



NOTICE FOR THE 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the **39th Annual General Meeting** of the members of **AD-MANUM FINANCE LIMITED (CIN: L52520MP1986PLC003405)** will be held on **Tuesday, the 30th day of September, 2025 at 11:30 A.M.** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) for which purposes the registered office of the Company situated at **Agarwal House, 5, Yeshwant Colony, Indore 452003 (M.P.)** shall be deemed as the venue for the 39th Annual General Meeting, to transact the following businesses:-

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statement containing the Balance Sheet as at 31st March 2025, the Statement of Changes in Equity, Profitand Loss and Cash Flow and notes thereto for the financial year ended on 31st March, 2025 and the Reports of the Board’s and Auditor’s thereon on that date.
2. To appoint a director in place of **Mr. Sanjeev Sharma (DIN: 07839822)**, who retires by rotation at this Annual General Meeting and being eligible, offers him self re-appointment.

SPECIAL BUSINESSSES:

3. **To appoint M/s D.K. Jain & Co., Practicing Company Secretaries as Secretarial Auditor of the company:**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation (s) of the Audit Committee and the Board of Directors of the Company (‘Board’), M/s D. K. Jain & Co., Practicing Company Secretaries (FRN: S2003MP064600; FCS: 3565; C.P. No. 2382; Peer review No. 6672/2025), be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may described in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of Directors and or the Company Secretary authorised by the Board, be and is hereby authorized, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”.

4. **To approve the Revision in Remuneration of Mr. Dharmendra Agrawal (DIN: 08390936), Whole-Time Director & CEO of the Company:**

To consider, and if thought fit, to pass, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 190, 196, 197 read with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the company at their respective meetings, the approval of the Members be and is hereby accorded for the revision/increase in remuneration of Mr. Dharmendra Agrawal (DIN: 08390936), Whole-time Director & CEO of the Company w.e.f. 1st April, 2025 for the remaining period of his tenure till 30th June, 2027 on the following terms and condition:

- Salary : upto Rs. 2,50,000/- per month
- Perquisites : Bonus, Gratuity and other benefits etc. as per the policy of the Company

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Whole -time Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure and the Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the 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 any from time to time, is available to other Senior Executives of the Company.

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 the six months’ notice in writing or salary in lieu thereof.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to above mentioned resolution on behalf of the Company.”

5. To approve the Revision in Remuneration of Mr. Sanjeev Sharma (DIN: 07839822), Whole-time Director of the Company:

To consider, and if thought fit, to pass, the following resolution a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 190, 196, 197 read with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the company at their respective meetings, the approval of the Members be and is hereby accorded for the revision in remuneration of Mr. Sanjeev Sharma (DIN: 07839822), Whole-time Director of the Company w.e.f. 1st April, 2025 for the remaining period of his tenure till 12th March, 2030 on the following terms and condition:

- Salary : upto Rs. 1,00,000/- per month
- Perquisites : Bonus, Gratuity and other benefits etc. as per the policy of the Company

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Whole Time Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure and the Board shall have absolute powers to decide the breakup of the salary as maybe considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the 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 any from time to time, is available to other Senior Executives of the Company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to above mentioned resolution on behalf of the Company.”

6. To approve the waiver for recovery of excess managerial remuneration paid to Mr. Dharmendra Agrawal (DIN: 08390936), Whole-time Director and CEO

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including any statutory modification thereof and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to ratify and waive the recovery of excess remuneration of Rs. 9,93,444/- (Rs. Nine Lakhs Ninety Three Thousand Four Hundred Forty Four only), paid to Mr. Dharmendra Agrawal (DIN: 08390936) as Whole-time Director & CEO during the period 2023-24 and 2024-25, which is in excess of the limits as approved by the Members in their Annual General Meeting held on 20th Sept., 2022.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

7. To approve the Transactions/Contracts/Arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and further amendment if any, read with the provisions of section 188 and 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts/arrangement, in the ordinary course of its business and on arm’s length basis, for purchase, sale or deal in the products, goods, stock in trade, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount upto Rs. 1,117 Crore (Rs. One Thousand One Hundred Seventeen Crores only) for a period up to the conclusion of the next Annual General Meeting to be held in the Calendar Year 2026.



