

33rd
ANNUAL REPORT
2018-19



AD-MANUM FINANCE LIMITED

CIN: L52520MP1986PLC003405

**“AGARWAL HOUSE”, Ground Floor,
5, Yeshwant Colony, Indore (M.P.) – 452 003**

E-mail : cs@admanumfinance.com,
Website : www.admanumfinance.com

BOARD OF DIRECTORS

- Mr. Vinod Kumar Agarwal - Director & Chairman
- Mr. Dharmendra Agrawal - Whole-Time Director & CEO (w.e.f. 30.03.2019)
- Ms. Priyanka Jha - Independent Director (Women) (w.e.f. 30.03.2019)
- CA Aseem Trivedi - Independent Director
- CA Vishnu Gupta - Independent Director
- Ms. Dolly Choudhury - Whole-Time Director Upto 15.02.2019
- Mr. Jayanta Nath Choudhury - CEO & Whole-Time Director Upto 15.02.2019
- Mr. Devesh Prasad Kori - Independent Director Upto 30.03.2019

COMPANY SECRETARY & COMPLIANCE OFFICER

- CS. MOHD. RAEES SHEIKH

CHIEF FINANCIAL OFFICER

- KUNDAN CHOUHAN (w.e.f. 07.02.2019)
- Vikas Gupta (upto 17.08.2019)

STATUTORY AUDITORS

M/s SAP Jain & Associates
Chartered Accountants

SECRETARIAL AUDITOR

Dr. D. K. Jain & Co., Company Secretary

BANKERS

- UCO Bank
- HDFC Bank
- Canara Bank

REGISTERED OFFICE

'Agarwal House', Ground Floor,
5, Yeshwant Colony, Indore (M.P.) – 452 003
Ph.: 91-731-4714000, Fax: 91-731-4714090
E-mail: cs@admanumfinance.com
Web-site: www.admanumfinance.com

MARKETING OFFICES

Indore, Sendhwa, Khargone, Dhulia, Jalgaon, Nandurbar, Chalisgaon, Nasik, Akola, Aurangabad, Chikhli, Raver, Bhavnagar, Jamnagar, Malegaon, Bhuj, Rajkot, Mehsana, Veraval, Himmatnaga, Ahmedabad, Anand, Palanpur, Amravati.

SHARE TRANSFER AGENT

(For Physical & Electronic mode)

M/s Ankit Consultancy Pvt. Ltd.

Plot No. 60, Electronic Complex,

Pardeshipura, Indore (M.P.) – 452 010

Ph.: 91-731-4281333, 4065797/99, 2551745 Fax: 91-731-4065798

E-mail: rtaindore@gmail.com, ankitind@sancharnet.in, ankit_4321@yahoo.com

AUDIT COMMITTEE MEMBERS (Independent Directors)

- Mrs. Priyanka Jha Independent Director : Chairperson & Member
- CA Vishnu Gupta Independent Director : Member
- CA Aseem Trivedi Independent Director : Member

STAKEHOLDER RELATIONSHIP COMMITTEE MEMBERS (Independent Directors)

- Mrs. Priyanka Jha Independent Director : Chairperson & Member
- CA Vishnu Gupta Independent Director : Member
- CA Aseem Trivedi Independent Director : Member

NOMINATION AND REMUNERATION COMMITTEE MEMBERS

- Mrs. Priyanka Jha Independent Director : Chairperson & Member
- CA Vishnu Gupta Independent Director : Member
- CA Aseem Trivedi Independent Director : Member

CSR COMMITTEE MEMBERS

- Mr. Vinod Kumar Agarwal Promoter Director : Chairman & Member
- Mr. Dharmendra Agrawal Whole-Time-Director : Member
- Mrs. Priyanka Jha Independent Director : Member

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Date: 30th September, 2019

Day: Monday

Time: 11:30 A.M.

Venue: Hotel Surya 5/5, Nath Mandir Road, South

Tukoganj, Indore – 452001 (MP)

Book Closure Date: 24/09/2019 – 30/09/2019

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Members of **AD-MANUM FINANCE LIMITED** (CIN: L52520MP1986PLC003405) will be held on **Monday, the 30th day of September, 2019** at Hotel Surya 5/5, Nath Mandir Road, South Tukoganj, Indore-452001(MP) at 11:30 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, 2019, Statement of changes in Equity, Profit and Loss and cash flow for the year ended 31st March, 2019 along with the Board's Report and Auditor's Report along with their all annexure thereon.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded for appointment of **Mr. Dharmendra Agrawal (DIN: 08390936)** as a director who was appointed as an Additional Director by the Board w.e.f. 30th day of March, 2019 by the Board of Directors at their meeting held on 30th day of March, 2019 and in respect of whom the Company has received a notice as per section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation."

3. 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 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and provisions of Articles of Association of the company, **Mr. Dharmendra Agrawal (DIN: 08390936)** was appointed as Whole-Time Director and Chief Executive Officer (KMP) in the Board meeting held on 30th day of March, 2019 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 Appointment of Mr. Dharmendra Agrawal (DIN 08390936) as the Whole-Time Director & Chief Executive Officer(KMP) for a period from 30th March, 2019 to 31st March, 2020 on the remuneration upto consolidated amount not exceeding Rs. 1,25,000 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. 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."

4. 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 161(1) of the Companies Act, 2013 read along with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of

Articles of Association of the Company, **Mrs. Priyanka Jha (DIN 07347415)** was appointed as Additional Director in the category of Independent Women Director at the Board meeting held on 30th day of March, 2019 of the Company and pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and is hereby granted for the Appointment of Mrs. Priyanka Jha (DIN- 07347415), in the category of Independent Women Director of the Company for a term of five (5) years w.e.f. 30th March, 2019 to 29th March, 2024.

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 the rules made thereunder 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 percent of its average net profit for three immediately preceding financial year subject to **maximum of Rs. 200 Lakhs** 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 Directors of the Company be and is hereby authorised 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 the following Resolution with or without modification, if any, as **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provisions of section 13(9) and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under and subject to the confirmation of the Registrar of Companies, consent of the shareholders of the Company be and is hereby accorded, to alter the Clause III(B) of the Memorandum of Association of Company by insertion of the new Clause 51.1 after the existing Clause III(B) 51 as under:

“51.1 Authority to the Company to merge, demerge, hive-off, amalgamate, takeover of the Company or with any other company vice versa to engage in any business(s) or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly and to enter into any scheme of arrangement, reconstruction, merger, amalgamation as envisaged under Chapter XV including section 230 to 240 of the Companies Act, 2013 and the Rules made there under or any amendment, modification or re-enactment thereof for the time being in force subject to approval of SEBI/Stock Exchange/RBI/Central Government/Tribunal or any other Authority, if any as may be required.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient in order to give effect to this Resolution.”

Registered Office
“Agarwal House” Ground Floor
5, Yeshwant Colony
Indore-452003 (MP)

Date: 06/08/2019
Place: Indore

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

Sd/-

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

FCS-6841

BRIEF PROFILE OF DIRECTORS PROPOSED FOR RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Name of Director	Mr. Dharmendra Agrawal	Ms. Priyanka Jha
Designation	Whole-Time Director & CEO	Woman Director
Category	Executive	Independent & Non-Executive
Date of Birth	09/12/1970	18/10/1991
Date of Appointment	30/03/2019	30/03/2019
Qualification	B.Sc.(Mathematics)	M.B.A (Marketing)
No. of shares held	0	0
List of outside Directorship	N.A.	Available Finance Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Member of CSR Committee	Member of : 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stake holder Grievance Committee 4. CSR Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	N.A.	Chairman of the following committees of Available Finance Ltd. 1. Audit committee 2. Nomination and Remuneration Committee 3. Stake holder Relationship committee
Disclosures of relationships between directors inter-se.	N.A.	N.A.

NOTES:

1. The Register of Members and Share Transfer Books will remain closed from **Tuesday, 24th day of September, 2019 to Monday, 30th day of September, 2019** [both days inclusive] for the purpose of 33rd Annual General Meeting [the meeting].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part of the Board's Report.
3. Members seeking any information are requested to write to the Company by email at cs@admanumfinance.com, complianceofficer@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 THECOMPANY. 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 11.30 AM. on Saturday 28th day of September, 2019. 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. 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.
6. 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.
7. 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.
8. 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 complianceofficer@admanumfinance.com .
9. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act 2013 and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing remote e-Voting facility as an alternative mode for 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.
10. **CS Ishan Jain**, Practicing Company Secretary [Membership No. FCS: 9978, C.P. 13032] has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
11. 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.
12. As per SEBI Circular dated 20th April, 2018 the shareholders having shares of the company in the physical form is required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent First letters to all the shareholders by the Registered Post and further

two letters will also be sent by the Ordinary Post for requiring the aforesaid details. 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.

13. 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.
14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 28th September, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.admanumfinance.com/UDHReport.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
15. (1) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 27, 2018. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as for the dividend declared in the year 2011-12 on the due date of transfer. Details of shares transferred/unpaid dividend to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.admanumfinance.com/UDHReport.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
 (2) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concern members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.htm> or contact Ankit Consultancy Pvt. Ltd. for lodging claim for refund of shares and/or dividend from the IEPF Authority.
16. Due dates for transfer of unclaimed/unpaid dividends as at 31stMarch, 2019 and due date for transfer thereafter the same to IEPF are as under:

F.Y. ended	Declaration Date	Due Date	Amount remains unpaid/ un claimed as at 31.03.2019
31 st March, 2012	29/09/2012	05/11/2019	206191.00
31 st March, 2013	28/09/2013	04/11/2020	139490.44
31 st March, 2014	25/09/2014	01/11/2021	207210.61
31 st March, 2015	30/09/2015	06/11/2022	168102.09

17. 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.
18. The remote e-Voting period commences on **Friday 27th day of September, 2019 [9:00 a.m.] and ends on Sunday 29th day of September, 2019 [5:00 p.m.]**. During this period, Members holding shares either in physical form or Demat form, as on **Monday, 23rd September, 2019 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.
19. 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.
20. 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 their vote.
21. 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 favor or against, if any, to the Chairman, who shall countersign the same.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: 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.
- f) Members holding shares in physical mode:
 - are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Ankit, if not registered with the Company as mandated by SEBI.
 - are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is placed on the Company's website.
 - are requested to register / update their e-mail address with the Company / Ankit for receiving all communications from the Company electronically.

Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

1. The voting period begins on Friday, 27th day of September, 2019 [9:00 a.m.] and ends on Sunday 29th day of September, 2019 [5:00 p.m.]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 23rd September, 2019, being the Cut-Off date may cast their votes electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the remote e-Voting website www.evotingindia.com
4. Click on Shareholders/Member.
5. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	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.

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for remote e-Voting on the resolutions contained in this Notice.
11. Click on the EVSN of AD-MANUM FINANCE LIMITED on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONSFILELINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-voting app can be downloaded from Google Play Store. Apple and Windows phone user scan download the app from the App Store and the Windows Phone Store. Please follow the instructionsas prompted by the mobile app while voting on your mobile.
19. Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are requiredto 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.
20. 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.2 & 3:

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, Subject to approval of the same in the ensuing 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 30th March, 2019 to 31st March 2020.

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 Resolution as set out in Item No.2 and 3 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.

ITEM NO.4:

Ms. Priyanka Jha (DIN : 07347415) is an M.B.A (Marketing) and having requisite years of experience in the field of finance and Marketing.

The Board of Directors at their meeting held on 30th March 2019 has appointed Mrs. Priyanka Jha (DIN : 07347415) as the Additional Director in the category of Independent Women Director of the Company, Subject to approval of members in the ensuing Annual General meeting for a term of 5 (Five) consecutive years w.e.f. 30th March, 2019 to 29th March, 2024.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers her background and experience would be beneficial to the Company and it is desirable to avail her services as an Independent Women Director. Accordingly, it is proposed to appoint Ms. Priyanka Jha (DIN : 07347415) as the Independent Women Directors of the Company, who is not liable to retire by rotation, for a first term of 5 (five) consecutive years on the Board of the Company. Mrs. Priyanka Jha (DIN : 07347415) is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Women Director.

The Company has also received declaration from Mrs. Priyanka Jha (DIN : 07347415) that She meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

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.

Mrs. Priyanka Jha (DIN : 07347415) may be deemed to be interested in the respective resolutions set out at Item No. 4 to the extent of fee as may be drawn by her.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the "**Ordinary Resolution**" set out at Item No. 4 of the Notice for approval by the members.

Mrs. Priyanka Jha do not hold any share in the Company.

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, in order to contribute the funds for the charitable purposes the Company may needs to give donation to trusts or agencies exceeding the limit specified as per Section 181 of the Companies Act, 2013. The Board 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 but subject to the **maximum of Rs. 200.00 Lakhs** 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:

The Board of Directors at their meeting held on 6th Aug., 2019 has considered that the Object Clause of the Company's Memorandum of Association is not having clauses relating to the powers of the Company relating to the merger and amalgamation, etc. Therefore, it has been decided to make suitable alteration in the Object Clause III(B) for the Object Incidental or Ancillary by way of insertion of new the Clause III(B) 51.1 after the existing Clause III(B) 51 of the Memorandum of Association to have authority for Compromise, Arrangement, Amalgamate with other companies or body corporates and to make alteration in the Object Clause III(B) as the Object Incidental or Ancillary by way of insertion of another new Clause III(B) 51.1.

As per section 13(9) alteration in object clauses is required to be approved by the shareholders by way of passing Special Resolution. The proposed resolution as set out in Item No. 6 is required to be passed as Special Resolution.

As per section 110 of the Companies Act, the Object Clause in the Memorandum can be altered by way of approval of the Members through the Postal Ballot Process. However, the Company is providing remote e-voting facility at the ensuing Annual General Meeting, therefore as per Notification No. S.O. 630(E) dated 9th Feb., 2018, the Board of directors of the company seek approval of the members by way of the remote e-voting at the Annual General Meeting.

The draft copy of the altered Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on any working day during business hours. The Board recommends the adoption of the resolutions by way of **"Special Resolution"**.

None of the Directors or their relatives is concerned or interested financial or otherwise in the resolution.

Registered Office

"Agarwal House" Ground Floor
5, Yeshwant Colony
Indore-452003 (M.P.)

Date: 06/08/2019
Place: Indore

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

***(CS Mohd. Raees Sheikh)
AVP-Compliance Officer
FCS-6841***

BOARD'S REPORT

Dear Members,
of Ad-Manum Finance Limited
Indore

Your Director(s) are pleased to present their 33rd Annual Report and the Company's Audited Financial Statement for the Financial Year ended 31st March, 2019.

FINANCIAL RESULTS

The Company's Financial Performance for the year ended 31st March 2019, is summarized below:

(Amount in Rs.)

PARTICULARS	2018-19	2017-18
Profit before Depreciation, Interest & other adjustments	62909989	61140137
Less : Finance Cost	(22483226)	(41366115)
: Depreciation	(2622339)	(3468486)
: Exceptional Item	(382255832)	210727
Profit Before Tax	(451408)	16516311
Less : Provision for current Income Tax	0	1050000
: Deferred Tax	4538755	0
Profit for the year	(4990163)	15466311
Earning per share	(0.67)	2.06
Add : Balance of Profit B/F From Previous Year	81485780	69112731
Amount available for appropriation	76495617	84579042
Appropriations:		
Transfer to NBFC Reserve	0	3093262
Balance carried to Balance Sheet	76495617	81485780
EPS (Basic & Diluted)	(0.67)	2.06

Performance of the Company.

During the Year Company has achieved total revenue of Rs. 1006.39 Lakh (Previous year Rs. 1505.41 Lakh) and Profit/(loss) after Tax of Rs. (49.90) Lakh as against Profit of Rs. 154.66 Lakh in the previous year. As per the special resolution passed by the members as required under section 180(1)(a) of the Companies Act 2013 and the applicable SEBI (LODR) Regulations by way of postal ballot process completed on 27th June, 2018 During the year, your company has sold its Loan Portfolio mainly relating to the Commercial Vehicle Finance activities as the management considered the slow down in the vehicle industry, to other company for realization of the loan portfolio to have better utilization in other sector and paid off its Debt to reduce the financial burden of interest and finance cost resulting the turnover and Profitability of the company was decreased for the time being.

