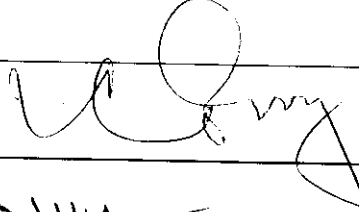

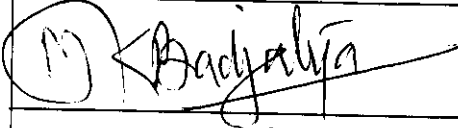



FORM B

(Pursuant To Clause 31(A) Of Equity Listing Agreement)

No.	Particulars	Details
1.	Name of The Company	Ad-Manum Finance Ltd.
2.	Annual Financial Statement For The Year Ended	1 st April 2014 to 31 st March 2015
3.	Type Of Audit Observation	Qualified (Fraud Reporting)
4.	Frequency of Observation	Second Time
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	1. Point XII of CARO Report of Auditors. 2. As per point no.23 of Board's Report.
6.	Additional comments from the board/audit committee chair:	NIL
7.	To be signed by – • CEO / Managing Director	
	• CFO	
	• Auditor of the company	
	• Audit Committee Chairman	

AD-MANUM FINANCE LIMITED

BOARD OF DIRECTORS

Mr. Vinod Kumar Agarwal
Director & Chairman

Mr. J.N. Choudhury
Director-In-Charge & CEO

Mrs. Dolly Choudhury
Whole-Time-Director

CA Aseem Trivedi
Independent Director

CA Vishnu Gupta
Independent Director

Mr. D.P. Kori
Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS. MOHD. RAEES SHEIKH

CHIEF FINANCIAL OFFICER

VIKAS GUPTA

AUDITORS

Statutory Auditor
M/s Mahendra Badjatya & Co.
Chartered Accountants
208, Morya Center, 16, Race Course Road,
Indore (M.P.)

BANKERS

UCO Bank
Bank of India
Indian Overseas Bank
Corporation Bank

REGISTERED OFFICE

'Agarwal House', Ground Floor,
5, Yeshwant Colony, Indore (M.P.) – 452 003
Ph.: 91-731-2538874, 2431709 and 2539575
Fax: 91-731-4030009
E-mail: ho@admanumfinance.com,
Web-site: www.admanumfinance.com

MARKETING OFFICES

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

SHARE TRANSFER AGENT

(For Physical & Electronic mode)
M/s Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) – 452 010
Ph.: 91-731-3198601/602, 2551745 Fax: 91-731-4065798
E-mail: ankitind@sancharnet.in, ankit_4321@yahoo.com



AD-MANUM FINANCE LIMITED

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of **AD-MANUM FINANCE LIMITED** will be held on Wednesday the **30th day of September, 2015 at Hotel Surya 5/5 Nath Mandir Road, South Tukoganj, Indore-452001(MP) at 11:00 A.M.** To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, containing the audited Balance Sheet as at 31st March, 2015 and the statement of profit and loss and cash flow statement for the year ended 31st March, 2015, the report of the Board's and Auditors thereon;
2. To declare a dividend on equity shares for the year ended as on 31st March, 2015.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

Place: Indore
Date: 31-07-2015

Registered Office
"Agarwal House"

Ground Floor
5-Yashwant Colony
Indore-452003 (MP)

FOR AND ON BEHALF OF THE BOARD

sd/-
(CS Mohd. Raees Sheikh)
Company Secretary

NOTES:

1. The Register of Members and Share Transfer Books will remain closed from Thursday 24th Sept., 2015 to Wednesday 30th Sept., 2015 [both days inclusive] for the purpose of payment of the final dividend for the financial year ended March 31st, 2015 and the 29th Annual General Meeting [the meeting]
2. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.
3. Members seeking any information are requested to write to the Company by email at ho@admanumfinance.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 11.00 A.M. on Monday 28th Sept., 2015. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.
5. Shareholders who have not yet claimed/encash their Dividend Warrants from the year 2007-08 to 2013-14 are advised to take steps to realize the same. "The dividend for the year 2007-08, will be statutorily transferred by the Company to the Investor Education and Protection Fund (IEPF) and the due date for such transfer is 2nd November 2015 and the details of the same has disclosed at the company website (www.admanumfinance.com)."

AD-MANUM FINANCE LIMITED

6. At the ensuing Annual General Meeting, none of the directors is liable to retire by rotation.
7. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution / Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
8. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
9. Notice of the Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.admanumfinance.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:30 a.m. to 1:30 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id ho@admanumfinance.com
11. Voting through electronic means: In compliance with provisions of section 108 of the companies Act, 2013 and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice
12. Mr. Ishan Jain, Practicing Company Secretary [Membership No. ACS 29444] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
15. The e-voting period commences on Friday, 25th Sept., 2015 [9:00 a.m.] and ends on Tuesday 29th September, 2015 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on Wednesday the 23rd September, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
16. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
17. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.

18. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.admanumfinance.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

REQUEST TO THE MEMBERS:

- a) Intimate changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e) Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

Instructions for e-Voting

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Friday, 25th Sept., 2015 from 9:00 a.m. and ends on Tuesday, 29th Sept., 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday the 23rd Sept., 2015, being the Cut-Off date 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) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below: For Members holding shares in Demat and Physical Form PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares in demat as well as physical form) Dividend Bank Details OR Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) Date of Birth (DOB) as recorded in your demat account or in the company records in order to login. • 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 as mentioned in instruction (v).
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of ADMANUM FINANCE LIMITED on which you choose to vote.

AD-MANUM FINANCE LIMITED

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Contact Details: Deputy Manager, CDSL 17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001. Email: wenceslausf@cdslindia.com, Tel: 022-22723333/8588

BOARD'S REPORT

Dear Members,

Your Directors are Pleased to present the 29th Annual Report and the Company's Audited financial statement for the Financial Year ended March 31st, 2015.

1. FINANCIAL RESULTS

The Company's Financial Performance for the year ended March 31st 2015, is summarized below:

(Amount in ₹)

PARTICULARS	2014-15	2013-14
Profit before Depreciation, Interest & other adjustments	92545734	180192986
Less : Finance Cost	70705115	86122646
: Depreciation	3799817	12147764
Profit Before Tax	18040802	81922576
Less : Provision for current Income Tax	8000000	28936312
: Deferred Tax Provision Written Back	(3702469)	(8178072)
: Income Tax excess provision Written Back	(8157572)	(958528)
: Provision for NPA	12207257	11123513
: Provision for Diminution in Securities	0	0
Profit for the year	9693586	50999351
Add : Balance of Profit B/F From Previous Year	61428339	49345546
Amount available for appropriation	71121925	100344897
APPROPRIATIONS :		
Proposed dividend @10%	7500000	7500000
Corporate Tax on proposed dividend	1526820	1216688
Transfer to NBFC Reserve	1938717	10199870
Transfer to General Reserve	0	20000000
Balance carried to Balance Sheet	60156388	61428339
TOTAL	71121925	100344897

2. PERFORMANCE

During the year, due to subdued economy and lower repayment strength of the borrowers, and slow off take of the second hand commercial vehicle segment, the recovery process of the company resulted into considerable NPA. The management therefore taking precautions for further disbursement of new loans and therefore the performance of the company became relatively poor both in terms of volume of business and profits. Once the economy improves and the credit cycle of the segment shows improved results, then the company shall again endeavor to undertake the size of operations into full scale.

