Loss model (ECL). Due to ECL model, the Company impaired its trade receivable by Rs.380,236/- on 1<sup>st</sup> April, 2017 which has been eliminated against retained earnings. The impact of the impairment tested as per the ECL model for year ended on 31<sup>st</sup> March, 2018 is NIL.

#### 2.20.6. Defined Benefit Liabilities

Both under Indian GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, re-measurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised immediately in the

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus the employee benefit cost is reduced by Rs.650 lakhs and re-measurement gains/ losses on defined benefit plans has been recognised in the OCI net of tax.

### 2.20.7. EFFECTIVE INTEREST RATE

Under Indian GAAP, transaction costs incurred on borrowings was charged to statement of profit and loss upfront while under Ind AS, such costs are included in the initial recognition amount of financial liability and recognised as interest cost using the effective interest method. Consequently borrowings on date of transition date have decreased by Rs.10,050/- and interest expense for the year ended 31st March, 18 has decreased by Rs.270,591/-.

### 2.20.8. Deferred Tax

Indian GAAP requires deferred tax accounting using the statement of profit and loss approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

### 2.20.9. Other Comprehensive Income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

### 2.20.10. Statement of Cash Flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

### 2.20.11. Fair Value Measurement of Financial Assets and Financial Liabilities

First time adopters may apply IND AS 109 to day one gain or loss provisions prospectively to transactions occurring on or after the date of transition to IND AS. Therefore, unless the first time adopter elects to apply IND AS 109 retrospectively to day one gain or loss transactions, that occurred prior to the date of transition to IND AS need not be retrospectively restated. The Company opted to apply the exception under AS 101.

When the fair value of the financial assets and financial liabilities recorded in the balance sheet cannot be measured based on the quoted prices in the active markets, the fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where it is not feasible a degree of judgement is required in establishing the fair value.

Judgements include considerations of inputs such as liquidity risk, credit risk and operational risk.

Change in estimates about these factors could affect the reported fair value of financial instruments.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>NOTE: 3</b>			
<b>Cash and Cash Equivalents</b>			
Cash on Hand	-	-	-
Balances with Banks			
Current Accounts	5,95,16,833	7,36,60,914	17,23,45,542
	<u>5,95,16,833</u>	<u>7,36,60,914</u>	<u>17,23,45,542</u>

## NOTE: 4

### Bank Balance other than Cash and Cash Equivalents

Fixed Deposit Accounts (with original maturity period of more than 3 months) *	235,23,39,307	207,85,89,035	73,66,59,011
	<u>235,23,39,307</u>	<u>207,85,89,035</u>	<u>73,66,59,011</u>
<b>* Fixed Deposits Placed with Bank towards:</b>			
a) Issue of Bank Guarantees	33,70,20,085	27,37,61,993	31,29,98,781
b) Margin with Exchange	182,74,74,315	171,17,17,436	38,32,81,729
c) Others	7,28,41,706	1,07,70,069	1,01,80,503
	<u>223,73,36,106</u>	<u>199,62,49,498</u>	<u>70,64,61,013</u>
Interest Accrued on Fixed Deposits	11,50,03,201	8,23,39,537	3,01,97,998
<b>Total</b>	<u>235,23,39,307</u>	<u>207,85,89,035</u>	<u>73,66,59,011</u>

## NOTE: 5

### Stock of Securities

(Carried at Fair Value through Profit or Loss)

(a) Opening	115,61,58,400	-	-
(b) Purchases	4580,29,56,400	620,34,58,686	-
(c) Cost of Sales	4415,87,00,460	504,27,77,686	-
(d) Fair Value Changes	53,52,032	(45,22,600)	-
<b>Closing (a + b - c + d)</b>	<u>280,57,66,372</u>	<u>115,61,58,400</u>	<u>-</u>

## NOTE: 6

### Trade Receivables ^

Secured, Considered Good	112,28,53,633	129,70,48,694	145,38,73,454
Unsecured, Considered Good	37,18,051	3,76,74,312	2,64,91,604
Unsecured, Considered doubtful	8,34,78,678	8,07,98,715	6,45,41,196
	<u>121,00,50,362</u>	<u>141,55,21,721</u>	<u>154,49,06,254</u>
Less: Provision for impairment	(8,34,78,678)	(8,07,98,715)	(6,45,41,196)
	<u>112,65,71,684</u>	<u>133,47,23,006</u>	<u>148,03,65,058</u>

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

^ Trade receivables includes amount receivable from customers pertaining to amount funded to them for settlement of trade as part of normal business activity.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>NOTE: 7</b>			
<b>Loans and advances</b>			
(Unsecured, except otherwise stated)			
Security Deposits	3,57,03,226	3,11,86,554	3,32,13,714
Less: Impairment Loss allowances	(18,75,000)	(18,75,000)	(18,75,000)
Loans and advances to Employees	33,82,676	43,78,627	46,73,581
Others	19,58,77,582	18,87,44,632	20,61,28,559
	<u>23,30,88,484</u>	<u>22,24,34,814</u>	<u>24,21,40,854</u>

## NOTE: 8

### Other Investments

Carried at Fair value through Profit or Loss

Investment in Mutual Fund	-	24,28,72,422	-
	<u>-</u>	<u>24,28,72,422</u>	<u>-</u>
(i) Aggregate amount of Unquoted investments	-	-	-
(ii) Aggregate amount of Quoted investments	-	24,25,00,002	-
(iii) Aggregate market value of Quoted Investments	-	24,28,72,422	-
(iv) Aggregate Provision for diminution in value of investments	-	-	-

## NOTE: 9

### Other Financial Assets

(Carried at amortised Cost, except otherwise stated)

Receivable from Exchange	6,50,15,110	6,55,09,047	6,55,09,047
	<u>6,50,15,110</u>	<u>6,55,09,047</u>	<u>6,55,09,047</u>

## NOTE: 10

### Deferred Tax Assets (Net)

Opening DTA	1,92,32,538	-	-
(a) Property, Plant and Equipment & Other Intangible Assets	1,20,37,710	1,41,12,064	1,38,79,966
(b) Interest Preference Shares	-	(4,87,38,144)	-
(c) Other current assets and non-current assets	1,67,68,495	-	-
(d) Trade Receivables - Provision for Doubtful Debts	9,26,454	68,71,388	80,21,395
(e) Provision for liabilities and expenses	-	98,41,096	10,76,634
(f) Unutilised Tax Credit	-	4,37,55,771	3,82,65,856
(g) MAT#	(1,55,01,191)	1,59,60,000	52,06,165
Deferred Tax Asset / (Deferred Tax Liability )	<u>3,34,64,006</u>	<u>4,18,02,176</u>	<u>6,64,50,016</u>
Reasonable Certainty	3,34,64,006	1,92,32,538	-
Net Deferred Tax Asset / (Deferred Tax Liability ) at the end of the Year	<u>3,34,64,006</u>	<u>1,92,32,538</u>	<u>-</u>

# The company in FY 2016-17 has recognised DTA to the extent of MAT owing to virtual certainty



# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## NOTE: 12 - Intangible Assets

	Freehold Land *	V SAT Equipments	Furniture & Fixtures	Office Equipment	Computers	Vehicles	TOTAL	Computer Software
<b>Gross Block</b>								
As at 1st April 2017	15,00,000	13,256	52,46,019	31,16,590	2,62,29,370	36,99,989	3,98,05,224	3,21,97,714
Additions	-	-	1,11,257	16,18,253	43,65,224	8,52,611	69,47,345	34,82,571
Deletions	-	13,256	2,88,176	90,000	3,690	11,77,649	15,72,771	-
<b>As at 31st March 2018</b>	<b>15,00,000</b>	<b>-</b>	<b>50,69,100</b>	<b>46,44,843</b>	<b>3,05,90,904</b>	<b>33,74,951</b>	<b>4,51,79,799</b>	<b>3,56,80,285</b>
Additions	-	-	18,31,350	14,96,162	1,82,72,752	52,28,590	2,68,28,854	49,12,067
Deletions	-	-	12,43,912	33,32,017	43,08,655	-	88,84,584	-
<b>As at 31st March 2019</b>	<b>15,00,000</b>	<b>-</b>	<b>56,56,538</b>	<b>28,08,988</b>	<b>4,45,55,001</b>	<b>86,03,541</b>	<b>6,31,24,069</b>	<b>4,05,92,352</b>
<b>Accumulated Depreciation</b>								
As at 1st April 2017	-	-	-	-	-	-	-	-
Additions	-	1,340	33,02,110	17,61,910	78,81,790	7,37,875	1,36,85,025	80,80,279
Deletions	-	1,340	-	-	-	-	1,340	-
<b>As at 31st March 2018</b>	<b>-</b>	<b>-</b>	<b>33,02,110</b>	<b>17,61,910</b>	<b>78,81,790</b>	<b>7,37,875</b>	<b>1,36,83,685</b>	<b>80,80,279</b>
Additions	-	-	18,94,034	19,78,817	85,45,284	10,52,024	1,34,70,159	74,01,322
Deletions	-	-	12,40,610	32,28,361	42,55,449	-	87,24,420	-
<b>As at 31st March 2019</b>	<b>-</b>	<b>-</b>	<b>39,55,535</b>	<b>5,12,365</b>	<b>1,21,71,625</b>	<b>17,89,899</b>	<b>1,84,29,424</b>	<b>1,54,81,601</b>
<b>Net block as at 01st April 2017</b>	<b>15,00,000</b>	<b>13,256</b>	<b>52,46,019</b>	<b>31,16,590</b>	<b>2,62,29,370</b>	<b>36,99,989</b>	<b>3,98,05,224</b>	<b>3,21,97,714</b>
<b>Net block as at 31st March 2018</b>	<b>15,00,000</b>	<b>-</b>	<b>17,66,990</b>	<b>28,82,933</b>	<b>2,27,09,114</b>	<b>26,37,076</b>	<b>3,14,96,115</b>	<b>2,76,00,006</b>
<b>Net block as at 31st March 2019</b>	<b>15,00,000</b>	<b>-</b>	<b>17,01,003</b>	<b>22,96,623</b>	<b>3,23,83,377</b>	<b>68,13,642</b>	<b>4,46,94,645</b>	<b>2,51,10,751</b>

