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MINUTES OF THE 31st ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AD-MANUM FINANCE LIMITED HELD ON MONDAY THE 25th DAY OF SEPTEMBER, 2017 AT HOTEL SURYA, 5/5, NATH MANDIR ROAD, INDORE-452001 (MP) AT 11:00 AM AND CONCLUDED AT 11:35 AM

### DIRECTORS/KMP PRESENT:

1. Jayanta Nath Choudhury

: Director-In-Charge, CEO & Member

2. CA Vishnu Gupta

: Independent Director & Chairman of Audit

committee

3. CA Aseem Trivedi

: Independent Director

### OFFICER FOR ASSISTANCE:

CS M.R. Sheikh

: Company Secretary & Compliance officer

Vikas Gupta

: Chief Financial Officer

#### **SPECIAL INVITEE:**

CS Ishan Jain

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: Scrutinizer

M/s Mahendra Badjatya & Co. (Represented by : Retiring Statutory Auditor

CA Nirdesh Badjatya)

M/s SAP & Associates (Represented by .

: Appointee Statutory Auditor

CA Aditya Patni)

### LEAVE OF ABSENCE

Leave of absence was granted to Vinod Kumar Agarwal, Dolly Choudhury and Devee Prashad Kori, the Director (s) from attending the meeting on their request due to their pre-occupation.

### NUMBER OF MEMBERS AS ON THE CUTOFF DATE AND REQUIREMENT OF **QUORUM FOR THE AGM:**

As per records made available by M/s Ankit Consultancy Pvt. Ltd. the Share Transfer Agent on the cutoff date i.e. 18th September, 2017 there were 1831 members of the company who were entitled to attend and vote at the 31st AGM. And minimum 15 members were required to constitute the valid quorum for the 31<sup>st</sup> AGM.

### PRESENCE OF QUORUM

At the 31st AGM total 62 (Sixty Two) Members were present out of which 49 (Forty Nine) members were present in person and 13 (Thirteen) members were present through proxy and participated at the AGM as per the Attendance Records maintained at the Company.

#### PROCEEDINGS OF THE MEETING:

### **OUORUM:**

It was considered that as on cutoff date i.e 18th September, 2017 the Company was having 1831 members therefore, a minimum quorum of 15 members was required to be present in person at the Annual General Meeting. Since the adequate quorum was present, the Company Secretary and Compliance Officer CS M. R. Sheikh confirmed that the meeting is in order and that the proceedings of the meeting should be commenced.

Shri Jayanta Nath Choudhury, the Director-In-Charge & CEO and Member of the company elected as a chairman & occupied the Chair for the Meeting.

### NOTICE OF THE 31st ANNUAL GENERAL MEETING:

CS M. R. Sheikh informed to the members that the Notice convening the 31st Annual General Meeting along with the Audited Standalone Financial Statement containing the Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2017, along with the Notes and the Report of Board's, Corporate Governance, Secretarial

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Auditor and Auditor's have already been dispatched to the members by electronic mode through CDSL as per the records made available by CDSL & NSDL and to other members physically through Courier Agent of the company. With the permission of the Members and proxies present at the Meeting the Notice of the 31<sup>st</sup> Annual General Meeting was taken as read.

### **BOOKS & STATUTORY REGISTER:**

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

### PROCEDURE AT THE 31st ANNUAL GENERAL MEETING:

The Company Secretary informed that as per the requirement of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard the Remote E-Voting commenced on Friday 22<sup>nd</sup> day of September, 2017 at 9:00 am (IST) and concluded on Sunday 24<sup>th</sup> day of September, 2017 at 5:00 pm (IST) and voting at the 31<sup>st</sup> Annual General Meeting shall be conducted by way of poll and therefore requested to the members as well as proxies personally present at the meeting to mark their assent or dissent on the ballot paper (MGT-12) provided to them.

He also informed that the members had the right to ask question(s) on any agenda items of the company at any time, before exercising their voting right at the meeting.