3. DIVIDEND

The Board of Directors of the Company recommends payment of dividend @ Rs. 1/- for equity shares of Rs. 10/- each (10%) for the year 2014-15 previous year @ Rs. 1/- for equity shares of Rs. 10/- each (10%).

4. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)

Pursuant to the provisions of section 205A(5) and section 205C of the companies Act, 1956, (which are still applicable as the relevant section's under the Companies Act, 2013 are yet to be notified) the amounts pertaining to the dividends that remained unclaimed and unpaid for a period of seven years from the date it became first due for payment, have been transferred from time to time to IEPF on the due dates by the company and no claims in this respect shall lie against the company. The dividend remains unpaid-unclaimed in the Company has been given in the Corporate Governance Report attached with the annual report of the Company.

AD-MANUM FINANCE LIMITED

5. TRANSFER OF AMOUNT TO THE RESERVES

The Company has transferred Rs. 19,38,717/- to the NBFC Reserves as per requirement of the Directions of the RBI to the NBFC Companies (Previous year Rs.1,01,99,870/-) except that no amount has been transferred or withdrawn from the reserves by the Company.

6. CREDIT RATING

The company's borrowings enjoy BBB-/stable credit ratings from CRISIL. The rating has been revised from BBB (Stable) in the previous year.

7. NON PERFORMING ASSETS AND PROVISIONS

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

8. ASSOCIATES/SUBSIDIARIES/JOINT VENTURE COMPANIES

The company does not have any subsidiary and joint venture company. The company also does not have any associate within the meaning of Section 2(6) of the Companies Act, 2013 either at the beginning or end of the financial year. However, the Company is an associate of foreign Company namely Agarwal Coal Corporation(s) Pte. Ltd. (Singapore) which hold 36.93% shares in the Company.

9. DISCLOSURE U/S 134 (3)

Pursuant to the provisions of sec 134 (3) read with companies (Accounts) rules, 2014. The required information's & disclosures, to the extent applicable to the company are discussed elsewhere in this report and their relevant information's are as under:-

9.1. The extracts of Annual Return in the Form MGT-9 as per **Annexure – A.**

9.2 Policy of company for the appointment of Directors and their remuneration as per **Annexure–B.**

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

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

There is no employee drawing remuneration of Rs. 500000/- per month or Rs. 6000000/- per year, therefore the particulars of employees as required U/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company.

10. RISK MANAGEMENT COMMITTEE

The company has constituted risk management committee and the policy is disclosed on the website of the company. (www.admanumfinance.com).

11. DISCLOSURE OF CODES, STANDARDS, POLICIES AND COMPLIANCES THEREUNDER

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

Your company has a board approved Know Your Customer and Anti Money Laundering measure policy (KYC and AML Policy) in place and adheres to the said policy. The said policy is in line with the RBI Guidelines. Company has also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There are however, no cash transactions of the value or more than Rs.1000000/- or any suspicious transactions whether or not made in cash noticed by the company in terms of the said policy.

b) **Fair Practice Code**

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

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

Your company has adopted a code of conduct as required under clause 49 of the Listing Agreement for its BOD and the senior management personnel. The code requires the directors and employees of the company to act honestly, ethically and with integrity and in a professional and respectful manner. A certificate of the Management is attached with the Report in the Corporate Governance section.

d) Code for Prohibition of Insider Trading Practices

Your company has in place a code for prevention of insider trading practices in accordance with the model code of conduct, as prescribed under SEBI (prohibition of insider trading) regulations, 1992, as amended and has duly complied with the provisions of the said code. The BOD at its meeting held on 31/01/2015 adopted (i) AMFL code of practices and procedures for fair disclosure of unpublished price sensitive information and (ii) AMFL code of conduct for prohibition of insider trading, as per SEBI (Prohibition of Insider Trading) Regulations, 2015, which shall become effective from 15/05/2015.

e) Whistle blower policy

Pursuant to the provisions of section 177(9) and (10) of the Companies Act 2013 read with rule 7 of Companies (Meeting of Boards and its powers) Rules, 2014 and clause 49 of the listing agreement, the company has adopted a whistle blower policy which provides for a vigil mechanism that encourages and supports its directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the chairman of audit committee in exceptional cases. Policy of the whistle blower of the Company has been given at the website of the Company at www.admanumfinance.com and attached the same as **Annexure H** to this report.

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

The company has in place a policy on prevention, prohibition and redressal of sexual harassment of women at workplace. The primary objective of the said policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. No complaint, however is received by the company under the said policy in FY 2014-15.

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

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and clause 49 of the Listing Agreement. Policy of the Company has been given at the website of the Company at www.admanumfinance.com and attached the same as **Annexure B** to this report. The details of the same are also covered in Corporate Governance Report forming part of this annual report.

h) Related Party Transactions Policy

There were no materially significant related party transactions held during the FY 2014-15 that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Clause 49 of the listing Agreement during the financial year were mainly in the ordinary course of business and on an arm's length basis. The related party transaction policy as formulated by the company defines the materiality of related party and lays down the procedures of dealing with related party transactions. The details of the same are posted on our web-site (www.admanumfinance.com)

i) Corporate Social Responsibility Policy

Company has framed Corporate Social Responsibility (CSR Policy), as per the provisions of Companies (CSR Policy) Rules, 2015 which, inter alia, lays down the guidelines and mechanism, directly or indirectly through eligible trust or institutions for undertaking socially useful projects for welfare of the society. As per the provisions of section 135 of Companies Act, 2013, the company has constituted a Corporate Social Responsibility Committee. The composition of the CSR Committee and its terms of reference are given in the Corporate Governance Report forming part of this annual report. The Company has under an obligation to spend an amount of Rs. 1842174 being the 2% of Average net profit of preceding three financial years and the company has discharged the said obligation as per the CSR policy of the company. The details of CSR activities are annexed as per **Annexure-E** to this report. And the CSR Policy of the Company are posted on our web-site (www.admanumfinance.com).

AD-MANUM FINANCE LIMITED

12. LISTING OF SHARES OF THE COMPANY

The equity shares of the company continue to remain listed on BSE limited (code:511359). The company has paid the due listing fees to BSE Limited for the financial year 2015-16 on time.

13. BRANCH NETWORK

Your company has established an integrated branch network to spread the financial operations at different states and locations. At present the company has 24 branches as at 31/03/2015.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your company consists of 6 directors. During the year Shri Vinod Kumar Agarwal, (DIN 00136613) the Managing Director of the company, due to his pre-occupation has vacated the office as such and has become the Non-Executive Director & Chairman of the company w.e.f. 16/08/2014. Mr. J.N Choudhury (DIN 00136766) continued to hold the office as Director-in-Charge & CEO. Mrs. Dolly Choudhury (DIN 06935952) appointed as whole time director w.e.f. 31/07/2014.

CA Aseem Trivedi, CA Vishnu Gupta and Mr. D.P Kori are the Independent Directors of the Company for a term of 5 years w.e.f. 1st April, 2014. All Independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the companies Act, 2013 and clause 49 of the Listing Agreement and forms part of this report. In the opinion of the Board they fulfill the criteria on Independency.

In accordance with the provisions of Section 152 of the companies Act 2013 read with relevant provisions of Articles of Association of the company there are none of any directors is liable to retire by rotation.