Business Activities:

During the year, as per the special resolution passed by the members as required under Section 13 of the Companies Act 2013 and the applicable SEBI (LODR) Regulations by way of postal ballot process completed on 27th June, 2018 also altered its Main Object Clause replacing the existing Clause III(A) with new clause III(A) of the Memorandum of Association for authority to carry on the business activities for providing finance by way of loans or otherwise to the real estate project to have better utilization of the available financial resources.

Further that your company proposes to alter the ancillary object clause for having authority to the company to enter into the scheme of arrangement for merger/demerger/ amalgamation and reconstruction of the Company and recommend to pass necessary resolution if any given in the notice of the forthcoming Annual General Meeting by way of Special Resolution.

Dividend

Due to loss incurred in the current year and long term requirement of funds, the Board's proposes to retain its accumulated profits and decided, not to recommend any dividend for the year 2018-19 (Previous year Nil) and retain profit for the better opportunities.

Transfer of Amount and Shares to Investor Education & Protection Funds (IEPF)

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs, New Delhi. All unpaid or unclaimed dividend are require to be transferred by the company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account of the IEPF Authority. Accordingly, the company has transferred the unclaimed and unpaid dividends of Rs. 1,60,413/- and has also transfer 16,920 shares of Rs. 10/- each to the IEPF Authority as per the requirement of the IEPF rules on account of the dividend declared by the company in the year 2009-10 and 2010-11.

The detail related to dividend remains unpaid-unclaimed in the Company has been given in the Corporate Governance Report attached with the annual report of the Company.

Transfer of Amount to the NBFC Reserves

The Company has transferred NIL amount to the NBFC Reserves as per requirement of the Directions of the RBI to the NBFC Companies (Previous years. 30,93,262/- (Rupees Thirty Lakh Ninety Three Thousand Two Hundred and Sixty Two only)).

Non Performing Assets and Provisions

The company has ascertained Non Performing Assets under Non Banking Financial (Non deposit accepting or holding) Company's Prudential norms (Reserve Bank) Directions, 2007, as amended from time to time, and made adequate provisions there against. The company did not recognize interest income on such Non Performing Assets. The Company has also written off unrecoverable amount as bad debts.

Associates/Subsidiaries/Joint Venture

The company does not have any subsidiary, joint venture and any associate company within the meaning of the Companies Act, 2013 either at the beginning or at the end of the financial year. However, the Company is an associate of foreign company namely Agarwal Coal Corporation(s) Pte. Ltd. (Singapore) which hold 36.93% shares in the Company and having status of the promoter.

Disclosure Under Section 134(3) of the Companies Act, 2013 ('the Act')

Pursuant to the provisions of Section 134(3) of the Act read along with the Companies (Accounts) Rules, 2014. The required informations and disclosures, to the extent applicable to the company are discussed elsewhere in this report and their relevant information's are as under:-

9.1 The extracts of Annual Return in Form MGT-9 as per **Annexure-A** and is also hosted on the website (www.admanumfinance.com) of the company as per the requirement of the Act.

9.2 Policy of company for the appointment of Directors and their remuneration is hosted on the website (www.admanumfinance.com) of the company as per the requirement of the section 178 of the Companies Act, 2013.

9.3 The particulars of related party contracts are enclosed herewith in form AOC-2 as per **Annexure -B**.

9.4 The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of subsection 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as per **Annexure - C**.

There is no employee drawing remuneration of Rs. 8,50,000/- per month or Rs. 1,02,00,000/- per year, therefore the particulars of employees as required u/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company.

Name of the top 10 employees in terms of remuneration drawn in the financial year 2018-19:

A statement of Top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed with the report as "**Annexure-D**".

Risk Management Committee

The company has voluntary constituted risk management committee and the policy is disclosed on the website of the company. (http://www.admanumfinance.com/amfl_risk.pdf).

Disclosure of Codes, Standards, Policies and compliances there under

a) **Know Your Customer and Anti money laundering measure policy**

Your company has a board approved Know Your Customer and Anti Money Laundering measure policy (KYC and AML Policy) in place and adheres to the said policy. The said policy is in line with the RBI Guidelines.

Company has also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There are however, no cash transactions of the value of more than Rs. 10,00,000/- or any suspicious transactions whether or not made in cash noticed by the company in terms of the said policy.

b) **Fair Practice Code**

The company has in place a fair practice Code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC.

c) **Code of Conduct for Board of Directors and the Senior Management Personnel**

The company has adopted a code of conduct as required under Regulation 17 of SEBI (LODR) Regulations 2015, for its Board of Directors and the senior management personnel. The code requires the directors and employees of the company to act honestly, ethically and with integrity and in a professional and respectful manner. A certificate of the Management is attached with the Report in the Corporate Governance section.

d) **Code for Prohibition of Insider Trading Practices**

The company has in place a code for prevention of insider trading practices in accordance with the model code of conduct, as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended and has duly complied with the provisions of the said code.

e) **Whistle blower policy**

Pursuant to the provisions of section 177(9) and (10) of the Companies Act, 2013 read with rule 7 of Companies (Meeting of Boards and its powers) Rules, 2014 and Regulation 22 of SEBI (LODR) Regulations, 2015, the company had adopted a whistle blower policy which provides for a vigil mechanism that encourages and supports its directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the chairman of audit committee in exceptional cases. Policy of the whistle blower of the Company has been given at the website of the company at :-

http://www.admanumfinance.com/Whistle_Blower_Policy_&_Vigil_Mechanism%20policy.pdf and attached the same as **Annexure E** to this report.

f) **Prevention, Prohibition and Redressal of Sexual Harassment of women at work place**

The company has in place a policy on prevention, prohibition and redresses of sexual harassment of women at workplace. The primary objective of the said policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. No complaint, however is received by the company under the said policy in FY 2018-19.

g) **Nomination, Remuneration and Evaluation policy (NRE Policy).**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at <http://www.admanumfinance.com/Nominatin%20&%20Remuneration%20Policy.pdf>. The details of the same are also covered in Corporate Governance Report forming part of this Annual Report.

h) **Related Party Transactions Policy**

Transactions entered with related parties as defined under section 188(1) of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015 during the financial year were mainly in the ordinary course of business and on an arm's length basis and are not material. The related party transaction policy as formulated by the company defines the materiality of related party and lays down the procedures of dealing with related party transactions. The details of the same are posted on the Company website (<http://www.admanumfinance.com/Related%20Party%20Transaction%20Policy.pdf>).

All related Party Transaction are placed before the Audit Committee. Further the company has also obtained approval of members in the 30th Annual General Meeting held on 21st September, 2016 and the transaction entered by the company is within the limit granted by the members. A statement of all Related Party Transaction is placed before the Audit Committee for its review on a quarterly basis, specifying the nature and value of the transaction.

i) **Corporate Social Responsibility Policy**

Company has framed Corporate Social Responsibility (CSR Policy), as per the provisions of Companies (CSR Policy) Rules, 2015 which, inter alia, lays down the guidelines and mechanism, directly or indirectly through eligible trust or institutions for undertaking socially useful projects for welfare of the society. As per the provisions of section 135 of Companies Act, 2013, along with the rules made thereunder the company has constituted a Corporate Social Responsibility Committee. The composition of the CSR Committee and its terms of reference are given in the Corporate Governance Report forming part of this Annual Report. However, the Company is not fall under the purview of section 135 of Companies act in this Financial year 2018-19.

Listing of Shares of the Company

The equity shares of the company continue to remain listed on BSE Limited (Script Code: 511359). The company has paid the Annual Listing Fees to BSE Limited for the financial year 2019-20 on time.

Directors and Key Managerial Personnel

Executive Directors and KMPs

The Company is having adequate Key Managerial Personnel's as per requirements of section 203 of the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015. During the year, Following are the changes in the directors and KMPs of the Company:-

1. Mr. Vikas Gupta, Chief Financial Officer of the Company designated as Key Managerial Personnel of the Company has tendered his resignation at the Meeting of Board of Directors held on 17th day of August, 2018 with immediate effect and Board of Directors accepted the same;
2. Mr. Kundan Chouhan is appointed as Chief Financial Officer of the Company designated as Key Managerial Personnel of the Company as per the provisions of Section 203 of the Companies Act, 2013 at the Meeting of Board of Directors held on 7th day of February, 2019;
3. Shri Jayanta Nath Choudhary and Mrs. Dolly Choudhary, Whole-time Directors has tendered their resignation w.e.f. 15th day of February, 2019 and the Board of directors accepted the same.
4. Mr. Dharmendra Agrawal is appointed as Additional Director in the category of Whole-Time Director and Chief Executive Officer designated as Key Managerial Personnel of the Company at the Meeting of the Board of Directors held on 30th March, 2019.

Declaration for Independency of Independent Directors

The Company have received necessary declaration from all the independent directors as required under section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of Independence as per the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013. In the Opinion of the Board, all the independent directors fulfills the criteria of the independency as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Independent Directors:

Pursuant to the provision of the Companies Act, 2013, company is having 3 (Three) Independent Director including 1 (One) Women Director which are as follows:-

- 1) CA Assem Trivedi
- 2) CA Vishnu Gupta
- 3) Mrs. Priyanka Jha

During the year, the following changes have taken place in the Independent Directors of the company :

1. Mrs. Priyanka Jha is appointed as Additional Director in the Category of Women director designated as Independent Director of the Company at the Meeting of the Board of Directors held on 30th March, 2019.
2. Mr. Devesh Prashad Kori, Independent Director of the Company tendered its resignation w.e.f. 30th day of March, 2019 at the Meeting of the Board of Directors held on 30th March, 2019 and the Board of Directors accepted the same.

Directors seeking confirmation in the ensuing Annual General Meeting;

Your Board of Directors has proposes to pass the necessary resolution in the ensuing Annual general meeting related to confirmation of the appointment of Ms. Priyanka Jha (DIN 07347415) as the Independent Director and confirmation for appointment of Mr. Dharmendra Agrawal (DIN 08390936) as the Director and further as the Whole Time Director w.e.f. 30th March, 2019, Your Board of directors recommends to pass necessary resolution to that effect as set out in the notice of the Annual General Meeting and justification for re-appointing them is being annexed in the explanatory statement.

Performance Evaluation

The Company has devised a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance which code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairperson. The Chairman of the respective Committees hared the report on evaluation with the respective committee members. The performance of each committees was evaluated by the Board, based on report on evaluation receive committees.

The report on performance evaluation of the Individuals Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

Board Meetings

During the FY 2018-19, 12 (Twelve) Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The details of the Board meetings held during the year along with the attendance of the respective directors there at are set out in the Corporate Governance Report forming part of this annual report.

Significant/ Material orders passed by the Regulator or Court or Tribunals

There were no significant/material orders passed by any regulator or court or tribunal which would impact the going concern status of the company and its future operations.

Internal Audit and Internal Financial Control System

The company has appointed an independent firm of Chartered Accountants for conducting the audit as per the internal audit standards and regulations. The internal auditor reports their findings to the audit committee of the board. The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism with interaction of KMP and functional staff.

The company has taken stringent measures to control the quality of disbursement of loan and its recovery to prevent fraud. The company has also taken steps to check the performance of the functional employees of the company at branch level.

Secretarial Audit Report

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the company had appointed M/s D.K. Jain & Co., Practicing Company Secretaries, Indore to undertake the Secretarial Audit of the company for the FY 2018-19. The Secretarial Audit Report for the FY ended March 31st, 2019 is annexed as **Annexure F** to this report. The said report does not contain any material qualification, reservation or adverse remark, except the following:

Observations: The company has not given Separate Notice for Book Closure for the period 22.09.2018 to 28.09.2018 to the BSE under the Regulation 42(2) of the SEBI (LODR) Regulations, 2015.

Management Reply: The Company has properly closed its Register of Members and Share Transfer Book and provided copy of the newspaper clipping for book closure for the period 22.09.2018 to 28.09.2018 to the stock exchange and has also hosted the same on the website of the Company and disclosed in the annual report. However, the same was not separately disclosed inadvertently without any malafide intention and not prejudice to the interest of the members of the Company as the Company has not declared any dividend during that period for the year 2017-18.

Observations: The company has not submitted to the BSE the Copies of the notices, circulars and newspress notice to the shareholders for the D-mat of shares, KYC Requirements, transfer of shares to IEPF, etc under the Regulation 30(2) read with Clause 12 of Para A of Part A of schedule III of the SEBI (LODR) Regulations, 2015.

Management Reply: The Company has properly given notices and circulars to the members of the company and has also hosted the same on the website of the Company and disclosed in the annual report. However, the same was not separately filed inadvertently without any malafide intention and not prejudice to the interest of the members of the Company.

Observations: The Company has not submitted a Certificate from the Statutory Auditor on half yearly basis, certifying compliance with the existing terms and conditions of FDI, to the Bhopal Regional Office of the RBI, as per the Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016 issued by RBI.

Management Reply: Since there was a change in the requirements, the company could not comply with the same, however, it has filed the annual return covering the period of the half yearly also. Further that there was no objections from the RBI as such.

Auditor and Auditors Report

At the 31st Annual General Meeting held on 25th September, 2017, the members had appointed **M/s SAP Jain & Associates, (ICAI Firm Registration Number 019356C)** Chartered Accountants as statutory auditors of the company to hold the office from the conclusion of the ensuing Annual General Meeting till the conclusion of 36th Annual General Meeting to be held in the year 2022.

The Company has received consent from Statutory Auditor and confirmation to the effect that they are not disqualified to be appointed as Statutory Auditor of the company in terms of the provisions of the Companies Act, 2013 and rules framed thereunder. Hence offer themselves eligible to continue during the year .

Further, the Notes to the Accounts referred to in Auditors Report are self explanatory and does not call for any comment.

Director's Responsibility Statement

The Director's Responsibility Statement referred to Section 134(3)(c) and 134(5) of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended March 31st 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there is no material departures from the same;
- b) The directors had 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 at March 31st 2019 and of the loss of the company for the year ended on that date;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a "going concern" basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Governance & Management Discussion and Analysis

Regulation 34 read alongwith Schedule V of SEBI (LODR) Regulations, 2015 and Companies Act 2013, along with their rules, the corporate governance report, management discussion and analysis, certificate from Practicing Company Secretary regarding non-disqualification, debarred for being appointment or continue to be appointed and the auditor's certificate regarding compliance of conditions of corporate governance is enclosed herewith as per **Annexure - G**

Details of Fraud

There is no fraud as reported by the Auditors to the Central Government which needs to be disclosed as per the requirement of the provisions of section 134(3)(ca) of the Companies Act, 2013 during the year 2018-19.

Annual evaluation

Pursuant to the provisions of the Companies Act, 2013 read along with their rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, an Annual Performance evaluation of the Board, the directors individually as well as the evaluation of the working of the board committees including audit committee and other committees of the Board of Directors of the company was carried out during the year and is covered under the corporate governance report forming part of this annual report.

Deposits

The Company is a non deposit taking Category - B, NBFC Company. The company does not have any public deposits within the meaning of Section 73 of the Companies Act, 2013. Further, the Company has not accepted any deposit in contravention of the provisions of the Companies Act, 2013 as well as RBI directions.

Adequacy of Internal Financial Controls

The company has an adequate internal financial control backed by sufficient qualified staff, system software and special softwares. The company has also an internal audit system by the external agency.

Committee of the Board

The Company has duly constituted the following committees as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- a) **Audit Committee** as per section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **Stakeholder Relationship Committee** as per section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) **Nomination and Remuneration Committee** as per section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) **Risk Management Committee** as per Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) **CSR Committee** as per section 135 of the Companies Act, 2013.
- f) **Internal Committee for Sexual Harassment** of Women at the Work Place.

The detail of the composition of all the committees and their respective terms of reference are included in the Corporate Governance Report forming the part of this annual report. The committees' meets at the regular interval prescribed in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and any other Act applicable, if any.

Disclosure as per terms of Paragraph 13 of "Non-Systemically Important Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 The desired disclosure is enclosed herewith as per attached Financial Statements.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo

Particulars required u/s 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of Companies (Account) Rules, on conservation of energy and technology absorption are **NIL**. There was no foreign exchange earnings and outgoing during the Financial Year (Previous year Nil).

Compliance of Reserve Bank of India Guidelines

The Company is having Registration from the RBI to act as NBFC Company and is complying with the entire Requirements prescribed by the Reserve Bank of India, from time to time.

Change in the nature of business

During the year under review, there was the following changes in the nature of the business:

- 1) company has sold its entire loan portfolio to another body corporate;
- 2) the company has altered its main object clause and intended to enter into the Real Estate Financing Business.