He also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS-29444, CP-13032) as scrutinizer, to scrutinize the remote e-voting as well as voting through poll in a fair and transparent manner.

Thereafter, upon the instructions of the Chairman, CS M. R. Sheikh read the agenda items of the notice of Annual General Meeting one by one as per notice of the Annual General Meeting and thereafter arranged the poll box, which was sealed by the Scrutinizer in presence of all the members, after showing that it is empty.

The members were then provided the opportunity to cast their vote by Poll and drop their Poll Paper in the Form MGT-12 in Ballot Box and also requested to ensure that if any member have already casted their vote by e-Voting process, they would not be entitled to cast their votes by Poll and if in any case it is casted the vote given by e-voting shall be considered as final. Further, the Company Secretary requested the members to fill up the entire column in proper manner like name, address, LF/Client ID number of shares held and then mark right tick on the assent or dissent in the space provided for the same in Form MGT-12.

The Chairman made announcement that, if any member who has not casted their votes, please come forward promptly and complete the voting at the earliest, thereafter the Poll Box would be sealed by the Scrutinizer.

The Scrutinizer ascertained that no member was left for polling. And then he locked the Poll Box in presence of two witnesses and collected the Poll Box for scrutiny of the Poll Papers.

The Chairman asked the Scrutinizer about the time to be taken by him to submit the report. The Scrutinizer replied to submit the report from the conclusion of the Annual General Meeting.

The Chairman also informed that the results of the meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE and CDSL

### CONCLUSION OF THE MEETING:

There being no other business the Meeting declared as concluded by the Chairman Shri Jayanta Nath

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Choudhury, with a vote of thanks to the chair at 11:35 am on 25th September, 2017.

### SCRUTINIZER REPORT

After receiving the Scrutinizer Report in the Form MGT-13 and Consolidated and Report on E-Voting and poll at the Annual General Meeting for e-voting and poll, the chairman declared the following results, on the basis of report submitted by the Scrutinizer on 26<sup>th</sup> September, 2017 for the 31<sup>st</sup> Annual General Meeting and also declared that the date of the Polling at the Annual General Meeting, i.e 25<sup>th</sup> September, 2017 as under for all the purposes.

# DECLARATION OF RESULTS FOR THE BUSINESS PROPOSED AT THE 31st ANNUAL GENERAL MEETING

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 31<sup>st</sup> Annual General Meeting held on Monday, 25<sup>th</sup> September, 2017 at 11:00 am.

### I: ORDINARY BUSINESS;

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ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENT CONTAINING THE AUDITED FINANCIAL STATEMENTS, STATEMENT OF PROFIT AND LOSS A/c AND CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017, BOARD'S AND AUDITOR'S REPORT THEREON ETC.:

"RESOLVED THAT AS ORDINARY RESOLUTION the financial statements of the company including the Audited Balance Sheet, statement of profit and loss A/c and cash flow for the year ended on 31<sup>st</sup> March, 2017 along with the Board's Report (including Corporate Governance and Secretarial Audit Report), Auditor's Report etc. thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, adopted by the members at the Annual General Meeting of the company.

The Results of the Voting were as under:

-	Resolutio	n required:				Ordinary			
-	Whether	promoter/p	romoter gro	up are inter-	ested in the	No			
	agenda/re	esolution?							
_	Catego ry	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstandin g shares	No. of Votes- in favour (4)	No. of Votes- In agains t	in favour on votes polled (6)=[(4)/(2)	% of Votes agains t on votes
					(3)=[(2)/(		(5)	]*100	polled
	Promot er and	e- Voting		4829870	1)*100 91.91	4829870	0	100	0
1	Promot	Poll	-	367000	6.98	367000	0	100	.0.
	er Group	Postal Ballot (if applicab	5254670						
Ì	İ	Total	5254670	5196870	98.9	5196870	0	100	0
	Public Institut	e- Voting		0	0	0	0	0	0
	ion	Poll	1	0	0	0	0	0	0
		Postal Ballot (if	0	.0	0	0	0	0	0