The brief resume of directors proposed to be appointed/ reappointed, nature of their expertise in specific functional areas and names of the companies in which they hold directorship along with their membership/chairmanship of committees of the board as stipulated under Clause 49 of Listing Agreement of stock exchanges, or provided in the Corporate Governance section along with the Annual Report.

Based on the confirmations received, none of the directors are disqualified from being appointed, reappointed as directors in terms of section 164 of the Companies Act, 2013.

CS Mohd. Raees Sheikh, a whole time Company Secretary, and Mr. Vikas Gupta, Chief Financial Officer of the company are designated as key managerial personnel of the company w.e.f. 1st April, 2014 as per the provisions of section 203 of the Companies Act, 2013.

15. PERFORMANCE EVALUATION

Pursuant to the provision of Companies Act, 2013 and clause 49 of the Listing agreement, the performance of the Board, its committee's and individual directors are evaluated by number of meetings held, time spent in each meeting deliberating the issues, quality of information/data provided to the members, the time given to them to study the details before each meeting, quality of deliberation in each meeting, contribution of each directors, the details of decisions taken and measures adopted in implementing the decision and feedback to the board.

16. BOARD MEETINGS

During the FY 2014-15 the Board of directors has passed resolutions by circulation on 07-04-2014 and six Board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. The details of the Board meetings held during the year along with the attendance of the respective directors there at are set out in the Corporate Governance Report forming part of this annual report.

17. SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATOR OR COURT OR TRIBUNALS

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

18. INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL SYSTEM

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

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

19. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the BOD of the company had appointed M/s D.K. Jain & Co., Practicing Company Secretaries, Indore to undertake the secretarial audit of the company for the FY 2014-15. The secretarial audit report for the FY ended March 31st, 2015 is annexed as **Annexure – F** to this report. The said report does not contain any material qualification, reservation or adverse remark, except the delay caused in the filing of some documents, which were already filed with the adequate additional filing fee and has been approved by the RoC/MCA, therefore do not call for any further comment.

20. AUDITOR AND AUDITORS REPORT

At the 28th Annual General Meeting held on 25th September, 2014, the members had appointed M/s Mahendra Badjatya & Co (ICAI Firm Registration Number 001457C) Chartered Accountants as statutory auditors of the company, by way of ordinary resolution u/s 139 of the Companies Act, 2013 to hold office for a term of 3 years from the conclusion of 28th AGM until the conclusion of the 31st AGM of the company subject to ratification of appointment by the members of the company at every AGM as per the provisions of the Companies Act, 2013.

Based on the recommendation of the audit committee, the BOD at their meeting held on 29/05/2015 recommended the ratification of appointment of M/s Mahendra Badjatya & Co, Chartered Accountants as statutory auditors of the company, and that, the necessary resolution in this respect is being included in the notice of the 29th AGM for the approval of the members of the company. The company has received consent from statutory auditors and confirmation to the effect that they are not disqualified to be appointed as statutory auditors of the company in terms of the provisions of the Companies Act, 2013 and rules framed thereunder. The Notes to the Accounts referred to in Auditors Report are self explanatory and does not call for any further comment.

21. DIRECTORS RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended March 31st 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there is no material departures from the same;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at March 31st 2015 and of the profit and loss of the company for the year ended on that date;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a "going concern" basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

22. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement with the stock exchange, the corporate governance report, management discussion and analysis and the auditor's certificate regarding compliance of conditions of corporate governance is enclosed herewith as per **Annexure - G**.

23. DETAILS OF FRAUD

Pursuant to the provisions of section 134(3) and 143(12) of the Companies Act, 2013, read with Rule 13 of Companies (Audit and Auditors) Rules, 2014 the disclosure in respect of fraud detected by the company is as under:-

The company has detected fraud by its employees in collusion with borrowers at certain locations involving an amount of Rs. 60.21 Lakh in the financial year 2013-14 which amount is increased to Rs. 227.03 Lakh in the financial year 2014-15. The investigations of police & at the end of the Company are in Progress & after the recovered amount the Company has written off an amount of Rs. 215.79 Lakh as unrecoverable in the books of Accounts in the current financial year. The matter is reported to the Reserve Banks of India & also to Ministry of Corporate Affairs, Government of India, New Delhi. The Fraud has been reported to the Central Government in the prescribed form **ADT-4**.

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Further that there is no other fraud as reported by the Auditors to the Central Government which needs to be disclosed as per requirement of the provisions of section 134(3)(ca) of the Companies Act, 2013.

24. ANNUAL EVALUATION

Pursuant to the provisions of the companies Act, 2013 and Clause 49 of the listing agreement, an Annual Performance evaluation of the Board, the directors individually as well as the evaluation of the working of the board committees including audit committee and other committees of the board of directors of the company was carried out during the year and is covered under the corporate governance report forming part of this annual report.

25. DEPOSITS

The Company is a non-deposit taking category - B NBFC Company. The company does not have any public deposits within the meaning of Section 73 of the Companies Act, 2013. Further that there is no outstanding falls under the category of deposits at the end of the financial year.

26. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company has an adequate internal financial control backed by sufficient qualified staff, system software and special software's. The company has also an internal audit system by the external agency. Barring collusion and conspiracy of the staff and customers in respect of fraud detected by the company, the Board is of the opinion that there is an adequate internal financial control in the company

27. COMMITTEE OF THE BOARD

The company has duly constituted the following committee as per the provisions of section 177 of Companies Act, 2013 and other provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

- (a) Nomination and Remuneration Committee,
- (b) Audit Committee
- (c) Stakeholders' Relationship Committee,
- (d) Risk Management Committee;
- (e) CSR Committee;
- (f) Internal Committee for Sexual Harassment of Women at the Work Place.

The details of the composition of the audit committee and other committees and their respective terms of reference are included in the corporate Governance report forming part of this annual report. The Audit Committee and other Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the board.

28. DISCLOSURE AS PER TERMS OF PARAGRAPH 9BB OF NON BANKING FINANCIAL COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 1998.

The desired disclosure is enclosed herewith as per attached financial statements.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

Particulars under Companies (Disclosure of particulars in the report of Directors) Rules, 1988 on conservation of energy and technology absorption are NIL. There was no foreign exchange earnings and outgoing except the Remittance of Dividend (USD Equivalent 57584.93) is Rs. 27,70,000/-.

30. ACKNOWLEDGMENT

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

Registered Office:

Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405
"Agarwal House", Ground Floor
5, Yeshwant Colony, YN Road
INDORE – 452003 (M.P.)