\* 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 FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>NOTE: 13</b>			
<b>Other Non-Financial Assets</b>			
(Unsecured, Except otherwise stated)			
Unbilled Revenue	3,56,23,797	1,88,84,059	70,32,869
VAT, Other Taxes Recoverable, Statutory Deposits and Dues from Government	37,74,402	53,57,302	51,02,252
Advance for Expenses			
Unsecured	1,79,71,748	1,83,86,898	51,09,241
Deferred Staff Cost	3,96,351	3,03,451	3,01,968
Deferred Rent Expenses	49,11,947	60,59,648	69,00,387
Prepaid Expenses	1,97,31,126	1,61,88,324	1,73,70,830
Others	6,37,18,352	5,43,98,607	5,06,37,352
	<u>14,61,27,723</u>	<u>11,95,78,289</u>	<u>9,24,54,899</u>

## NOTE: 14

### Trade Payables

(Carried at amortised cost, except otherwise stated)

(i) total outstanding dues of micro enterprises and small enterprises	4,02,472	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,06,88,831	22,34,06,398	14,09,43,267
	<u>27,10,91,303</u>	<u>22,34,06,398</u>	<u>14,09,43,267</u>

There are no Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2019 and no interest payment made during the year to any Micro, Small & Medium Enterprises. (Previous year MSME/Interest: Nil). This information as required to be disclosed under the Micro, Small & 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: 15

### Debt Securities

(At Amortised Cost)

#### Unsecured

Commercial Papers* ^	346,52,90,519	222,10,86,837	34,70,67,013
	<u>346,52,90,519</u>	<u>222,10,86,837</u>	<u>34,70,67,013</u>
* Maximum balance outstanding during the year	500,00,00,000	275,00,00,000	115,00,00,000

\* Commercial Papers are shown net of unamortized discounting charges

^ Repayable in 27 to 91 days from the date of draw down. The interest on this loan ranges from 7.35% to 9.15% and interest on this loan in the previous year ranged from 6.90% to 8.32%

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>NOTE: 16</b>			
<b>Borrowing other than Debt Securities</b>			
(At Amortised Cost)			
<b>Secured</b>			
Loans repayable on demand from Banks	23,73,31,049	-	-
<b>TOTAL</b>	<u>23,73,31,049</u>	<u>-</u>	<u>-</u>

The interest on this loan ranges from 8.50% to 9.20% and Previous Year : Nil.

## NOTE: 17

### Subordinated Liabilities

Preference Shares - 8% Redeemable Non-Convertible Non-Cumulative of Rs.100/- each fully paid	47,15,95,740	43,94,75,243	41,20,31,823
<b>TOTAL</b>	<u>47,15,95,740</u>	<u>43,94,75,243</u>	<u>41,20,31,823</u>

### Reconciliation of the number of Preference shares outstanding at the beginning and at the end of the period

Description	As at March 31, 2019		As at March 31, 2018		As at 1st April, 2017	
	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.	Number of Shares	Amount in Rs.
At the beginning of the year	10,00,000	10,00,00,000	10,00,000	10,00,00,000	10,00,000	10,00,00,000
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	10,00,000	10,00,00,000	10,00,000	10,00,00,000	10,00,000	10,00,00,000

### Terms/Rights attached to Preference Shares

Preference shares carry a non-cumulative dividend of 8% per annum. Dividend amounts, declared if any, will be paid in Indian Rupees.

On March 31, 2011, the Company had issued 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 Capital Limited (Formerly known as Aditya Birla Financial Services Limited), the Holding Company. The Preference Shares were redeemable at the end of 5 years from the date of issue at a price of Rs.320/- per share. With the consent of the preference share holder, the period of redemption was extended by 39 months from March 2016 to June 2019 and the redemption price was varied from Rs.320/- to Rs.411/- (Face value Rs.100/- and Premium of Rs.311/- per share). The period of redemption was again extended by 42 months from June 2019 to December, 2022 with the written consent of the preference share holder and the redemption price was varied from Rs.411/- to Rs.533.75 (Face value Rs.100/- and Premium of Rs.433.75 per share).

During the year ended 31st March, 2014, the Company had issued 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 Capital Limited (formerly known as Aditya Birla Financial Services Limited), the Holding Company. The Preference Shares were redeemable at the end of 5 years from the date of issue at a price of Rs.725/- per share. With the consent of the preference share holder, the period of redemption was extended by 42 months from September 2018 to March 2022 and from March 2019 to September, 2022 for 100,000 each 8% Redeemable Non-Convertible Non-Cumulative Preference Shares originally issued on September 30, 2013 and March 29, 2014 respectively and the redemption price was varied from Rs.725/- to Rs.941/- (Face value Rs.100/- and Premium of Rs.841/- per share).

### Shares held by Holding Company

10,00,000 (Previous Year : 10,00,000) 8% Redeemable Non-Convertible Non-Cumulative Preference shares of Rs.100/- each fully paid-up are held by Aditya Birla Capital Limited (Formerly known as Aditya Birla Financial Services Limited), the Holding Company.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>NOTE: 18</b>			
<b>Other Financial Liability</b>			
(Carried at amortised cost, except otherwise stated)			
Other Payables			
Book Overdraft	1,16,94,673	140	6
Deposits	5,37,73,325	5,34,82,078	5,09,70,413
Payable Related to Employees	12,72,65,784	12,76,18,224	7,30,98,083
	<u>19,27,33,782</u>	<u>18,11,00,442</u>	<u>12,40,68,502</u>

## NOTE: 19

### Provisions

Provision for:

Employee Benefits

    Provision for Leave encashment

    Provision for Gratuity

1,45,58,767	1,25,95,449	1,19,03,685
5,60,95,629	4,85,45,788	3,85,91,855
<u>7,06,54,396</u>	<u>6,11,41,237</u>	<u>5,04,95,540</u>

## NOTE: 20

### Other Non-Financial Liabilities

Advances from Customers

Income Received in Advance

Others

    Statutory Dues

    Others

174,16,93,333	184,12,19,776	168,15,61,944
1,20,03,384	80,80,169	16,62,898
1,75,70,341	1,20,62,225	3,02,74,341
22,84,59,538	29,67,57,997	9,98,48,724
<u>199,97,26,596</u>	<u>215,81,20,167</u>	<u>181,33,47,907</u>

## NOTE: 21

### Share Capital

#### Authorised:

15,00,00,000 (Previous year 15,00,00,000)

Equity Shares of Re.1/- each

15,00,00,000	15,00,00,000	15,00,00,000
<u>15,00,00,000</u>	<u>15,00,00,000</u>	<u>15,00,00,000</u>

#### Issued, Subscribed and Paid-up:

#### EQUITY SHARE CAPITAL

5,63,01,357 Equity Shares of Re.1/- each

Fully paid as on 31st March, 2019

5,63,01,357

5,61,22,138 Equity Shares of Re.1/- each

Fully paid as on 31st March, 2018

5,61,22,138

5,54,00,000 Equity Shares of Re.1/- each

Fully paid as on 1st April, 2017

5,54,00,000

<u>5,63,01,357</u>	<u>5,61,22,138</u>	<u>5,54,00,000</u>
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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 1) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Description	As at 31st March, 2019		As at 31st March, 2018		As at 1st April, 2017	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	5,61,22,138	5,61,22,138	5,54,00,000	5,54,00,000	5,54,00,000	5,54,00,000
Issued during the year *	1,79,219	1,79,219	7,22,138	7,22,138	-	-
Outstanding at the end of the year	5,63,01,357	5,63,01,357	5,61,22,138	5,61,22,138	5,54,00,000	5,54,00,000

\* shares issued under ESOP Scheme of the Company

### 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 dividend proposed by the Board of Directors, if any, 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 be entitled to receive remaining assets of the Company, after distribution to all preferential holders. The distribution will be in proportion to the number of the equity shares held by the shareholders.

### 3) Shares held by Holding Company

4,15,50,000 (Previous Year: 4,15,50,000) Equity Shares of Re.1/- each fully paid-up are held by Aditya Birla Capital Limited (Formerly known as Aditya Birla Financial Services Limited), the Holding Company.