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

Place: Indore

Date: August 2, 2025

For Ad-Manum Finance Limited

CIN: L52520MP1986PLC003405

By order of the Board

Neha Singh

Company Secretary
& Compliance Officer

FCS: 9881

Registered Office:

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

NOTES:

1. The Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), setting out material facts concerning the business with respect to Item No. 3 to 7 forms part of this Notice. Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this AGM is furnished as Annexure to this Notice.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November, 11 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the 39th AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Integrated Annual Report for FY 2024-25 can be accessed. The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request for the same by sending an email to the Company at cs@admanumfinance.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 39th AGM along with the Annual Report for FY 2024-25 will also be available on the weblink of the Company at cs@admanumfinance.com, websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.
3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (LODR) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and MCA Circulars, the 39th AGM of the Company is being held through VC/OAVM on **Tuesday, September 30, 2025, at 11:30 p.m. (IST)**. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Agarwal House, 5 Yeshwant Colony, Indore 452003 (M.P).
4. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Hence, the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of Remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
9. This 39th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued by MCA from time to time.
10. The recorded transcript of the forthcoming 39th AGM shall also be made available on the website of the Company - <https://www.admanumfinance.com> as soon as possible after the Meeting is over.
11. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, September 24, 2025 to Tuesday, September 30, 2025** (both days inclusive) for the purposes of the 39th AGM.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **September 23, 2025, (Tuesday)**.
14. **CS Ishan Jain**, Practicing Company Secretary and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore (FRN: S2021MP802300; FCS: 9978; C.P. No. 13032 ; Peer review No. 6973/2025) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 39th AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email ID cs@admanumfinance.com so that the information required may be made available at the Meeting.
16. The Members are requested to:
 - a) – Intimate changes, if any, in their registered addresses immediately.
 - b) – Quote their ledger folio number in all their correspondence.
 - c) – Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company
17. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com and compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
18. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Board Report.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the 39th AGM. Members seeking to inspect such documents can send an email to cs@admanumfinance.com
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
21. To support the 'Green Initiative', Members who have not yet registered their E-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA/ Company in case the shares are held by them in physical form.



22. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com and compliance@ankitonline.com.
23. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
24. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company, and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website <https://www.admanumfinance.com> under Standard documents for Investors and is also available on the website of the RTA.
25. Members may please note that SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/ P/CIR/2022/8 dated January 25, 2022, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website <https://www.admanumfinance.com> and is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- Members holding shares in physical form are required to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://www.admanumfinance.com> or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
26. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
- In compliance with SEBI guidelines, the Company sent communications intimating about the submission of the above details to all the Members holding shares in physical form to the RTA/Company.
27. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members who are either not desiring to register for nomination or want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.
28. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/ 76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
- In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through their Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.admanumfinance.com>



30. SEBI vide its notification dated January 24, 2022 has amended Regulation 40(1) of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

31. Voting through electronic means

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **September 27, 2025 (Saturday)** and ends on **September 29, 2025, (Monday)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 23, 2025 (Tuesday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, under Regulation 44 of Securities and Exchange Board of India (LODR)) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders/Retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

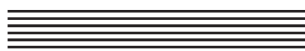
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000



Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Ad Manum Finance Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only..**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.

- d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e. It is Mandatory that, 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.
- f. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.

cs@worthindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the 39th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at cs@admanumfinance.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@admanumfinance.com These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
9. Only those shareholders who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to tocs@admanumfinance.com, investor@ankitonline.com and compliance@ankitonline.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your Email Id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

4. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. **September 23, 2025 (Tuesday)**, may obtain the login ID and password by sending a request at investor@ankitonline.com

5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **September 23, 2025 (Tuesday)** only shall be entitled to avail of the facility of remote e-voting as well as e- voting at the AGM.
6. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
7. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - <https://cs@admanumfinance.com/> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd.
8. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4281333,4065797/99E-mail: investor@ankitonline.com

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER SEBI (LODR) REGULATIONS, 2015 AND THE COMPANIES ACT, 2013.

Name of Director	Mr. Sanjeev Sharma
DIN	07839822
Designation	Whole-time Director
Category	Executive
Date of Birth	27-July-1981
Date of Appointment/Re-appointment	March 13, 2025
Qualification	L.L.B., L.L.M.
No. of shares held	Nil
List of outside Directorship	1. Archana Coal Pvt. Ltd. 2. Stewardship Advisory Pvt. Ltd. 3. Learners Technology Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Nil
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director	Nil
Disclosures of relationships between directors inter-se.	N.A.
Skills and capabilities required for the role and the manner in which he/she meets such requirements	Has relevant knowledge of legal compliances that must be followed by the company.

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

Item No. 3:

Pursuant to provisions of section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, the Secretarial Audit Report, issued by a Practicing Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for the appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In compliance with the aforesaid provision, the Board of directors, on the recommendations the Audit Committee, at their meeting held on 10th May, 2025, has approved the appointment of M/s D.K. Jain & Co., Practicing Company Secretaries (FRN. S2003MP064600, Peer Review No.:6672/2025; FCS 3565; C.P. No.2382) as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.



Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, the approval of the shareholder is sought for appointment of M/s. D.K. Jain & Co. as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.

M/s. D.K. Jain & Co., has given their consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors. The documents related to appointment of M/s. D. K. Jain & Co., are available for inspection at both the Registered Office and the Corporate office of the Company.

None of the directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution No. 3 set out in this Notice.