Place: Indore
Date: 29-05-2015

By Order of the Board

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

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN-00136766

**EXTRACT OF ANNUAL RETURN –
- FORM MGT - 9**
As on the financial year ended on 31st March, 2015

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

I. Registration and Other Details

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

II. Principal Business Activities of the Company:

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

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Activities of commercial loan companies. (included are the activities of the company which is carrying on as its principal business providing of loans or advances or otherwise for any activity other than its own)	65923	93%

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

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)
i) Category-wise Shareholding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1085410	0	1085410	14.47	1085410	0	1085410	14.47	0
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	762150	0	762150	10.16	762150	0	762150	10.16	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	1847560	0	1847560	24.63	1847560	0	1847560	24.63	0
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	2770000	0	2770000	36.93	2770000	0	2770000	36.93	0
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	2770000	0	2770000	36.93	2770000	0	2770000	36.93	0

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Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	4617560	0	4617560	61.57	4617560	0	4617560	61.57	0
B. Public Shareholding	-	-	-	-	-	-	-	-	-
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	2033370	2000	2035370	27.14	1997770	2000	1999770	26.66	(0.48)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual Share holders holding nominal share capital upto Rs.1 lakh	306404	269757	576161	7.68	303114	265257	568371	7.58	(0.10)
ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	270781	0	270781	3.61	280647	0	280647	3.74	0.13
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	118	0	118	0.00	533	0	533	0.01	0.01
v) Clearing Members /Clearing House	10	0	10	0.00	33119	0	33119	0.44	0.44
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) LLP	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	2610683	271757	2882440	38.43	2615183	271757	2882440	38.43	0.00
Total Public Share holding (B)=(B) (1)+ (B)(2)	2610683	271757	2882440	38.43	2615183	271757	2882440	38.43	0.00
Grand Total (A+B)	7228243	271757	7500000	100.00	7232743	271757	7500000	100.00	0.00

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change Shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Pledged / encumbered to total shares	
Agarwal Coal Corporation (S) Pte. Ltd.	2770000	36.93	0.00	2770000	36.93	0.00	0.00
Vinod Kumar Agarwal	726390	9.69	0.00	726390	9.69	0.00	0.00
Agarwal Fuel Corporation Private Limited	446050	5.95	0.00	446050	5.95	0.00	0.00
Archana Coal Pvt. Ltd.	316100	4.21	0.00	316100	4.21	0.00	0.00
Vinod Kumar Agarwal (HUF)	173010	2.31	0.00	173010	2.31	0.00	0.00
Neena Devi Agarwal	128110	1.71	0.00	128110	1.71	0.00	0.00
Gian Chand Gupta	23500	0.31	0.00	23500	0.31	0.00	0.00
Sneh Lata	23200	0.31	0.00	23200	0.31	0.00	0.00
Archana Kothari	11100	0.15	0.00	11100	0.15	0.00	0.00
Jayanta Nath Choudhury	100	0.00	0.00	100	0.00	0.00	0.00
Total	4617560	61.57	0.00	4617560	61.57	0.00	0.00

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

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	4617560	61.57	-	-
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	Nil			
At the end of the year	-	-	4617560	61.57

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

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Changes during the year					Reason
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase	Decrease	
Aereo Dealcomm Pvt. Ltd.	1106250	14.75	706250	9.42	31.03.15	1106250	706250	-	400000	Transfer
Apex Procon Pvt Ltd	623750	8.32	623750	8.32	-	623750	623750	-	-	
Arihant Capital Mkt. Ltd	-	-	368152	4.91	31.03.15	-	368152	368152	-	Added to Top 10 Shareholder
Available Finance Limited	270110	3.60	270110	3.60	-	270110	270110	-	-	
Vijit Ramavat	178899	2.39	169239	2.26	*Note-1	178899	169239	-	9660	Transfer
Investsmart Stock Brokers Private Limited	-	-	33020	0.44	31.03.15	-	33020	33020	-	Added to Top 10 Shareholder
Shashi Rani Gupta	-	-	27128	0.36	2014-15	-	27128	27128	-	Do
Arun Kumar Sancheti (HUF)	-	-	18024	0.24	2014-15	-	18024	18024	-	Do
Vijaya Darak	0	0	16298	0.22	0	0	16298	16298	-	Do
Shashin Amrutlal Patel	0	0	15500	0.21	0	0	15500	15500	-	Do

*Note-1: Sale of Shares 30.01.2015, 06.02.2015, 13.02.2015, 20.02.2015, 27.02.2015 & 31.03.2015 no. of shares 2070, 5601, 934, 250, 800 & 5 respectively.

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v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Mr. Vinod Kumar Agarwal, Director & Chairman				
At the beginning of the year	726390	9.69	726390	9.69
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	726390	9.69	726390	9.69
Mr. Jayanta Nath Choudhury Director-In-Charge & CEO				
At the beginning of the year	100	0.00	100	0.00
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	100	0.00	100	0.00
Mr. Devesh Prasad Kori, Independent Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
CA Vishnu Prasad Gupta, Independent Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
CA Aseem Trivedi, Independent Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
Mrs. Dolly Choudhury, Whole-time-Director				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
Mr. Raees Sheikh, Company Secretary				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-
Mr. Vikas Gupta, CFO				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-

V. INDEBTNESS

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

(₹. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	5353.24	952.41	-	6305.65
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5353.24	952.41	-	6305.65
Change in Indebtedness during the financial year	-	-	-	-
Addition	-	-	-	-
Reduction	-1357.63	-65.13	-	1422.76
Net Change	-1357.63	-65.13	-	1422.76
Indebtedness at the end of the financial year	3995.61	887.28	-	4882.89
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3995.60	887.29	-	4882.89

VI. REMUNERATION OF DIRECTOR AND KMP

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

S.No.	Particular of Remuneration	Mr. Vinod Kumar Agarwal, Director	Mr. Jayanta Nath Choudhury, CEO & Director-In-Charge	Mrs. Dolly Choudhury, Whole Time Director (w.e.f. 31.07.2014)	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1569355	1636567	360000	3565902
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	210000	-	-	210000
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify....	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	1779355	1636567	360000	3775922
	Ceiling as per the Act)*	42,00,000	42,00,000	42,00,000	1,06,40,000

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

B. Remuneration to other Directors:

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

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S.No.	Particular of Remuneration	Mr. Devesh Prashad kori	Mr. Aseem Trivedi	Mr. Vishnu Prasad Gupta	Total
1	-Fee for attending Board/ Committee Meetings	8,000	8,000	10,000	26,000
2	-Commission	-	-	-	-
3	- Others, please specify	-	-	-	-
	Total B.1	8,000	8,000	10,000	26,000

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

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

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

S. No.	Particular of Remuneration	Mr. Mohd. Raees Sheikh, Company Secretary	Mr. Vikas Gupta, Chief Financial Officer	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	786709	487881	1274590
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify....	- - -	- - -	- - -
5	Others, please specify	-	-	-
	Total C	786709	487881	1274590

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

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

For : Ad-Manum Finance Limited

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

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN: 00136766

Date: 29/05/2015
Place: Indore

REMUNERATION POLICY

REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS:

1. As per Company's policy, the Company doesn't pay any commission or remuneration to its non executive directors.
2. The Company pays sitting fee of Rs. 2000/- for attending each meeting of the Board of directors including committee meetings thereof.
3. The Company reimburses the actual travelling and lodging expenses to the Non Executive Directors for attending the Board, Committee and members meetings from time to time.
4. The Company do not provides any ESOP, etc to its directors.

REMUNERATION CRITERIA FOR THE EXECUTIVE DIRECTORS AND KMP:

1. The Remuneration of the executive directors including the Chairman and Managing Director is determined and approved by the Nomination and Remuneration Committee of the Board, consisting of the independent directors.
2. The Executive directors being appointed for a period of 2/5 years at a time.
3. The Company is not paying any sitting fee as well as do not provide any ESOP, etc to its executive directors.

The Company is paying remuneration to its CS and CFO as per the terms of the appointment approved by the Remuneration Committee and they are also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.