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LD AT			*					
	'applicab			į.				
	Total	0	0	0	0	0	0	0
Public Non-	e- Voting		210	0.01	110	100	52.38	47.62
Institut	Poll		1382811	61.58	1382811	0	100	0
ion	Postal Ballot (if	2245330	0	0	0	0	0	0
	applicab le)							84
	Total	2245330	1383021	61.59	1382921	100	99.99	<b>0.01</b>
TOTAL	4	7500000	6579891	87.73	6579791	100	99.99	0.01

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 31<sup>st</sup> AGM has been PASSED.

ITEM NO. 2: ÓRDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI JAYANTA NATH CHOUDHURY (DIN:00136766) WHO LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE HIMSELF FOR RE-APPOINTMENT.

"RESOLVED THAT AS ORDINARY RESOLUTION subject to the provisions of Section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Jayanta Nath Choudhury (DIN: 00136766) who is liable to retire by rotation offered himself for re-appointment be and are hereby considered by the Members of the company at the Annual General Meeting.

The Results of the Voting were as under:

Resolutio	n required:				Ordinary			
	promoter/pesolution?	promoter gro	up are inter	ested in the	Yes			
Catego	Mode of	No. of	No. of	% of	No. of	No. of	% of votes	% of
ry	Voting	shares	votes	Votes	Votes-	Votes-	in favour	Votes
•		held	polled	polled on	in favour	In	on votes	agains
i		(1)	(2)	outstandin	(4)	agains	polled	t on
				g shares		t	(6)=[(4)/(2)	votes .
				(3)=[(2)/(		(5)	]*100	polled
				1)*100	:			
Promot	e-		4829870	91.91	4829870	0	100	0
er and	Voting							
Promot	Poll		367000	6.98	367000	0	100	0
er	Postal	5254670						
Group	Ballot	3231070		!				
#	(if	ţ						
1	applicab					İ		į
	le)	1						
	Total	5254670	5196870	98.9	5196870	0	100	0
Public	e-		0	0	0	0	0	0
Institut	Voting							
ion	Poll		0	-0	0	0	0	0
	Postal	0	0	0	0	0	0	0
	Ballot							
	(if				-			
	applicab							
	le)							
	Total	0	0	0	0	0	. 0	0

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Public . Non-	è- Voting	•	210	0.01	110	100	52.38	47.62
Institut	Poll	-	1382811	61,58	1382811	0	100	(
ion	Postal Ballot (if applicab le)	2245330	0	0	0	0		ı
	Total	2245330	1383021	61.59	1382921	100	99,99	0.0
TOTAL		7500000	6579891	87.73	6579791	100	99.	0.0

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 31st AGM has been PASSED.

ITEM NO. 3: ORDINARY RESOLUTION FOR RE-APPOINTMENT OF Mrs. DOLLY CHOUDHURY (DIN: 06935952), THE WHOLE-TIME-DIRECTOR WHO LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE HERSELF FOR REAPPOINTMENT..

"RESOLVED THAT AS ORDINARY RESOLUTION subject to the provisions of Section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Dolly Choudhury (DIN: 06935952) who is liable to retire by rotation offered himself for re-appointment be and are hereby considered by the Members of the company at the Annual General Meeting.

The Results of the Voting were as under:

		on required:				Ordinary			
			romoter gro	oup are inter	ested in the	Yes		- A	
		esolution?							
	Catego	Mode of	No. of	No. of	% of	No. of	No. of	% of votes	% of
	ry	Voting	shares	votes	Votes	Votes-	Votes-	in favour	Votes
			held	polled -	polled on	in favour	ln	on votes	agains
			(1)	(2).	outstandin	(4)	agains	polled	t on
1					g shares		t	(6)=[(4)/(2)	votes
					(3)=[(2)/( 1)*100		(5)	]*100	polled
	Promot	e-		4829870	• 91.91	4829870	. 0	100	0
	er and	Voting							
	Promot	Poll		367000	6.98	367000	0	100	0.
	er	Postal	5254670						
	Group	Ballot	525 10, 0						
		(if							-
		applicab							
		le)					<u> </u>		
-	<i>w</i>	Total	5254670	5196870	98.9	5196870	0	100	0
1	Public	e-		0	0	0	0	0	0
	Institut	Voting		*					
	ion	Poll		0	0	0	0	0	0
		Postal	0	.0	0	0	0	0	0
-		Ballot							
		(if							
		applicab le)							
			0						
-	Public	Total	0	0	0	0	0	0	0
	Non-	e-	2015220	210	0.01	110	100	52.38	47.62
	Institut	Voting	2245330	1202011	61.50				
Ĺ	mstitut	Poll		1382811	61.58	1382811	0	100	0

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ion	Postal Ballot (if applicab le)		0	0	0,	0	0	0
	Total	2245330	1383021	61.59	1382921	100	99.99	0.01
TOTAL	_	7500000	6579891	87.73	6579791	100	99.99	0.01

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 31<sup>st</sup> AGM has been PASSED.

ITEM NO. 4: ORDINARY RESOLUTION FOR APPOINTMENT OF STATUTORY AUDITOR M/s SAP JAIN & ASSOCIATES IN PLACE OF M/s MAHENDRA BADJATYA & Co.

"RESOLVED THAT AS ORDINARY RESOLUTION subject to the provisions of Section 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 M/s SAP Jain & Associates, Chartered Accountants (ICAI Firm Registration No. 019356C), have confirmed their eligibility to be appointed as the Statutory Auditors in the term of the provision of Section 141 of the Companies Act, 2013 along with rules made thereunder and as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Statutory Auditor hold the Peer Review Certificate issued by Institute of Chartered Accountants of India & the same has been furnished to the company, be and is hereby appointed for a term of 5 (Five) years to hold office from the conclusion of this Annual General Meeting (AGM) of the Company to be held in the year 2022 subject to ratification at each Annual General Meeting, in place of retiring Auditor M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI FRN 001457C) whose term has been expired as per Section 139(2) of the Companies Act, 2013 on such remuneration as may be determined by the Board of Directors/Audit Committee/ Nomination and Remuneration Committee etc. of the Company in consultation with the Auditor."

The Results of the Voting were as under:

Resolutio	on required:				Ordinary			
	promoter/p esolution?	promoter gro	oup are inter	No				
Catego	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% · of Votes polled on outstandin g shares (3)=[(2)/( 1)*100	No. of Votes- in favour (4)	No. of Votes- In agains t (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes agains t on votes polled
Promot ér and	e- Voting		4829870	91.91	4829870	0	100	0
Promot	Poll		367000	6.98	367000	0	100	0
er Group	Postal Ballot (if applicab le)	5254670		0	0	0	0	0
	Total	5254670	5196870	98.9	5196870	0	100	0
Public Institut	e- Voting	. 0	0	0	0	0	0	0
ion	Poll		0	0	0	0	0	0

ELD AT					ON		.TIME	
-	Postal Ballot (if applicab le)		0	0	, 0	0	0	0
	Total	0	0	0	0	0		0
Public Non-	e- Voting		210	0.01	110	100	52.38	47.62
Institut	Poll		1382811	61.58	1382811	0	100	0.
ion	Postal Ballot (if applicab le)	2245330	0	0	0	0	fo	0
	Total	2245330	1383021	61.59	1382921	100	99.99	0.01
TOTAL		7500000	6579891	87.73	6579791	100	99.99	0.01

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 31<sup>st</sup> AGM has been PASSED.

### SPECIAL BUSINESS:

ITEM NO. 5: ORDINARY RESOLUTION FOR AUTHORITY TO GIVE DONATION IN EXCESS OF PRESCRIBED LIMIT AS MENTIONED IN SECTION 181 OF THE COMPANIES ACT, 2013.