The disclosure under Regulation 36(5) of the Securities and Exchange Board of India (LODR) Regulations, 2015 is given hereunder:

Terms of Appointment	For a term of 5 (Five) consecutive years from Financial Year 2025-26 till 2029-30
Proposed Audit fees payable to the Secretarial Auditors	Remuneration for the FY 2025-26 is Rs. 2,25,000 plus GST and for the further years increase in every three years as may be decided by the Audit Committee.
Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation and Auditor credentials	<p>The proposal for proposed appointment of M/s. D. K. Jain & Co., was considered and approved by Audit Committee on the basis that: -</p> <ol style="list-style-type: none"> 1. The firm is in Secretarial Practice for more than 28 years. 2. The firm is well exposed to the secretarial practices, followed by listed companies and Corporate Restructuring, IBC, Valuation and other matters. 3. CS (Dr.) Dilip Kumar Jain proprietor of D. K. Jain & Co., Company Secretaries is the renowned Author of various professional Books on Company Law, IBC, LLPs, Cost Audit, and merger and amalgamations, etc. 4. The Secretarial Auditor holds a valid certificate of Peer Review as prescribed by the ICSI vide certificate number 6672/2025.

The Board recommends the Resolution set forth at Item No.3 for approval of the members as an **Ordinary Resolution**.

Item No. 4:

Mr. Dharmendra Agrawal (DIN: 08390936) was appointed as the Whole-time Director & CEO of the Company for a period of five years with effect from 1st July, 2022 to 30th June, 2027 pursuant to the approval of the Members of the Company at the 36th Annual General Meeting of the Company held on 20th day of September 2022 on the terms and conditions including remuneration of Rs. 1,01,254/- p.m. as approved therein.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the overall contribution, leadership and strategic guidance provided by Mr. Dharmendra Agrawal towards the growth and efficient functioning of the Company, the Board of directors at its meeting held on March 12, 2025 approved the revision in the remuneration payable to him for the remaining period of his tenure, subject to approval of the members of the Company.

The revised remuneration proposed to be paid to Mr. Dharmendra Agrawal for the remaining period of his tenure is as follows:

- **Salary :** upto ₹ 2,50,000/- per month.
- **Perquisites & Allowances:** Bonus, Gratuity and other benefits as per the policy of the Company.

The revised remuneration is in accordance with the provisions of sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The approval of the members is also being sought to pay the above remuneration as minimum remuneration to Mr. Dharmendra Agrawal in the event of absence or inadequacy of profits in any financial year during the remaining tenure of his appointment, in accordance with the limits specified in Schedule V of the Companies Act, 2013.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members as a Special Resolution.

Except Mr. Dharmendra Agrawal, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.



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

I. General Information:

(1) Nature of industry	Non-Banking Financial Company
(2) Date or expected date of commencement of commercial production	NA
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
(4) Financial performance based on given indicators	The Company has achieved gross turnover of Rs. 1,329.79 Lakhs for the year ended 31 st March, 2025 and earned profits before Tax is Rs. 1,144.25 Lakhs.
(5) Foreign investments or collaborations, if any.	Agarwal Coal Corporation (S) Pte. Ltd. has made an investment in the 27,70,000 equity shares of Rs. 10/- (i.e. 36.93%) of the company and having status as a Promoter Concern.

II. Information about the appointee:

S. No.	Name of Director	Dharmendra Agrawal
(1) Background details		He is a bachelor's in science (Bsc. -Mathematics) and have 29 years of experience in finance and accounts.
(2) Past remuneration		The total Remuneration for the year period 2024-25 was Rs. 16.77 Lakhs including perquisites.
(3) Recognition or awards		Nil
(4) Job profile and his suitability		He is mainly responsible for general business activities besides other duties and responsibilities.
(5) Remuneration proposed		UptoRs. 30 Lakhs p.a. plus Perquisites as specified resolution
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)		The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		Mr. Dharmendra Agrawal does not hold any share in the Company. He is having interest only to the extent of the remuneration which he may draw from the Company being the Whole-time Director & CEO (KMP). He is not having any relationship with any other Director or KMP's of the company.

III. Other information:

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



Item No. 5:

Mr. Sanjeev Sharma (DIN: 07839822) was appointed as the Whole-Time Director of the Company for a period of five years with effect from March 13, 2025, to March 12, 2030 pursuant to the approval of the Members of the Company at the 38th Annual General Meeting of the Company held on 20th day of September, 2024, on the terms and conditions including remuneration of Rs. 48,301/- pm plus perquisites as approved therein.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the valuable services rendered and consistent contribution made by Mr. Sanjeev Sharma in the capacity of Whole-Time Director, the Board of Directors at its meeting held on March 12, 2025 approved the revision in the remuneration payable to him for the remaining period of his tenure, subject to approval of the members of the Company.

The revised remuneration proposed to be paid to Mr. Sanjeev Sharma for the remaining period of his tenure is as follows:

- **Salary :** upto ₹ 1,00,000/- per month.
- **Perquisites & Allowances:** Bonus, Gratuity and other benefits as per the policy of the Company.