For : **Ad-Manum Finance Limited**

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

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN: 00136766

Date: 29/05/2015
Place: Indore

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

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis (NOT APPLICABLE)

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

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

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts/ arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date of approval by the Board, if any (e)	Amount paid as advances, if any (f)
V. K Agarwal and Director	1. Rent Paid 2. Surrender of Keyman Insurance	As per the terms of contract	19,66,174 13,90,342	30/05/2014	-----
Neena Devi Agarwal and Wife of Director	Rent Paid	As per the terms of contract Continuing	2,85,277	30/05/2014	-----
Tapan Agarwal and Son of Director	Rent Paid	As per the terms of contract Continuing	10,79,130	30/05/2014	-----
Dolly Choudhury and wife of Director-In-Charge	Remuneration & Perquisites	As per the terms of contract	1,80,000	Continuing till 31.07.15	-----
Devraj Agarwal and Brother of Director	Commission Paid	As per the terms of contract	2,07,280	30/05/2014	-----

For and on behalf of the Board of Directors

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

Date: 29/05/2015
Place: Indore

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN: 00136766



AD-MANUM FINANCE LIMITED

ANNEXURE – D

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

1) The % increase in remuneration of each director, chief financial officer, Chief Executive Officer, Company Secretary or manager, if any, in the FY 2014-15, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2014-15 and the comparison of the remuneration of each key managerial personal (KMP) against the performance of the company are as under:-

S.No	Name of Director/KMP for financial year 2014-15	Remuneration of Director/KMP for the financial Year 2014-15 (Rs. in Lacs)	% increase in Remuneration in the Financial year 2014-15	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr Vinod Kumar Agarwal	17.79	(-) 71.80	14.00x	Profit after tax decreased 81% for the FY 2014-15
2	Mr J.N Choudhury	16.37	(-) 18.02	12.89x	
3	Mrs Dolly Choudhury	5.40	0	4.25x	
4	CS. Mohd. Raees Sheikh	7.77	NA	6.22x	
5	Mr Vikas Gupta	4.78	NA	3.76x	
6	CA Aseem Trivedi	0.08	NA	NA	
7	CA Vishnu Gupta	0.10	NA	NA	
8	Mr Devi Prasad Kori	0.08	NA	NA	

- 2) The median remuneration of the employees of the company during the financial year 2014-15 was Rs. 1.28 Lakh.
- 3) In the Financial Year, there was an increase of 14.75% in the median remuneration of employees.
- 4) There were 122 permanent employees on the rolls of the company as on 31/03/2015.
- 5) Relationship between average increase in remuneration and company performance – the profit after tax for the financial year ended 31/03/2015 decreased by 81% whereas the increase in median remuneration was 14.75%. The average increase in median remuneration is therefore justified.
- 6) Comparison of the remuneration of the key managerial personnel against the performance of the company: The total remuneration of the key managerial personnel decreased by 41.13% from Rs. 88.45 Lacs in 13-14 to Rs. 52.07 Lakh in 14-15. Whereas the profit after tax decreased by 81% to Rs. 96.94 Lakh in 14-15.
- 7) (a) Variations in the market capitalization of the company – The market capitalization 31/03/2015 was Rs. 19.35 Crores (Pr Yr Rs. 19.87 Crores).
(b) Price earnings ratio of the company as at 31/03/2015 was 20.00 (Pr Yr 3.90).
(c) The company has not made any public issue or rights issue of securities in the recent past, so comparison has not been made of current share price with public offer price. The company's shares are listed on Bombay Stock Exchange (BSE).
- 8) Average % decreased made in the salaries in the financial year 2014-15 – KMP 41.13%, employees 14.75%.
- 9) There are no variable component of remuneration availed by the directors.
- 10) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – not applicable; and
- 11) It is hereby affirmed that the remuneration paid is as per the remuneration policy of directors KMP and other employees.

Registered Office:
Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405
"Agarwal House", Ground Floor
5, Yeshwant Colony, YN Road
INDORE – 452003 (M.P.)

Place: Indore
Date: 29-05-2015

By Order of the Board

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

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN-00136766

Annexure 'A'
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

CSR Policy is stated at the Website: <http://www.admanumfinance.com>

2. Composition of the CSR Committee:

- | | | |
|-------------------------------|---|----------------------------------|
| 1. Mr. Vinod Kumar Agarwal | - | Chairman |
| 2. Mr. Jayanta Nath Choudhury | - | Director-In-Charge & CEO- Member |
| 3. Mr. D. P. Kori | - | Independent Director- Member |

3. Average net profit of the Company for last three financial years:

Average net profit: Rs. 92,108,678

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

The Company is required to spend Rs. 18,42,174 towards CSR.

5. Details of CSR spend for the financial year:

a. Total amount spent for the financial year : Rs.18,50,000

b. Amount unspent, if any : NIL

c. Manner in which the amount spent during the financial year is detailed below:

S.n.	Project/Activities	Sector	Location	Amount Outlay (Budget for project/ activities)	Amount spent on the project/ activities	Cumulative expenditure up to reporting period	Amount spent direct or through implementing agency
1	Promotion of Education	Education	Local Areas	18,42,174	18,50,000	18,50,000	Through Trust "MAA CHARITABLE TRUST"
2	Sports and Culture	Sports and Culture	Local Areas				
3	Others	Others	Local Areas				

For : Ad-Manum Finance Limited

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

sd/-
(Jayanta Nath Choudhury)
 Director-In-Charge & CEO
 DIN: 00136766

Date: 29/05/2015
 Place: Indore

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

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

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ad- Manum Finance Ltd. (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period)
- (vi) In respect of other laws specifically applicable to the Company is Reserve Bank of India Directions/Regulations as applicable to a Non Banking Financial Company (Non Deposit Accepting or holding). We have relied on information/records produced by the Company during the course of our audit on test-check basis and the reporting is limited to that extent only.

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

AD-MANUM FINANCE LIMITED

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.,

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

- (a) That the Company has filed form MR-1 for appointment of CFO delayed by 18 days; Form MR-1 for appointment of CS delayed by 21 days; Form DIR-12 for appointment of CFO delayed by 47 days; Form DIR-12 for appointment of Mrs. Dolly Choudhary as an Additional Director delayed by 81 days; Form MR-1 for appointment of Mrs. Dolly Choudhary as WTD delayed by 51 days; Form DIR-12 for change in designation of Mrs. Dolly Choudhary delayed by 27 days; Form MGT-14 for approval of Directors Report delayed by 265 days and Form MGT-14 for Authority to invest in Mutual Funds delayed by 69 days to the RoC after prescribed period **with the adequate additional filing fees, this has reported as compliance by reference of payment of additional fees;**
- (b) That the Company has filed the annual disclosure in the Forms as prescribed in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 instead of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Company has closed the Window for Trading of the Shares. However, as advised by the BSE vide Circular dated 3rd Feb., 2014 it has not informed the same for the quarters ended June, Sept., and Dec., 2014 to the BSE.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly financial results under Clause 41 of the Listing Agreement and the Annual financial statements has not been reviewed in this audit report, since the same have been subject to the Statutory Financial Audit by other designated professionals. This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

We further report that during the audit period of the Company, there were no specific events/ action having a major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

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

sd/
Dr. D.K.JAIN
PROPRIETOR
FCS 3565 CP 2382

Place: Indore
Date: 28th May, 2015

'Annexure A'

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

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

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

sd/-

Dr. D.K.JAIN
PROPRIETOR
FCS 3565 CP 2382

Place: Indore
Date: 28th May, 2015

CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE) and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Ad-Manum Finance Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company recognizes the ideals and importance of Corporate Governance and acknowledges its responsibilities towards all stakeholders including customers, employees, regulatory authorities and shareholders.