Material Changes and Commitments Affecting the Financial Position of the company

No material changes and commitments affecting the financial position of the Company occurred during the Financial Year to which this financial statements relate and the date of report.

Particulars of Loans, Guarantees and Investments

Since, the company is registered as NBFC with RBI, therefore, the provisions of section 186 of the Companies Act, 2013 and the rules made thereunder is not applicable on the company. However, the Company has made certain investment and provided loans to certain corporate during its ordinary course of business. Details of which can be reviewed in the Financial Statements of the company.

Acknowledgement

The Board of Directors places its sincere gratitude for the assistance and co-operation received from Banks, Customers and Shareholders etc. The Directors take this opportunity to express their sincere appreciation for the dedicated services of the executives and staffs for their contribution to the overall performance of the company.

Registered Office :
Ad-Manum Finance Limited
CIN : L52520MP1986PLC003405
"Agarwal House" Ground Floor
5, Yashwant Colony
Indore-452003 (MP)

Date: 29/05/2019
Place: Indore

By Order of the Board

Sd/-
(Vinod Kumar Agarwal)
Director & Chairman
DIN: 00136613

Sd/-
(Dharmendra Agrawal)
Whole-Time Director & CEO
DIN-08390936

**EXTRACT OF ANNUAL RETURN
FORM MGT - 9**

ANNEXURE – A

As on the financial year ended on 31st March, 2019

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

I. Registration and Other Details

CIN	L52520MP1986PLC003405
Registration Date	06/05/1986
Name of the Company	Ad-Manum Finance Limited
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non Government Company
Address of the Registered Office and contact details	"Agarwal House" Ground Floor, 5, Yeshwant Colony Indore Madhya Pradesh 452003 India, Phone: 0731- 4714000, Fax: 0731- 4714090, website www.admanumfinance.com E-Mail complianceofficer@admanumfinance.com
Whether listed company	Listed on BSE Ltd. Security code: 511359
Name, address and contact details of Registrar and Transfer Agent, if any	M/s Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic complex, Pardeshipura, Indore (M.P.) 452010. Ph. 0731-3198601, email id. rtaindore@gmail.com, ankit_4321@yahoo.com

II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company is as stated below:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Activities of commercial loan companies. (included are the activities of the company which is carrying on as its principal business providing of loans or advances or otherwise for any activity other than its own)	65923	100%

III. Name and Address of the Holding, Subsidiary and Associate Companies The Company has no any Holding, Subsidiary and Associate Company.

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)

i) Category-wise Shareholding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1563610	0	1563610	20.85	1563610	0	1563610	20.85	0
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	921060	0	921060	12.28	921060	0	921060	12.28	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	2484670	0	2484670	33.13	2484670	0	2484670	33.13	0
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	2770000	0	2770000	36.93	2770000	0	2770000	36.93	0
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	2770000	0	2770000	36.93	2770000	0	2770000	36.93	0
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	5254670	0	5254670	70.06	5254670	0	5254670	70.06	0
B. Public Shareholding	-	-	-	-	-	-	-	-	-

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1436205	300	1436505	19.15	1377291	300	1377591	18.37	(0.78)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Share holders holding nominal share capital upto ₹ 2 lakh	447890	199857	647747	8.64	457059	173957	631016	8.41	(0.23)
ii) Individual Share holders holding nominal share capital in excess of ₹ 2 lakh	156435	-	156435	2.08	158580	-	158580	2.11	0.03
c) Others (specify)									
i) NRI / OCBs	4043	0	4043	0.05	4793	0	4793	0.06	0.1
ii) Clearing Members / Clearing House	600	0	600	0.00	0	0	0	0	0
iii) Trusts	-	-	-	-	-	-	-	-	-
iv) LLP	-	-	-	-	-	-	-	-	-
v) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
vi) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
vii) Others	-	-	-	-	73350	-	73350	0.98	0.98
Sub-Total (B)(2):	2045173	200157	2245330	29.94	2071073	174257	2245330	29.94	-
Total Public Share holding (B)=(B) (1)+ (B)(2)	2045173	200157	2245330	29.94	2071073	174257	2245330	29.94	-
Grand Total (A+B)	7299843	200157	7500000	100.00	7299843	174257	7500000	100.00	0.00

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbe red to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbe red to total shares	
Agarwal Coal Corporation (S) Pte. Ltd.	2770000	36.93	0.00	2770000	36.93	0.00	0.00
Vinod Kumar Agarwal	726390	9.69	0.00	726390	9.69	0.00	0.00
Tapan Agarwal	367000	4.89	0.00	367000	4.89	0.00	0.00
Agarwal Fuel Corporation Private Limited	446050	5.95	0.00	446050	5.95	0.00	0.00
Archana Coal Pvt. Ltd.	204900	2.73	0.00	204900	2.73	0.00	0.00
Vinod Kumar Agarwal (HUF)	173010	2.31	0.00	173010	2.31	0.00	0.00
Neena Devi Agarwal	239310	3.19	0.00	239310	3.19	0.00	0.00
Gian Chand Gupta	23500	0.31	0.00	23500	0.31	0.00	0.00
Sneh Lala	23200	0.31	0.00	23200	0.31	0.00	0.00
Archana Kothari	11100	0.15	0.00	11100	0.15	0.00	0.00
Jayanta Nath Choudhury	100	0.00	0.00	100	0.00	0.00	0.00
Available Finance Limited	270110	3.60	0.00	270110	3.60	0.00	0.00
Total	5254670	70.06	0.00	5254670	70.06	0.00	0.00

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year (As on 01/04/2018 end of the year (As on 31/03/2019))		Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)		
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
At the beginning of the year	Date	Increase/Decrease	No. of Shares	%	Reason
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):					

At the end of the year

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Changes during the year					Reason
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase	Decrease	
Aereo Dealcomm Pvt. Ltd.	739270	9.86	739270	9.86	-	-	-	-	-	-
Apex Procon Pvt Ltd	623750	8.32	623750	8.32	-	-	-	-	-	-
Neha Ravindra Ku. Shethwala	96500	1.28	98645	1.31	-	96500	98645	2145	-	Acquisition
Shashi Rani Gupta	39430	0.53	39430	0.53	-	-	-	-	-	-
Arun Kumar Sancheti (HUF)	20505	0.27	20505	0.27	-	-	-	-	-	-
S R Gupta	19543	0.26	19543	0.26	-	-	-	-	-	-
Neha Jigar Kshatri	19450	0.26	19450	0.26	-	-	-	-	-	-
Vijaya Darak	16298	0.22	16298	0.22	-	-	-	-	-	-
Shashin Amrutlal Patel	15600	0.21	15600	0.21	-	-	-	-	-	-
Deepak Nagindas Shah	-	-	15127	0.20	-	0	15127	15127	-	Acquisition

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Mr. Vinod Kumar Agarwal, Director & Chairman				
At the beginning of the year	726390	9.69	726390	9.69
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	726390	9.69	726390	9.69
Dharmendra Agrawal Whole-time Director & CEO				
At the beginning of the year-	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
Priyanka Jha , Women Director independent				
At the beginning of the year	-	-	-	-

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
CA Vishnu Prasad Gupta, Independent Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
CA Aseem Trivedi, Independent Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
Raees Sheikh, Company Secretary				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
Kundan Chouhan , CFO				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-

V. INDEBTNESS

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

(₹ In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2063.51	229.24	-	2292.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2063.51	229.24	-	2292.75
Change in Indebtedness during the financial year	-	-	-	-
Addition	-	2126.07	-	2126.07
Reduction	1987.89	-	-	-1987.89
Net Change	-1987.89	2126.07	-	138.18
Indebtedness at the end of the financial year				
i) Principal Amount	75.62	2355.31	-	2430.93
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	75.62	2355.31	-	2430.93

VI. REMUNERATION OF DIRECTOR AND KMP

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

S. No.	Particular of Remuneration	Mr. Jayanta Nath Choudhury, CEO & Whole-Time-Director Resigned (w.e.f. 15-02-2019)	Dolly Choudhury Whole- Time Director Women Resigned (w.e.f 15-02-2019)	**Dharmendra Agrawal CEO & Whole time Director) Appointed (w.e.f. 30-03-2019	Total (Amount in ₹)
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1310726	450000	804912	2565638
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify....	-	-	-	-
5	Others, please specify	2004917	-	-	2004917
	Total	3315643	450000	-	4570555
	Ceiling as per the Act)*	42,00,000	42,00,000	42,00,000	126,00,000

*Minimum remuneration payable as per Schedule V of in case of inadequacy of profits.

Note:- Mr. Dharmendra Agrawal was appointed as Whole Time Director of the company w.e.f. 30th March, 2019. However, he is in whole time employment of the company as General Manager during the F.Y. 2018-19 and the remuneration disclosed in Form MGT-9 is for the full F.Y. 2018-19.

B. Remuneration to other Directors:

1. Independent Directors: No remuneration was paid to Independent directors

S. No.	Particular of Remuneration	Mr. Devesh Prasad Kori	CA Aseem Trivedi	CA Vishnu Prasad Gupta	Total
1	-Fee for attending Board/ Committee Meetings	12000	18000	16000	46000
2	-Commission	-	-	-	-
3	- Others, please specify	-	-	-	-
	Total B.1	12000	18000	16000	46000

Other Non Executive Directors: No remuneration was paid to other Non Executive directors-N.A.

S. No.	Particular of Remuneration	Mr.	Total
1	-Fee for attending Board/Committee Meetings	-	-
2	-Commission	-	-
3	- Others, please specify	-	-
	Total B.2	-	-
	Total (B1+B2)	-	46000
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

S. No.	Particular of Remuneration	Mr. Mohd. Raees Sheikh, Company Secretary	Mr. Vikas Gupta, CFO (w.e.f. Resigned 17.08.2018)	Chouhan , CFO Appoint on 07-02-2019	Total (Amount in ₹)
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	987780	385819	58292	1431891
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify....	-	-	-	-
5	Others, please specify	-	-	-	-
	Total C	987780	385819	58292	1431891

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES (Not Applicable)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTOR					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICER IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For *Ad-Manum Finance Limited*

Date: 29/05/2019
Place: Indore

(Vinod Kumar Agarwal)
Director & Chairman
DIN: 00136613

(Dharmendra Agrawal)
Whole -Time Director & CEO
DIN: 08390936

Form AOC- 2

ANNEXURE-B

Particulars of contracts/arrangements entered into by the Company with related parties Form AOC-2

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

Details of contracts or arrangements or transactions not at arm's length basis

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Justification for entering into such contracts or arrangements or transactions (e)	Date of approval by the Board (f)	Amount paid as advances, if any (g)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188(h)
NIL							

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

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount (in ₹) paid as advances, if any (f)
Available Finance Limited Related Concern	Unsecured Loan Agreement	As per Agreement	Unsecured Loan Given 44600000 Unsecured Loan Taken 22400000 Repayment of loan ₹ 44600000 Interest to be Received ₹ 991746	The Company has taken approval from members of the company in the AGM held on 21st Sept., 2016.	—

For and on behalf of the Board of Directors of
Ad-Manum Finance Limited

Place: Indore
Date: 29/05/2019

(*Vinod Kumar Agarwal*)
Director & Chairman
DIN: 00136613

(*Dharmendra Agrawal*)
Whole -Time Director & CEO
DIN: 08390936

ANNEXURE – C

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (Appointment and remuneration of Managerial Personal) Rules, 2014.

- 1) The % increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the FY 2018-19, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2018-19 and the comparison of the remuneration of each key managerial personal (KMP) against the performance of the company are as under :-

S. No	Name of Director/KMP for financial year 2018-19	Remuneration of Director/KMP for the financial Year 2018-19 (Rs. in Lacs)	% increase in Remuneration in the Financial year 2018-19	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Vinod Kumar Agarwal	0	0	0	Profit after tax Decreased 67.74% for the FY 2018-19
2	Mr. Jayanta Nath Choudhury	13.02	(-) 26.56%	22.44x	
3	Mrs. Dolly Choudhury	4.50	(-) 19.21%	7.75x	
4	CS Raees Sheikh	9.99	(-) 0.00%	17.22x	
5	Vikas Gupta	2.21	(-) 66.61%	3.81x	
6	Mr Dharmendra Agrawal	7.83	(-) 1.26%	13.50X	
7	Mr Kundan Chouhan	0.51	0.00%	0.88X	

- 2) The median remuneration of the employees of the company during the financial year 2018-19 was Rs. 0.58/-.
- 3) In the Financial Year, there was a decrease of 70.85% Approx in the median remuneration of employees.
- 4) There were maximum 107 permanent employees on the rolls of the company during the F.Y. 2018-19. However, there were only 5 employees as on 31/03/2019.
- 5) Average % decrease made in the salaries in the financial year 2018-19 – KMP 11.64%.
- 6) It is hereby affirmed that the remuneration paid is as per the remuneration policy of directors KMP and other employees.

For and on behalf of the Board of Directors of
Ad-Manum Finance Limited

Place: Indore
Date: 29/05/2019

(Vinod Kumar Agarwal)
Director & Chairman
DIN: 00136613

(Dharmendra Agrawal)
Whole -Time Director & CEO
DIN: 08390936

ANNEXURE-D

NAME OF THE TOP 10 EMPLOYEES OF THE COMPANY As on (31st March, 2019)

Sr. No.	Branch	Employee_Name	Department / Domain	Designation	Employee_Category
1	Indore	Mr. J.N. Choudhury (Resigned on 15/02/2019)	Director In Charge/CEO	Director Incharge	Grade I
2	Indore	Mrs. Dolly Choudhury (Resigned on 15/02/2019)	Director	Director	Grade I
3	Indore	Cs. Mohd. Raees Sheikh	Company Secretary	General Manager	Grade II
4	Indore	Mr. Dharmendra Agrawal (Appointed on 30/03/2019)	Whole time Director/ CEO	General Manager	Grade II
5	Indore	Mr. Vikas Gupta (Resigned on 17/08/2018)	CFO	Dy. General Manager	Grade II
6	Indore	Mr. Kundan Chouhan (Appointed on 07/02/2019)	CFO	Astt. General Manager	Grade II
7	Indore	Mr. Sanjeev Sharma	Legal Asst	Dy. Manager	Grade III

* as at 31.03.2019 the company having only above said employees.

For and on behalf of the Board of Directors of
Ad-Manum Finance Limited

(Vinod Kumar Agarwal)
Director & Chairman
DIN: 00136613

(Dharmendra Agrawal)
Whole –Time Director & CEO
DIN: 08390936

Place: Indore
Date: 29/05/2019

AD-MANUM FINANCE LIMITED

Whistle Blower Policy & Vigil Mechanism

1. **Preface** Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per applicable provisions of section 177 (9) of the Companies Act, 2013 requires every listed company shall establish a Whistle Blower policy/Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

Under these circumstances, **Ad-Manum Finance Limited**, being a listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. **Definitions:** The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. **"Associates"** means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- b. **"Audit Committee"** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- c. **"Employee"** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. **"Code"** means the Whistle Blower Policy/ Vigil Mechanism Code of Conduct.
- e. **"Director"** means every Director of the Company, past or present.
- f. **"Investigators"** mean those persons authorized, appointed, consulted or approached by the Ethics Counselor/ Chairman of the Audit Committee and includes the auditors of the Company and the police.
- g. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h. **"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- i. **"Whistleblower"** means an Employee or director making a Protected Disclosure under this policy.

3. **Scope of this Policy:** This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

4. **Eligibility:** All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

5. **Disqualifications**

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

6. **Procedure**

- a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. The contact details of the Chairman of the Audit Committee of the Company is as under:

CA Vishnu Gupta
205 RP Appartment, 291/1, R.S. Bhandari Marg, Race course Road,
Indore- 452003 (MP)

- c. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- g. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

7. Investigation:

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counselor/ Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

8. PROTECTION

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 8.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall:

- 9.1 Maintain confidentiality of all matters under this Policy
- 9.2 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 9.3 Not keep the papers unattended anywhere at any time
- 9.4 Keep the electronic mails / files under password.