The revised remuneration is in accordance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The approval of the members is also being sought to pay the above remuneration as minimum remuneration to Mr. Sanjeev Sharma in the event of absence or inadequacy of profits in any financial year during the remaining tenure of his appointment, in accordance with the limits specified in Schedule V of the Companies Act, 2013.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members as a Special Resolution.

Except Mr. Sanjeev Sharma, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Information as required under section II, Part 2 of the Schedule V pertaining to Item No. 5 of the Notice of AGM is being given as under:

I. General Information:

(1) Nature of industry	Non-Banking Financial Company
(2) Date or expected date of commencement of commercial production	N.A.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N. A
(4) Financial performance based on given indicators	The Company has achieved gross turnover of Rs. 1,329.79 Lakhs for year ended 31 st March, 2025 and earned profits before Tax is Rs. 1,144.25 Lakhs.
(5) Foreign investments or collaborations, if any.	Agarwal Coal Corporation (S) Pte. Ltd has made an investment in the 27,70,000 equity shares of Rs. 10/- (i.e. 36.93%) of the company and having status as a Promoter Concern.

II. Information about the appointee:

S. No.	Name of Director	Sanjeev Sharma
(1)	Background details	He holds an LL.B. and an LL.M. and possesses substantial knowledge of the legal compliances applicable to the company.
(2)	Past remuneration	The total Remuneration for the year period 2024-25 was Rs. 6.26 Lakhs including perquisites.
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	He is mainly responsible for general business activities besides other duties and responsibilities.
(5)	Remuneration proposed	Upto Rs. 12.00 Lakhs p.a. plus perquisites as specified in the resolution



S. No. Name of Director	Sanjeev Sharma
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Sanjeev Sharma does not hold any share in the Company. He is having interest only to the extent of the remuneration which he may draw from the Company being the Whole-time Director & CEO (KMP). He is not having any relationship with any other Director or KMP's of the company.

III. Other information:

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

Item No. 6:

Mr. Dharmendra Agrawal was re-appointed by the members in their 36th Annual General Meeting held on 20th Sept., 2022 as the Whole-time Director & CEO of the company w.e.f. 1st July, 2022 on a monthly remuneration of Rs. 1,01,254/- p.m. for a period of 5 (Five) years.

It is considered that at the time of approval of members, provisions related to annual increment, statutory and other employee related benefits was not included in the resolution at all. As per the policy of the company it has provided annual increment, statutory and other benefits upon the approval of the Nomination and Remuneration Committee and recommendation of the Board of directors to Mr. Dharmendra Agrawal which is considered as excess of the remuneration as sanctioned by members in their meeting held on 20th Sept., 2022.

As the Company has paid remuneration of total Rs. 9,93,444/- only which is considered in excess of the remuneration approved by the Members, therefore, the Nomination and Remuneration Committee has provided its approval and also recommended by the Board of directors at their Meeting held on 12th March, 2025 to seek approval from the Members of the Company by way of Special Resolution for waiver of recovery of the excess remuneration of Rs. 9,93,444/- paid to Shri Dharmendra Agarwal, Whole-time Director & CEO during the year 2023-24 and 2024-25.

The Company has also considered that the overall remuneration as paid during the year 2023-24 and 2024-25 are also within the limits as prescribed in the Schedule V of the Companies Act, 2013 and the overall remuneration payable to all the directors of the Company is also within the limits as prescribed under section 197 of the Companies Act, 2013.

The Company, as of date, is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and accordingly, their prior approval is not required, for approval of the proposed special resolution/s.

In terms of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration paid to managerial personnel by way of passing a Special Resolution.

The disclosure required under Schedule V of the Act is mentioned in Item No. 4 to this Notice.

The Board of Directors recommends the Special Resolution(s) set out at Item no. 6 of the Notice for approval of the Members.

Mr. Dharmendra Agrawal, the Whole-time Director is financial interested to the extent of the excess remuneration proposed to be waived. Except that none of the other directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise.

Item No. 7:

As per the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 all the Related Party Transaction(s) shall require prior approval of the Audit Committee of the Board and all Material Related Party Transaction(s) shall require prior approval of the Members on yearly basis as per Reg. 23 of SEBI (LODR) Regulations, 2015.

The company is making regular business transaction(s) with the Related Parties for providing, loans, advances, guarantee and securities making investment in the securities or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, availing or rendering of any service from/to Related Party etc. whether material or otherwise, the approval is required for up to an estimated annual value of upto Rs. 1,117 Crore (Rs. One Thousand One Hundred Seventeen Crores only) for a period up to the conclusion of the next Annual General Meeting to be held in the Calendar Year 2026 excluding taxes etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of directors of the Company and the Related Party(ies).