### 4) Equity Shares in the Company held by each shareholder holding more than 5 percent shares and the number of equity shares held are as under:

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018		As at 1st April, 2017	
	Number of Shares Held	% of Total Paid-up Equity Share Capital	Number of Shares Held	% of Total Paid-up Equity Share Capital	Number of Shares Held	% of Total Paid-up Equity Share Capital
Aditya Birla Capital Limited (Formerly known as Aditya Birla Financial Services Limited)	4,15,50,000	73.80%	4,15,50,000	74.03%	4,15,50,000	75.00%

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
<b>NOTE: 22</b>			
<b>Other Equity</b>			
<b>1) Capital Reserve</b>			
Opening Balance	1,15,38,863	1,15,38,863	1,15,38,863
Adjustments:	-	-	-
<b>Closing Balance</b>	<b><u>1,15,38,863</u></b>	<b><u>1,15,38,863</u></b>	<b><u>1,15,38,863</u></b>
<b>2) Securities Premium</b>			
Opening Balance	3,22,60,993	-	-
Addition:			
ESOP Exercised	59,59,033	2,40,11,089	-
Transfer from Stock Options Outstanding Account on Exercise of Options	74,36,238	82,49,904	-
<b>Closing Balance</b>	<b><u>4,56,56,264</u></b>	<b><u>3,22,60,993</u></b>	<b><u>-</u></b>
<b>3) Share Option Outstanding Account</b>			
Opening Balance	1,90,61,386	3,12,05,623	2,48,01,487
Addition:			
Charge for the Year	4,66,597	23,78,930	64,04,136
Deduction:			
Transfer to Securities Premium Account on Exercise of Options	74,36,238	82,49,904	-
Transfer to General Reserve on account of lapse of vested options	19,47,436	62,73,263	-
<b>Closing Balance</b>	<b><u>1,01,44,309</u></b>	<b><u>1,90,61,386</u></b>	<b><u>3,12,05,623</u></b>
<b>4) General Reserve</b>			
Opening Balance	26,76,50,040	26,13,76,777	26,13,76,777
Addition:			
Transfer from Share Option Outstanding Account on account of lapse of vested options	19,47,436	62,73,263	-
<b>Closing Balance</b>	<b><u>26,95,97,476</u></b>	<b><u>26,76,50,040</u></b>	<b><u>26,13,76,777</u></b>
<b>5) Surplus in Profit and loss accounts</b>			
Opening Balance	(27,89,60,726)	(35,04,81,279)	(38,99,96,935)
Addition:			
Profit for the Year	9,99,10,908	7,29,98,682	4,11,82,255
Other Comprehensive Income/(loss) for the year arising from rereasurement gains/(loss) on defined benefit plans	24,67,833	(33,52,784)	(16,66,599)
Deduction:			
Transfer to Special Reserve	(18,74,655)	18,74,655	-
<b>Closing Balance</b>	<b><u>(17,84,56,641)</u></b>	<b><u>(27,89,60,726)</u></b>	<b><u>(35,04,81,279)</u></b>
<b>Total Other Equity</b>	<b><u>15,84,80,271</u></b>	<b><u>5,15,50,556</u></b>	<b><u>(4,63,60,016)</u></b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	<u>Year Ended</u> <u>31st March, 2019</u>	<u>Year Ended</u> <u>31st March, 2018</u>
<b>NOTE: 23</b>		
<b>Interest Income</b>		
Interest on deposits with Banks		
On Financial Assets Measured at Amortised Cost	15,75,01,251	10,72,30,611
Other Interest Income		
On Financial Assets Measured at Amortised Cost	18,72,59,784	23,83,81,282
On Financial Assets classified at fair value through profit or loss	17,31,71,951	1,76,73,705
	<u><b>51,79,32,986</b></u>	<u><b>36,32,85,598</b></u>
 <b>NOTE: 24</b>		
<b>Fees and Commission Income</b>		
Setup & Management Fee	10,22,81,956	7,26,26,784
	<u><b>10,22,81,956</b></u>	<u><b>7,26,26,784</b></u>
 <b>NOTE: 25</b>		
<b>Net Gain on Fair Value Changes</b>		
Net Gain / (Loss) on financial instruments at fair value through profit or loss		
On Trading Portfolio :		
Debt instrument at FVTPL	4,52,59,383	(48,27,194)
	<u><b>4,52,59,383</b></u>	<u><b>(48,27,194)</b></u>
Fair Value changes :		
Realised	3,99,07,351	(3,04,594)
Unrealised	53,52,032	(45,22,600)
	<u><b>4,52,59,383</b></u>	<u><b>(48,27,194)</b></u>
 <b>NOTE: 26</b>		
<b>Sale of Services</b>		
Brokerage Income	96,00,37,332	112,10,91,008
Account Opening Charges	24,45,026	25,57,998
Income from Depository Services	3,96,27,013	4,68,69,785
	<u><b>100,21,09,371</b></u>	<u><b>117,05,18,791</b></u>
<b>Other Operating Revenue</b>		
Referral Fee Income	53,63,534	99,58,696
Physical Contract Note Income	25,44,208	52,19,555
Misc. Other Operating Income	49,96,995	47,26,053
	<u><b>1,29,04,737</b></u>	<u><b>1,99,04,304</b></u>
<b>Total</b>	<u><b>101,50,14,108</b></u>	<u><b>119,04,23,095</b></u>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	<u>Year Ended 31st March, 2019</u>	<u>Year Ended 31st March, 2018</u>
<b>NOTE: 27</b>		
<b>Other Income</b>		
Interest Income on Financial Assets held at Amortised Cost	11,65,134	15,75,064
Net Gain / (Loss) on financial instruments at fair value through profit or loss	3,35,96,175	2,26,44,346
Profit on Sale of Property, Plant & Equipment	3,82,091	11,53,117
Miscellaneous Income (Net)	10,05,247	10,79,006
	<u><b>3,61,48,647</b></u>	<u><b>2,64,51,533</b></u>
Fair Value changes :		
Realised	3,35,96,175	2,26,44,346
Unrealised	-	-
	<u><b>3,35,96,175</b></u>	<u><b>2,26,44,346</b></u>
<b>NOTE: 28</b>		
<b>Finance Cost</b>		
Interest on Fair Value measured at Amortised Cost		
Debt Securities	26,61,07,243	7,98,01,614
Borrowing other than Debt Security	14,83,184	-
Interest on Subordinated Liabilities	3,21,20,496	2,74,43,421
Interest on Others	18,48,928	12,73,562
Other Borrowing Costs	28,34,367	5,88,617
	<u><b>30,43,94,218</b></u>	<u><b>10,91,07,214</b></u>
<b>NOTE: 29</b>		
<b>Impairment on Financial Instruments</b>		
Trade Receivables	28,55,625	3,47,71,173
	<u><b>28,55,625</b></u>	<u><b>3,47,71,173</b></u>
<b>NOTE: 30</b>		
<b>Employee Benefits Expenses</b>		
Salaries and Wages	47,37,19,625	48,18,91,302
Contribution to Provident and Other Funds	2,04,19,979	1,96,57,667
Contribution to Gratuity Fund	58,95,223	50,02,821
Expense on Employee Stock Options Scheme	1,95,19,190	1,93,60,212
Staff Welfare Expenses	1,62,20,265	1,53,90,718
	<u><b>53,57,74,282</b></u>	<u><b>54,13,02,720</b></u>
<b>NOTE: 31</b>		
<b>Depreciation and Amortization Expenses</b>		
Depreciation of Property, Plant and Equipment	1,34,70,159	1,36,85,025
Amortization of Intangible Assets	74,01,322	80,80,279
	<u><b>2,08,71,481</b></u>	<u><b>2,17,65,304</b></u>



# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
<b>NOTE: 32</b>		
<b>Other Expenses</b>		
Rent	5,24,20,405	5,19,85,956
Repairs & Maintenance - Building	12,95,523	14,40,002
Repairs & Maintenance - Others	2,77,53,182	2,40,28,095
Insurance	1,45,77,288	1,39,50,560
Rates & Taxes	94,21,541	1,49,12,682
Advertisement and Sales Promotion Expenses	38,65,450	39,32,575
Legal & Professional Expenses	5,25,83,898	4,21,18,744
Auditor's Remuneration*	42,51,549	42,08,600
Travelling & Conveyance	2,53,81,318	2,91,30,624
Printing and Stationery	48,25,821	48,17,614
Communication Expenses	2,69,39,710	3,01,75,983
Electricity Charges	1,27,50,307	1,24,62,340
Information Technology Expenses	6,10,83,941	5,07,06,989
Corporate Social Responsibility (CSR) Expenses	26,60,593	26,82,009
Director's Fees	7,00,000	7,15,000
Postage Expenses	52,54,252	53,32,355
Bank Charges	1,28,18,634	1,09,32,181
Miscellaneous Expenses	1,24,71,327	2,67,35,129
<b>Total</b>	<b><u>33,10,54,739</u></b>	<b><u>33,02,67,438</u></b>

\* Auditor's Remuneration includes payment to Auditors as under

As Auditor		
Audit Fee	14,50,000	14,50,000
Limited Reviews	13,50,000	13,50,000
Tax Audit Fee	3,00,000	3,00,000
Certification Fee	3,00,000	3,00,000
Reimbursement of Expenses	8,51,549	8,08,600
	<b><u>42,51,549</u></b>	<b><u>42,08,600</u></b>

## NOTE: 33

### Other Comprehensive Income

#### A (i) Items that will not be reclassified to profit or loss

Remeasurement of post-employment benefit obligations	34,81,706	(42,62,508)
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#### (ii) Income tax relating to items that will not be reclassified to profit or loss