- 10. DECISION:** If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

- 11. REPORTING:** The Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:** The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.
- 13. COMMUNICATION:** A whistle Blower policy cannot be effective unless it is properly communicated to employees. Therefore, the policy is published on the website of the company.
- 14. RETENTION OF DOCUMENTS:** All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.
- 15. ADMINISTRATION AND REVIEW OF THE POLICY:** A quarterly status report on the total number of compliant received, if any during the period with summary of the findings of Audit Committee and corrective steps taken should be send to the Chairman of the company. The Company Secretary shall be responsible for the administration, interpretation, application and review of this policy.
- 16. AMENDMENT:** The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

By orders of the Board
For Ad-Manum Finance Limited

Sd/-
(Dharmendra Agrawal)
Whole -Time- Director & CEO
DIN: 08390936

Sd/-
(Priyanka Jha)
Chairman of Audit Committee &
Independent Director
DIN: 07347415

Place: Indore
Date: 29/05/2019

Form MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31stMARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ad- Manum Finance Ltd.
"Agarwal House" Ground Floor,
5, Yeshwant Colony,
Indore (M.P.) 452003

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Ad-Manum Finance Ltd.** (hereinafter called "**the Company**"). The 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, Minutes 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 31st March, 2019 ("Audit Period")**, 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 31stMarch, 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period). However, provision relating Foreign Direct Investment are applicable to the Company.
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:
 - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; and SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 effective from 11th Sept., 2018;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The SEBI (Buyback of Securities) Regulations, 1998

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure I**. Further that the Company is having business activities related to Non-Banking Financial Company. (under the category of Non Deposit Accepting or holding).

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The SEBI (LODR) Regulations, 2015 as amended from time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:-

- 1) *The company has not given Separate Notice for Book Closure for the period 22.09.2018 to 28.09.2018 to the BSE under the Regulation 42(2) of the SEBI (LODR) Regulations, 2015.*
- 2) *The company has not submitted to the BSE the Copies of the notices, circulars and newspress notice to the shareholders for the D-mat of shares, KYC Requirements, transfer of shares to IEPF, etc under the Regulation 30(2) read with Clause 12 of Para A of Part A of schedule III of the SEBI (LODR) Regulations, 2015.*
- 3) *The Company has not submitted a Certificate from the Statutory Auditor on half yearly basis, certifying compliance with the existing terms and conditions of FDI, to the Bhopal Regional Office of the RBI, as per the Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016 issued by Reserve Bank of India.*

We further report that The Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further that, there were changes in the composition of the Board of directors during the period under review.

Adequate notice is given to all directors to schedule the Board/Committee Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, along with the respective notices 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, 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 the compliance by the Company for the applicable Financial Laws like; Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, Disclosure of quarterly financial results u/r 33 of the SEBI (LODR) Regulations, 2015, compliance of the RBI for the registered NBFC Companies and the annual financial statements, along with notes attached therewith, has not been reviewed, since the same have been subject to the statutory auditor or by other designated professionals.

Therefore, we do not offer any comment. This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

We further report that during the audit period of the Company has certain specific events which have bearing on company's affairs which are as follows:-

- (a) the Company have obtained approval of the following Special Resolutions, by requisite majority, by means of Postal Ballot, including Electronic Voting (e-voting) and the results of the was declared on 27th June, 2018:
 - (i) Approval to alter the Main Object Clause of the Memorandum of Association of the Company by substitution of the Clause III(A) 1 to 3; and
 - (ii) Authority to the Board for sale of Loan Portfolio of the company under section 180(1)(a) of the Companies Act, 2013 read with their rules.
- (b) The company has sold the Loan Portfolio of the company.

**For, D. K. JAIN & CO.
COMPANY SECRETARIES**

**CS (Dr.) D. K. JAIN
PROPRIETOR
FCS 3565 CP : 2382**

Place: Indore

Date : 29th May, 2019

**Annexure - I to the Secretarial Audit Report
List of specific/other laws generally applicable to the Company**

1. Reserve Bank of India Directions/Regulations as applicable to a Non-Banking Financial Company (Non Deposit Accepting or holding)
2. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
3. Acts as prescribed under Direct Tax and Indirect Taxation
4. Local laws as applicable to the Registered office at Madhya Pradesh and other Branch Offices.

**For, D.K.JAIN & CO.
COMPANY SECRETARIES**

**CS (Dr.) D. K. JAIN
PROPRIETOR
FCS 3565 CP 2382**

**Place: Indore
Date: 29th May, 2019**

Annexure - II to the Secretarial Audit Report

To,
The Members,
Ad- Manum Finance Ltd.
"Agarwal House" Ground Floor,
5, Yeshwant Colony,
Indore (M.P.) 452003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.

**For, D.K.JAIN & CO.
COMPANY SECRETARIES**

**CS (Dr.) D.K.JAIN
PROPRIETOR
FCS 3565 CP : 2382**

**Place: Indore;
Date: 29th May, 2019**

CORPORATE GOVERNANCE REPORT (For the year ended 31/03/2019)
(Annexed with the Board's Report)

In accordance with Regulation 34 read along with Schedule V of SEBI (LODR) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 alongwith rules made thereunder and some of the best practices followed on Corporate Governance, the report containing the details of corporate governance systems and processes at Ad-Manum Finance Limited is as under:

1. Company's Philosophy on Corporate Governance :

The Ad-Manum Finance Limited (Ad-Manum) is Committed to the adoption of best governance practices. The Company recognizes the ideals and importance of Corporate Governance, believe on the Four Pillar of the Corporate Governance i.e Accountability, Responsibility, Fairness and Transparency and followed fair business & corporate practices/acknowledges its responsibilities, while dealing with/towards, all stakeholders including customers, employees, regulatory authorities, shareholders and society at large.

Good Corporate Governance acts as a catalyst for consistent growth of an organization. It is the adoption of best business practices which ensure that the Company operates not only within regulatory framework, but is also guided by ethics.

Your Company is compliant with the all the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to the company since 1st December 2015.

2. Board of Directors

(a) **Composition & Category of Directors:** The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The brief profile of the Company's Board of Directors is as under:

Name of Directors	Shri Vinod Kumar Agarwal	CA Aseem Trivedi	CA Vishnu Gupta	Shri Dharemndra Agrawal	Ms. Priyanka Jha
Date of Birth	11/06/1964	15/07/1971	01/02/1967	09/12/1970	18/10/1991
Date of Appointment in the current term	11/08/1992	28/09/2018	28/09/2018	30/03/2019	30/03/2019
Expertise / Experience inspecific functional areas	Finance, Accounts & Trading	Accounts & Finance	Accounts & Finance	Information Technology & Accounts	Accounts & Marketing
Qualification	Postgraduate in Commerce	Chartered Accountant	Chartered Accountant	Graduate in Science (Mathematics)	BSC & MBA
No. & % of Equity Shares held	726390	0	0	0	0
List of outside Company's directorship held including name of the Listed Company Agarwal Fuel Corporation Pvt. Ltd.	<ul style="list-style-type: none"> ■ Agarwal Coal Corporation Pvt. Ltd. ■ Agarwal Transport Corporation Pvt. Ltd. ■ Agarwal Real City Pvt. Ltd. Ras Bharti Indore Foundations 	Highbrow Mentor Learning Solutions Pvt. Ltd.	Falodi Corporate Consultant Pvt. Ltd.	-	Available Finance Ltd.. (Listed Co.)

Chairman/Member of the Committee of the Board of Directors of the Company	CSR Committee	<ul style="list-style-type: none"> ▪ Audit Committee ▪ Stakeholders Relationship Committee ▪ Nomination & Remuneration Committee 	<ul style="list-style-type: none"> ▪ Audit Committee ▪ Stakeholders Relationship Committee ▪ Nomination & Remuneration Committee 	CSR Committee	<ul style="list-style-type: none"> ▪ Audit Committee ▪ Stakeholders Relationship Committee and ▪ Nomination & Remuneration Committee ▪ CSR Committee
Chairman / Member of the Committees of the Board, of other Companies in which he is director	-	-	-	-	<ul style="list-style-type: none"> ▪ Audit Committee, ▪ Stakeholders Relationship Committee and ▪ Nomination & Remuneration Committee of Available Finance Ltd.
Directors Interse	N.A.	N.A.	N.A.	N.A.	N.A.

Mr. J.N. Choudhary and Mrs. Dolly Choudhary, Whole Time of Directors and Mr. Devee Prasad Kori has resigned from the Board.

(b) Attendance Record of Directors

Name of Directors	No. of Board Meetings held	No. of Board Meetings Attended	Last AGM whether attended	Other Directorships	Committee Membership/ Chairman*
Mr. Vinod Kumar Agarwal	12	12	No	5	---
Mr. Dharmendra Agrawal	12	1	No	0	---
Mr. Jayanta Nath Choudhury	12	8	Yes	2	---
Mrs. Dolly Choudhury	12	4	No	2	---
CA Aseem Trivedi	12	6	No	1	2
CA Vishnu Gupta	12	9	Yes	1	2
Mr. Devee Prashad Kori	12	9	No	1	2
Ms. Priyanka Jha	12	1	No	1	2

During the financial year 2018-19 the Board of Directors meeting was held **12 (Twelve)** times **12/04/2018, 19/05/2018, 30/05/2018, 31/07/2018, 17/08/2018, 20/09/2018, 13/11/2018, 20/12/2018, 07/02/2019, 15/02/2019, 18/03/2019 and 30/03/2019.**

*As per Regulation 26 of SEBI (LODR) Regulations, 2015 for the purpose of determination of limit chairmanship and membership of the Audit Committee and Stake holder Relationship Committee alone has been considered.

(c) Induction and Familiarization Programme for Independent Directors:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments the same are posted on the website of the company <http://www.admanumfinance.com/others.pdf> Detail of Familiarisation Programmes imparted to Independent Director can be accessed from the website of the company and the web link for the same is : (http://www.admanumfinance.com/Familiarization_programme_detail.pdf).

(d) Separate Meeting of Independent Director:

As stipulated by the code of Independent Director under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Director of the company held on 30th March, 2019 to review the performance of Non-Independent Director (including the Chairman) and the Board as whole. The Independent Director also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

- (e) **Code of Conduct:** Already discussed in the Board Report. Members are requested to please refer Board Report
- (f) **Prevention of Insider Trading Code:** Already discussed in the Board Report. Members are requested to please refer Board Report.
- (g) **List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board.**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- a) Knowledge on Company's businesses, policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
 - b) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
 - c) Financial, Auditing, Taxation and Management skills,
 - d) Technical / Professional skills and specialized knowledge in relation to Company's business.
- (h) **Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:**

All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm there independency.

- (i) **Detailed Reason for resignation of Independent Director who resigns before the expiry of his tenure alongwith the confirmation by such director that there are no other material reason other than those provided:**

During the Financial Year 2018-19, Mr. Devee Prasad Kori, Independent Director of the company has resigned from the Board of Directors w.e.f 30th March, 2019 due to his personal reasons.

Further, Mr. Devee Prasad Kori has confimed in his resignation letter that there are no other material reasons for resigning from the Board before expriy of his tenure.

- (j) **Disclosures:**

A. Subsidiary Companies:

Already discussed in the Board Report. Members are requested to please refer Board Report.

B. Related Party Transactions:

Already discussed in the Board Report. Members are requested to please refer Board Report.

C. Providing voting by Electronic Means.

Your Company is providing E-voting facility under Regulation 44 of SEBI (LODR)Regulation, 2015 and Companies Act, 2013. The details regarding e-voting facility is being given with the notice of the Meeting.

D. Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

E. Compliance with Indian Accounting Standards

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

F. Vigil Mechanism/Whistle Blower Policy:

Already discussed in the Board Report. Members are requested to please refer Board Report.

G. Proceeds from public issues, rights issue, preferential issues, etc.

The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.

H. Disclosures with respect to demat suspense account/ Unclaimed Suspense Account:

There is no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.

I. MD/CFO Certification:

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulation, 2015. The said certificate is annexed and forms part of the Annual Report.

J. Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the SEBI (LODR) Regulation, 2015, directed listed entities to obtain Annual Secretarial Compliance Report from a Practicing Company Secretary for compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has obtained the services of CS (Dr.) D.K. Jain (CP No. 2382), Practicing Company Secretary for providing required Compliance Report for the year ended 31st March, 2019 and filed with the BSE Ltd. as required.

K. Certificate from Practicing Company Secretary for Non Dis-qualification of Directors:

As required under Part C of Schedule V of the SEBI (LODR) Regulation, 2015, the Company has obtained a certificate from CS (Dr) D.K. Jain (FCS 3565 CP No.2382), proprietor of M/s. D.K. Jain & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

A compliance certificate from M/s. D.K. Jain & Co., Practicing Company Secretaries pursuant to the requirements of Schedule V of the SEBI (LODR) Regulation, 2015 regarding compliance of conditions is attached as **Annexure to the Corporate Governance Report**.

L. Where the Board had not accepted any recommendation of any Committee of the Board which is Mandatorily required, in the relevant financial year:

There are no such instances where, the board had not accepted any recommendation of any committee of the Board.

M. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. Number of complaints filed during the financial year : Nil
- b. Number of complaints disposed of during the financial year : Nil
- c. Number of complaints pending as on end of the financial year: Nil

N. Disclosure of non-compliance by the Company:

There has been no instance of non-compliance on any matter related to the capital markets, during the last two years.

O. Unclaimed Dividend and transfer of shares to the IEPF Authority :

The dividend for the under noted years, if remaining unclaimed for seven years, will be statutorily transferred to the Investor Education and Protection fund (IEPF) in accordance with the schedule given below. **Communication has been sent by the Company to the Shareholders advising them to take appropriate steps to realize the same. Attention is drawn that the unclaimed dividend for the year 2011-12 is due for transfer to IEPF on 05/11/2019. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.**

Financial Year	Dividend Identification no.	Date of Declaration of Dividend	Total Dividend	Unclaimed dividend as on 31/03/2019		Due for transfer to IEPF
2011-12	26 th AGM	29/09/2012	7500000	206191.00	2.698	05/11/2019
2012-13	27 th AGM	28/09/2013	7500000	139490.44	1.746	04/11/2020
2013-14	28 th AGM	25/09/2014	7500000	207210.61	2.144	01/11/2021
2014-15	29 th AGM	30/09/2015	7500000	168102.09	2.210	06/11/2022

In accordance with the provision of Companies Act, 2013 the Company has transferred 16920 (9400+7520) equity shares of 10/- each, to the credit of IEPF Authority, on October and November, 2018, in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more as on the cut-off date, i.e. October 27, 2018. The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members consecutively since 2011-12.

The Company has uploaded on its website the details of unpaid or unclaimed amounts lying with the Company as on date of last Annual General Meeting (28/09/2018) and details of shares transferred to IEPF during financial year 2018-19. The aforesaid details are put on the Company's website and can be accessed on the website of the IEPF Authority (www.iepf.gov.in).

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

P. CEO & CFO Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

3. Audit Committee

(A) During the year there is change in the constitution of Audit Committee. Ms. Priyanka Jha (DIN: 07347415) was appointed as Additional Director in the category Woman Director designated as Independent Director on the Board of the Company and as a Member of Audit Committee of the Company in place of Mr. Devesh Prasad Kori (DIN: 00045069) who tendered his resignation from the office of Director and member of the Audit Committee owing to his personal reasons w.e.f. from 30th day of March, 2019.

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in the Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Provisions of the Companies Act, 2013 read with the rules made thereunder, major of which are as follows:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters, required to be included in the Director's Responsibility Statements to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirement relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. review and Monitor the auditor's independence and performance, and effectiveness of audit process;
8. approval or/and subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investment;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. discussion with internal auditors any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud of irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. carrying out any other function as in the terms of reference of the Audit Committee.

(B) Constitution and Composition:

The terms of reference of the audit committee are extensive and include all that is mandated in regulations 18 of SEBI (LODR) Regulations, 2015 with the Stock Exchange and Provisions of the Companies Act, 2013 along with their rules. The Company has complied with the requirements of regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regards composition of the Audit Committee.

During the year, the Committee has met 6 times **(12/04/2018, 30/05/2018, 31/07/2018, 13/11/2018, 07/02/2019 and 30/03/2019)**. The details composition and attendance of the members of the Audit Committee in the meetings are as follows:

Name	Position	Meetings Held	Meetings Attended
CA Vishnu Gupta	Chairman	6	6
CA Aseem Trivedi	Member	6	6
Mr. Devesh Prashad Kori (resigned w.e.f. 30.03.2019)	Member	6	6
Mrs. Priyanka Jha	Member	6	1

CS M. R. Sheikh, Company Secretary acts as the Secretary to the committee.

CA Vishnu Gupta, Chairman of the Audit Committee was present at the last Annual General Meeting to answer the shareholder queries.