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

In the Compliance of the said regulations, these transactions may be considered as material/ immaterial for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. Though the Company has taken members' approval for the aforesaid limit in the AGM held on 30th September 2021, for a period of five years, but pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the approval of shareholders for Related party transactions shall be valid up to the next AGM.

The disclosure as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulations, 2015 areas under:

S. No.	Description	Details of proposed RPTs between the Company and Available Finance Limited (AFL)	Details of proposed RPTs between the Company and Agarwal Fuel Corporation Private Limited (AFCPL)	Details of proposed RPTs between the Company and Archana Coal Private Limited (ACPL)
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	The Company Ad-Manum Finance Limited (AMFL) and Available Finance Limited (AFL) are fellow companies of the group concern having common promoter/s. AMFL is a registered NBFC, and AFL is engaged in the business of lending and investment and having a status as an unregistered Core Investment Company (CIC).	The Company Ad- Manum Finance Limited (AMFL), and Agarwal Fuel Corporation Private Limited (AFCPL) are fellow companies of the group concern having common promoter/s.	The Company Ad- Manum Finance Limited (AMFL), and Archana Coal Private Limited (ACPL) are fellow companies of the group concern having common promoter/s.
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	AMFL and AFL are having a continuous transaction w.r.t. Transfer of Resources by way of acceptance of Loan from AFL. The aggregate value of the transaction shall not exceed Rs. 25.00 Crore (Rs. Twenty-Five Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.	AMFL and AFCPL are having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to AFCPL. The aggregate value of the transaction shall not exceed Rs. 200.00 Crore (Rs. Two Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.	AMFL and ACPL is having a continuous transaction w.r.t. Transfer of Resources by way of acceptance of Loan from ACPL. The aggregate value of the transaction shall not exceed Rs. 2.00 Crore (Rs. Two Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.
	c. preceding financial year, that is represented by the value of the proposed RPTs.	The estimated value of transactions represents 187.97% of Company's Annual turnover as per audited financials as on 31.03.2025 on the basis of the proposed transaction of Rs. 25.00 Crores.	The estimated value of transactions represents 1503.76% of Company's Annual turnover as per audited financials as on 31.03.2025 on the basis of the proposed transaction of Rs. 200.00 Crores.	The estimated value of transactions represents 15.04% of Company's Annual turnover as per audited financials as on 31.03.2025 on the basis of the proposed transaction of Rs. 2.00 Crores.



2.	Justification for the proposed RPTs.	The proposed transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.	Since AMFL is a registered NBFC, it can provide loans and advances, give security or guarantee to related parties, the proposed transaction will help AFCPL to carry out its business operations more smoothly.	The proposed transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	a. Details of the source of funds in connection with the proposed transaction.	Not Applicable- being the recipient of loan	Own share capital / Internal accruals and Borrowed funds from group companies and liquidity of the Company.	Not applicable- being the recipient of loan.
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.	Not applicable.	Not applicable.
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> Interest rate: not less than as per RBI Norms as applicable on NBFC Repayment Schedule/ Tenure: On demand Nature: Short-term The above inter-corporate loans are under unsecured category. 	<ul style="list-style-type: none"> Interest rate: Not less than as per RBI Norms as applicable on NBFC Repayment Schedule/ Tenure: On demand Nature: Short-term The above inter-corporate loans are under unsecured category. 	<ul style="list-style-type: none"> Interest rate: Not less than as per RBI Norms as applicable on NBFC Repayment Schedule/ Tenure: On demand Nature: Short-term The above inter-corporate loans are under unsecured category.
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of AMFL.	To meet working capital requirements of AFCPL.	To meet working capital requirements of AMFL.
4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable	Not applicable	Not applicable
5.	Name of the Director or Key Managerial Personnel (KMP) who is related, if any, and the nature of their relationship.	N.A.	N.A.	Mr. Sanjeev Sharma is common director in Ad- Manum Finance Limited and Archana Coal Private Limited.
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.