Income tax relating to Remeasurement of post-employment benefit obligations	10,13,873	(9,09,724)
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<b>Other Comprehensive Income (i-ii)</b>	<b><u>24,67,833</u></b>	<b><u>(33,52,784)</u></b>
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# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## Note 34: Maturity analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	31 <sup>st</sup> March, 2019			31 <sup>st</sup> March, 2018			1 <sup>st</sup> April, 2017		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Assets</b>									
<b>Financial Assets</b>									
(a) Cash and Cash Equivalents	5,95,16,833		5,95,16,833	7,36,60,914		7,36,60,914	17,23,45,542		17,23,45,542
(b) Bank Balance other than (a) above	235,23,39,307		235,23,39,307	207,85,89,035		207,85,89,035	73,66,59,011		73,66,59,011
(c) Stock of Securities	280,57,66,372		280,57,66,372	115,61,58,400		115,61,58,400	-		-
(d) Trade Receivables	112,65,71,684		112,65,71,684	133,47,23,006		133,47,23,006	148,03,65,058		148,03,65,058
(e) Loans	17,15,49,560	6,15,38,924	23,30,88,484	13,00,33,803	9,24,01,010	22,24,34,814	16,97,52,854	7,23,88,000	24,21,40,854
(f) Investments									
- Other Investments	-		-	24,28,72,422		24,28,72,422	-		-
(g) Other Financial Assets	-	6,50,15,110	6,50,15,110	-	6,55,09,047	6,55,09,047	-	6,55,09,047	6,55,09,047
<b>Non-Financial Assets</b>									
(a) Current Tax Assets (Net)	-	2,47,31,098	2,47,31,098	-	1,37,00,932	1,37,00,932	-	2,65,31,497	2,65,31,497
(b) Deferred tax assets (Net)	-	3,34,64,006	3,34,64,006	-	1,92,32,538	1,92,32,538	-	52,06,165	52,06,165
(c) Property, Plant and Equipment	-	4,46,94,645	4,46,94,645	-	3,14,96,115	3,14,96,115	-	3,98,05,224	3,98,05,224
(d) Capital Work-in-Progress	-	55,00,000	55,00,000	-	30,00,000	30,00,000	-	32,24,025	32,24,025
(e) Intangible assets under development	-	12,79,000	12,79,000	-	34,47,500	34,47,500	-	5,55,000	5,55,000
(f) Other Intangible assets	-	2,51,10,751	2,51,10,751	-	2,76,00,006	2,76,00,006	-	3,21,97,714	3,21,97,714
(g) Other Non-Financial Assets	14,19,43,212	41,84,511	14,61,27,723	11,42,62,974	53,15,316	11,95,78,289	8,59,47,899	65,07,000	9,24,54,899
<b>Total Assets</b>	<b>665,76,86,968</b>	<b>26,55,18,045</b>	<b>692,32,05,013</b>	<b>513,03,00,554</b>	<b>26,17,02,464</b>	<b>539,20,03,018</b>	<b>264,50,70,365</b>	<b>25,19,23,672</b>	<b>289,69,94,036</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Particulars	31st March, 2019			31st March, 2018			1st April, 2017		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Liabilities</b>									
<b>Financial Liabilities</b>									
(a) Payables									
- Trade Payables									
(i) total outstanding dues of micro enterprises and small enterprises	4,02,472	-	4,02,472	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	27,06,88,831	-	27,06,88,831	22,34,06,398	-	22,34,06,398	14,09,43,267	-	14,09,43,267
(b) Debt Securities	346,52,90,519	-	346,52,90,519	222,10,86,837	-	222,10,86,837	34,70,67,013	-	34,70,67,013
(c) Borrowings (Other than Debt Securities)	23,73,31,049	-	23,73,31,049	-	-	-	-	-	-
(d) Subordinated Liabilities	-	47,15,95,740	47,15,95,740	-	43,94,75,243	43,94,75,243	-	41,20,31,823	41,20,31,823
(e) Other Financial Liabilities	19,27,33,782		19,27,33,782	18,11,00,442		18,11,00,442	12,40,68,502		12,40,68,502
<b>Non-Financial Liabilities</b>									
(a) Provisions	7,06,54,396		7,06,54,396	6,06,10,834	5,30,403	6,11,41,237	5,00,18,540	4,77,000	5,04,95,540
(b) Other Non-Financial Liabilities	1,92,33,73,395	7,63,53,201	1,99,97,26,596	208,15,16,438	7,66,03,729	215,81,20,167	173,87,22,457	7,46,25,450	181,33,47,907
<b>Total Liabilities</b>	<b>616,04,74,444</b>	<b>54,79,48,941</b>	<b>670,84,23,385</b>	<b>476,77,20,949</b>	<b>51,66,09,375</b>	<b>528,43,30,324</b>	<b>240,08,19,779</b>	<b>48,71,34,273</b>	<b>288,79,54,052</b>
<b>Net</b>	<b>49,72,12,524</b>	<b>(28,24,30,896)</b>	<b>21,47,81,628</b>	<b>36,25,79,605</b>	<b>(25,49,06,911)</b>	<b>10,76,72,694</b>	<b>24,42,50,586</b>	<b>(23,52,10,601)</b>	<b>90,39,984</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## 35. FINANCIAL INSTRUMENTS-ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

Set out below is a comparison by class of the carrying amount and fair value of the Company's financial instruments other than those with carrying amounts that are reasonable approximations of fair value:

Financial Assets	Carrying Value			Fair Value		
	31st March 2019	31st March 2018	1st April 2017	31st March 2019	31st March 2018	1st April 2017
Security Deposits	1,47,10,979	1,30,93,560	1,35,20,688	2,00,58,619	1,76,84,962	1,67,51,419
Investments	-	24,25,00,002	-	-	24,28,72,422	-
Staff Advances	3,40,099	6,41,169	22,78,678	5,97,382	7,84,799	24,65,835
Financial Liabilities	31st March 2019	31st March 2018	1st April 2017	31st March 2019	31st March 2018	1st April 2017
Subordinated Liabilities	47,15,95,740	43,94,75,243	41,20,31,823	47,15,95,740	43,94,75,243	41,20,31,823
Debt Securities	346,52,90,519	222,10,86,837	34,70,67,013	346,52,90,519	222,10,86,837	34,70,67,013

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value:

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on the parameters such as interest rates.

Fair value of the Deposits & Advances is measured using the DCF (discounting cash flow) model.

The fair value measurement of the financial liability of the Company being Commercial papers is done by transaction cost incurred in initial recognition is included in the initial recognition amount of the financial liability and charged to profit or loss using effective interest method. The own non-performance risk as at 31st March, 2019 is assessed to be insignificant.

The management assessed that cash and cash equivalents, trade receivables, margin with exchanges, trade payables, bank balances and other current liabilities approximate their carrying amount largely due to the short-term maturities of these instruments.

### 35.1.1. FAIR VALUE HIERARCHY

Following table provides the fair value measurement hierarchy of the Company's assets and liabilities as on 31st March, 2019, 31st March, 2018 & 1st April, 2017.

Fair Hierarchy					
The following table provides the fair value measurement hierarchy of the Company's Assets					
Quantitative disclosures fair value measurement hierarchy for Assets as at 31st March 2019					
Assets measured at Fair Value	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant Observable inputs	Significant unobservable inputs
Security Deposits	31.03.2019	2,00,58,619	-	-	2,00,58,619
Staff Advances	31.03.2019	5,97,382	-	-	5,97,382

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

The following table provides the fair value measurement hierarchy of the Company's Assets

Quantitative disclosures fair value measurement hierarchy for Assets as at 31st March 2018

Assets measured at Fair Value	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant Observable inputs	Significant unobservable inputs
Security Deposits	31.03.2018	1,76,84,962	-		1,76,84,962
FVTOCI Investment - quoted shares	31.03.2018	24,25,00,002	24,25,00,002	-	-
Staff Advances	31.03.2018	7,84,799	-	-	7,84,799

The following table provides the fair value measurement hierarchy of the Company's Assets

Quantitative disclosures fair value measurement hierarchy for Assets as at 1st April 2017

Assets measured at Fair Value	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant Observable inputs	Significant unobservable inputs
Security Deposits	31.03.2017	1,67,51,419	-	-	1,67,51,419
Staff Advances	31.03.2017	24,65,835	-	-	24,65,835

## Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's Liabilities

Quantitative disclosures fair value measurement hierarchy for Liabilities as at 31st March 2019

Liabilities measured at Fair Value	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant Observable inputs	Significant unobservable inputs
Debt Securities	31.03.2019	346,52,90,519	346,52,90,519	-	-
Subordinated Liabilities	31.03.2019	47,15,95,740	47,15,95,740	-	-

The following table provides the fair value measurement hierarchy of the Company's Liabilities

Quantitative disclosures fair value measurement hierarchy for Liabilities as at 31st March 2018

Liabilities measured at Fair Value	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant Observable inputs	Significant unobservable inputs
Debt Securities	31.03.2018	222,10,86,837	222,10,86,837	-	-
Subordinated Liabilities	31.03.2018	43,94,75,243	43,94,75,243	-	-

The following table provides the fair value measurement hierarchy of the Company's Liabilities

Quantitative disclosures fair value measurement hierarchy for Liabilities as at 1st April 2017

Liabilities measured at Fair Value	Date of Valuation	Total	Fair value measurement using		
			Quoted prices in active markets	Significant Observable inputs	Significant unobservable inputs
Debt Securities	01.04.2017	34,70,67,013	34,70,67,013	-	-
Subordinated Liabilities	01.04.2017	41,20,31,823	41,20,31,823	-	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### Financial Risk:

Following table provides the Liquidity Risk of Company's Liabilities as on 31st March, 2019, 31st March, 2018 & 1st April, 2017 and the liquidity risk of Company's financial assets are analyzed and disclosed under Note No.34 of maturity analysis Assets.

