



SECRETARIAL COMPLIANCE REPORT

(Pursuant to Reg. 24A of SEBI (LODR) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019)

OF

AD-MANUM FINANCE LIMITED

for the year ended 31.03.2020

- I, CS (Dr.) Dilip Kumar Jain, proprietor of M/s D.K. Jain & Co., Company Secretaries have examined:
- all the documents and records made available to us and explanation provided by **Ad-Manum Finance Limited**. (CIN L52520MP1986PLC003405)
 - the filings/ submissions made by the listed entity to the BSE Ltd. - www.bseindia.com
 - website of the Ad-Manum Finance Limited is www.admanumfinance.com,
 - any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

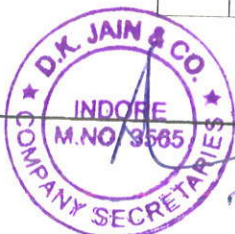
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not applicable*)
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buyback of Securities) Regulations 2018; (*Not applicable*)
- SEBI (Share Based Employee Benefits) Regulations, 2014; (*Not applicable*)
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008; (*Not applicable*)
- SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (*Not applicable*)
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- The company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as applicable to it, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 23(9) of the SEBI (LODR) Regulations, 2015	Delay in submission of Statement of Related Party Transactions for the half year ended on 30 th Sept., 2019	The Company was required to submit the Statement of Related Party Transactions for the half year ended 30.09.2019 within a period of 30 days from the submission of the Financial Results to the Stock Exchange. i.e. on or before 13 th December, 2019, whereas the company has submitted the same on 5 th May, 2020.



2	Regulation 23(4) of the SEBI (LODR) Regulations, 2015	The Company has undertaken material Related Party Transactions without approval of the members of the Company.	The Company is NBFC registered with the RBI and has provided loans to the entities covered under the related parties and other in the ordinary course of business and on arms length basis. The Company needs to take approval of the members in the ensuing AGM under Regulation 23 of the SEBI (LODR) Regulation, 2015.
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(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the Company / its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				

(d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
1	Regulation 42(2) of the SEBI (LODR) Regulations, 2015 requires separate notice of Book closure to be given to BSE. However, Separate Notice for Book Closure for the period 22.09.2018 to 28.09.2018 was not given to BSE	31.03.2019	-	Adequate compliance found in the current year 2019-20.
2	Copies of the notices, circulars and newspaper notice to the shareholders for D-mat of shares, KYC requirements, transfer of Shares to IEPF etc. was not submitted to BSE.	31.03.2019	-	Adequate compliance found in the current year 2019-20.

Place: Indore
Date : 18th June, 2020
UDIN: F003565B000354344



For, D. K. JAIN & CO.,
COMPANY SECRETARIES
FRN No. I1995MP067500

CS (Dr.) D.K. JAIN
FCS No.: 3565
C P No.: 2382