7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	There is no transaction entered by the company with unrelated parties.	<p>The Company has entered into transactions for providing loans to unrelated parties on the following terms and conditions:</p> <ul style="list-style-type: none"> · Rate of Interest: as per RBI Norms as applicable on NBFC · Nature of Loan: Long-term or short-term, as applicable · Tenure: Ranging from 6 months to 3 years · Security: Loans may be secured or unsecured, as the case may be. 	There is no transaction entered by the company with unrelated parties.
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S.No.	Description	Details of proposed RPTs between the Company and Agarwal Coal Corporation Private Limited(ACCPL)	Details of proposed RPTs between the Company and AgarminCoalwashery Private Limited(ACWPL)	Details of proposed RPTs between the Company and Agarwal Real City Private Limited (ARCPL)
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs			
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	The Company Ad- Manum Finance Limited (AMFL), and Agarwal Coal Corporation Private Limited (ACCPL) are fellow companies of the group concern having common promoter/s.	The Company Ad- Manum Finance Limited (AMFL), and AgarminCoalwashery Private Limited (ACWPL) are fellow companies of the group concern having common promoter/s.	The Company Ad- Manum Finance Limited (AMFL), and Agarwal Real City Private Limited (ARCPL) are fellow companies of the group concern having common promoter/s.
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	AMFL and ACCPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to ACCPL. The aggregate value of the transaction shall not exceed Rs. 200.00 Crore (Rs. Two Hundred and Fifty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.	AMFL and ACWPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to ACWPL. The aggregate value of the transaction shall not exceed Rs. 100.00 Crore (Rs. One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.	AMFL and ARCPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to ARCPL. The aggregate value of the transaction shall not exceeding Rs. 100.00 Crore (Rs. One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	The estimated value of transactions by providing loan to ACCPL represents 1503.76% of Company's Annual turnover as per audited financials as on 31.03.2025 on the basis of the proposed transaction of Rs. 200.00 Crores.	The estimated value of transactions by providing loan to ACWPL represents 751.88% of Company's Annual turnover as per audited financials as on 31.03.2025 on the basis of the proposed transaction of Rs. 100.00 Crores.	The estimated value of transactions by providing loan to ARCPL represents 751.88% of Company's Annual turnover as per audited financials as on 31.03.2025 on the basis of the proposed transaction of Rs. 100.00 Crores.res.

2.	Justification for the proposed RPTs.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ACCPL to carry out its business operations more smoothly.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ACWPL to carry out its business operations more smoothly.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ARCPL to carry out its business operations more smoothly.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	<p>a. Details of the source of funds in connection with the proposed transaction.</p> <p>b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> - Nature of indebtedness, - Cost of funds and - Tenure. <p>c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ACCPL aggregating to Rs. 200.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: not less than as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. <p>To meet working capital requirements of ACCPL.</p>	<p>Own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ACWPL aggregating to Rs.100.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: Not less than as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. <p>To meet working capital requirements of ACWPL.</p>	<p>Own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ARCPL aggregating to Rs.100.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: Not less than as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. <p>To meet working capital requirements of ARCPL.</p>
4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable	Not applicable	Not applicable
5.	Name of the Director or Key Managerial Personnel who is related, if any, and the nature of their relationship.	N.A.	N.A.	N.A.
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.

7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	<p>The Company has entered into transactions for providing loans to unrelated parties on the following terms and conditions:</p> <p>Rate of Interest: as per RBI Norms as applicable on NBFC</p> <p>Nature of Loan: Long-term or short-term, as applicable</p> <p>Tenure: Ranging from 6 months to 3 years</p> <p>Security: Loans may be secured or unsecured, as the case may be</p>	<p>The Company has entered into transactions for providing loans to unrelated parties on the following terms and conditions:</p> <p>Rate of Interest: as per RBI Norms as applicable on NBFC</p> <p>Nature of Loan: Long-term or short-term, as applicable</p> <p>Tenure: Ranging from 6 months to 3 years</p> <p>Security: Loans may be secured or unsecured, as the case may be</p>	<p>The Company has entered into transactions for providing loans to unrelated parties on the following terms and conditions:</p> <p>Rate of Interest: as per RBI Norms as applicable on NBFC</p> <p>Nature of Loan: Long-term or short-term, as applicable</p> <p>Tenure: Ranging from 6 months to 3 years</p> <p>Security: Loans may be secured or unsecured, as the case may be</p>
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S.No.	Description	Details of proposed RPTs between the Company and Agarmin Coalwashery Private Limited (ACWPL)	Details of proposed RPTs between the Company and Surya Exim Limited (SEL)	Details of proposed RPTs between the Company and Agarwal Realinfra LLP (ARL)
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs			
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	The Company Ad- Manum Finance Limited (AMFL), and Agarmin Coalwashery Private Limited (ACWPL) are fellow companies of the group concern having common promoter/s.	The Company Ad- Manum Finance Limited (AMFL), and Surya Exim Limited (SEL) are fellow companies of the group concern having common promoters.	The Company Ad- Manum Finance Limited (AMFL), and Agarwal Realinfra LLP (ARL) are fellow entities of the group concern having common promoter/s.
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	It is proposed to avail Loan from ACWPL not exceeding Rs. 100.00 Crore (Rs. One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026	It is proposed to avail Loan from SEL not exceeding Rs. 20.00 Crore (Rs. Twenty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026	It is proposed to provide Loan to ARL not exceeding Rs. 100.00 Crore (Rs. One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	The estimated value of transactions by availing loan from ACWPL represents 751.88% of Company's Annual turnover as per audited financials as on 31.03.2025	The estimated value of transactions by availing loan from SEL represents 150.38% of Company's Annual turnover as per audited financials as on 31.03.2025	The estimated value of transactions by providing loan to ARL represents 751.88% of Company's Annual turnover as per audited financials as on 31.03.2025
2	Justification for the proposed RPTs.	The proposed transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.	The proposed transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ARL to carry out its business operations more smoothly.

