

NOTICE

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Members of **AD-MANUM FINANCE LIMITED (CIN: L52520MP1986PLC003405)** will be held on Monday the 25th day of September, 2017 at Hotel Surya 5/5, Nath Mandir Road, South Tukoganj, Indore-452001(MP) at 11:00 AM to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Financial Statements, containing the Audited Balance Sheet as at 31st March, 2017 and the statement of profit and loss and cash flow for the year ended 31st March, 2017 along with the report of the Board's and Auditor's along with their all annexure thereon.
2. To appoint Director in place of Jayanta Nath Choudhury (DIN: 00136766) who liable to retire by rotation and being eligible himself for re-appointment.
3. To appoint Director in place of Dolly Choudhury (DIN: 06935952) who liable to retire by rotation and being eligible herself for re-appointment.
4. To appoint Statutory Auditor and fix their remuneration and in this regards pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT subject to the provisions of Section 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s SAP Jain & Associates, Chartered Accountants (ICAI Firm Registration No. 019356C), have confirmed their eligibility to be appointed as the Statutory Auditors in the term of the provision of Section 141 of the Companies Act, 2013 and the relevant rules and be and is hereby appointed for a term of 5 years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Sixth Annual General Meeting (AGM) of the Company to be held in the year 2022 subject to ratification at each Annual General Meeting, in place of retiring Auditor M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI FRN 001457C) whose term has been expired, on such remuneration as may be determined by the Audit Committee/Board of Directors etc. of the Company in consultation with the Auditor."

SPECIAL BUSINESS:

5. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 along with rules made there under including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, the consent of the Company be and is hereby accorded to give donation to Bona fide and Charitable and other funds in excess of five per cent of its average net profit for three immediately preceding financial year be and is hereby approved, on the terms and conditions as have been set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with a liberty to the Board to vary, alter and modify such amount of donation as may be agreed to by Board of Directors or any committee(s) thereof."

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all the acts, deeds and things including but limited to delegation of powers as may be necessary, proper or expedient in order to give effect to this Resolution."

6. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of in excess of the paid up capital and free reserves money not exceeding ` 150.00 Crore (Rupees One Hundred Fifty Crore only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all the acts, deeds and things including but limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

Registered Office

"Agarwal House" Ground Floor
5, Yeshwant Colony
Indore-452003 (MP)

*For and on Behalf of the Board
of Ad-Manum Finance Limited*

Sd/-

*(CS Mohd. Raees Sheikh)
GM-Compliance Officer*

Date: 31/07/2017

Place: Indore

NOTES:

1. The Register of Members and Share Transfer Books will remain closed from Tuesday 19th day of September, 2017 to Monday 25th day of September, 2017 [both days inclusive] for the purpose of 31st Annual General Meeting [the meeting].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board's.
3. Members seeking any information are requested to write to the Company by email at cs@admanumfinance.com, ho@admanumfinance.com, at least 7 days before the date of the Annual General Meeting to enable the management to reply appropriately at the Annual General Meeting.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 11.00 AM on Saturday 23rd day of September, 2017. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.
5. **Shareholders who have not yet claimed/encash their Dividend Warrants from the year 2009-10 to 2014-15 are advised to take steps to realize the same. "The dividend for the year 2009-10, will be statutorily transferred by the Company to the Investor Education and Protection fund (IEPF) and the due date for such transfer is 06th day of November, 2017 and the details of the same has disclosed at the company website (www.admanumfinance.com)."**
6. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
7. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
8. Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.admanumfinance.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:30 a.m. to 1:30 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id ho@admanumfinance.com

10. Voting through electronic means: In compliance with provisions of Section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-Voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-Voting. The detailed process, instructions and manner for availing remote e-Voting facility is annexed to the Notice.
11. Ishan Jain, Practicing Company Secretary [Membership No. ACS 29444] has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
12. Members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. Members can opt for only one mode of voting i.e. either by remote e-Voting or poll paper. In case Members cast their votes through both the modes, voting done by remote e-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
14. The remote e-Voting period commences on Friday, 22nd day of September, 2017 [9:00 a.m.] and ends on Sunday 24th day of September, 2017 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on Monday the 18th September, 2017 i.e. cut-off date, may cast their vote electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
15. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-Voting and poll process at the venue of the meeting.
16. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for remote e-Voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if members are already registered with CDSL for remote e-Voting, can use their existing User ID and password for casting your vote.
17. The Scrutinizer shall, after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's [website:www.admanumfinance.com](http://www.admanumfinance.com) and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

REQUEST TO THE MEMBERS:

- a) Intimate changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e) Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

- (i) The voting period begins on **Friday, 22nd September, 2017 [9:00 am] and ends on Sunday 24th September, 2017 [5:00 pm]**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday the 18th September, 2017, being the Cut-Off date may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the remote e-Voting website www.evotingindia.com
- (iv) Click on Shareholders/Member.
- (v) Now 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.
 - d. Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (v).

Note: Please keep the sequence number in safe custody for future remote e-Voting.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 remote 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.
- (x) For Members holding shares in physical form, the details can be used only for remote e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of ADMANUM FINANCE LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5 :

The Company carry on the charitable activities voluntarily in addition to the mandatory requirement for the CSR as required under section 135 of the Companies Act, 2013, to complete the target the Company may needs to give donation to trusts exceeding the limit specified as per Section 181 of the Companies Act, 2013. The Board of Directors of the Company at its meeting approved to give donation to Bona fide, Charitable and other Funds in Excess of five per cent of its average net profit for three immediately preceding financial year be and is hereby approved, subject to the prior approval of shareholders in this Annual General Meeting.

For the purpose of calculating the amount of donation to be given to Bona fide, Charitable and other Funds, the calculation is done as per the provisions of section 181 of the Companies Act, 2013 and other applicable provisions if any, wherever applicable.

Notwithstanding anything specified herein above, where in any financial year if the amount of Donation given to any Bona fide, Charitable and other Funds exceeds the specified limit so it can be done subject to the prior approval of shareholders obtained by passing a Resolution in the Annual General Meeting of the company.

None of the Directors is concerned or interested in this resolution, however Shri Vinod Kumar Agarwal, Director and Chairman of the Company and his relatives may be deemed to be concerned or interested otherwise to the extent the donation if any may be made to such trust, etc, where he or his relatives may be trustee or otherwise.

You are requested to consider and pass with or without modification the resolution as a "Ordinary Resolution".

Item No. 6 :

In terms of provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the company cannot, except with the consent of the company in a General Meeting, borrow money apart from temporary loans obtained from the Companies bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the company and to cater to the working capital needs, a resolution is proposed providing that, in addition to the company's existing borrowings, the Director may, for and on behalf of the purpose of the company, borrow further sums of money in addition to the paid up capital and free reserves amounting in the aggregate to the sum not exceeding ` 150.00 Crore (Rupees One Hundred Fifty Crore Only).

Your Directors recommend that the **special resolution** should be passed.

None of the Directors and KMPs and their relatives is interested or concerned in the said resolution. However, Shri Vinod Kumar Agarwal, Director & Chairman of the Company may be deemed to be concerned or financial interested to the extent of the and the amount of loan taken and interest if any as may be paid by the company to him from time to time.

Registered Office

"Agarwal House" Ground Floor
5, Yeshwant Colony
Indore-452003 (MP)

***For and on Behalf of the Board
of Ad-Manum Finance Limited***

Sd/-

***(CS Mohd. Raees Sheikh)
GM-Compliance Officer***

FCS-6841

Date: 31/07/2017
Place: Indore

MAP