<b>Financial Risk</b>						
<b>Liquidity Risk</b>	<b>On Demand</b>	<b>Less than 3 months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>&gt;5 years</b>	<b>Total</b>
<b>Year ended 31st March 2019</b>						
(a) Trade Payable	-	27,10,91,303	-	-	-	27,10,91,303
(b) Debt Securities	-	346,52,90,519	-	-	-	346,52,90,519
(c) Borrowings (Other than Debt Securities)	23,73,31,049	-	-	-	-	23,73,31,049
(d) Subordinated Liabilities	-	-	-	47,15,95,740	-	47,15,95,740
(e) Other Financial Liabilities	-	13,89,60,457	-	5,37,73,325	-	19,27,33,782
<b>TOTAL</b>						<b>463,80,42,393</b>
<b>Liquidity Risk</b>	<b>On Demand</b>	<b>Less than 3 months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>&gt;5 years</b>	<b>Total</b>
<b>Year ended 31st March 2018</b>						
(a) Trade Payable	-	22,34,06,398	-	-	-	22,34,06,398
(b) Debt Securities	-	222,10,86,837	-	-	-	222,10,86,837
(c) Borrowings (Other than Debt Securities)	-	-	-	-	-	-
(d) Subordinated Liabilities	-	-	-	43,94,75,243	-	43,94,75,243
(e) Other Financial Liabilities	-	12,76,18,364	-	5,34,82,078	-	18,11,00,442
<b>TOTAL</b>						<b>306,50,68,920</b>
<b>Liquidity Risk</b>	<b>On Demand</b>	<b>Less than 3 months</b>	<b>3 to 12 months</b>	<b>1 to 5 years</b>	<b>&gt;5 years</b>	<b>Total</b>
<b>As on 1st April 2017</b>						
(a) Trade Payable	-	14,09,43,267	-	-	-	14,09,43,267
(b) Debt Securities	-	34,70,67,013	-	-	-	34,70,67,013
(c) Borrowings (Other than Debt Securities)	-	-	-	-	-	-
(d) Subordinated Liabilities	-	-	-	41,20,31,823	-	41,20,31,823
(e) Other Financial Liabilities	-	7,30,98,089	-	5,09,70,413	-	12,40,68,502
<b>TOTAL</b>						<b>102,41,10,605</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 36. 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.1,42,79,356/- (Previous Year: Rs.1,35,28,853/-) collected till March 31, 2019 has been disclosed under statutory dues in other Non Financial liabilities.

### 37. BUSINESS COMBINATION

#### SCHEME OF AMALGAMATION OF ADITYA BIRLA COMMODITIES BROKING LTD. (ABCBL) WITH THE COMPANY (ABML)

During the year, the National Company Law Tribunal (“NCLT”) - Ahmedabad bench vide its Order dated 14th November, 2018 has approved the Scheme of Amalgamation of Aditya Birla Commodities Broking Limited (ABCBL), a wholly owned subsidiary of Aditya Birla Money Limited, with the Company.

The Scheme was approved by the Board of Directors on 24th January, 2018. Consequent to the said Order and filing of the final certified Orders with the Registrar of the Companies, Gujarat on 14th December, 2018, the Scheme has become effective upon the completion of the filing with effect from the Appointed Date of 1st April, 2018. Upon coming into effect of the Scheme, the undertaking of ABCBL stands transferred to and vested in the Company with effect from the Appointed Date.

As this is a business combination of entity under common control, the amalgamation has been accounted using the 'pooling of interest' method (in accordance with the approved Scheme).

All the assets and liabilities have been accounted for in the books of account of the Company at the value appearing in the books of account of ABCBL as on 1st April, 2018, the appointed date, under the “Pooling of Interest” method as per the Court approved Scheme of Amalgamation.

The figures for the previous periods have been recast as if the amalgamation had occurred from the beginning of the preceding period to harmonize the accounting for the Scheme with the requirements of Appendix C of Ind AS 103 on Business Combinations.

The value of Assets and Liabilities and Income and Expense as in the books of account of ABCBL as on 1st April, 2018, the appointed date, (after eliminating the intercompany balances) that is included in the financial statements of the Company is given below:

<b>ASSETS</b>	<b>As at 1st April, 2018</b>
<b>Financial Assets</b>	
(a) Cash and Cash Equivalents	86,21,985
(b) Bank Balance other than (a) above	10,83,19,117
(c) Trade Receivables	17,03,895
(d) Loans	5,70,50,611
(e) Other Financial Assets	6,55,09,047
<b>Sub-Total</b>	<b>24,12,04,655</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

<b>Non-Financial Assets</b>	
(a) Current Tax Assets (Net)	48,51,572
(b) Deferred tax assets (Net)	61,25,345
(c) Property, Plant and Equipment	6,15,147
(d) Other non-Financial assets	33,21,800
<b>Sub-Total</b>	<b>1,49,13,864</b>
<b>Total Assets</b>	<b>25,61,18,519</b>
<b>LIABILITIES AND EQUITY</b>	
<b>LIABILITIES</b>	
<b>Financial Liabilities</b>	
(a) Payables	
- Trade Payables	
(i) total outstanding dues of micro enterprises and small enterprises	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,42,13,067
(b) Other Financial Liabilities	11,88,108
<b>Sub-Total</b>	<b>1,54,01,175</b>
<b>Non Financial Liabilities</b>	
(a) Provisions	12,84,166
(b) Other Non Financial Liabilities	19,07,64,820
<b>Sub-Total</b>	<b>19,20,48,986</b>
<b>Equity</b>	
(a) Equity Share Capital	5,50,00,000
(b) Other Equity	(63,31,642)
	<b>4,86,68,358</b>
<b>Total Equity and Liabilities</b>	<b>25,61,18,519</b>

All equity shares of ABCBL held by the Company were cancelled without any further application, act or deed. Accordingly, the investment held by the Company in ABCBL aggregating to Rs.5,50,00,000/- has been eliminated and the reserves and surplus of ABCBL aggregating to Rs.(63,31,642)/- as on the appointed date is added on line by line basis with the respective assets, liability, income, expense and reserves of the Company after considering the impact as per the difference of accounting policies.

This amalgamation did not involve any cash outflow (except for the transaction costs which was expensed out) as ABCBL was a wholly owned subsidiary and the amalgamation has been accounted using the 'pooling of interest' method.

### 38. CONTINGENT LIABILITIES

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 present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

The Company does not recognize a contingent liability in the financial statements except when the management decides to recognize basis the probability of the contingent liability devolving on the Company.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

Particulars	March 31, 2019	March 31, 2018	April 01, 2017
<b>Disputed Tax and other Statutory Liabilities not provided for:</b>	(Rs.)	(Rs.)	(Rs.)
(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.	7,41,885	7,41,885	2,41,08,688
(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.	6,79,521	6,79,521	7,06,517
(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.	1,40,36,578	1,40,36,578	1,40,36,578
(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	-	90,60,000	90,60,000
(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.	10,61,025	10,61,025	10,61,025
<b>Claims against the Company not acknowledged as debts &amp; not provided for:</b>			
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.	1,12,27,303	6,74,13,054	6,96,80,322

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of M/s. Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Pending decision on the subject review petition and directions from the EPFO, the impact, if any, is not ascertainable and consequently no effect has been given in the accounts.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 39. 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.30,94,634/- (Previous Year : Rs.30,94,634/-) (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 01, 2008 to March 06, 2009.

During the earlier years, the Company has received an order from the Central Government (CG) whereby the CG has rejected excess remuneration of Rs.16,26,614/- (Previous Year : Rs.16,26,614/-) and directed the Company to collect the same from the Erstwhile Director. Further the Company has filed a Civil Suit in the High Court of Judicature at Madras vide C.S. No. 53/2016 seeking recovery of the excess remuneration paid to Mr. P.B. Subramaniyan. Pending the recovery of the same, it has been shown as advances recoverable by the Company in the Balance Sheet.

### 40. INCOME TAX

The Company offsets tax assets and liabilities if it has legally enforceable right to set off current taxes assets and current taxed liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

#### Deferred Tax:

IND AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or a separate component of equity.

Deferred Tax Assets (NET)	31st March 2019	31st March 2018	1st April 2017
Opening DTA	1,92,32,538	-	-
(A) Property, Plant and Equipment & Other Intangible Assets	1,20,37,710	1,41,12,064	1,38,79,966
(B) Interest Preference Shares	-	(4,87,38,144)	-
(C) Other Current Assets and Non-Current Assets	1,67,68,495	-	-
(D) Trade Receivables - Provision for Doubtful Debts	9,26,454	68,71,388	80,21,395
(E) Provision for liabilities and expenses	-	98,41,096	10,76,634
(F) Unutilised Tax Credit	-	4,37,55,771	3,82,65,856
(G) MAT #	(1,55,01,191)	1,59,60,000	52,06,165
<b>Deferred Tax Asset / (Deferred Tax Liability )</b>	<b>3,34,64,006</b>	<b>4,18,02,176</b>	<b>6,64,50,016</b>
<b>Reasonable Certainty</b>	<b>3,34,64,006</b>	<b>1,92,32,538</b>	<b>-</b>
<b>NET Deferred Tax Asset / (Deferred Tax Liability ) at the end of the Year</b>	<b>3,34,64,006</b>	<b>1,92,32,538</b>	<b>-</b>

# The Company in FY 2016-17 has recognised DTA to the extent of MAT owing to virtual certainty.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### Reconciliation of Tax Expense and the Accounting Profit multiplied by India's Domestic Tax Rate

	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
<b>Current Tax</b>		
Current income tax expense	6,41,84,669	4,19,79,875
<b>Deferred Tax</b>		
Relating to origination and reversal of temporary differences	(2,40,66,904)	(1,40,26,373)
<b>Income tax expense reported in the statement of profit or loss</b>	<b>4,01,17,765</b>	<b>2,79,53,502</b>

### Reconciliation of Tax Expense and the Accounting Profit multiplied by India's Domestic Tax Rate

	31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
	Rs.	%	Rs.	%
<b>Accounting profit before income tax</b>	14,00,28,673		10,09,52,184	
At India's statutory income tax rate of 29.12%	4,07,76,350	29.12%	3,33,77,760	33.06%
Difference in income tax rate	-		(1,18,32,988)	
Income (Ind AS) not considered for tax purpose	(23,48,118)		(13,70,539)	
Expense (Ind AS) not considered for tax purpose	1,50,17,706		70,77,857	
Expenses not allowed for tax purpose	7,74,765		1,39,38,112	
Additional allowances for tax purpose	(1,11,265)		-	
Tax on Income at Higher Rates - STCG	19,56,641		-	
Deductible temporary differences & Rate difference in PPE	(1,29,99,858)		(8,70,550)	
Deductible temporary differences & Rate difference in current and non current assets	(27,94,082)		(19,08,154)	
Deductible temporary differences & Rate difference in Trade receivables	(1,54,376)		(9,52,387)	
Income Tax impact due to IND AS	-		7,89,417	
DTA Mat Credit impact			(1,02,95,026)	
<b>At the effective income tax rate of 28.65%</b>				
<b>Income tax expense reported in the statement of profit and loss</b>	<b>4,01,17,765</b>	<b>28.65%</b>	<b>2,79,53,502</b>	<b>27.69%</b>