3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	a. Details of the source of funds in connection with the proposed transaction.	Not Applicable-	Not Applicable-	To be provided from own share capital / Internal accruals and liquidity of the Company
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.	Not applicable.	Not applicable.
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate loan to be availed from ACWPL aggregating to Rs. 100.00 Crores. • Interest rate: as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category.	Inter-corporate loan to be availed from SEL aggregating to Rs. 20.00 Crores. • Interest rate: as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category.	Inter-corporate loan to be Given to ARL aggregating to Rs. 100.00 Crores. • Interest rate: as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of AMFL.	To meet working capital requirements of AMFL.	To meet working capital requirements of ARL.
4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable	Not applicable	Not applicable
5.	Name of the Director or Key Managerial Personnel who is related, if any, and the nature of their relationship.	N.A.	N.A.	N.A.
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.
7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	There is no transaction entered by the company with unrelated parties.	There is no transaction entered by the company with unrelated parties.	The Company has entered into transactions for providing loans to unrelated parties on the following terms and conditions: Rate of Interest: as per RBI Norms as applicable on NBFC Nature of Loan: Long-term or short-term, as applicable Tenure: Ranging from 6 months to 3 years Security: Loans may be secured or unsecured, as the case may be

S.No.	Description	Details of proposed RPTs between the Company and Mr. Vinod Kumar Agarwal	Details of proposed RPTs between the Company and Vinod Kumar Agarwal HUF	Details of proposed RPTs between the Company and Agarwal Realinfra LLP (ARL)
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs			
	<p>a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).</p> <p>b. Type, material terms, monetary value and particulars of the proposed RPTs.</p> <p>c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.</p>	<p>Mr. Vinod Kumar Agarwal is part of the promoter group of Ad-Manum Finance Limited (AMFL).</p> <p>It is proposed to avail Loan from Mr. Vinod Kumar Agarwal not exceeding Rs. 20.00 Crore (Rs. Twenty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026</p> <p>The estimated value of transactions from Vinod Kumar Agarwal represents 150.38% of Company's Annual turnover as per audited financials as on 31.03.2025</p>	<p>Vinod Kumar Agarwal HUF is part of the promoter group of Ad-Manum Finance Limited (AMFL).</p> <p>It is proposed to avail Loan from Vinod Kumar Agarwal HUF not exceeding Rs. 20.00 Crore (Rs. Twenty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026</p> <p>The estimated value of transactions from Vinod Kumar Agarwal HUF represents 150.38% of Company's Annual turnover as per audited financials as on 31.03.2025</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Agarwal Realinfra LLP (ARL) are fellow entities of the group concern having common promoter/s.</p> <p>It is proposed to avail Loan from ARL not exceeding Rs. 100.00 Crore (Rs. One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026.</p> <p>The estimated value of transactions by to ARL represents 751.88% of Company's Annual turnover as per audited financials as on 31.03.2025</p>
2	Justification for the proposed RPTs.	The proposed transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.	The transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.	The transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.
3	Summary of in formation provided by the Management to the Audit Committee for approval of the proposed RPTs			
	<p>a. Details of the source of funds in connection with the proposed transaction.</p> <p>b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> - Nature of indebtedness, - Cost of funds and - Tenure. 	<p>Not Applicable-</p> <p>Not applicable.</p>	<p>Not Applicable-</p> <p>Not applicable.</p>	<p>Not applicable.</p> <p>Not applicable.</p>

	<p>c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Loan to be availed from Mr. Vinod Kumar Agarwal aggregating to Rs. 20.00 Crores.</p> <ul style="list-style-type: none"> Interest rate: as per RBI Norms as applicable on NBFC Repayment Schedule/ Tenure: On demand Nature: Short-term The above loan is under unsecured category. <p>To meet working capital requirements of AMFL.</p>	<p>Loan to be availed from Vinod Kumar Agarwal HUF aggregating to Rs. 20.00 Crores.</p> <ul style="list-style-type: none"> Interest rate: as per RBI Norms as applicable on NBFC Repayment Schedule/ Tenure: On demand Nature: Short-term The above loan is under unsecured category. <p>To meet working capital requirements of AMFL.</p>	<p>Inter-corporate loan to be availed from ARL aggregating to Rs. 100.00 Crores.</p> <ul style="list-style-type: none"> Interest rate: as per RBI Norms as applicable on NBFC Repayment Schedule/ Tenure: On demand Nature: Short-term The above inter-corporate loans are under unsecured category <p>To meet working capital requirements of AMFL.</p>
4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable	Not applicable	Not applicable
5.	Name of the Director or Key Managerial Personnel (KMP) who is related, if any, and the nature of their relationship.	N.A.	N.A.	N.A.
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.
7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	There is no transaction entered by the company with unrelated parties.	There is no transaction entered by the company with unrelated parties.	There is no transaction entered by the company with unrelated parties