4. Nomination and Remuneration Committee

A) Terms of Reference of the Nomination & Remuneration Committee:

The Committee is empowered to -

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;
2. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
3. To devise policy on Board Diversity;
4. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
5. To formulate policy ensuring the following:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 - d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.
6. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;

7. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole Time Directors and Key Managerial Personnel of the Company from time to time;
8. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;
9. Any other matter as may be assigned by the Board of Directors.

B) Composition:

In compliance with the provisions of Section 178 of the Companies Act, 2013 alongwith their rules and the Regulations 19 of SEBI (LODR) Regulations 2015. The Nomination and Remuneration Committee met 8 times in the financial year 2018-19 (i.e. on 12/04/2018, 19/05/2018, 30/05/2018, 31/07/2018, 17/08/2018, 07/02/2019, 15/02/2019 and 30/03/2019).

Name	Position	Designation	Meeting Held	Meeting Attended
CA Vishnu Gupta	Chairman	Independent & Non-Executive Director	8	8
CA Aseem Trivedi	Member	Independent & Non-Executive Director	8	8
Mr. Devee Prashad Kori (resigned w.e.f. 30.03.2019)	Member	Independent & Non-Executive Director	8	8
Mrs. Priyanka Jha	Member	Independent & Non-Executive Director	8	1

All the members of the remuneration committee are non-executive and independent directors. The Broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of the Board of Directors of the Company and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for Executive Director.

C) Performance Evaluation for Independent Directors:

Pursuant to the Provisions of the Companies Act, 2013 along with their rules and as stipulated under regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

5. Remuneration of Directors:

Criteria of making payment to Non-executive Directors

The company formulated Policy for Remuneration to Directors and KMP and the same is disclosed on the website at: [http://www.admanumfinance.com/Nomination%20and%20Remuneration %20Policy.pdf](http://www.admanumfinance.com/Nomination%20and%20Remuneration%20Policy.pdf)

Details of the remuneration paid to the Non-Executive Directors during the year under review are as under:

Name	Sitting Fee (₹)	Other Payment	Total (₹)
CA Vishnu Gupta	18000	-	18000
CA Aseem Trivedi	12000	-	12000
Mr. Devee Prashad Kori (resigned w.e.f. 30.03.2019)	16000	-	16000
Mrs. Priyanka Jha	0.00	-	0.00

Details of the remuneration paid to the Executive Directors during the year under review are as under:

Name of Directors	Amt. (in ₹)	Period of appointment
Mr. Dharmendra Agrawal (Whole-Time Director & CEO) - Remuneration and Perquisites	804912	Appointed w.e.f 30/03/2019 as (Whole-Time-Director & CEO)
Mr. Jayanta Nath Choudhury (Director Incharge & CEO) Remuneration and Perquisites	3315643	Resigned w.e.f 15/02/2019 as (Director Incharge & CEO)
Mrs. Dolly Choudhury (Whole - Time Director)	450000	Resigned w.e.f 15/02/2019 as (Women Whole - Time - Director)

6. Stakeholder Relationship Committee

The terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements are:

1. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, the Committee has met 5 times (30/05/2018, 31/07/2018, 13/11/2018, 07/02/2019, and 30/03/2019). The details composition and attendance of the members of the Stakeholder Relationship Committee in the meetings are as follows:

Name	Position	Meetings Held	Meetings Attended
CA Vishnu Gupta	Chairman	5	5
CA Aseem Trivedi	Member	5	5
Mr. Devesh Prashad Kori (resigned w.e.f. 30.03.2019)	Member	5	5
Mrs. Priyanka Jha	Member	5	1

During the year 2018-19, 8 complaints was received and the same has been resolved within time. Hence outstanding complaints as on 31st March, 2019 were **NIL**.

7. CSR COMMITTEE:

- Mr. Vinod Kumar Agarwal : Chairman & Member
- Mr. Dharmendra Agrawal : Member
- Ms. Priyanka Jha : Member

GENERAL BODY MEETINGS:

Year	Meetings held	Location	Date	Time	No. of Special Resolution passed
2015-16	Annual General Meeting	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	21/09/2016	11.00 AM	2 (Two)
2016-17	Annual General Meeting	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	25/09/2017	11:00 AM	2 (Two)
2017-18	Annual General Meeting	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	28/09/2018	11:00 AM	5 (Five)

During the year ended on 31st March 2019, no Extra Ordinary General Meeting was held.

Postal Ballot: Already discussed in the Board Report. Members are requested to please refer Board Report.

8. Means of Communication

The quarterly and half yearly financial results of the Company are, in compliance of Regulation 33/47 of SEBI (LODR) Regulations 2015, published in the Free Press (English edition) and Choutha Sansar (Hindi edition), a local vernacular news edition at the place where the registered office of the Company is situated.

The Company's Quarterly and Half yearly results in addition to being published in the newspapers are also provided on receipt of an individual request from the shareholders. Results and Annual Reports of the Company are displayed on the Company's Website: www.admanumfinance.com. The Annual Report is posted individually to all the members entitled to receive a copy of the same.

9. General Shareholder Information

Annual General Meeting Day, Date, Time and Venue	Monday, the 30 th September 2019 at 11.30 AM At Hotel Surya, 5/5 Nath Mandir Road, Indore-452001 MP.
Financial Year end	31 st March 2019
Financial Calendar (tentative) Results for the 1 st Quarter Results for the 2 nd Quarter Results for the 3 rd Quarter Results for the 4 th Quarter	: On or before 14 th Aug.,2019 : On or before 14 th Nov.,2019 : On or before 14 th Feb.,2020 : On or Before 30 th May 2020
Date of Book closure	: 24/09/2019 to 30/09/2019 (both days inclusive).
Remote e-Voting	: 27/09/2019 (9:00 am) to 29/09/2019 (5:00 pm)
Listing on Stock Exchanges	: BSE Ltd.
Stock Code For BSE Demat ISIN Number	: 511359 : INE 556 D 01017
Board Meeting for consideration of Annual Accounts for the financial year 2018-19	: 23/05/2019
Cutoff date for E-voting	: 23/09/2019
Posting/mailing of Annual Report	: 07/09/2019
Last date for receipt of Proxy	: 28th September, 2019 at 11:29 AM
Registered Office	: "Agarwal House" Ground Floor, 5, Yeshwant Colony, Indore-452 003 (M. P.) Ph. : 91-731-4714000, Fax : 91-731-4714090 (Address for Correspondence)
Compliance Officer and Company Secretary	: CS Mohd. Raees Sheikh
Registrars and Share Transfer Agents	: Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 2551745/46, 4065797/99 Fax: 0731- 4065798 Email: ankit_4321@yahoo.com
Scrutinizer for E-voting	: CS Ishan Jain, Practicing Company Secretary
Share Transfer System	: Transfers are registered and returned by the Registrars & Share Transfer Agents within a period of 15 days from the date of receipt of the documents, provided the same are in order.
Commodity price risk or foreign exchange risk not and hedging activity	: usual policy is to sell its products at prevailing market prices, and to enter into price hedging arrangements.
Plant Location	: Nil
Credit Rating	: Nil

Market Price Data*

Month	The Stock Exchange, Mumbai (BSE) (Rs. Per share)	
	Month's High Price	Month's Low Price
April' 2018	33.25	27.00
May' 2018	33.00	25.60
June' 2018	29.35	22.90
July' 2018	36.10	25.15

August' 2018	30.90	26.80
September' 2018	30.70	26.00
October' 2018	31.80	25.30
November' 2018	29.75	25.00
December' 2018	27.85	23.95
January' 2019	26.80	21.50
February' 2019	25.50	25.50
March' 2019	25.90	21.50

*Data source from the website of the Stock Exchange, Mumbai.

Distribution of shareholding as on 31/03/2019*

No. of shares	No. of Holders	%	Shares Amount in Rs.	%
Upto 1000	694	46.67	523080	0.70
1001- 2000	304	20.44	591330	0.79
2001- 3000	92	6.19	262380	0.35
3001- 4000	56	3.77	217790	0.29
4001- 5000	137	9.21	681340	0.91
5001- 10000	104	6.99	869640	1.16
10001- 20000	48	3.23	745870	0.99
20001 -30000	9	0.61	223900	0.30
30001-40000	2	0.13	72000	0.10
40001-50000	4	0.27	187080	0.25
50001-100000	12	0.81	912110	1.22
100000 & Above	25	1.68	69713480	92.95
TOTAL	1487	100	75000000	100

*Data source from our Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd.

Dematerialization of Shares*

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form. The number of shares held in dematerialized and physical mode is as under:

Particulars	No. of Shares	% of total capital issued
Held in Dematerialized form in NSDL	6264723	83.53
Held in Dematerialized form in CDSL	1071520	14.29
Physical	163757	2.18
Total	7500000	100.00

*Data source from our Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd.

Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Independent practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board's in their Meeting. No discrepancies were noticed during these audits.

Address for Correspondence and Investor Grievances Redressal: "Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore – 452 003 (M.P.) Ph.: 91-731-4714000, Fax: 91-731-4714090
E-mail: ho@admanumfinance.com, cs@admanumfinance.com, Web-Site: www.admanumfinance.com.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Ad-Manum Finance Ltd.
"Agarwal House" Ground Floor
5, Yeshwant Colony
Indore-452003 (M.P.)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ad-Manum Finance Ltd. having CIN L52520MP1986PLC003405 and having registered office at "Agarwal House" Ground Floor, 5, Yeshwant Colony, Indore-452003 (MP) (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Shri Vinod Kumar Agarwal	00136613	11/08/1992
2	Shri Aseem Trivedi	01244851	01/04/2004
3	Shri Vishnu Gupta	01416704	01/04/2004
4	Shri Dharmendra Agrawal	08390936	30/03/2019
5	Mrs. Priyanka Jha	07347415	30/03/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore
Date : 20th May, 2019

For, D.K. Jain & Co.
Company Secretaries

CS (Dr.) Dilip Kumar Jain
Proprietor
FCS 3565: CP 2382

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Industry Structure and developments:

Finance is one of the basic needs of the human being. The automobile industry during the recent past has been looking up the transport operators and average middle-income group are getting adequate financial support from private banks, financiers. This has resulted in tendency of procuring vehicle with easy repayment of installments. This has resulted in more demand for finance.

The Company is financing to the new & old vehicles for the purpose of middle/lower income group to provide adequate financial support.

Now a days most of the vehicles are purchased through finance because of the lowest rate of interest and easy installments. Company is also secured in all respects under the hypothecation endorsement in R.C. Book at R.T.O.

Our system & procedure are so attracted in comparison with the other finance companies our main intention is to provide better facility and quick services to the customers as per their needs.

The Management of the Company is always ready to provide better customer services with the motivation of staff, reducing the cost of funds with effective use of funds and also due to best Management controlling system our NPA is negligible.

The Company is mainly financing to old & new vehicles of HCVs, LCVs, MUVs, Cars & Three-wheelers too. Though there is a heavy competition in the vehicle finance due to major NBFCs, Private Banks & Nationalized Banks but we are still comfortable with our customer segments of various sectors, which are untouched by the others.

Opportunities and Threats:

The Company's Management reveals that the corporate and real estate finance sector has good potential because the remote locations are away from the range of Banks and Institutions.

On the above assumption, Company is going in the positive direction.

Further, a major threat appears to be on account of further increase in interest rates trends in takes over of loans, which might affect the profitability of the Company. However your Company is confident of facing the challenges and is optimist about the sustenance of this finance segment for quite a long time.

Segment-wise performance:

The Company Operating in two segments i.e. wind mill Power Generation Segments and Finance segments, The details of performance are given under respective head in Balance Sheet.

Outlook

According to the SEBI (LODR) Regulations, 2015, a Company is obliged to present its future outlook in its Corporate Governance Report. Your Company's estimates for future business development are based both on its customer's forecasts and on the Company's own assessments. The outlook for the coming year 2019-20 is good for commercial vehicle finance at this point in time. National Market demand is showing signs of improvement and we have the advantage of providing sufficient finance to our prospective customers.

Your Company is focusing on providing heavy commercial vehicle finance which will improve its leadership position in terms of Market Share. This will also help improve the profitability of the business.

Risk and Concern:

Though the management of the Company is quite meticulous about the security and recovery aspect of each finance file, which reflects from the fact that the overall NPA is NIL during the year and ' 2,54,12,655/- (Rupees Two Crore Fifty Four Lakh Twelve Thousand Six Hundred Fifty Five only) is for previous year Recognized by the Company

Your Company will continue to adopt strategies to register significant increase in business volumes, and would intimate still more concentrated efforts to maintain the NPA level to its minimum.

Internal Control Systems & their Adequacy

The Company has a proper and adequate Internal Control System to ensure that all assets are safeguarded, and protected against loss from unauthorized use or disposition, and that transaction are authorized, recorded and reported correctly.

The Company, in consultation with its Statutory Auditors, periodically reviews and ensures the adequacy of Internal Control Procedures for the orderly conduct of business and also includes a review to ensure overall adherence to management policies and applicable laws & regulations. Cost control measures, especially on major cost determinants, have been implemented.

Discussion on financial performance with respect to operational performance

Your Company discusses the financial performance of the Company with respect to its operational performances.

Material developments in Human Resource Developments/Industrial Relations front, including number of people employed

During the year under review, the Company continued its emphasis on Human Resource Development as one of the critical area of its operation.

Executives and officers of the Company having high potential in the field of Finance, Accounts and Computer were regularly visiting at branch offices with a view to update their knowledge and to keep them abreast of the present day finance scenario for meeting the challenges ahead.

Further, the Company also organizes annually, training programme(s) at its Head Office and other places, for face-to-face interaction of all branch personnel with head office personnel.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Key Ratio	2018-19	2017-18	Variance	Comments for Variation in ratio above 25%
Debtors Turnover Ratio	0.1623	0.2285	-28.97%	Its favorable sign showing better recovery from the Debtors
Inventory Turnover Ratio	-	-	-	-
Interest Coverage Ratio	34.6996	70.2087	-50.57%	Its favorable sign showing better recovery from the Debtors, the loan portfolio reduced and interest cost saved significantly.
Current Ratio	116.3590	3.22429	3508.8%	As the company has sold its commercial vehicles portfolio, the same is not comparable as such.
Debt Equity Ratio	0.5214	0.0647	705.87%	As the company has sold its commercial vehicles portfolio, the same is not comparable as such.
Operating Profit Margin (%)	-0.4553	11.1842	-104.07%	As the company has sold its commercial vehicles portfolio, the same is not comparable as such.
Net Profit Margin (%)	-4.9584	10.2737	-148.26%	As the company has sold its commercial vehicles portfolio, the same is not comparable as such.
Return on networth (Any Change)	0.08	0.034	135.29%	As the company has sold its commercial vehicles portfolio, the same is not comparable as such.

Company's Corporate Website

The Company's website is a comprehensive reference on Ad-Manum's;management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on 'Investors' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars & transfer agents and frequently asked questions. Investors can also submit their queries and get feedback through online interactive forms. The section on 'Media' includes all major press reports and releases, awards, campaigns.

**By order of the Board of
Ad-Manum Finance Limited**

**(Vinod Kumar Agarwal)
Director & Chairman
DIN:00136613**

**(Dharmendra Agrawal)
Whole-Time-Director & CEO
DIN: 08390936**

Date: 29/05/2019
Place: Indore

CEO/CFO CERTIFICATION

In compliance with Regulation 17(8) read with Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 I hereby certify that:

- A. We have reviewed Financial Statements and the cash flow of Ad-Manum Finance Limited for the year ended on 31st March 2019 and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity during the year 2018-19 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; except changes made by Government from time to time, if any and
 - (iii) that no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date : 29/05/2019
Place: Indore

(Dharmendra Agrawal)
Whole-Time-Director & CEO
DIN: 08390936

(Kundan Chouhan)
Chief Financial Officer

CODE OF CONDUCT

This is to certify that in pursuance of the provisions of in Regulation 34 (3) read with Point No. D of Schedule V of SEBI (LODR) Regulations, 2015. A Code of Conduct for the Board members and the Senior Management personnel of the Company has been revised and approved by the Board in its meeting held on 12th April, 2018.

The said Code of Conduct has been uploaded on the website of the Company and has also been circulated to the Board members and the Senior Management Personnel of the Company.

All Board members and Senior Management Personnel have affirmed compliance with the said Code of Conduct, for the period ended 31stMarch, 2019.

