



AD-MANUM FINANCE LIMITED

NOTICE FOR THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the members of AD-MANUM FINANCE LIMITED (CIN: L52520MP1986PLC003405) will be held on Wednesday, the 30th day of September, 2020 at 11:00A.M. through Video Conferencing (VC)/Other Audio Visual Means (OVAM) for which purposes the registered office of the company situated at "Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore (MP)-452003 shall be deemed as the venue for the Annual General Meeting, to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2020, the Statement of changes in Equity, Profit & Loss and Cash Flow of the company for the financial year ended 31st March, 2020 and the Reports of the Boards and Auditors thereon as on that date.

SPECIAL BUSINESSSES:

2. For confirmation of the appointment of **Mr. Sanjeev Sharma (DIN: 07839822)** as a Director of the company, to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of section 149,152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 pursuant to the provisions of Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee, consent of the member be and is hereby accorded for appointment **Mr. Sanjeev Sharma (DIN-07839822)**, as the Director who was appointed as an Additional Director at the Board meeting held on 13th day of March, 2020 and who holds office upto the date of ensuing AGM of the company and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013.

3. For appointment of **Mr. Sanjeev Sharma (DIN: 07839822)** as the Whole Time Director of the company and to, Consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT upon the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions thereof of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby granted for the appointment of **Mr. Sanjeev Sharma (DIN-07839822)** as the **Whole-time Director** of the company for a period of 5 years from 13th March, 2020 to 12th March, 2025 on the monthly consolidated remuneration not exceeding Rs. 1,00,000 P.M. as may be approved by the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT there shall be clear relation of the Company with **Mr. Sanjeev Sharma** as "the Employer-Employee" and each party may terminate the above said appointment with Three months prior notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT **Mr. Sanjeev Sharma**, Whole time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the break up of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company.”

4. For re-appointment of Mr. Dharmendra Agrawal (DIN: 08390936) as the Whole Time Director of the company and to, Consider, and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT upon the recommended of the Nomination and Remuneration Committee of the Board pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions thereon of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby granted for the Re-Appointment of **Mr. Dharmendra Agrawal (DIN- 08390936)** as the Whole-Time-director & Chief Executive Officer (KMP) for a period of from 1st April, 2020 to 31st March, 2021 on the monthly consolidated remuneration upto Rs. 1,25,000 as may be approved by the Nomination and Remuneration Committee from time to time.

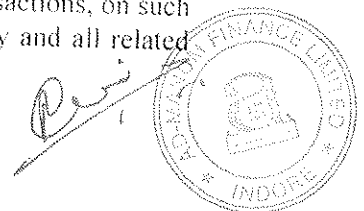
RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Dharmendra Agrawal as “the Employer-Employee” and each party may terminate the above said appointment with Three months prior notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Dharmendra Agrawal, Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the break up of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company.”

5. For approval of transactions/contracts/arrangements with Related Parties under section 188 of the Companies Act 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 and to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/contracts / agreements, in the ordinary course of its business and on arm's length basis, for purchase, sale or deal in the products, goods, stock in trade or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related



party for an amount not exceeding aggregating Rs.800 Crore (Rupees Eight Hundred Crore only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.

6. For authority to the Board to give loans and advances, give guarantee and Provide Securities to other companies/Body Corporate under section 185 and 186 of the Companies Act, 2013:
To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and the SEBI (LODR) Regulations, 2015 as may be applicable, the approval of members of the company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loan/Guarantee/Provide Securities of Rs.800 Crore (Rupees Eight Hundred Crore only) at any point of time.