#### 41. FOREIGN CURRENCY TRANSACTIONS

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

#### 42. EARNINGS PER SHARE

Particulars		March 31, 2019	March 31, 2018
Net Profit (after Tax) as per Statement of Profit and Loss	A	9,99,10,908	7,29,98,682
Weighted Average Number of Equity Shares			
- Basic	B	5,62,56,875	5,57,82,321
- Diluted	C	5,64,54,609	5,61,79,620
Earnings / (Loss) per share			
- Basic	A/B	1.78	1.31
- Diluted	A/C	1.77	1.30
Nominal Value of Equity Share (in Rs.)		Re.1/-	Re.1/-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 43. CAPITAL MANAGEMENT

For the purpose of the Company's Capital management, Capital includes issued equity capital, Long- term borrowings and other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximize the shareholder value, comply to the regulatory requirements and maintain an optimal capital structure to reduce the cost of capital to the company. The Company makes adjustments in light of changes in economic conditions and the requirements of the applicable financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Particulars	31st March 2019	31st March 2018
<b>Debt</b>		
Short Term Borrowings	370,26,21,568	222,10,86,837
Long Term Borrowings	47,15,95,740	43,94,75,243
Trade Payable	27,10,91,303	22,34,06,398
Other Financial Liabilities	19,27,33,782	18,11,00,442
Less : Stock of Securities, Investments, Cash & Cash Equivalents (Net of advance from customer)	348,73,25,213	171,87,20,084
<b>Net Debt (A)</b>	<b>115,07,17,180</b>	<b>134,63,48,836</b>
Reserves	15,84,80,271	5,15,50,556
Equity Capital	5,63,01,357	5,61,22,138
<b>Total Capital (B)</b>	<b>21,47,81,628</b>	<b>10,76,72,694</b>
<b>Capital + Net Debt C = (A+B)</b>	<b>136,54,98,808</b>	<b>145,40,21,530</b>
<b>Gearing Ratio (A/C)</b>	<b>84%</b>	<b>93%</b>

In order to achieve the overall objective, the Company's Capital Management amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

### 44. CREDIT RISK

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract leading to a financial loss. The Company's exposure to credit risk is very minimal as the trade receivables are covered by collateral.

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either stocks comfort or margin money.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Total Trade Receivables as on 31st March, 2019 is Rs.112,65,71,684/- (31st March, 2018: Rs.133,47,23,006/-, 1st April, 2017: Rs.148,03,65,058/-).

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

### Movement of Loss Allowance:

Particulars	March 31, 2019	March 31, 2018
Opening Provision	8,07,98,715	6,45,41,196
Add: Provided during the year	28,55,625	3,47,71,173
Less: Utilised during the year	1,75,662	1,85,13,654
Closing Provision	8,34,78,678	8,07,98,715

## 45. LEASE DISCLOSURES

### 45.1 OPERATING LEASES FOR PREMISES

Lease rentals in respect of premises taken on operating lease during the year ended March 31, 2019 amounts to Rs.5,02,39,197/- (Previous Year : Rs.5,01,93,705/-).

Future obligations towards lease rentals under non-cancellable lease agreements as on March 31, 2019 amounts to Rs.15,09,72,108/- (Previous Year : Rs.18,17,16,115/-). Details of Lease Rentals payable within one year and thereafter are as under:

Particulars	March 31, 2019	March 31, 2018
Within one year	4,80,92,270	4,60,44,267
Later than one year and not later than five years	8,58,36,526	11,00,33,067
Later than five years	1,70,43,312	2,56,38,781

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.

### 45.2 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, 2019 amounts to Rs.10,90,604/- (Previous Year : Rs.17,92,250/-).

Future obligations towards lease rentals under non-cancellable lease agreements as on March 31, 2019 amounts to Rs.9,75,225/- (Previous Year : Rs.7,07,057/-). Details of Lease Rentals payable within one year and thereafter are as under:

Particulars	March 31, 2019	March 31, 2018
Within one year	6,99,494	7,07,057
Later than one year and not later than five years	2,75,731	-
Later than five years	-	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 46. EMPLOYMENT BENEFIT DISCLOSURES

#### Defined Contribution Plan

The amounts charged to the Statement of Profit and Loss during the year for Provident fund contribution aggregates to Rs.1,90,14,378/- (Previous year : Rs.1,77,73,694/-), NPS contribution fund contribution aggregates to Rs.4,32,154/- (Previous year : Rs.4,20,008/-) and employees' state insurance contribution aggregates to Rs.9,73,447/- (Previous year : Rs.14,63,965/-).

#### Defined Benefit Plan

##### General Description of the plan:

The Company operates gratuity plan through a trust wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. In case of some employees, the Company's scheme is more favorable as compared to the obligation under Payment of Gratuity Act, 1972.

##### Nature of Benefits:

The Company operates a defined benefit final salary gratuity plan which is open to new entrants. The gratuity benefits payable to the employees are based on the employee's service and last drawn salary at the time of leaving. The employees do not contribute towards this plan and the full cost of providing these benefits are met by the Company.

##### Regulatory Framework:

There are no minimum funding requirements for a gratuity plan in India. The trustees of the gratuity fund have a fiduciary responsibility to act according to the provisions of the trust deed and rules. Since the fund is income tax approved, the Company and the trustees have to ensure that they are at all times fully compliant with the relevant provisions of the income tax and rules. Besides this if the Company is covered by the Payment of Gratuity Act, 1972 then the Company is bound to pay the statutory minimum gratuity as prescribed under this Act.

##### Governance of the Plan:

The Company has set up an income tax approved irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan.

##### Inherent Risks:

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

The following tables summarize 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 of ABML.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Amounts recognized in the Balance Sheet in respect of Gratuity

Particulars	March 31, 2019	March 31, 2018	April 01, 2017
Present value of defined benefit obligation	5,60,95,629	4,85,45,788	3,85,91,855
Fair value of plan assets	6,37,18,352	5,43,98,607	5,06,37,352

Amounts recognized in Employee Benefits Expenses in the Statement of Profit and Loss in respect of Gratuity

Particulars	March 31, 2019	March 31, 2018
In Statement of Profit and Loss	57,38,751	47,94,567
In Other Comprehensive Income	(34,85,324)	46,12,656
<b>Total Expenses Recognized for the period</b>	<b>22,53,427</b>	94,07,223

\* It includes Gratuity expense of ABCBL's Employees amounting to Rs.1,56,472/- (Previous year : Rs.2,08,254/-).

Pursuant to the merger of ABCBL with the Company with the appointed date as 1st April, 2018, the present value of the retirement benefit obligation (gratuity) pertaining to ABCBL is considered in the liability transfer from ABCBL to the Company during the year.

The above note is a disclosure that covers both the obligation value & employee benefit expense debited to P&L.

Other Comprehensive Income:

Particulars	March 31, 2019	March 31, 2018
Actuarial (gains)/ losses		
- change in financial assumptions	5,61,899	(2,59,504)
- experience variance	15,76,033	52,43,111
Return on plan assets, excluding amount recognized in net interest expense	(56,23,256)	(3,70,951)
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
Components of defined benefit costs recognized in OCI	(34,85,324)	46,12,656

\* ABCBL Employee Benefits - Other Comprehensive Income in respect of Gratuity included Rs.3,618/- (Previous Year : Rs.22,272/-).

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

Particulars	March 31, 2019	March 31, 2018	April 1, 2017
Present Value of Obligation as at the beginning	4,74,38,134	3,85,91,855	4,08,19,185
Current Service Cost	62,11,729	57,87,026	45,61,857
Interest Expense or Cost	32,23,511	25,83,827	31,00,056
Re-measurement (or Actuarial) (gain)/loss arising from :			
- change in financial assumptions	5,61,899	(2,61,617)	14,04,059
- experience variance	15,76,033	52,67,496	16,92,700
- others		-	
Past Service Cost		-	
Benefits Paid including Transfer In / (Out)	(29,15,677)	(34,22,799)	(1,29,86,002)
Present Value of Obligation as at the end	5,60,95,629	4,85,45,788	3,85,91,855

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## Change in Fair Value of Plan Assets

Particulars	March 31, 2019	March 31, 2018	April 1, 2017
Opening fair value of plan assets	5,43,98,607	5,06,37,352	3,07,51,088
Expected return	56,23,256	3,70,951	21,99,187
Actuarial gains/(losses) on plan assets	36,96,489	33,90,304	23,35,424
Contributions by employer	29,15,677	34,00,299	2,80,38,128
Benefits paid	(29,15,677)	(34,00,299)	(1,26,86,475)
Closing fair value of plan assets	6,37,18,352	5,43,98,607	5,06,37,352

## Funding Arrangement and Policy

The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested.

