

HELD AT ON TIME

MINUTES OF THE 29th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AD-MANUM FINANCE LIMITED HELD ON WEDNESDAY 30TH DAY OF SEPTEMBER, 2015 AT HOTEL SURYA, 5/5, NATH MANDIR ROAD, INDORE-452001 (M.P.) AT 11:00 A.M.

PRESENT:

- | | |
|------------------------|------------------------------------|
| 1. Mr. J. N. CHOUDHURY | : DIRECTOR-IN-CHARGE, CEO & MEMBER |
| 2. CA ASEEM TRIVEDI | : INDEPENDENT DIRECTOR |
| 3. CA VISHNU P. GUPTA | : INDEPENDENT DIRECTOR |
| 4. CS M.R. SHEIKH | : COMPANY SECRETARY |

SPECIAL INVITEE:

- | | |
|---------------------|---|
| CS ISHAN JAIN | : SCRUITNIZER & REPRESENTATIVE OF SECRETARIAL AUDITOR |
| CA NIRDESH BADJATYA | : REPRESENTATIVE OF STATUTORY AUDITOR |

OFFICERS FOR ASSISTANCE

- | | |
|-----------------|---------------------------|
| Mr. VIKAS GUPTA | : CHIEF FINANCIAL OFFICER |
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Total **50(Fifty)** Members were present in person and **8(Eight)** members by proxy as per the Attendance Register.

PROCEEDING OF THE MEETING:**CHAIRMAN:**

Mr. Jayanta Nath Choudhury, the Director-In-Charge & CEO of the company occupied the Chair for the Meeting.

QUORUM:

CS Mohd. Raees Sheikh informed that the adequate quorum (i.e 15 member in person) for the meeting is present, then he declared that the meeting to be in order and the proceeding of the Meeting was commenced.

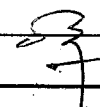
CHAIRMAN SPEECH

The Chairman welcomed all the Members, Proxy Holders, Directors and invitees present in the meeting. And said that, as we all are aware about the applicability of Companies Act 2013, accordingly company continuously (i.e. ongoing basis) complying all the provisions of the Companies Act 2013 and respectively given and giving all the required disclosures. The Chairman further informed that, the Company has already spend 2% of Profit i.e. Rs. 18,50,000/- on CSR Activities this year.

He further informed to the members that the Company has formulated the Vigil Mechanism Policy and also adhering the Regulations of other applicable Acts like RBI Act, SEBI Act, rules and regulation made there under and Listing Agreement and Regulation, etc. The Company following the path of e-governance initiated the paperless work in respect of it has also developed the HR Software.

He further informed that, the Company has proposed the Declaration of Dividend @ 10% (Rs. 1 each) on its Equity Shares for the year ended on 31st March, 2015.

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NOTICE OF THE 29th ANNUAL GENERAL MEETING:

CS M.R. Sheikh informed to the members that the Notice attached in Annual Report convening the 29th Annual General Meeting along with the Audited Stand Alone Balance Sheet and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2015, the Board's Report; Auditor's Report and Corporate Governance Report have already been dispatched to the members in physically by the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read and move on further to proceed the meeting.

BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director's Shareholding, Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Company Secretary informed that as per the requirement of the Companies Act, 2013 the Remote E-Voting has been already conducted which starts from 25/09/2015 at 9:00 p.m. ends on 29/09/2015 at 5:00 pm and now voting in the 29th Annual General Meeting shall be conducted by way of poll and therefore requested to the members as well as proxies to kindly fill the required detail like name, address, LF/Client ID, number of shares held in the poll paper (in Form MGT-12) provided to them and mark their assent or dissent accordingly and said that those who casted their vote through e-voting will not be entitle to vote through poll paper, if they cast their vote through poll paper that would be considered as invalid. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

He also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS-29444, CP-13032) as scrutinizer for this meeting, to scrutinize the e-voting as well as voting through poll.

Thereafter, the Company Secretary read the agenda items given in the notice of Annual General Meeting one by one as per notice of the AGM and thereafter arranged for the Poll Box, which was locked by the Scrutinizer, after showing that it is empty.

Further the Company Secretary asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question were raised.