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

2. BOARD OF DIRECTORS
a. Composition & Category of Directors

Name of Directors	Designation	Category	Position
Mr. Vinod Kumar Agarwal	Director & Chairman	Non-Executive from 16-08-2014	Chairman
Mr. J.N. Choudhury	Director-In-Charge & CEO	Executive	Member
Mrs. Dolly Choudhury	Whole-Time-Director	Executive	Member
CA Aseem Trivedi	Director	Independent & Non-Executive	Member
CA Vishnu Gupta	Director	Independent & Non-Executive	Member
Mr. Devi Prasad Kori	Director	Independent & Non-Executive	Member

b. All the independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided under clause 49 of the listing agreement. None of the above Directors is related inter-se except Mrs. Dolly Choudhury wife of Mr. Jayanta Nath Choudhury. None of the Directors holds the office in more than the permissible number of companies under the Companies Act, 2013

c. Attendance Record of Directors:

Name of Directors	No. of Board Meetings held	No. of Board Meetings Attended	Last AGM whether attended	Other Directorships	Committee Membership/ Chairman
Mr. Vinod Kumar Agarwal	6	6	Yes	4	1
Mr. J.N. Choudhury	6	6	Yes	-	2
Mrs. Dolly Choudhury	6	3	No	-	-
CA. Aseem Trivedi	6	4	No	1	4
CA. Vishnu Gupta	6	5	Yes	1	4
Mr. Devi Prasad Kori	6	4	No	2	4

During the financial year 2014-2015 the Board of Directors passed Resolutions by circulation on 07/04/2014 and has met six times on 30/05/2014, 31/07/2014, 16/08/2014, 31/10/2014, 09/12/2014 and 31/01/2015. The Company Secretary is the secretary of the Board.

d. Non-executive Directors compensation and disclosure

The Board of Directors through board meeting held on 30.05.2014, decided to give sitting fees to the Independent Director @ Rs. 2000/- per meeting the Company may pay or reimburse to them such fair and reasonable expenditure, as may have been incurred by them while performing the role as an Independent Director of the company. This could include reimbursement of expenditure incurred by them for attending Board / Committee meetings, Annual General Meetings, Extraordinary General Meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to prior consultation with the Board, professional advice from independent advisors in the furtherance of their duties.

**3.1 TENURE OF INDEPENDENT DIRECTOR:**

S.No	Name of Independent Director	Hold office Till
1	CA Vishnu Gupta	31/03/2019
2	CA Aseem Trivedi	31/03/2019
3	Mr. D. P. Kori	31/03/2019

3.2. FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

Brief Resume of Director and Letter of appointment is disclosed on the website of the company (www.admanumfinance.com).

3.3. TRAINING OF INDEPENDENT DIRECTORS:

The company providing suitable training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company nature of the industry in which the company operates, business model of the company, etc.

3.4 SEPARATE MEETING OF INDEPENDENT DIRECTOR

As stipulated by the code of Independent Director under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the independent Director of the company held on **9th December, 2014** to review the performance of Non-Independent Director (including the Chairman) and the Board as whole. The Independent Director also reviewed the quality, content and timelines of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

4. AUDIT COMMITTEE

During the year there is no change in the constitution of Audit Committee.

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013, major of which are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending for appointment, remuneration and terms of appointment of auditor of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters, required to be included in the Director's Responsibility Statements to be included in the Board's report in terms of clause (C) of sub section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirement relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Review and Monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or and subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investment;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud of irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

AD-MANUM FINANCE LIMITED

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, share holders (in case of nonpayment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate
20. Carrying out any other function as in the terms of reference of the Audit Committee.

During the year, the Committee has met 4 times (30/05/2014, 31/07/2014, 31/10/2014 and 31/01/2015). The details composition and attendance of the members of the Audit Committee in the meetings are as follows:

Name	Position	Meetings Held	Meetings Attended
CA Vishnu Gupta	Chairman	4	4
CA Aseem Trivedi	Member	4	4
Mr. D.P. Kori	Member	4	4

All the members of Audit Committee are financially literate and have accounting or related financial management expertise. The Company Secretary is the secretary of the Committee.

5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee met 3 (Three) times in the financial year 2014-2015 (i.e. on 30.05.2014, 31.07.2014 and 31.01.2015)

Name	Position	Designation	Meeting Held	Meeting Attended
CA Vishnu Gupta	Chairman	Independent and Non-Executive Director	3	3
CA Aseem Trivedi	Member	Independent and Non-Executive Director	3	3
Mr. D.P. Kori	Member	Independent and Non-Executive Director	3	3

The Broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of the Board of Directors of the Company and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for Executive Director. The Company Secretary is the secretary of the Committee.

6. STAKEHOLDER RELATIONSHIP COMMITTEE

The Committee, inter alia, approves issue of duplicate share certificates and oversees and reviews all matters connected with securities transfers. The Committee also looks into redressal of shareholder's complaints like transfer of shares, non-receipt of balance sheet etc.

- ✓ The Board of Directors, to expedite the process of share transfers, has delegated the power of share transfer to the Registrar & Share Transfer Agent of the Company.
- ✓ The Committee oversees the performance of the Registrar & Share Transfer Agent of the Company.

During the year, the Committee has met 4 times (30/05/2014, 31/07/2014, 31/10/2014 and 31/01/2015). The details composition and attendance of the members of the Stakeholder Relationship Committee in the meetings are as follows:

Name	Position	Meetings Held	Meetings Attended
CA. Aseem Trivedi	Chairman	4	4
CA Vishnu Gupta	Member	4	4
Mr. D.P. Kori	Member	4	4

During the year total numbers of complaints received were 1 and replied to the satisfaction of shareholders. Outstanding complaints as on 31st March, 2015 were NIL. The Company Secretary is the secretary of the Committee.

7. RISK MANAGEMENT COMMITTEE

For the purpose of managing the risk, company had constituted the Risk Management Committee. Attendance of each Member at the Risk Management Committee meeting held during the year only once on 16/08/2015:

Name	Position	Meeting Held	Meeting Attended
Mr. Jayanta Nath Choudhury	Chairman	1	1
CA Aseem Trivedi	Member	1	1
CA Vishnu Gupta	Member	1	1

The Company Secretary is the secretary of the Committee.

8. CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Considering the work being done by the Company on Social front, the Company's Board has constituted a Corporate Social Responsibility (CSR). CSR is primarily responsible for formulating and monitoring the implementation of the framework of Corporate Social Responsibility, other policies under Business Responsibility Policy and to look into sustainability matters related to overall governance. Constitution and attendance of each Member at the Corporate Social Responsibility (CSR) meeting held during the year two times (30/05/2014 and 22/12/2014):

S. No	Name of the member	Position	Meeting Held	Meeting Attended
1	Mr. Vinod Kumar Agarwal	Chairman	2	2
2	Mr. Jayanta Nath Choudhury	Member	2	2
3	Mr. D.P. Kori	Member	2	2

✓ CS M.R. Sheikh, the Company Secretary of the company is the Secretary of the committee

9. WHISTLE BLOWER POLICY

As per the requirement of the Listing Agreement and the Companies Act, 2013, the company had constituted the Whistle Blower policy and the same has been disclosed on the website of the company (www.admanumfinance.com).