By Order of the Board
Ad-Manum Finance Limited

Date : 29/05/2019
Place: Indore

Sd/-
(Dharmendra Agrawal)
Whole-Time-Director & CEO
DIN: 08390936

Sd/-
(Vinod Kumar Agarwal)
Director & Chairman
DIN: 00136613

Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,

Ad-Manum Finance Ltd.

1. This report contains details of compliance of conditions of Corporate Governance by **Ad-Manum Finance Limited** ('the Company') for the year ended 31st March, 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation").

Management's Responsibility

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintaining operating effectiveness of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to express a reasonable assurance in a form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March, 2019.
4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations.
8. We 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.

Restriction on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**FOR: SAP JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI FRN 019356C**

**CA ADITYA PATNI
PARTNER
ICAI MNO 420386**

PLACE: INDORE
DATE: 29/05/2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AD-MANUM FINANCE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying financial statements of **AD-MANUM FINANCE LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, its loss and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Companies Act, 2013 and the Rules there under, 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 opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined no key audit matters to be reported.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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 A**", a statement on the matters specified in the paragraph 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 and proper returns adequate for the purposes of our audit are been received from branches not visited by us;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from branches not visited by us;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March, 2019 on its financial position in its financial statements – Refer Note 20(B)(2) to the Financial Statements;
 - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2019.

Statutory Auditors
FOR: SAP JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI FRN 019356C

CA ADITYA PATNI
PARTNER
ICAI MNO 420386

PLACE: INDORE
DATE: 29/05/2019

Annexure – “A” to the Independent Auditors’ Report

The Annexure required under CARO, 2016 referred to in our Report to the members of the **Ad-Manum Finance Limited** (“the Company”) for the year ended 31st March, 2019, and according to information and explanations given to us, we report as under:

- (i) (a) The company has maintained adequate records on computer showing general particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification which were not material have been properly dealt with in the books of account.
- (c) On the basis of our examination of the records of the company, the title deed of immovable properties is held in the name of company.
- (ii) The nature of the company's business is such that it is not required to hold any inventories.
- (iii) The company is a registered Non Banking Financial company (NBFC) and during the ordinary course of its business the company has granted certain unsecured loans amounting in aggregate to ₹ 699850000/- to a party covered in the register maintained U/s 189 of the companies act, 2013 and,
 - (a) The terms and conditions of the grant of such loans are not prejudicial to the interest of the company.
 - (b) The schedule of repayment of the principal and payment of interest has not been stipulated however the repayment of such loans is received on the basis of mutual understanding.
 - (c) In the absence of any stipulation as to repayment, the element of overdue amount cannot be ascertained.
- (iv) The company is a registered Non Banking Financial company (NBFC) and provided loans in its ordinary course of business and in respect of such loans the interest is charged over and above the bank rate declared by Reserve Bank of India (RBI). Accordingly, in our opinion, the provisions of section 185 of the companies act, 2013 are complied with. The provisions of the section 186 of the companies act, 2013 are not applicable to the company.
- (v) The company has neither invited nor accepted any deposits from the public during the period under audit. As such requirement of clause (v) of the aforesaid order is not applicable.
- (vi) Since the company is a registered NBFC company and is carrying on the business of financial services therefore the requirement of maintenance of cost records under sub section (1) of section 148 of the Companies Act 2013 are not applicable to the company.
- (vii) (a) According to the records of the Company, it is generally regular in depositing undisputed statutory dues including Provident Fund, Employees state insurance, Income Tax, Duty of Custom, goods Service Tax, and any other statutory dues, whichever is applicable to the company with the appropriate authorities during the year and no undisputed amounts were outstanding as at 31st March, 2019 for a period of more than six months, from the date they become payable.
- (b) The Following dues of Income Tax have not been deposited as on March 31/03/2019 by the company on account of disputes:-

Name of Statute	Nature of Dues	Demand In ₹ (lacs)	Amount Deposited	Outstanding Demand as on date	Period to which Amount Relates (F.Y.)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	41.01	39.53	1.48	2013-14	CIT, Indore
Income Tax Act, 1961	Income Tax	261.53	30	231.53	2010-11	CIT, Indore
Income Tax Act, 1961	Income Tax	56.35	0.18	56.17	2009-10	ITAT Indore
Income Tax Act, 1961	Income Tax	132.93	87.13	45.80	2008-09	CIT, Indore
Income Tax Act, 1961	Income Tax	8.33	0	8.33	2001-02	ITAT, Indore
Income Tax Act, 1961	Income Tax	0.90	0.01	0.89	2015-16	CIT, Indore
Income Tax Act, 1961	TDS	2.81	0	2.81	Cummulative upto A. Y. 2019-20	TDS CPC
	Total	503.86/-	156.85/-	347.01/-		

- (viii) The Company has not defaulted in repayment of dues to banks and financial institution. There are no debenture holders and loan from government.
- (ix) During the year under report the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and also not obtained any term loan.
- (x) Based upon the audit procedures performed, during the year no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit;
- (xi) To the best of our knowledge and belief and according to the information and explanation given to us, 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 act.
- (xii) In our opinion the company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable and the details of such transaction have been disclosed in the financial statement as required by the applicable standards.
- (xiv) To the best of our knowledge and belief, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the order are not applicable.
- (xv) In our opinion, the company has not entered into any non cash transaction with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) The company is a registered NBFC company U/s 451A of the Reserve Bank of India Act, 1934 vide registration no B-03.00081 dated 27/02/2004 in category Non-Banking Financial Institution without accepting public deposit and accordingly, the company is carrying on financial Services business.

Statutory Auditors
For: SAP Jain & Associates
Chartered Accountants

ICAI FRN019356C

Sd/-
CA Aditya Patni
Partner

ICAIM. No. 420386

Date: 29/05/2019
Place: Indore

Annexure – “B” to the Independent Auditor’s Report

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 **Ad-Manum Finance Limited** (“the Company”) as of 31st March, 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 (the “Guidance Note”). 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 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 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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. 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 judgment, 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 Company’s 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. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, and to the best of our information and according to the explanation given to us, 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 31st March, 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.

Statutory Auditors
For: **SAP Jain & Associates**
Chartered Accountants
ICAI FRN019356C

Sd/-
CA Aditya Patni
Partner
ICAIM. No. 420386

Date: 29/05/2019
Place: Indore

BALANCE SHEET AS AT 31ST MARCH 2019

Amount in ₹

PARTICULARS	Note No.	2018-19	2017-18
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	"1"	75000000	75000000
(b) Reserves and Surplus	"2"	391181582	396171745
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	"3"	243092638	30485202
(b) Deferred Tax Liability		4538755	0
(3) Current Liabilities			
(a) Short-Term Borrowings	"4"	0	198789752
(b) Other Current Liabilities	"5"	5687388	4422138
Total		719500363	704868837
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	"6"		
(i) Tangible Assets		25054069	28589883
(i) Intangible Assets		882	448187
(b) Non-Current Investments	"7"	8573879	8142569
(c) Long-Term Loans and Advances	"8"	24092272	12472436
(2) Current Assets			
(a) Trade Receivables	"9"	610713533	646044815
(b) Cash and Cash Equivalents	"10"	9582240	4816212
(c) Short-Term Loans and Advances	"11"	5517144	4354735
(d) Other Current Asset	"12"	35966344	0
Total		719500363	704868837

III Contingent Liabilities & Commitments.

Significant Accounting Policies And Additional Notes On Accounts Forming An Intergral Part Of These Financial Statements

"20"

Note "20 B(2)"

For and on behalf of Board of Directors

(Vinod Kumar Agarwal)
Chairman & Director
(DIN : 00136613)

(Dharmendra Agrawal)
Whole Time Director & CEO
(DIN : 08390936)

(CS. MOHD. RAEES SHEIKH)
Company Secretary
FCS : 6841

(Kundan Chouhan)
Chief Financial Officer

Place : Indore
Date: 29/05/2019

Statutory Auditors
For: SAP JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI FRN 019356C

CA ADITYA PATNI
PARTNER
ICAI MNO 420386

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

Amount in ₹

PARTICULARS	Note No.	2018-19	2017-18
INCOME			
Revenue from Operations	"13"	99123661	147674581
Other Income	"14"	1515586	2866912
TOTAL REVENUE		100639247	150541493
EXPENSES			
Finance Costs	"15"	22483226	41366067
Employee Benefits Expense	"16"	14712606	27640351
Depreciation and Amortization Expenses	"6"	2622339	3468486
Other Expenses	"17"	21289617	61595707
Provisions	"18"	1727035	165298
TOTAL EXPENSES		62834823	134235909
Profit before Exceptional Items and Tax		37804424	16305584
Exceptional Items	"19"	(38255832)	210727
Profit before Tax		(451408)	16516311
Tax expense:			
(1) Current Tax (MAT)		0	1050000
(2) Deferred Tax		4538755	0
Profit for the Year		(4990163)	15466311
Earning per Equity Share of ₹ 10 each			
(1) Basic (₹)		(0.67)	2.06
(2) Diluted (₹)		(0.67)	2.06

Significant Accounting Policies And Additional Notes On Accounts Forming An Integral Part Of These Financial Statements

"20"

For and on behalf of Board of Directors
(Vinod Kumar Agarwal)
Chairman & Director
(DIN : 00136613)

(Dharmendra Agrawal)
Whole Time Director & CEO
(DIN : 08390936)

(CS. MOHD. RAEES SHEIKH)
Company Secretary
FCS : 6841

(Kundan Chouhan)
Chief Financial Officer

Place : Indore
Date: 29/05/2019

Statutory Auditors
For: SAP JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI FRN 019356C

CA ADITYA PATNI
PARTNER
ICAI MNO 420386

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2019

Amount in ₹

PARTICULARS	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit as per Statement of Profit & Loss	(4990163)	15466311
Add/(Less): Adjustment for:		
Depreciation	2622339	3468486
Income Tax and Deferred Tax	4538755	839273
Dividend Income	(174009)	(139255)
Loss on Sale of Fixed Assets (Net)	45333	3461
Loss on Sale of Investments	0	0
Profit on sale of Investment	(364423)	0
Income from ICICI PMS	0	(688283)
Operating Profit before Working Capital Changes	1677832	18949993
Adjustment for:		
Decrease in Other Current Liabilities	1265250	(2208158)
Other Current Assets	(35966344)	
Decrease in Short Term Loans and Advances	(1162409)	(3576500)
Decrease in Trade Receivables	35331282	80427454
	(532221)	74642796
Adjustment for:		
Long term Borrowings	13817684	(94102450)
Increase in Long Term Loans and Advances	(11619836)	(1461659)
	2197848	(95564109)
Cash Generated from Operations Before Taxes and Exceptional Items	3343459	(1971320)
Income Tax	0	(1050000)
Cash Generated from Operations Before Taxes and Exceptional Items	3343459	(3021320)
Earlier Year Tax adjustment	0	210727
Net Cash Inflow from Operating Activities [A]	3343459	(2810593)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Increase in Investment	(66886)	(729378)
Purchase of Fixed Assets	(86139)	(104960)
Sale of Fixed Assets	1401586	9800
Dividend Income	174009	139255
Income from ICICI PMS	0	688283
Net Cash outflow from Investing Activities [B]	1422570	3000
C) CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash Inflow/(outflow) from Financing Activities [C]	0	0
Net Increase in Cash & Cash Equivalents (A+B+C)	4766028	(2807593)
Cash & Cash Equivalents at the Beginning of the Year	4816212	7623806
Cash & Cash Equivalents at the Close of the Year	9582240	4816212
Components of cash and cash equivalents		
a. Balances with banks		
- In Unpaid Dividend A/c*	659885	821098
- In Current Account with Scheduled Banks	8922034	1173037
- Fixed deposit with Banks		
b. Cash on Hand	321	2822077
Total	9582240	4816212

* These balances are not available for use by the Company as they represent corresponding unclaimed dividend liability.

For and on behalf of Board of Directors

(Vinod Kumar Agarwal)
Chairman & Director
(DIN : 00136613)

(Dharmendra Agrawal)
Whole Time Director & CEO
(DIN : 08390936)

(CS. MOHD. RAEES SHEIKH)
Company Secretary
FCS : 6841

(Kundan Chouhan)
Chief Financial Officer

Place : Indore
Date: 29/05/2019

Statutory Auditors
For: SAP JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI FRN 019356C

CA ADITYA PATNI
PARTNER
ICAI MNO 420386

NOTE - 1

Share Capital

(Amount in ₹)

Particulars	2018-19		2017-18	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹ 10 each	15000000	150000000	15000000	150000000
Issued				
Equity Shares of ₹ 10 each	7500000	75000000	7500000	75000000
Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid	7500000	75000000	7500000	75000000
Total	7500000	75000000	7500000	75000000

Note:- The Company has only one class of Share i.e. Equity Share. Each Equity Share is entitled for one vote. Reconciliation of the number of Shares outstanding at the beginning of the year and at the end of the year.

Particulars	2018-19		2017-18	
	Number	Amount (₹)	Number	Amount (₹)
Shares outstanding at the beginning of the year	7500000	75000000	7500000	75000000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	7500000	75000000	7500000	75000000

Details of shareholders holding more than 5% shares in the company

Name of Shareholder	2018-19		2017-18	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Agarwal Coal Corporation (S) Pte. Ltd.*	2770000	36.93	2770000	36.93
Aereo Dealcomm Pvt. Ltd.	739270	9.86	739270	9.86
Vinod Kumar Agarwal	726390	9.69	726390	9.69
Apex Procon Pvt. Ltd.	623750	8.32	623750	8.32
Agarwal Fuel Corporation Pvt. Ltd.	446050	5.95	446050	5.95

*Agarwal Coal Corporation (S) Pte. Ltd. is a Foreign Company based in Singapore. (Registration No. 200507123D)

NOTE - 2

Reserves and Surplus

(Amount in ₹)

Particulars	2018-19	2017-18
a. Capital Reserves		
Balance as per Last Year	74000	74000
b. Securities Premium Account		
Balance as per Last Year	90000000	90000000
c. General Reserve		
Balance as per Last Year	155000000	155000000
d. NBFC Reserves		
Balance as per last year	69611965	66518703
Add: Transferred From Profit & Loss A/c during the year	0	3093262
Closing Balance	69611965	69611965

Particulars	2018-19	2017-18
e. Surplus in the Statement of Profit and Loss		
Balance as per last year	81485780	69112731
Add: Net Profit for the Year	(4990163)	15466311
Less: Appropriations		
Transfer to NBFC Reserves	0	3093262
Closing Balance	76495617	81485780
Total (a+b+c+d+e)	391181582	396171745

NOTE - 3

Long-Term Borrowings

(Amount in ₹)

Particulars	2018-19	2017-18
Secured		
Life Insurance Corporation of India (Secured against the assignment of different keyman Insurance policies)	7561122	7561122
Unsecured		
Intercompany Loans (Related Party I - Rs. 228267516)	235531516	22924080
Total	243092638	30485202

NOTE - 4

Short-Term Borrowings

(Amount in ₹)

Particulars	2018-19	2017-18
Secured		
Cash Credit Loan (Consortium)		
1) Primarily secured against all current assets of the Company.	0	198789752
2) Collaterally secured by first part passu charge by way of hypothecation on plant & Machinery of wind mills.		
3) First parri passu charge by way of equitable mortgage of immovable property standing in the name of relative of a director of the company.		
4. Secured by personal guarantee of a director of the company.		
Total	0	198789752

NOTE - 5

Other Current Liabilities

(Amount in ₹)

Particulars	2018-19	2017-18
(a) Unpaid Dividends	659885	821098
(b) Other Payables		
Outstanding Liabilities For Expenses		
- General (Including Related party ₹ 2231666/-)	3627670	2680829
- Statutory	1399833	920211
Total	5687388	4422138

**NOTE -6
FIXED ASSETS**

(Amount in ₹)