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

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

The Results of the Voting were as under:

	on required:				Ordinary			•
Whether , agenda/re Catego	promoter/pesolution?  Mode of	oromoter gro	oup are inter	Yes				
ry	Voting	shares held (1)	votes polled (2)	% of Votes polled on outstandin g shares (3)=[(2)/(1)*100	No. of Votes- in favour (4)	No. of Votes- In agains t (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes agains t on votes polled
Promot er and	e- Voting	5254670	4829870	91.91	4829870	0	100	0

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Promot'	Poll		367000	6.98	367000	0	100	0
er Group	Postal Ballot		0	0	0	0	. , 0	0
	(if applicab le)							
	Total	5254670	5196870	98.9	5196870	0	100	0
Public Institut	e- Voting		0	0	0	0	0	0
ion	Poll		0	0	0	0	0	<b>e</b> > 0
	Postal Ballot (if applicab le)	0	0	0	0	0	0	٠ و
	Total	0	0	0	0	0	0	0
Public Non-	e- Voting	•	210	0.01	110	<sup>6</sup> 100	52.38	47.62
Institut	Poll		1382811	61.58	1382811	.0	100	0
ion	Postal Ballot	2245330	• 0	0	0	0	0	0
	(if applicab le)				ž			
	Total	2245330	1383021	61.59	1382921	100	99.99	0.01
TOTAL		7500000	6579891	87.73	6579791	100	99.99	0.01

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 31st AGM has been PASSED.

ITEM NO. 6: SPECIAL RESOLUTION FOR AUTHORITY TO BORROW FUND IN EXCESS OF PRESCRIBED LIMIT AS MENTIONED IN SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013.

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

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

The Results of the Voting were as under:

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Resolutio	on required:				Special			
	Resolution required:  Whether promoter/promoter group are interested in the agenda/resolution?					-		
agenda/re	esolution?			ĺ				
Catego	Mode of	No. of	No. of	% of	No. of	No. of	% of votes	% of
ry	Voting	shares	votes	Votes	Votes-	Votes-	in favour	Votes
		held	polled ·	polled on	in favour	In	on votes	agains
		(1)	(2)	outstandin	(4)	agains	polled	t on
				g shares		t	(6)=[(4)/(2)	votes
				(3)=[(2)/(		(5)	]*100	polled
				1)*100			,	
Promot	e-		4829870	91.91	4829870	0	100	0.
er and	Voting					,		· ·
Promot	Poll ·		367000	6.98	367000	0	100	0
er	Postal	5254670	0	0	0	. 0	. 0	0
Group -	Ballot	5254670				1		
	(if h	•						
	applicab		•			,		
	le)							
	Total	5254670	5196870	98.9	5196870	0	100	0
Public	e-		0	0	0	0	0	0
Institut	Voting	<u> </u>						
ion	Poll	 	0	0	0	0	0	0
	Postal	0	0	0	0	0	0	0
	Ballot							
	(if						,	
	applicab							
	le) Total	0	0	0	0	-		0
Public	e-	U	210	0.01	110	100	52.38	47.62
Non-	Voting		210	0.01	110	100	32.38	47.02
Institut	Poll	-	1382811	61.58	1382790	21	99.99	0.00
ion	Postal	-	0	01.56	1362790	0	99.99	0.00
	Ballot	2245330		0		0		
	(if							
	applicab					"		
	le)			-				
	Total	2245330	1383021	61.59	1382900	121	99.99	0.01
		7500000	6579891	87.73	6579770	121	99.99	

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 6 of the Notice of the  $31^{st}$  AGM has been PASSED.

## **YŐTE OF THANKS:**

There being no other business to transact, and then concluded at 11.35 am with a vote of thanks to Chair.

Date: 16/10/2017 Place: Indore (JAYANTA NATH CHOUDHURY) CHAIRMAN

DIN: 00136766