Then the Company Secretary after taking the permission of Chairman, requested the Members and Proxies to cast their votes by Poll and drop their Poll Papers in Poll box.

The Company Secretary after taking the permission of Chairman allowed 15 minutes time for polling and then the Scrutinizer after ensuring that no member or proxy was left for polling, sealed the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

He also informed in the meeting, that the businesses being placed before the meeting for consideration and the results of Poll along with E-Voting Results would be announced within 2 working days and the same shall be posted at the website of the Company, BSE and CDSL.

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VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors, Members and the Proxies present at this meeting for their presence and cooperation for the orderly conduct of the meeting.

DECLARATION OF RESULTS ON 1st OCT, 2015.

The Scrutinizer submitted his consolidated report on 1st Oct., 2015 and after receipt of consolidated report, the Chairman declared the following results:

The Chairman further declared that the following results on 1st Oct., 2015 for the 29th Annual General Meeting held on 30th Sept., 2015 and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 30th Sept., 2015 as under for all the purposes.

I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:**ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENT CONTAINING THE AUDITED FINANCIAL STATEMENT, STATEMENT OF PROFIT AND LOSS AND CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2015, BOARD'S AND AUDITOR'S REPORT THEREON:**

“RESOLVED THAT the of financial statement containing the Audited Financial Statement, statement of profit and loss and cash flow for the year ended on 31st March, 2015 along with the Board's Report & Auditor's Report (including Corporate Governance Report) thereon as placed before the meeting be and are hereby received, considered and adopted. The Resolution was passed by unanimously consent.”

The Results of the Voting were as under:

Promoter/Pu blic	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandi ng Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Vote s agai nst (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	4984560	4559760	91.48	4559760	0	100.00	0
Public Non Institutional Holders	1671607	1633130	97.70	1633130	0	100.00	0
Public- Others	843833	21782	2.58	21782	0	100.00	0
Total	7500000	6214672		6214672	0		

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ITEM NO. 2: ORDINARY RESOLUTION FOR DECLARATION OF RS. 1/- (10%) DIVIDEND ON 75,00,000 EACH EQUITY SHARES OF RS. 10 FOR THE YEAR 2014-15 AS PER THE RECOMMENDATION OF BOARD.

“RESOLVED THAT a Dividend at the rate of Rs. 1 (i.e. 10%) on the Equity Shares of Rs. 10/- each be and is hereby as recommended by the Board be and is hereby approved on the fully paid – up equity shares 75,00,000 (Seventy Five Lacs Equity Shares) in the paid up capital of the company and that the aforesaid dividend be distributed to the shareholders whose names will appear on the Register of Members of the Company on 30/09/2015 and the records as made available by the CDSL and NSDL on that date. The Resolution was passed unanimously by Ordinary Resolution”

The Results of the Voting were as under:

Promoter/Pu blic	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandi ng Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes again st (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
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Public- Others	843833	21782	2.58	21782	0	100.00	0
Total	7500000	6214672		6214672	0		

ITEM NO. 3: ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S MAHENDRA BADJATYA & CO., CHARTERED ACCOUNTANTS (FRN-001457C) AS THE STATUTORY AUDITOR FOR THE YEAR 2015-2016 AND FIX THEIR REMUNERATION.

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 28th Annual General Meeting held on 25th September, 2014 the appointment of M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI Firm Registration No. 001457C) as the Statutory Auditor of the Company to hold office till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified for the year 2015-16 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the Audit Committee in consultation with the Auditors. The Resolution was passed unanimously by Ordinary Resolution.

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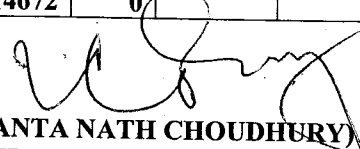
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The Results of the Voting were as under:

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Promoter and Promoter Group	4984560	4559760	91.48	4559760	0	100.00	0
Public Non Institutional Holders	1671607	1633130	97.70	1633130	0	100.00	0
Public- Others	843833	21782	2.58	21782	0	100.00	0
Total	7500000	6214672		6214672	0		

Place: Indore
Date: 01/10/2015


(JAYANTA NATH CHOUDHURY)
CHAIRMAN
DIN: 00136766

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