Place: Indore

Date: 19th August, 2020


Registered Office:

CIN: L52520MP1986PLC003405

"Agarwal House", Ground Floor,

5, Yeshwant Colony, Indore (MP)-452003

By order of the Board


C.S. MOHD. RAEES SHEIKH
COMPANY SECRETARY &
COMPLIANCE OFFICER
FCS: 6841

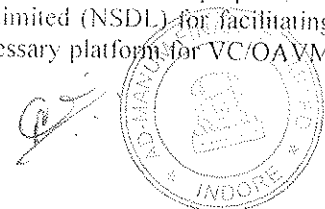


BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 2, 3 & 4 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER SEBI (LODR) REGULATIONS, 2015 AND COMPANIES ACT, 2013.

| | | |
|--|---------------------------|--|
| Name of Director | Mr. Dharmendra Agrawal | Mr. Sanjeev Sharma |
| DIN | 08390936 | 07839822 |
| Designation | Whole-time Director & CEO | Whole-time Director |
| Category | Executive | Executive |
| Date of Birth | 09/12/1970 | 27/07/1981 |
| Date of Appointment | 30/03/2020 | 13/03/2020 |
| Qualification | B.Sc.(Mathematics) | BA LLB |
| No. of shares held | 0 | 0 |
| List of outside Directorship | N.A. | 1. Archana Coal Private Limited 2. Stewardship Advisory Private Limited |
| Chairman / Member of the Committees of the Board of Directors of the Company | - | - |
| Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director | N.A. | NA |
| Disclosures of relationships between directors inter-se. | N.A. | N.A. |

Notes:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
- Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM hence the proxy form and attendance slip are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at www.admanumfinance.com
- Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM



- and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. The Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company at www.admanumfinance.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. www.evoting.nsdl.com.
 7. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.admanumfinance.com as soon as possible after the Meeting is over.
 8. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
 9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
 10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 2 to 6 set out in the Notice, is annexed thereto.
 11. The company has notified closure of Register of Members and Share Transfer Books from **Thursday, 24th September, 2020 to Wednesday, 30th September, 2020** (both days inclusive) for the Annual General Meeting.
 12. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. 23rd September, 2020 (Wednesday)**.
 13. CS Ishan Jain & Co. Company Secretary in Whole Time Practice (F.R. No. I2014MP1139600, M. No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
 14. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its email ID cs@admanumfinance.com so that the information required may be made available at the Meeting.
 15. The Members are requested to:
 - a) Quote their ledger folio number in all their correspondence.
 - b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 16. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., (RTA) Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com; rtaindore@gmail.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
 17. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
 18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to cs@admanumfinance.com.
 19. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2018-19 transferred all the equity shares in respect of which (Dividend year 2011-12) dividend has not been claimed/encashed for 7(Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2012-13 on the due date of transfer. The details of shares transferred/unpaid dividend to the IEPF Authority are posted on the website of the Company at www.admanumfinance.com. The said details have also been uploaded on the website of the IEPF Authority.



and the same can be accessed through the link: <http://www.iepf.gov.in/>. Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.

19.1 Members who have not encashed the dividend for the year 2012-13 to 2014-15 are requested to please approach to the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2012-13 for a period upto 7 years shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.

19.2 SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.

20. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the RTA having email Id ankit_4321@yahoo.com; raindore@gmail.com. The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

21. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2020 and due date for transfer thereafter to IEPF are as under:

| Financial Year | Date of Declaration | Rate of Dividend in Rs. 10/-per Share | Amount remained unclaimed/ unpaid | Due date for transfer to IEPF |
|----------------|---------------------|---------------------------------------|-----------------------------------|-------------------------------|
| 2012-13 | 28/09/2013 | 10% | 130980 | 04/11/2020 |
| 2013-14 | 25/09/2014 | 10% | 160910 | 01/11/2021 |
| 2014-15 | 30/09/2015 | 10% | 165800 | 06/11/2022 |

22. Voting through electronic means::

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- The voting period begins on 27th September, 2020 (Sunday) at 09.00 am and ends on 29th September, 2020 (Tuesday) 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23rd September, 2020) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

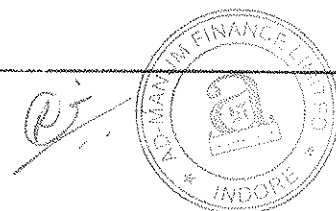
Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:



| | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

(a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) **How to retrieve your 'initial password'?**

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

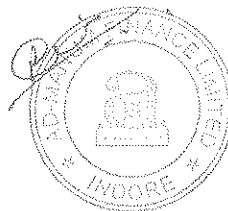
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:



How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

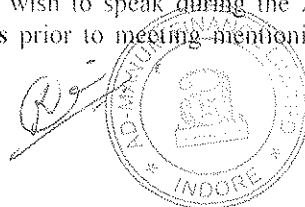
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to toishan1619@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

23. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@admanumfinance.com, rtaindore@gmail.com.
- ii. For Demat shareholders -, please provide Demat account details (NSDL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) cs@admanumfinance.com/ rtaindore@gmail.com.
- iii. The company/RTA shall co-ordinate with NSDL and provide the login credentials to the abovementioned shareholders.

24. Instructions for members attending the AGM through VC/OAVM are as under:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders/Members may access the same at www.evoting.nsdl.com under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number atcs@admanumfinance.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name,



demat account number/folio number, email id, mobile number at cs@admanumfinance.com These queries will be replied by the company suitably by email.

- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

25. Instructions for members for E-Voting during the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

26. Note for Non-Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evoting.nsdl.com> and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in.
3. 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.
4. The list of accounts linked in the login should be mailed to evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.
5. 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 scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.admanumfinance.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. 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 <https://www.evoting.nsdl.com>, under help section or write an email to evoting@nsdl.co.in or call toll free no. 1800-222-990. All grievances connected with the facility for voting by electronic means may be addressed to Shri Nitin Ambure Vice President, (NSDL,) National Securities Depository Limited, Trade World A Wing, Kamla Mills Compounds, Lower Parel Mumbai - 400013 or send an email to evoting@nsdl.co.in or call toll free no. 1800-222-990.

27. Other Instructions

1. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. 23rd September, 2020 (Wednesday), may obtain the login ID and password by sending a request at naindore@gmail.com.
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2020 (Wednesday), only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
4. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.



6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.admanumfinance.com and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
7. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4281333,4065797/99
E-mail: ankit_4321@yahoo.com, info@ankitonline.com
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Ankit Consultancy Pvt. Ltd, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, in case the shares are held in physical form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members may also note that the Annual Report for year 2019-20 is also available on Company's website www.admanumfinance.com
12. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.
13. As the 34thAGM is being held through VC/OAVM, the route maps is not annexed to this Notice.

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT,
2013 IN RESPECT OF SPECIAL BUSINESSES:**

Item No. 2 & 3

Mr. Sanjeev Sharma (DIN 07839822) is BA LLB upon the recommendation of the Nomination and Remuneration Committee, the Board has appointed him for a period from 13th March, 2020 to 12th March 2025 and was appointed as an additional director in the Board meeting held on 13th March 2020 and was further appointed as the Whole-time Director in the category of Executive Director of the Company, subject to approval of the members in the ensuing Annual General meeting. He is having through knowledge and experience in the field of legal finance, accounts etc. and is acquainted with through knowledge of business activities of the Company. His experience, commitment and capabilities are playing a crucial role in the growth of the Company.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No.3 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary Ordinary and Special Resolution as set out in Item No.2 and 3 of the notice respectively.

Mr. Sanjeev Sharma, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be drawn by him. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Sanjeev Sharma do not hold any share in the Company.

Item No. 4:

Mr. Dharmendra Agrawal (DIN 08390936) is B.Sc (Mathematics) and was appointed as an additional director in the Board meeting held on 30th March 2019 and further appointed as Whole-Time-Director & CEO of the Company, which was approved by the members in the 33rd Annual General meeting. He is having through knowledge and experience in the field of information



technology, finance, accounts etc. and is acquainted with through knowledge of business activities of the Company. His experience, commitment and capabilities are playing a crucial role in the growth of the Company.

Thus upon the recommendation of the Nomination and Remuneration Committee, the Board has appointed him for a further period from 1st April, 2020 to 31st March 2021. The Board considered that the terms and conditions the salary and perquisites as given in the Item No.4 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary Special Resolution as set out in Item No.4 of the notice.

Mr. Dharmendra Agrawal, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be drawn by him. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Dharmendra Agrawal do not hold any share in the Company.