The trustees of the plan are required to invest the funds as per the prescribed pattern of investments laid out in the income tax rules for such approved schemes. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

## Effect of Plan on Entity's Future Cash Flows:

a) Expected Contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year - Nil

b) Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cash flows)	5 years
Expected cash flows over the next (valued on Undiscounted basis):	in Rupees
1 years	1,99,08,624
2 to 5 years	2,58,06,320
6 to 10 years	75,61,991
More than 10 years	3,39,45,558

## Sensitivity Analysis

Particulars	March 31, 2019		March 31, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 0.5%)	5,75,66,903	5,47,15,182	4,87,75,211	4,61,88,004
(% change compared to base due to sensitivity)	2.6%	(2.5)%	2.80%	(2.60)%
Salary Growth (-/+ 0.5%)	5,47,44,912	5,75,19,302	4,62,13,027	4,87,33,985
(% change compared to base due to sensitivity)	(2.4)%	2.5%	(2.60)%	2.70%
Attrition Rate (-/+ 50%)	6,55,20,825	5,16,16,213	5,56,96,570	4,33,89,838
(% change compared to base due to sensitivity)	16.8%	(8.0)%	17.40%	(8.50)%
Mortality Rate (-/+ 10%)	5,60,76,914	5,61,14,291	4,74,23,041	4,74,53,181
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### Sensitivity Analysis Method

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses.

### Details of Plan Assets

The plan assets represent Company's proportionate share in the Grasim Industries Limited Employees Gratuity Trust managed by the Ultimate Parent Company for the employees of the Company. The details of plan assets are as under:

Particulars	March 31, 2019	March 31, 2018	April 1, 2017
Government of India Securities	4.39%	10.51%	11.90%
State Government Securities	0.17%	-	-
Corporate Bonds	0.29%	0.40%	0.41%
Insurer managed Funds	38.49%	60.03%	59.73%
Deposit Scheme	0%	0%	2.17%
Others	56.12%	29.06%	25.79%
	100.00%	100.00%	100.00%

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.

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, 2019	March 31, 2018	April 1, 2017
Discount Rate (per annum)	6.60%	6.80%	6.70%
Salary Growth Rate (per annum)	10.00%	10.00%	10.00%

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.

## 47. 1. STOCK OPTIONS GRANTED

### i) 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.

The Company adopts Senior Executive Plan in granting Stock options to its Senior Employees.

(Employee Stock Option Scheme – 2014)

During 2014 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.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

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:

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

	As on 31st March 2019
Options granted on December 02, 2014	25,09,341
Options outstanding as on April 01, 2018	6,99,531
No. of options granted during the year	Nil
Method of Accounting	Intrinsic Value
Vesting Plan	25% every year
Exercise period	Within 5 years from the date of vesting of respective options
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	Nil
Options exercised during the year	1,79,219
Options outstanding as on March 31, 2019	5,20,312

	As on 31st March 2018
Options granted on December 02, 2014	25,09,341
Options outstanding as on April 01, 2017	14,45,845
No. of options granted during the year	Nil
Method of Accounting	Intrinsic Value
Vesting Plan	25% every year
Exercise period	Within 5 years from the date of vesting of respective options
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	24,176
Options exercised during the year	7,22,138
Options outstanding as on March 31, 2018	6,99,531

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

	As on 1st April 2017
Options granted on December 02, 2014	25,09,341
Options outstanding as on April 01, 2016	19,79,120
No. of options granted during the year	Nil
Method of Accounting	Intrinsic Value
Vesting Plan	25% every year
Exercise period	Within 5 years from the date of vesting of respective options
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	4,50,859
Options exercised during the year	Nil
Options outstanding as on March 31, 2017	14,45,845

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.

### ii) ABCL – Employee Stock Option Scheme – 2017

Pursuant to ESOP Plan being established by the holding company (i.e. Aditya Birla Capital Limited), stock options were granted to the employees of the Company during the financial year. Total cost incurred by the holding company till date is being recovered from the Company over the period of vesting. Accordingly, a sum of Rs.1,92,85,906/- has been recovered from the Company during the year, which has been charged to the Statement of Profit and Loss.

#### 47.1.1. 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 (%)	Nil
The price of the underlying share in market at the time of option grant	Rs.34.25

48. 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)
49. 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 No.38 for details on contingent liabilities.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

## 50. RELATED PARTY TRANSACTIONS

Ultimate Holding Company	Grasim Industries Limited
Holding Company	Aditya Birla Capital Limited
<b>Related Parties under Ind AS 24 with whom transactions have taken place during the year</b>	
Fellow Subsidiary	Aditya Birla Finance Limited
	Aditya Birla Financial Shared Services Limited
	Aditya Birla Sun Life Insurance Company Limited
	Aditya Birla Insurance Brokers Limited
	Aditya Birla My Universe Limited
	Aditya Birla Housing Finance Limited
	Aditya Birla Money Insurance Advisory Services Limited
	Aditya Birla ARC Limited
	Aditya Birla Sun Life AMC Limited
	Aditya Birla Health Insurance company Limited
	Aditya Birla Stressed Asset AMC Private Limited
Key Management Personnel	Mr. Pradeep Sharma, Chief Financial Officer
	Mr. Murali Krishnan L.R., Manager
	Mr. Rajesh P Gandhi, Company Secretary (ceased to be the Company Secretary with effect from 17.10.2018)
	Ms. Sangeeta Shetty, Company Secretary (Appointed as Company Secretary with effect from 18.10.2018)

Sr. No.	Particulars	Closing Balance as on March 31, 2019	Transactions 2018-19*	Closing Balance as on March 31, 2018	Transactions 2017-18*	Balance as on April 1, 2017
<b>I</b>	<b>Grasim Industries Limited</b>					
1	Reimbursement of cost - AGM expenses		13,654		28,145	-
2	Other Transactions		-		3,13,60,000	-
3	Outstanding balances					
	- Gratuity Fund valuation	6,37,18,352		5,43,98,607		
	- Payable / Receivables	-		-		-
<b>II</b>	<b>Aditya Birla Capital Limited</b>					
1	Reimbursement of Cost - Electricity, rent, staff welfare and other expenses		115,127		1,94,919	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Sr. No.	Particulars	Closing Balance as on March 31, 2019	Transactions 2018-19*	Closing Balance as on March 31, 2018	Transactions 2017-18*	Balance as on April 1, 2017
2	IND AS - Interest on Preference shares		3,21,13,620		2,74,43,421	-
3	ESOP expenses		2,32,78,750		1,59,13,602	-
4	ESOP Credit Note against Exit employees		(39,92,844)		(10,16,142)	-
5	Outstanding balances					
	- IND AS - Interest payable on Preference shares	(17,15,88,883)		(13,94,75,244)		(11,20,31,823)
	- Payable	(41,86,504)		-		-
	- Receivable	-		7,92,375		-
<b>III</b>	<b>Aditya Birla Finance Limited</b>					
1	Reimbursement of Cost - Rent, electricity and other expenses		3,55,142		13,11,385	-
2	Recovery of Manpower cost		2,09,45,039		1,59,52,772	-
3	Recovery of Cost - Rent and other expenses		6,94,237		11,38,138	-
4	Bonus payable		-	-	16,28,476	-
5	Custodian - Fee recoverable		40,33,107		43,29,333	-
6	Brokerage Income (Debt)		-	-	10,50,000	-
7	Brokerage Income (Trading)		74,80,827		28,20,440	-
8	Referral fee expense		41,08,080		64,74,948	-
9	Referral fee income		35,53,822		83,19,126	-
10	Expenses - Commission - Management fees		6,33,31,323		13,87,87,597	-
11	Other Transaction-Liability transfer		12,33,469		-	-
12	Other Transaction-Liability transfer in		6,79,077		-	-
13	Other Transaction -Asset transfer in		5,17,682		-	-
14	ESOP transfer		75,250		-	-
15	Other Transaction-WDM		10,33,23,835		-	-
16	Outstanding balances					
	- Receivables (Trade receivable)	5,95,871		4,09,590		3,95,055
	- Payables (Advances from customer)	(7,65,472)		(32,830)		(48,229)
	- Payables (Trade payable)	(71,945)		(5,12,356)		(1,43,16,138)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Sr. No.	Particulars	Closing Balance as on March 31, 2019	Transactions 2018-19*	Closing Balance as on March 31, 2018	Transactions 2017-18*	Balance as on April 1, 2017
<b>IV</b>	<b>Aditya Birla Financial Shared Services Limited</b>					
1	Reimbursement of Cost - Manpower and other expenses		75,64,209		53,73,860	-
2	Reimbursement of Cost - Electricity, Staff welfare and other expenses		1,65,04,263		1,29,81,612	-
3	Prepaid expenses		33,83,772		44,79,092	-
4	Contribution to fund					
	- Expenses Recognise in income statement		4,51,277		4,54,065	-
	- Other comprehensive income		1,95,742		(3,50,682)	-
5	Outstanding balances					
	- Payables	(51,86,973)		(20,81,868)		(51,17,665)
	- Prepaid expenses balance	2,73,122		(5,74,656)		2,31,834
<b>V</b>	<b>Aditya Birla Sun Life Insurance Company Limited</b>					
1	Brokerage Income		47,87,530		62,55,196	-
2	Asset transferred		-		12,70,976	-
3	ESOP expenses		1,23,125		2,01,563	-
4	ESOP transfer		13,438			-
5	Reimbursement of rent and other expenses		58,483		16,33,922	-
6	Other Transaction - Gratuity/ Leave encashment liability Employee transfer In		-		16,28,767	-
7	Other Transaction - Gratuity/ Leave encashment liability		76,798		3,61,622	-
8	NPS Contribution		-		13,333	-
9	Other Transaction -WDM		5,12,08,331			-
10	Recovery of Cost - Rent and other expenses		10,97,847		-	-
11	Outstanding balances					
	- Payables	-		(2,56,356)		-
	- Receivables	13,438		-		-
<b>VI</b>	<b>Aditya Birla Insurance Brokers Limited</b>					
1	Recovery of Cost - Rent and other expenses		3,46,443		3,17,819	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Sr. No.	Particulars	Closing Balance as on March 31, 2019	Transactions 2018-19*	Closing Balance as on March 31, 2018	Transactions 2017-18*	Balance as on April 1, 2017
2	Outstanding balances					
	- Receivables	56,979		1,05,292		42,249
<b>VII</b>	<b>Aditya Birla MyUniverse Limited</b>					
1	Expenses - Commission, - Management fees		18,05,379		19,70,308	
2	Recovery of Cost - IT Support, Rent Expenses recovery		40,279		37,836	
3	Reimbursement of Cost - Rent expenses		-		2,66,112	
4	Other Transaction - Gratuity / Leave Encashment Liability		-		9,45,682	
5	Brokerage Income		-		50,898	
6	Reimbursement of cost - Electricity expenses, security charges and other expenses		2,33,484		6,75,959	
7	Transaction Charges NSDL recovery		-		40,000	
8	KRA Service recovery		52,617		2,74,528	
9	Other Transaction- Transfer of Loan/Deposit		-		1,55,000	
10	Client settlement		-		142	
11	Outstanding balances					
	- Payables (Trade payable)	(2,37,448)		(2,48,879)		(9,75,193)
<b>VIII</b>	<b>Aditya Birla Housing Finance Limited</b>					
1	Recovery of Cost - Rent		37,448		5,19,656	-
2	Referral fee income		4,57,700			-
3	Outstanding balances					
	- Receivables / Payable	-		3,02,675		65,587
<b>IX</b>	<b>Aditya Birla Money Insurance Advisory Services Limited</b>					
1	Asset Transfer In		4,784		-	-
2	Asset Transferred		-		92,014	-
3	Reimbursement of Rent and other expenses		-		8,08,765	-
4	Recovery of Rent and other expenses		-		2,34,476	-