Particulars	Gross Block			Depreciation/Amortization				Net block		
	Balance As at 01-4-2018	Additions	Deductions	Balance As at 31-03-2019	Balance as at 1-04-2018	Depreciation Charge for the	Deductions/ Adjustment	Balance upto 31-03-2019	Balance as at 31-03-2019	Balance as at 31-03-2018
Tangible Assets										
a) Freehold Land	1111000	0	0	1111000	0	0	0	0	1111000	1111000
b) Buildings	445408	0	0	445408	123571	7072	0	130643	314765	321837
c) Plant and Equipment										
- Wind Mill	98908367	0	0	98908367	75604198	1631659	0	77235857	21672510	23304169
d) Furniture and Fixtures	7226407	0	4034639	3191768	5707637	480740	3470010	2718366	473401	1518770
e) Vehicles	2937006	0	0	2937006	1530928	197944	0	1728872	1208134	1406078
f) Office equipment	1779044	73342	648059	1204327	1296930	122373	392325	1026978	177350	482114
e) Electrical Installations & Equipments	6706710	12797	6415593	303914	6260796	59919	6113711	207004	96910	445914
Total (A)	119113942	86139	11098291	108101790	90524059	2499707	9976046	83047721	25054069	28589883
Intangible Assets										
a) Software	1185040	0	1185040	0	743325	117042	860367	0	0	441715
b) Trademark	20000	0	0	20000	13528	5590	0	19118	882	6472
Total (B)	1205040	0	1185040	20000	756853	122632	860367	19118	882	448187
Current Yr. Total ₹ (A+B)	120318982	86139	12283331	108121790	91280912	2622339	10836413	83066839	25054951	29038070
Previous Year ₹	120268167	104960	54145	120318982	87853311	3468486	40884	91280912	29038070	32414856

NOTE-7

Non-Current Investments

(Amount in ₹)

Particulars	Face Value	2018-19 No. of Shares	(₹)	2017-18 No. of Shares	(₹)
(A) Equity Shares					
Under Physical Mode					
Quoted (Fully Paid up, At cost)					
Ambuja Zinc Ltd.	10	200	1200	200	1200
Bhiwani Synthetics Ltd.	10	300	3000	300	3000
Consolidated Fibers & Chemicals Ltd.	10	400	4000	400	4000
Dev Fasteners Ltd.	10	200	3200	200	3200
IDL Industries Ltd.	10	4	1300	4	1300
Intron Ltd.	10	100	600	100	600
J.K. L'atelier Ltd.	10	500	10000	500	10000
Mafatlal Industries Ltd.	100	4	13400	4	13400
Magna colors Ltd. (Toshniwal Agro Chem. Ltd.)	10	100	1100	100	1100
Mideast India Ltd.	10	150	3000	150	3000
Modder Threads (India) Ltd.	10	111	3000	111	3000
Primer Proteins Ltd.	10	100	1200	100	1200
Siel Financial Services Ltd.	10	50	2800	50	2800
Tribhuvan Housing Ltd.	10	1300	13000	1300	13000
Videcon Industries Ltd.	10	12	3476	12	3476
West Coast Paper Mills Ltd.	2	500	8274	500	8274
Unquoted (Fully Paid up, At cost)					
Amrut Industries Ltd.	10	100	1000	100	1000
Gourisut Vyapaar Pvt Ltd.	10	912	70042	912	70042
Herdillia Polymers Ltd.	10	200	2100	200	2100
Hindustan Development Corpn, Ltd.	10	200	10800	200	10800
Jagdamba Enclave Pvt Ltd.	10	840	81556	840	81556
Natraj Vanijya Pvt Ltd.	10	912	71420	912	71420
Nucor Wires Ltd.	10	100	2900	100	2900
Prime Petro Products Ltd.	10	200	2000	200	2000
Shradha Vanijya Pvt Ltd.	10	960	72374	960	72374
Sitapur Plywood Manufacturers Ltd.	10	600	3000	600	3000
Swil Ltd.	10	100	3500	100	3500
Under D-MAT Mode (Fully Paid up, At cost)					
Ambuja Cements Ltd.	10	40	2500	40	2500
Associated Pigments Ltd.	10	200	4400	200	4400
Bhilwara Spinners Ltd.	10	200	7790	200	7790
Gujarat Borosil Ltd.	5	200	3400	200	3400
JBF Industries Ltd.	10	100	12500	100	12500
J.K. Cement Ltd.	10	11000	1628000	11000	1628000
Manglore Refinery & Petrochemicals Ltd.	10	150	13772	150	13772
Monica Electronics Ltd.	10	150	5850	150	5850
Nath Pulp & Paper Mills Ltd.	10	2	3700	2	3700
National Organic Chemical Industries Ltd.	10	260	32076	260	32076
Reliance Capital Ltd.	10	19	3900	19	3900
Reliance Communication Ltd.	5	390	1950	390	1950
Reliance Industries Ltd.	10	1560	70399	780	70399
Reliance Infrastructure Ltd.	10	29	3900	29	3900
Reliance Power Ltd.	5	97	1950	97	1950
Sagar Cements Ltd.	10	100	2000	100	2000
Uco Bank Ltd.	10	3200	38400	3200	38400
Union Bank Of India	10	2291	252010	2291	252010
Under PMS					
ICICI Prudential AMC	10		0		4069255
TOTAL (A)			2481739		6550994
(B) Mutual Fund Under D-MAT Mode					
SBI Mutual Fund	10	1000	10000	1000	10000
Kotak Select Focus Fund	10	0	0	63628	1650000
Kotak Liquid Fund (G)	10	1087	4029636	0	0
Kotak Standard Multicap Fund (G)	10	35589	1176000	0	0
Motilal Oswal Multicap 35 Fund	10	33235	8385000	0	0
Motilal Oswal Mutual Fund Ultra Short Term	10	8008	108326	0	0
TOTAL (B)			6162462		1660000
GRAND TOTAL (A+B)			8644201		8210994
Less : Provision for Diminution in the value of Investments			70322		68425
TOTAL ₹			8573879		8142569

Aggregate Cost Of Quoted Investment ₹	8250959	7890302
Aggregate Cost Of unquoted Investment ₹	320692	320692
Aggregate Market Value Of Quoted Investment ₹	<u>18428817</u>	<u>17364341</u>

NOTE-8

Long-Term Loans and Advances

Particulars	2018-19	(Amount in ₹) 2017-18
Unsecured, considered good		
a. Security Deposits		
Deposits With Govt. and Private Bodies	720797	2058422
b. Other Loans and Advances		
Compounding Fees to Custom Department, Mumbai	1000000	1000000
Balances with Income Tax Authority		
Under Protest	16989357	9274273
Income Tax Refundable	5382118	139741
Total	<u>24092272</u>	<u>12472436</u>

NOTE-9

Trade Receivables

Particulars	2018-19	(Amount in ₹) 2017-18
Secured, Considered Doubtful		
(Trade Receivables are secured against the hypothecation of Vehicles)		
Overdue for more than Six Months (NPA)	0	90086876
Less: Provision on Doubtful Debts (NPA)	0	23980144
	<u>0</u>	<u>66106732</u>
Secured, Considered Good	0	557710263
(Trade Receivables are secured against the hypothecation of Vehicles)		
Unsecured, Considered Good*	449199622	15294287
*(Including amount to Related party ₹ 73654507 (Pr. Yr. ₹ 1947968)		
Less: Provision on NPA	(1129249)	(1432511)
	<u>448070373</u>	<u>571572039</u>
Unsecured, Considered Doubtful (NPA)	2500000	0
Less : Provision on NPA	(2500000)	0
	<u>2250000</u>	<u>0</u>

Sundry Debtors

i) Wind Power Receivables

(Unsecured, Considered Good)		
Overdue for More than 6 months	7127285	8366044

ii) Sale of Portfolio

(Unsecured, Considered Good)	153650000	0
Less : Provision on Standard Assets	(384125)	0

Total

<u>610713533</u>	<u>646044815</u>
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NOTE-10

Cash and Cash Equivalents

Particulars	2018-19	(Amount in ₹) 2017-18
a. Balances with banks		
- In Unpaid Dividend A/c	659885	821098
- In Current Account with Scheduled Banks	8922034	1173037
b. Cash on Hand	321	2822077
Total	<u>9582240</u>	<u>4816212</u>

NOTE-11

Short-term Loans and Advances

Particulars	(Amount in ₹)	
	2018-19	2017-18
Unsecured, Considered Good		
Advances to Staff & Others (Including related Paraty ₹ 278160/-)	1200507	495040
Advance Tax, TCS & TDS	4316637	4909695
Less: Current Year Income Tax	0	1050000
Total	5517144	4354735

NOTE-12

Other Current Assets

Particulars	(Amount in ₹)	
	2018-19	2017-18
Miscellaneous Expenses to the extent not Written Off		
Discount on Sale of Portfolio	35395566	0
Rent Receivable	492945	0
Commission Receivable	69016	0
GST Cash Ledger Balance (Fees)	538	0
RCM GST Input	8280	0
Total	35966344	0

NOTE-13

Revenue From Operations

Particulars	(Amount in ₹)	
	2018-19	2017-18
(a) Income from Finance Activities		
i) Interest from Vehicle finance (Net)	41734188	127628890
ii) Other Interest		
Related Paraty	19011934	1942187
Others	24792877	5354779
(b) Income from Wind Mill		
Wind power sale	13584661	12748725
Total	99123661	147674581

NOTE-14

Other Income

Particulars	(Amount in ₹)	
	2018-19	2017-18
Bad Debts Recovered	0	60000
Compensation for Low Electricity Generation (Windmill)	0	224319
Dividend Income	174009	139255
Income from ICICI PMS	0	688283
Income from Insurance Promotion	332539	799995
VAT Refund (Windmill)	0	41946
Profit on Sale of Mutual Fund	364423	0
Rental Income Taxable	557376	0
Others	71868	913114
Recovery Charges	15370	0
Total	1515586	2866912

NOTE-15

Finance Costs

Particulars	(Amount in ₹)	
	2018-19	2017-18
i) Interest Expenses		
To Bank on Working Capital Loan	7780282	32531316
To Others (Including Related party ₹ 9675616/-)	12308398	5895857
ii) Other Borrowing Cost		
Bank Charges	2394547	2938894
Total	22483226	41366067

NOTE-16

Employee Benefits Expense	(Amount in ₹)	
Particulars	2018-19	2017-18
(a) Salaries, Bonus and Incentives		
Directors	1872643	2291190
Other Key Managerial Personnels	1270006	1617616
Other Employees	8425221	19351319
(b) Contributions to Provident fund, ESIC, Gratuity		
Directors	18000	21600
Other Key Managerial Personnels	34900	43200
Other Employees	3025398	4164567
(c) Staff welfare expenses	66438	150859
Total	14712606	27640351

NOTE-17

Other Expenses	(Amount in ₹)	
Particulars	2018-19	2017-18
Auditor's Remuneration (Refer note no. 20(B)(6))	289750	287500
Bad Debts Written off	2182745	26475646
Brokerage & Commission	790685	3862536
Contribution to CSR Fund (Related Party)	0	200000
Conveyance	557107	1456657
Donation	0	100000
Insurance	266691	241138
Interest on TDS	1941	48
Keyman Insurance	259895	259895
Legal & Professional Charges	4247188	1731822
LIC of India Premium A/c (Employer-Employee)	3528000	4704000
Loss on Sale of Assets	45333	3461
Rates & Taxes	52072	136562
Rent		
- Related party	2092966	3748607
- Others	213304	451913
Repair & Maintenance	2124966	3673270
Retainership	1520703	3672863
Telephone Expenses	429703	1159939
Travelling	237323	682546
Directors' Sitting Fees	46000	18000
Miscellaneous Expenses	2403245	8729303
Total	21289617	61595707

NOTE-18

Provisions	(Amount in ₹)	
Particulars	2018-19	2017-18
Provision on Standard Assets	1725138	(214929)
Provision on Doubtful Assets	0	380227
Addition in Provision for Diminution in the value of Investments	1897	0
Total	1727032	165298

NOTE-19

Exceptional Items	(Amount in ₹)	
Particulars	2018-19	2017-18
Discount on Sale of Portfolio	(91466345)	0
Bad Debt Recovered	50000000	0
Earlier year Income Tax	3210513	210727
Total	(38255832)	210727

NOTE - 20

SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS:

(A) SIGNIFICANT ACCOUNTING POLICIES:

1) CORPORATE INFORMATION:

Ad-Manum Finance Limited (The company) is a company limited by shares and is domiciled in India. The company's registered office is at "Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore – 452003 (M.P.), India. The company is primarily engaged in business of Non banking finance and Wind power generation. Its equity shares are listed in India on Bombay stock Exchange (BSE).

2) BASIS OF ACCOUNTING:

These Financial Statements have been prepared in accordance with generally accepted accounting principles and specified standards in India under the historical cost convention generally on accrual basis and in accordance with applicable accounting standards as prescribed U/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 along with the applicable guidelines issued by Reserve Bank of India ("RBI").

3) USE OF ESTIMATES:

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumption that affect reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

4) REVENUE RECOGNITION:

- a) Income from Loan transactions is accounted for by applying the interest rate implicit in such contract on IRR basis. The interest is not recognized as income on ascertained NPA as per RBI norms.
- b) Dividend income is recognized as Income on receipt basis.
- c) In view of uncertainty of regular payment of installments by the Loan debtors, the penal interest, Element of interest in bad and doubtful debts and loss on settlement of accounts etc. are accounted for on Cash basis and adjusted in interest account.
- d) Brokerage & Commission expenses, if any, on finance is accounted for as per the terms of agreement with Brokers.
- e) Revenue from windmill energy generation is accounted for on the basis of the billing to respective state governments as per the Power purchase Agreement entered into with them.

5) FIXED ASSETS:

Fixed assets are stated at cost, less accumulated depreciation.

6) DEPRECIATION:

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule II part C of the Companies Act, 2013, and accordingly the depreciation is charged on straight line method basis.

7) BORROWING COST:

Borrowing cost attributable to the acquisition, construction or production of a qualifying asset upto the date of commercial production are capitalized as a part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expenses in the period in which they are incurred.

8) RECOGNITION OF NPA:

Non Performing Assets (NPA), if any, is recognized as per the prudential norms of NBFC Rules and Regulations of Reserve Bank of India.

9) INVESTMENTS:

Investments classified as Long Term Investments are stated at cost. Adequate provision against diminution in the value of Investment is made wherever applicable.

10) TRADE RECEIVABLES:

The Outstanding for more than six months are shown in case where the installments are overdue and outstanding for more than six months.

11) TAXATION:

Provision for current tax, if any, is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961. Deferred tax liability is calculated and provided, if any, in accordance with AS-22, deferred tax asset, if any, is ignored as a matter of prudence.

12) RETIREMENT BENEFITS:

The company has not calculated the liability on account of Retirement Benefits as per AS 15. However the same are treated in the books as under:-

- a) Retirement benefits in the form of Provident Fund & Other Fund are charged to the Statement of Profit and Loss account of the year when contributions to the respective Funds are due.
- b) Gratuity liability under the Payment of Gratuity Act is paid and charged to the Statement of Profit and Loss account for the year when contributions to the LIC Group Gratuity trust is due.
- c) The liability on account of encashment of leave to employees is provided on estimated basis.

13) CONTINGENT LIABILITIES:

Contingent liabilities as defined in the accounting standards 29 on "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes on accounts. Disclosure is not made if the possibilities of the future economic benefit/obligations, claims are remote. Provision is made if it is probable that an outflow of future economic benefit/claims will be required to settle the obligation.

14) SEGMENT REPORTING:

The company has two major Businesses activity: Finance and Wind Mill Energy Generation. The Company has identified its major operations into single geographical area that is within India.

(B) ADDITIONAL NOTES ON ACCOUNTS

- 1) Notes 1 to 20 referred herein above forms an integral part of these Financial Statements.
- 2) **CONTINGENT LIABILITIES :**
 - a) Disputed demand of Income-tax pending appeals amounting to ₹ 503.86/- Lacs(PY ₹ 293.61/- Lacs) against which an amount of ₹ 156.85/- Lacs(PY ₹ 79.83/- Lacs) paid under protest but not provided for.
 - b) Disputed demand of custom related to FY 1996-97 fully paid but not provided for ₹ 10.00/- lacs (PY ₹ 10.00/- lacs).
- 3) In accordance with AS-13 the long term investments held by the company are to be carried at cost. All the investments of the Company have been considered by the management to be of long-term nature.
- 4) Pursuant to the Provisions of Section 135 of the Companies Act 2013 read with companies (Corporate Social Responsibility Policy) Rules 2014 are not applicable on Company.
- 5) **DEFERRED TAX LIABILITY AS PER AS-22**

Particulars	2018-19 (₹)	2017-18 (₹)
Written Down Value as per Companies Act,2013	25054951	29038070
Written Down Value as per Income Tax Act,1961	6084826	8035058
Timing Difference due to difference in depreciation on fixed assets as per Income Tax Act 1961 & Financial books	(18970125)	(21003012)
a) Tax effect of timing Difference due to difference in depreciation on fixed assets as per Income Tax Act 1961 & Financial books.	(4932233)	(5786330)
Timing Difference due to provision on advances.	1513374	25412655
b) Tax effect due to timing Difference due to provision on advances.	393477	7001186
Net deferred tax Asset/Liability (a)-(b)	(4538755)*	1214856
Already provided in previous years	0	0
Deferred tax liabilities written back	0	0

*The Deferred Tax liability amounting to ₹ 45.39/- Lacs is provided for, (PY ₹ 12.15/- Lacs Deferred Tax asset was ignored as a matter of prudence.)