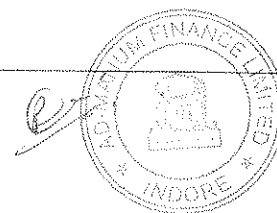
The Information as required under section II, Part 2 of the Schedule V pertaining to Item No. 3 & 4 of the Notice of AGM is being given as under:

I. General Information:

| | | |
|-----|---|---|
| (1) | Nature of industry | Non Banking Financing Company |
| (2) | Date or expected date of commencement of commercial production | N.A. |
| (3) | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N.A |
| (4) | Financial performance based on given indicators | The Company has achieved gross turnover of Rs. 984.44 Lakhs for the year ended 31 st March, 2020 and earned profits before Tax is Rs 21.59 Lakhs. |
| (5) | Foreign investments or collaborations, if any. | Agarwal Coal Corporation (S) Pte. Ltd has made an investment 27,70,000 equity shares of Rs. 10/- (i.e. 36.93%) in the company ad categorised as a Promoter Concern. |

II. Information about the appointee:

| S. No. | Name of Director | Sanjeev Sharma | Dharmendra Agrawal |
|--------|--|--|---|
| (1) | Background details | He is a bachelor's in legislative law (BA LLB) and He is having Knowledge in the field of Law & Legal of more than 10 Years. | He is a bachelor's in science (Bsc.- Mathematics) and have 25 years of experience in the information technology, finance, accounts. |
| (2) | Past remuneration | N.A. | The total Remuneration for the year period 2019-20 was Rs. 9.89 Lakhs |
| (3) | Recognition or awards | Nil | Nil |
| (4) | Job profile and his suitability | He is mainly responsible for general business activities besides other duties and responsibilities. | He is mainly responsible for general business activities besides other duties and responsibilities. |
| (5) | Remuneration proposed | Consolidated Remuneration Upto Rs. 1.00 Lakhs p.m. | Consolidated Remuneration Upto Rs. 1.25 Lakhs p.m. |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity. | The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity. |



| | | | |
|-----|--|--|--|
| | (in case of expatriates the relevant details would be with respect to the country of his origin) | | |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Sanjeev Sharma does not hold any share in the Company. He is having interest to the extent of the remuneration which he may draw from the Company being the Whole-time Director and dividend as may be declared by the Company (if any). He is not having any relationship with any other Director or KMP's of the company. | Mr. Dharmendra Agarwal does not hold any share in the Company. He is having interest to the extent of the remuneration which he may draw from the Company being the Whole-time Director and dividend as may be declared by the Company (if any). He is not having any relationship with any other Director or KMP's of the company. |

III. Other information:

| | | |
|-----|---|--|
| (1) | Reasons of loss or inadequate profits | There is no loss however, if the company is having inadequate profits for remuneration proposed to be payable to the proposed appointee. The said inadequate profit is due to increase in the remuneration payable to appointee. |
| (2) | Steps taken or proposed to be taken for improvement | The Company is continuing efforts to introduce higher value products and broaden its operating base. |
| (3) | Expected increase in productivity and profits in measurable terms | The Company expect to increase its turnover and profits every year. |

Item No. 5

Applicable provision of Section 188 and any other applicable provision of the Companies Act 2013 and rules framed thereunder all Related Party Transaction(s) shall require prior approval of the Audit Committee of the Board and all Material Related Party Transaction(s) shall require prior approval of the Members.

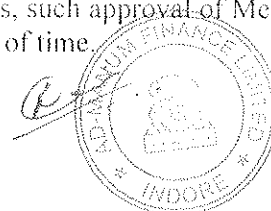
The company proposing to enter into transaction(s) with Related Parties for sale/purchase/supply of goods or material to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, availing or rendering of any service from/to Related Party etc. whether material or otherwise, approval is granted for a further period of 5 years. Related Party Transaction(s) up to an estimated annual value of `800.00 Crore (Rupees Eight Hundred Crore only) Per Annum excluding taxes etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

In the light of the above, Your Company has been dealing through such transaction(s) with the said Related Party.

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with Related Parties.