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Sr. No.	Particulars	Closing Balance as on March 31, 2019	Transactions 2018-19*	Closing Balance as on March 31, 2018	Transactions 2017-18*	Balance as on April 1, 2017
5	Outstanding balances					
	- Payables	(4,784)		(8,65,996)		(1,42,227)
<b>X</b>	<b>Aditya Birla ARC Limited</b>					
1	Liability transfer		62,158		-	-
2	Asset transfer		19,208		-	-
3	Reimbursement of expenses		15,109		-	-
4	Custodian - Fee recoverable		287		-	-
5	Outstanding balances					
	- Trade receivable	98		-		-
<b>XI</b>	<b>Aditya Birla Sun Life AMC Limited</b>					
1	PMS Income		-		2,28,261	-
2	Liability transfer		2,86,950		-	-
3	ESOP transfer		21,500		-	-
4	Outstanding balances					
	- Receivables	21,500		-		-
<b>XII</b>	<b>Aditya Birla Health Insurance Company Limited</b>					
1	Reimbursement of electricity charges		2,81,769		2,49,016	-
2	Group Deposit-GMC		-		-	-
3	Group Deposit-Top up		-		18,10,515	-
4	Outstanding balances					
	- Payable	-		(5,89,120)		(3,02,348)
	- CD Balance	-		49,12,110		1,79,17,433
<b>XIII</b>	<b>Aditya Birla Stressed Asset AMC Private Limited</b>					
1	Custodian fee recoverable		98	-	-	-
2	Outstanding balances					
	- Payable	-		-	-	-
<b>XIV</b>	<b>Aditya Birla Idea Payment Bank Limited</b>					
1	Outstanding balances					
	- Payable	-	-	-	-	(21,31,859)



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

Sr. No.	Particulars	Closing Balance as on March 31, 2019	Transactions 2018-19*	Closing Balance as on March 31, 2018	Transactions 2017-18*	Balance as on April 1, 2017
<b>XV</b>	<b>Mr. P. Sudhir Rao</b>					
1	Director Sitting Fee	-	3,40,000	-	2,70,000	-
2	Reimbursement of Cost	-	-	-	-	-
<b>XVI</b>	<b>Mr. G. Vijayaraghavan</b>					
1	Director Sitting Fee	-	3,60,000	-	4,15,000	-
2	Reimbursement of Cost	-	-	-	-	-
<b>XVII</b>	<b>Mr. Tushar Harendra Shah</b>					
1	PMS Management Fees	-	1,74,615	-	1,44,888	-
2	Brokerage Income	-	659	-	660	-
<b>XVIII</b>	<b>Mr. Ajay Srinivasan</b>					
1	PMS Management Fees	-	1,94,290	-	2,61,124	-
2	Brokerage Income	-	-	-	-	-
<b>XIX</b>	<b>Mr. Pradeep Sharma</b>					
1	Remuneration	-	85,99,394	-	96,46,681	-
2	Reimbursement of Cost	-	23,266	-	30,286	-
3	Brokerage Income	-	220	-	997	-
<b>XX</b>	<b>Mr. Vikashh K Agarwal</b>					
1	Remuneration	-	-	-	18,11,351	-
2	Reimbursement of Cost	-	-	-	31,749	-
<b>XXI</b>	<b>Mr. Murali Krishnan L.R.</b>					
1	Remuneration	-	25,48,964	-	23,69,171	-
2	Reimbursement of Cost	-	-	-	-	-
3	Brokerage Income	-	885	-	900	-
<b>XXII</b>	<b>Mr. Rajesh P Gandhi</b>					
1	Remuneration	-	9,19,198	-	9,34,150	-
2	Reimbursement of Cost	-	38,324	-	8,477	-
<b>XXIII</b>	<b>Ms. Sangeeta Shetty</b>					
1	Remuneration	-	17,44,714	-	-	-
2	Reimbursement of Cost	-	4,340	-	-	-

\*Amounts excluding GST

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

### 51. PORTFOLIO MANAGEMENT SCHEME

The Company manages several schemes under Portfolio Management Scheme (PMS). These accounts of the PMS clients under various schemes are held by the company under fiduciary capacity and all services are rendered in compliance with PMS Guidelines issued by the Securities & Exchange Board of India (SEBI). PMS services generate fee income to the Company. The PMS Account of the client is maintained by the company and is annually audited by an independent Chartered Accountant. Since the company renders PMS services under fiduciary capacity, the financials of PMS clients does not form part of the financials of the Company. This has been done based on the opinion obtained from the Expert Advisory Committee of the Institute of Chartered Accountants of India (ICAI). A brief summary of the aggregated quantum of the funds received, AUM of the Fund are produced below.

(Rs. in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
Net quantum of funds received under PMS Scheme	51,446.80	44,979.62	5,536.82
Payable to Exchange (obligation)	(947.40)	114.96	437.48
Service charges received	(3,499.92)	(1,094.28)	(174.12)
	<b>46,999.48</b>	<b>44,000.36</b>	<b>5,800.18</b>
Funds Invested	45,318.45	43,380.04	5,368.99
Closing Bank Balance	1,681.03	620.32	431.19
	<b>46,999.48</b>	<b>44,000.36</b>	<b>5,800.18</b>

### 52. Segment reporting

The Company's business is to provide brokerage service, trading in securities and portfolio management services ('PMS') to its clients in the capital markets within India. All other activities of the Company revolve around these activities.

Particulars	March 31, 2019	March 31, 2018
Segment Revenue		
Broking	135,72,72,892	153,60,33,988
Trading in Securities	21,98,78,422	1,28,46,511
Others	10,33,37,119	7,26,26,784
<b>Total Segment Revenue from Operations (Net)</b>	<b>168,04,88,433</b>	<b>162,15,08,283</b>

Particulars	March 31, 2019	March 31, 2018
Segment Results		
Broking	3,50,31,020	16,58,63,474
Trading in Securities	5,74,86,585	(35,29,001)
Others	4,81,66,212	(5,85,28,223)
<b>Total Segment Result</b>	<b>14,06,83,817</b>	<b>10,38,06,250</b>
Less: Finance Costs	3,68,03,791	2,93,05,599
Add: Other Un-allocable (Expenditure) / Income - Net	3,61,48,647	2,64,51,533
<b>Profit Before Tax</b>	<b>14,00,28,673</b>	<b>10,09,52,184</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

<b>Segment Assets</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Broking	406,63,07,768	397,60,47,711
Trading in Securities	284,55,31,457	116,16,24,664
Others	1,13,65,788	1,14,58,221
<b>Total Segment Assets</b>	<b>692,32,05,013</b>	<b>514,91,30,596</b>
Add: Unallocated Corporate Assets	-	24,28,72,422
<b>Total Assets</b>	<b>692,32,05,013</b>	<b>539,20,03,018</b>

<b>Segment Liabilities</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Broking	342,32,12,914	367,58,96,681
Trading in Securities	280,57,66,372	115,61,58,400
Others	78,48,359	1,28,00,000
<b>Total Segment Liabilities</b>	<b>623,68,26,645</b>	<b>484,48,55,081</b>
Add: Unallocated Corporate Liabilities	47,15,95,740	43,94,75,243
<b>Total Liabilities</b>	<b>670,84,23,385</b>	<b>528,43,30,324</b>

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 No.301003E/E300005

**Pinky A Mehta**  
Director  
DIN : 00020429

**Tushar Shah**  
Director  
DIN : 00239762

**per Jayesh Gandhi**  
Partner  
Membership No. 037924

**Pradeep Sharma**  
Chief Financial Officer  
PAN : AHRPS6339L

**Sangeeta Shetty**  
Company Secretary  
PAN : BAHPS9816E

Place : Mumbai  
Date : April 25, 2019

IN YOUR FUTURE. TO POWER ASPIRATIONS.  
TO LIVE A GOOD LIFE. TO TRAVEL THE WORLD.  
IN YOUR GROWTH. TO LIVE A GOOD LIFE.  
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