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

Name of Directors	Amount	Period of appointment
Mr. Vinod Kumar Agarwal (Director & Chairman) - Remuneration and Perquisites - Rent paid	17,79,355 19,66,174	Re-Appointed as Director & Chairman w.e.f 16-08-2014.
Mr. J.N.Choudhury (Director-in-Charge & CEO) - Remuneration and Perquisites	16,36,567	Re-appointed for 2-years w.e.f. 01.10.2014
Mrs. Dolly Choudhury (Whole Time Director)	3,60,000	Appointed on 31-07-2014 as Woman Director

10. GENERAL MEETINGS

Year	Meetings held	Location	Date	Time	Special Resolution passed
2011-12	Annual General Meeting	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	29.09.12	11.00 AM	One (Appointment of the relative of the Whole-Time-Director)
2012-13	Annual General Meeting	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	28.09.13	11.00 AM	Approval of Donation to Charitable Trust
2013-14	Annual General Meeting	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	25.09.14	11:00 AM	Re-Appointment of Whole Time Director and Appointment of Woman Director

During the year ended on 31st March 2015, there has/ have been no resolution/s passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

11. DISCLOSURES

- Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that have potential conflict with the interests of the Company at large.
None of the transactions with any of the related parties were in conflict with the interest of the Company.
- Details of non-compliance by the Company, penalties, and Strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- The Company is following the Whistle Blowing Policy and affirmation that no personnel have been denied access to the Audit Committee.

AD-MANUM FINANCE LIMITED

d) Details of compliance with mandatory requirement and adoption of the non mandatory requirement.

There is no instance of non-compliance by the Company and no penalties, strictures etc. imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

12. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Industry Structure and developments:

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

The Company is financing to the new & old vehicles for the purpose of middle/lower income group to provide adequate financial support. Now a day's most of the vehicles are purchased through finance because of the lowest rate of interest and easy installments. Company is also secured in all respects under the hypothecation endorsement in R.C. Book at R.T.O.

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

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

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

Your Company has also strengthened the marketing efforts regularly and presently has 24 marketing offices at Maharashtra, Gujarat, M.P. and Rajasthan.

Opportunities and Threats:

The Company's Management reveals that the second hand/new vehicle finance sector has good potential because the remote locations are away from the range of Banks and Institutions.

On the above assumption, Company is going in the positive direction and responses from these branches are also positive.

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

Segment-wise performance:

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

Outlook:

According to the Listing Agreement, a Company is obliged to present its future outlook in its Corporate Governance Report. Your Company's estimates for future business development are based both on its customer's forecasts and on the Company's own assessments. The outlook for the coming year 2014-15 is good for commercial vehicle finance at this point in time. National Market demand is showing signs of improvement and we have the advantage of providing sufficient finance to our prospective customers.

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

Risk and Concern:

Though the management of the Company is quite meticulous about the security and recovery aspect of each finance file, which reflects from the fact that the overall Provision of NPA (As per RBI guideline) recognized by the Company, is only to the tune of Rs.31077093/-.

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

Internal Control Systems & their Adequacy:

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

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

Discussion:

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

Human Resource Developments:

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

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

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

13. CODE OF CONDUCT

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors, Executive as well as Non-executive and members of the Senior Management.

The code has been circulated to all the members of the Board and Senior Management Personnel and they have affirmed compliance of the same. A declaration signed by the Managing Director & CEO in this regard is given below:

Certificate by the Management

"We hereby confirm that the Company has obtained from all the members of the Board and Senior Personnel of the Company, affirmation that have complied with the code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year. The Company has displayed the code of conduct in their website.

sd/-

(Jayanta Nath Choudhury)

Director-In-Charge & CEO

DIN: 00136766

sd/-

(Vinod Kumar Agarwal)

Director & Chairman

DIN: 00136613

14. MEANS OF COMMUNICATION

The quarterly and half yearly financial results of the Company are, in compliance of Clause 41 of the Listing Agreement, published in the Free Press (English edition) and Choutha Sansar (Hindi edition), a local vernacular news edition at the place where the registered office of the Company is situated.

The Company's Quarterly and yearly results in addition to being published in the newspapers are also provided on receipt of an individual request from the shareholders.

Results and Annual Reports of the Company are displayed on the Company's Website : www.admanumfinance.com

The Annual Report is posted individually to all the members entitled to receive a copy of the same.

15. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Day, Date, Time and Venue	:	Wednesday, the 30 th day of September, 2015 at 11.00 A.M. Hotel Surya 5/5 Nath Mandir Road, Indore – 452 001 (M.P.)
Financial Year	:	31 st March 2014-2015
Financial Calendar (tentative)		
Results for the 1st Quarter	:	Last week July 2015
Results for the 2nd Quarter	:	Second week of Nov., 2015
Results for the 3rd Quarter	:	Second Week of Feb., 2016
Results for the 4th Quarter	:	Last week of May 2016
Date of Book closure	:	24/09/2015 to 30/09/2015 (both days inclusive).
E-Voting Date	:	25/09/2015 to 29/09/2015 (upto 5.00 PM)
Dividend Payment Date (Tentative)	:	Within 30 days from the date of AGM
Listing on Stock Exchanges & Code	:	The BSE Ltd., Code 511359
Demat ISIN Number	:	INE 556 D 01017

AD-MANUM FINANCE LIMITED

Market Price Data

Month	The Stock Exchange, Mumbai (BSE) (Rs. Per share)	
	Month's High Price	Month's Low Price
April' 2014	28.00	24.00
May' 2014	30.25	24.25
June' 2014	31.65	23.50
July' 2014	31.80	24.65
August' 2014	29.00	24.70
September' 2014	35.90	27.10
October' 2014	30.80	27.90
November' 2014	26.55	23.25
December' 2014	24.95	22.50
January' 2015	25.00	22.40
February' 2015	26.50	23.00
March' 2015	26.00	22.00

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

Registrar and Transfer Agents

For Physical & D-mat Shares : M/s Ankit Consultancy Pvt. Ltd.
 Plot No. 60, Electronic Complex,
 Pardeshipura, Indore – 452 010 (M.P.)
 Ph.: 91-731-2491298, 2551745
 Fax: 91-731-4065798
 E-mail: ankitind@sancharnet.in
 ankit_4321@yahoo.com

Share Transfer System

The shares lodged for transfer in physical form are processed and the share certificates returned after transfer within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days.