As per provision of the Companies Act, 2013 along with rules made thereunder, a transaction with a related party shall be considered material, if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the limit specified in the provision of the Companies Act, 2013 as per the Last audited Financial Statements of the Company. All material Related Party transaction(s) shall require approval of the Members.

In the Compliance of the said regulations, the Board has reviewed and approved the said ongoing transactions. These transactions may be considered as material/immaterial for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. The said fresh approval would be effective for the period of 5 (Five) years. Looking at the nature of business of the Company and the transactions, such approval of Members for the period of 5 (Five) years would be essentially required at this point of time.



The disclosure as required under the Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 areas under:

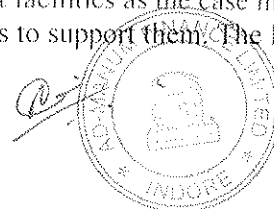
| Name of the related party | Name of the director or KMP who is related | Nature of relationship | Nature, material terms and particulars of contracts or arrangements | Amount (₹) & Other information relevant or important for the members to take decision on the proposed resolution |
|--|--|------------------------|---|--|
| Mr. Vinod Kumar Agarwal | - | Promoter | Rent | Upto ₹ 20 Lakh Per Annum |
| Mrs. Neena Devi Agarwal | - | Promoter | Rent | Upto ₹ 20 Lakh Per Annum |
| Mr. Tapan Agarwal | - | Promoter | Rent | Upto ₹ 10 Lakh Per Annum |
| Available Finance Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 100 Cr. Per Annum |
| Agarwal Fuel Corporation Pvt. Ltd. | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 150 Cr Per Annum |
| Archana Coal Pvt. Ltd. | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 75 Crore Per Annum |
| Agarwal Coal Corporation Private Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 150 Cr Per Annum |
| Agarmin Coal Wahsery Pvt. Ltd. | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 100 Crore Per Annum |
| Agarwal Mining Private Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 100 Crore Per Annum |
| Agarwal Real City Pvt. Ltd. | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 64.50 Crore Per Annum |
| Agarwal Real Infra LLP | - | Related Concern | Inter-Corporate Loan & Interest | Upto ₹ 60 Crore Per Annum |

Except as mentioned in Notes to Accounts in Balance Sheet none of the Director/Body Corporate, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Board recommends a Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No.6

As per section 185 & 186 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018 which empowers the Board of Directors of the company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as directly/indirectly concerned or interested subject to the approval of members by way of Special Resolution. Therefore in view of the requirements of other companies or the body corporate in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them. The Board



considered that it may needs to provide the advances, loans or to provide guarantee or security subject to the maximum of Rs. 800,00,00,000/- (Rupees Eight Hundred Crores Only) to the parties.

| Name of the related party | Name of the director or KMP who is related | Nature of relationship | Nature, material terms and particulars of contracts or arrangements | Amount (₹) & Other information relevant or important for the members to take decision on the proposed resolution(PA) |
|--|--|------------------------|---|--|
| Available Finance Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 100 Crores. |
| Agarwal Fuel Corporation Pvt. Ltd. | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 200 Crores |
| Archana Coal Pvt. Ltd. | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 50 Crore |
| Agarwal Coal Corporation Private Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 150 Crores |
| Agarmin Coal Wahsery Private Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 100 Crores |
| Agarwal Mining Private Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 100 Crores |
| Agarwal Real City Private Limited | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 50 Crore |
| Agarwal Real Infra LLP | - | Related Concern | Inter-Corporate Loan & Interest | Upto ` 50 Crore |

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:-

- 1) The said loan will be used by entities in their normal course of business.
- 2) Compliance under section 186 and 188 of the Companies Act, 2013;
- 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

The Board recommends a Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Place: Indore

Date: 19th August, 2020

Registered Office:

CIN: L52520MP1986PLC003405

"Agarwal House", Ground Floor,

5, Yeshwant Colony, Indore (MP)-452003

By order of the Board

[Signature]
CS. MOHD. RAEES SHEIKH
 COMPANY SECRETARY &
 COMPLIANCE OFFICER
 FCS: 6841