6) **AUDITOR'S REMUNERATION :**

Particulars	2018-19 (₹)	2017-18 (₹)
Statutory Audit fees (Excluding Taxes)	225000	225000
Tax Audit Fees (Excluding Taxes)	50000	50000
Certification and other charges (Including Taxes)	14750	12500
Total	289750	287500

8) **RELATED PARTY TRANSACTION : AS PER ACCOUNTING STANDARD - 18**

Names of related parties:

1. Key Management Personnel :

S.No	Name of KMP	Designation of KMP
1	Mr. Vinod Kumar Agarwal	Chairman & Director
2	Mr. J.N. Choudhury (Resigned on 15.02.2019)	Director-in-charge & Chief Executive officer (CEO)
3	Mrs. Dolly Choudhury (Resigned on 15.02.2019)	Women Director
4	Mr. Dharmendra Agrawal	Whole Time Director
5	Mrs. Priyanka Jha	Women Director
6	Mr. Vikas Gupta (Resigned on 17.08.2018)	Chief Financial officer (CFO)
7	Mr. Kundan Chouhan	Chief Financial officer (CFO)
8.	Mohd. Raees Sheikh	Company Secretary (CS)

2. Relative(s) of Key Management Personnel:

S.no	Name of Relative	Relationship
1	Mrs. Neena Devi Agarwal	Wife of Chairman
2	Mr. Tapan Agarwal	Son of Chairman

3. Associates

S.No	Name of Associate	% Holding
1	Agarwal Coal Corporation (S) Pte Ltd, Singapore	36.93 %

4. Related Concern :-

- a) Available Finance Limited – Associate
- b) Agarwal Coal Corporation Pvt. Ltd. - Chairman is Managing Director.
- c) Agarwal Real City Pvt. Ltd. - Chairman is Director.
- d) Agarwal Transport Corporation Pvt. Ltd. - Chairman is Director.

*The above information regarding related parties have been determined to the extent such parties have been indentified on the basis of information available with the company

Transactions with related parties for the year ended 31/03/19 (Transaction have taken place on arm's length basis)

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
1) VINOD KUMAR AGARWAL	CHAIRMAN & DIRECTOR	RENT PAID	1528416	325919 Cr.
2) NEENA DEVI AGARWAL	WIFE OF CHAIRMAN	RENT PAID	42480	16992 Cr.
3) TAPAN AGARWAL	SON OF CHAIRMAN	RENT PAID	522070	NIL
4) J.N. CHOUDHURY	EX-DIRECTOR IN-CHARGE & CEO (RETIRED)	REMUNERATION & PERQUISITES	1310726	1881755 Cr.
		E.S.I.C. & P.F.	18000	
		BONUS	14000	
		GRATUITY	1875000	
		LEAVE ENCASHMENT	97917	
5) DOLLY CHOUDHURY	Ex-WOMAN DIRECTOR (RETIRED)	REMUNERATION & PERQUISITES	45000	NIL
6) AVAILABLE FINANCE LTD.	RELATED CONCERN	UNSECURED LOAN GIVEN	44600000	19559461 Cr.
		UNSECURED LOAN TAKEN	22400000	
		UNSECURED LOAN REPAYMENT	44600000	
		INTEREST RECEIVABLE	991746	
7) MOHD. RAEES SHEIKH	COMPANY SECRETARY	REMUNERATION & PERQUISITES	949380	278160 Dr.
		BONUS	16800	
		E.S.I.C. & P.F.	21600	
8) VIKAS GUPTA	Ex-CFO (RETIRED)	REMUNERATION & PERQUISITES	220537	7000 Cr.
		BONUS	13300	
		E.S.I.C. & P.F.	9000	
		GRATUITY	126985	
		LEAVE ENCASHMENT	15997	
9) KUNDAN CHOUHAN	CFO	REMUNERATION & PERQUISITES	51192	NIL
		BONUS	2800	
		E.S.I.C. & P.F.	4300	
10) AGARWAL COAL CORPORATION PVT. LTD.	COMMON DIRECTOR	UNSECURED LOAN GIVEN	611250000	28257401 Dr.
		UNSECURED LOAN REPAYMENT	597813662	
		INTEREST RECEIVABLE	16467848	
11) AGARWAL REAL CITY PVT. LTD.	COMMON DIRECTOR	UNSECURED LOAN GIVEN	44000000	45397106 Dr.
		INTEREST RECEIVABLE	1552340	
12) AGARWAL TRANSPORT CORPORATION PVT. LTD.	COMMON DIRECTOR	UNSECURED LOAN TAKEN	300000000	208708055 Cr.
		UNSECURED LOAN REPAYMENT	100000000	
		INTEREST PAYABLE	9675616	

8) BASIC AND DILUTED EPS :

Particulars	2018-19 (₹)	2017-18 (₹)
Net Profit/(loss) attributable to equity shareholders	(4990163)	15466311
Number of equity shares issued (basic)	7500000	7500000
Number of equity shares issued (Weighted)	7500000	7500000
Basic and Diluted earnings per share	(0.67)	2.06

- 9) As per the information on records, the company does not have any overdue outstanding for more than 45 days to micro and small scale industrial enterprises under MSMED Act, 2006 during the period 01/10/2018 to 31/03/2019 and for the period ended 21/01/2019.
- 10) Based on the accounting principles given in AS - 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the size of operation of wind power segment comes under Reportable segment. Accordingly the segment reporting stands as under :

(Amt. in ₹)

Primary Segments	Financial/Investment Activity		Wind Mill Energy generation		Total	
	2018-19	2017-18	2018-19	2017-18	2018 -19	2017 -18
Revenue						
External Revenue	87402729	137526503	13236518	13014990	100639247	150541493
Inter Segment Revenue	-----	-----	-----	-----	-----	-----
Total Revenue	87402729	137526503	13236518	13014990	100639247	150541493
Segment Result						
Profit Before Tax	(10258406)	8282961	9806998	8233350	(451408)	16516311
Provision for Taxes & defared Taxes	4538755	1050000	-----	-----	4538755	1050000
Profit or Loss after	(14797161)	7232961	9806998	8233350	(4990163)	15466311
Taxes						
Other Information						
Segment Assets	698013039	671135944	30487324	33732893	719500363	704868837
Segment Liabilities	253318781	233697092	-----	-----	253318781	233697092
Capital Expenditure	86139	104960	-----	-----	86139	104960
Depreciation	997100	1836827	1625239	1631659	2622339	3468486

11) **Directors Remuneration**

The company has paid director's remuneration as per the provisions of schedule V to the companies act, 2013 and complied all the provisions of the said act.

The Breakup of remuneration is as under:-

S.no	Name of Director	Nature of payment	Amount (₹)
1	J.N. CHOUDHURY	Remuneration & Perquisites	₹ 1440643 (PY ₹ 1772790)
2	DOLLY CHOUDHURY	Remuneration & Perquisites	₹ 450000 (PY ₹ 540000)

- 12) During the year The Company exited its line of business of retail loan of second hand vehicles and sold its entire trade receivable portfolio of Rs. 583623330/- at a discounted value of Rs. 430100000/- to a NBFC company. The discount on sale of portfolio of Rs. 152236330/- to the extent of the outstanding amount of Rs. 10 crore amounting to Rs. 35395566/- is deferred to the next financial year and shown as deferred revenue expenditure. After the adjustment of already existing provision of bad and doubtful debts of Rs. 25374419/- the net amount of ₹ 91466345/- is shown as discount on sale of portfolio as an exceptional item in the profit and loss account.
- 13) The company has also sold its court cases portfolio of ₹ 140119815/- of which the relevant amount has already been written off in earlier years, to another NBFC company at a lump sum value of ₹ 50000000/- . A sum of ₹ 3100000/- there against has already been received and the balance will be receivable in 8 equal quarterly installments of ₹ 5862500/- each without interest. which is shown as sundry debtors. The subject amount is shown as bad debt recovered amount as an exceptional item in the profit and loss account.
- 14) Additional information as required under Part II of Schedule III to the Companies Act, 2013 is NIL.
- 15) Balances of sundry debtors and loans & advances are subject to respective consent, confirmations, reconciliation and consequential adjustment, if any.
- 16) Previous year's figures have been regrouped, rearranged and recast wherever necessary
- 17) Figures are rounded off to the nearest multiple of a ₹ (Rupee).
- 18) According to AS - 3 the desired Cash flow statement is enclosed herewith.

For and on behalf of Board of Directors
(Vinod Kumar Agarwal)
Chairman & Director
(DIN : 00136613)

(Dharmendra Agrawal)
Whole Time Director & CEO
(DIN : 08390936)

(CS. MOHD. RAEES SHEIKH)
Company Secretary
FCS : 6841

(Kundan Chouhan)
Chief Financial Officer

Place : Indore
Date : 29/05/2019

Statutory Auditors
For: SAP JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
ICAI FRN 019356C

CA ADITYA PATNI
PARTNER
ICAI MNO 420386

**Form No. MGT-11
PROXY FORM**

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

AD-MANUM FINANCE LIMITED

CIN: L52520MP1986PLC003405

"Agarwal House" Ground Floor 5, Yeshwant Colony, Y.N. Road, Indore- 452003 (MP)

Tel:0731-4714000 Fax: +91-731-4714090, Website: www.admanumfinance.com

Email: cs@admanumfinance.com

Name of the Member(s)	
Registered Address	
Email Id	
Folio No/ Client ID	
DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint:

- Name: Address:
E-mail Id: Signature..... or failing him / her
- Name: Address:
E-mail Id: Signature..... or failing him / her
- Name: Address:
E-mail Id: Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on Monday the 30th day of September, 2019 At 11:30 a.m. at "Surya Hotel" 5/5, Nath Mandir Road, South Tukoganj, Indore-452001(MP) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. N	Resolution	For	Against
Ordinary Business by Ordinary Resolution:			
1	Adoption of Financial Statement, containing the Audited Balance Sheet as at, 31 st March, 2019 and the statement of profit and loss and cash flow for the year ended 31 st March, 2019, along with the report Board's and Auditors thereon.		
Special Business by Ordinary Resolution:			
2	Appointment of Mr. Dharmendra Agrawal was appointed as Additional Director by the Board w.e.f. 30 th March, 2019.		
3	Approval of terms of appointment of Mr. Dharmendra Agrawal.		
4	Appointment of Ms. Priyanka Jha was appointed as Additional Director in the category of Independent Woman Director.		
5	Authority to give Donation in excess of prescribed time limit as mentioned in section 181 of the Companies Act, 2013		
Special Business by Special Resolution:			
6	Alteration of Memorandum of Association of the company.		

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Re1/-

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 Meeting.

AD-MANUM FINANCE LIMITED

CIN: L52520MP1986PLC003405

"Agarwal House" Ground Floor 5, Yeshwant Colony, Indore- 452003 (M.P.)

Tel:0731-4714000 Fax: +91-731-4714090, Website: www.admanumfinance.com,

Email: cs@admanumfinance.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE MEETING HALL. Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID*, Client ID* & Name of the Shareholder/joint holders/ Proxy in BLOCK LETTERS to be furnished below)

Shareholder/Proxy holder	DP ID*	Client Id*	Folio	No. of Shares held

I hereby record my presence at the 33rd Annual General Meeting of the Company, to be held Monday, 30th. September, 2019, at 11:30 a.m. at "Surya Hotel" 5/5, Nath Mandir Road, South Tukoganj, Indore-452001(MP) of the Company

SIGNATURE OF THE

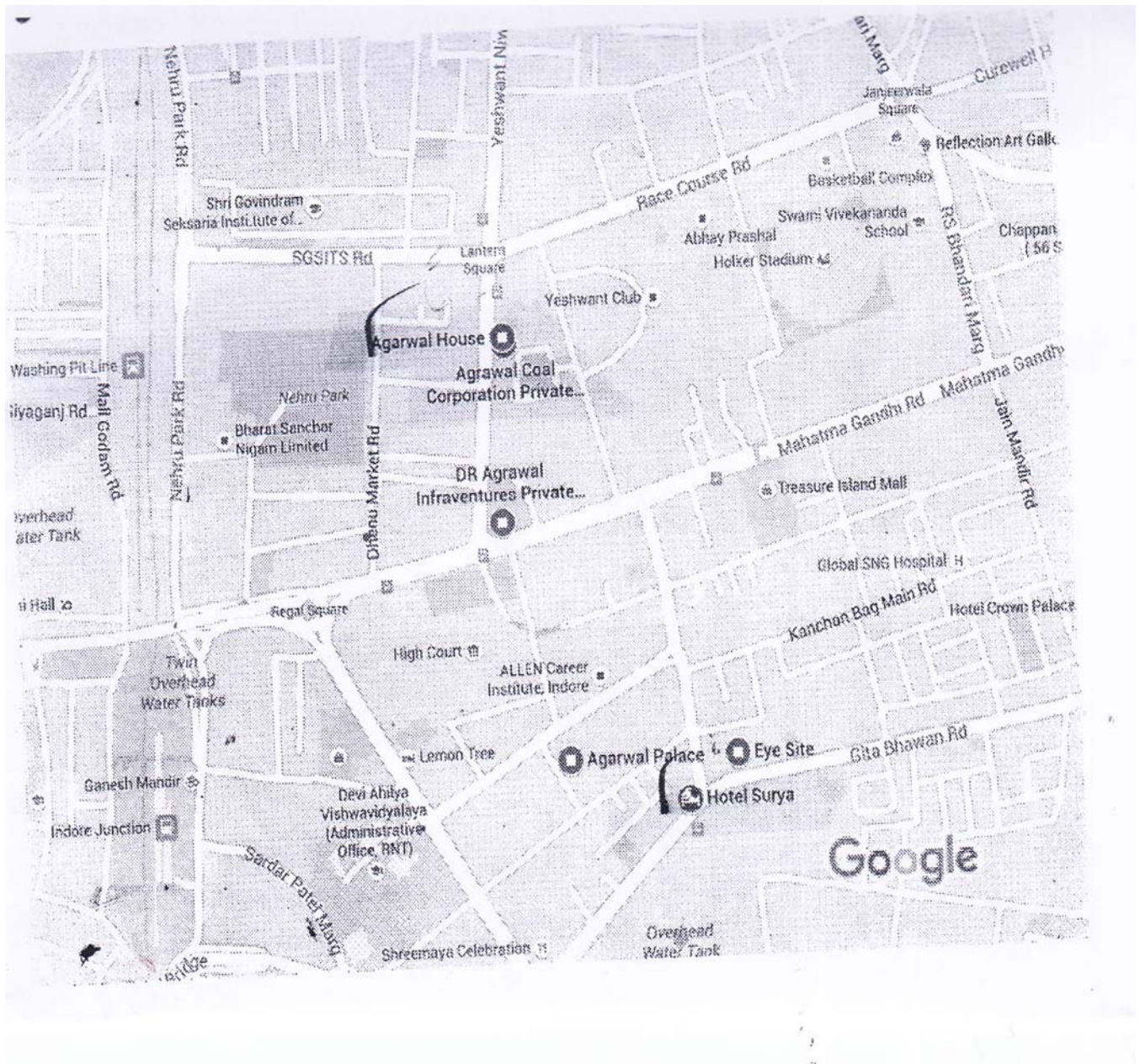
SHAREHOLDER OR PROXY_____

NOTES:

- 1) Shareholder/Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- 2) Shareholders are requested to advise, indicating their Folio Nos. DP ID*, Client ID*, the change in the address, if any, to the Registrar & share transfer Agents, at **M/S ANKIT CONSULTANCY PVT LTD**, Plot no. 60, Electronic Complex, Pardeshipura, Indore 452 010 (M.P.)

*Applicable for investor holding shares in Electronic (Demat) form

MAP



Return if not delivered :

AD-MANUM FINANCE LIMITED

CIN: L52520MP1986PLC003405
"AGARWAL HOUSE", Ground Floor,
5, Yeshwant Colony, Indore (M.P.) – 452 003