S. No.	Description	Details of proposed RPTs between the Company and M/s Sanjana Cold Storage Private Limited (SCSPL)	Details of proposed RPTs between the Company and Maa Charitable Trust (MCT)	Details of proposed RPTs between the Company and Agarwal Real City Private Limited (ARCPL)
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs			
	<p>a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).</p> <p>b. Type, material terms, monetary value and particulars of the proposed RPTs.</p>	<p>M/s Sanjana Cold Storage Private Limited is a related party of Ad-Manum Finance Limited (AMFL) as per the Indian Accounting Standards.</p> <p>It is proposed to avail Loan from SCSPL not exceeding Rs. 20.00 Crore (Rs. Twenty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026</p>	<p>Maa Charitable Trust is a registered Charitable Public Trust and a related party of Ad-Manum Finance Limited (AMFL) as per the Indian Accounting Standards.</p> <p>It is proposed to provide loan to MCT for an amount not exceeding Rs. 10.00 Crore (Rs. Ten Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026</p>	<p>The Company Ad-Manum Finance Limited (AMFL), and Agarwal Real City Private Limited (ARCPL) are fellow entities of the group concern having common promoter/s.</p> <p>It is proposed to avail Loan from ARCPL not exceeding Rs. 100.00 Crore (Rs. One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the Calendar year 2026</p>

S. No.	Description	Details of proposed RPTs between the Company and M/s Sanjana Cold Storage Private Limited (SCSPL)	Details of proposed RPTs between the Company and Maa Charitable Trust (MCT)	Details of proposed RPTs between the Company and Agarwal Real City Private Limited (ARCPL)
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	The estimated value of transactions from SCSPL represents 150.38% of Company's Annual turnover as per audited financials as on 31.03.2025	The estimated value of transactions with MCT represents 75.19% of Company's Annual turnover as per audited financials as on 31.03.2025	The estimated value of transactions from ARCPL represents 751.88% of Company's Annual turnover as per audited financials as on 31.03.2025
2	Justification for the proposed RPTs.	The proposed transactions will help the AMFL with the smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.	As AMFL is a registered NBFC, it is permitted to extend loans to related parties. The proposed transaction will support MCT in undertaking its bona fide activities, particularly the operation and development of its educational institutions	The proposed transactions will help the AMFL with the smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources by way of receiving of Loan it will help to maintain the liquidity levels of AMFL.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	<p>a. Details of the source of funds in connection with the proposed transaction.</p> <p>b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> - Nature of indebtedness, - Cost of funds and - Tenure. <p>c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Not applicable.</p> <p>Not applicable.</p> <p>Loan to be availed from SCSPL aggregating to Rs. 20.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above loan is under unsecured category. <p>To meet working capital requirements of AMFL.</p>	<p>Not applicable</p> <p>Not applicable.</p> <p>Loan to be provided to MCT aggregating to Rs. 10.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: as per RBI Norms as applicable on NBFC • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above loan is under unsecured category. <p>To meet working capital requirements of MCT for running day-to-day operations of the educational institutions of the Trust</p>	<p>Not applicable</p> <p>Not applicable</p> <p>Loan to be availed from ARCPL aggregating to Rs. 100.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: as per RBI Norms as applicable on NBFC • Repayment Schedule/Tenure: On demand • Nature: Short-term • The above loan is under unsecured category. <p>To meet working capital requirements of AMFL.</p>
4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not applicable	Not applicable	Not applicable



S. No.	Description	Details of proposed RPTs between the Company and M/s Sanjana Cold Storage Private Limited (SCSPL)	Details of proposed RPTs between the Company and Maa Charitable Trust (MCT)	Details of proposed RPTs between the Company and Agarwal Real City Private Limited (ARCPL)
5.	Name of the Director or Key Managerial Personnel (KMP') who is related, if any, and the nature of their relationship.	N.A.	N.A.	N.A.
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.
7.	Terms and Conditions of Similar Transactions have been entered with the unrelated parties.	There is no transaction entered by the company with unrelated parties.	The Company has entered into transactions (however no loan has been provided to any unrelated public trust) for providing loans to unrelated parties on the following terms and conditions: Rate of Interest: as per RBI Norms as applicable on NBFC Nature of Loan: Long-term or short-term, as applicable Tenure: Ranging from 6 months to 3 years Security: Loans may be secured or unsecured, as the case may be	There is no transaction entered by the company with unrelated parties.

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

The Company is NBFC registered with the RBI therefore the transaction relating to give/take loans and advances and interest thereon is an ordinary course of business of the Company. The Board recommends an Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Place: Indore

Date : August 2, 2025

For Ad-Manum Finance Limited
CIN: L52520MP1986PLC003405

Registered Office:
Agarwal House,
5, Yeshwant Colony, Indore
(MP)-452003

By Orders of the Board

sd/-
Neha Singh
Company Secretary & Compliance Officer
FCS: 9881