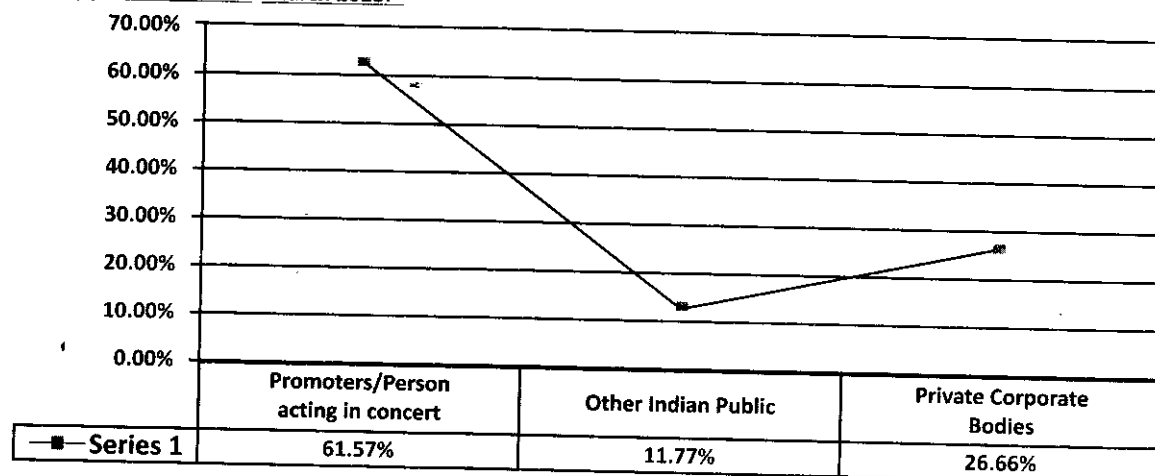
Distribution of shareholding as on 31/03/2015

No. of shares	No. of Holders	%	No. of Shares	%
UPTO 1000	917	50.16	796880	1.06
1001- 2000	402	21.99	794250	1.06
2001- 3000	99	5.42	289210	0.39
3001- 4000	64	3.50	251350	0.34
4001- 5000	152	8.32	758240	1.01
5001-10000	97	5.31	823480	1.10
10001-20000	44	2.41	678790	0.91
20001-30000	8	0.44	200650	0.27
30001-40000	4	0.22	143600	0.19
40001-50000	4	0.22	183970	0.25
50001-100000	15	0.82	1085690	1.45
100000 & Above	22	1.20	68993890	91.99
TOTAL	1828	100.00	75000000	100.00

Company's Corporate Website:

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

Shareholding pattern as on 31st March 2015: -



Dematerialization of Shares

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form.

The number of shares held in dematerialized and physical mode is as under:

Particulars	No. of Shares	% of total capital issued
Held in Dematerialized form in NSDL	6171370	82.29
Held in Dematerialized form in CDSL	1061373	14.15
Physical	267257	3.56
Total	7500000	100

Unclaimed Dividend

The dividend for the under noted years, if remaining unclaimed for seven years, will be statutorily transferred by the Company to the Investor Education and Protection fund (IEPF) in accordance with the schedule given below. **Communication has been sent by the Company to the concerned Shareholders advising them to take appropriate steps to realize the same. Attention is drawn that the unclaimed dividend for the year 2007-08 is due for transfer to IEPF on 02/11/2015.**

Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

Financial Year	Dividend Identification no.	Date of Declaration of Dividend	Total Dividend	Unclaimed dividend as on 31.03.2015 (%)		Due for transfer to IEPF
2007-08	22 nd AGM	26.09.2008	3000000	141952	4.731	02.11.2015
2008-09	23 rd AGM	29.09.2009	3000000	130573	4.352	05.11.2016
2009-10	24 th AGM	30.09.2010	3000000	147246	4.965	09.11.2017
2010-11	25 th AGM	21.09.2011	3912330	168713	4.320	27.10.2018
2011-12	26 th AGM	29.09.2012	7500000	209991	2.806	05.11.2019
2012-13	27 th AGM	28.09.2013	7500000	140180	1.897	04.11.2020
2013-14	28 th AGM	25.09.2014	7500000	170312	2.270	01.11.2021

16. ADDRESS FOR CORRESPONDENCE

"Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore - 452 003 (M.P.)
Ph.: 91-731-2538874, 2431709, 2539575, Fax: 91-731-4030009
E-mail: ho@admanumfinance.com, Web-Site: www.admanumfinance.com

17. COMPLIANCE OFFICER :

CS Mohd. Raees Sheikh, Email id is - mrsheikh@admanumfinance.com

18. CEO & CFO CERTIFICATION

The certificate of CEO & CFO under Clause 49 of the Listing Agreement is submitted to the Board of Directors and the same is part & parcel of the Corporate Governance Report 2014-15.

Registered Office:

Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405
"Agarwal House", Ground Floor
5, Yeshwant Colony, YN Road
INDORE - 452003 (M.P.)

Place: Indore
Date: 29-05-2015

By Order of the Board

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

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN-00136766

AD-MANUM FINANCE LIMITED

CEO/CFO CERTIFICATION

To the Board of Directors of the
Ad-Manum Finance Ltd.

In compliance with Clause 49 (V) of the Listing Agreement with the Stock Exchange, I hereby certify that:

1. We have reviewed Financial statement and the cash flow of Ad-Manum Finance Ltd. for the year ended on 31st March 2015 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, in the Company, fraud occurred aggregated to total of Rs. 227.03 Lakhs..
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.
We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that we are aware of the instances of significant fraud, employee have significant role in it.

Place: Indore
Date: 29/05/2015

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN:00136766

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

sd/-
(Vikas Gupta)
Chief Financial Officer

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Ad-Manum Finance Ltd.

We have examined the compliance of condition of Corporate Governance by the Ad-Manum Finance Limited for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreement.

We state that generally no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: 29.05.2015
Place: Indore

For: Mahendra Badjatya & Co.
Chartered Accountants
FRN001457C
sd/-
CA. M.K. Badjatya
Partner
M. No. 070578

**CODE OF CONDUCT – DECLARATION UNDER CLAUSE 49 (I) (D)****This is to certify that:**

In pursuance of the provisions of Clause 49(I)(D) of the Listing Agreement with Stock Exchange. A Code of Conduct for the Board members and the Senior Management personnel of the Company has been approved by the Board in its meeting held on 30th day of May, 2014.

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

All Board members and Senior Management Personnel have affirmed compliance with the said Code of Conduct, for the period ended 31st March, 2016.

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN: 00136766

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

Date: 29/05/2015
Place: Indore

ANNEXURE - H**Whistle Blower Policy & Vigil Mechanism****1. Preface**

Pursuant to clause 49 of Listing Agreement and as per applicable provisions of section 177 of the Companies Act, 2013 requires every listed company shall establish a Whistle Blower policy/Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

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

2. Definitions

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

- a. "Associates" means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- b. "Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- c. "Employee" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. "Code" means the Whistle Blower Policy/ Vigil Mechanism Code of Conduct.
- e. "Director" means every Director of the Company, past or present.
- f. "Investigators" mean those persons authorized, appointed, consulted or approached by the Ethics Counselor/Chairman of the Audit Committee and includes the auditors of the Company and the police.
- g. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- i. "Whistleblower" means an Employee or director making a Protected Disclosure under this policy.

AD-MANUM FINANCE LIMITED

3. Scope of this Policy.

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

4. Eligibility

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

5. Disqualifications

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

6. Procedure

- a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. The contact details of the Chairman of the Audit Committee of the Company is as under:
CA Vishnu Gupta
205 RP Apartment, 291/1, R.s Bhandari Marg
Race course Road Indore- 452003 (MP)
- c. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the investigators for investigation.
- f. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- g. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

7. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

- d. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counselor/Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

8. Protection

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

8.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Secrecy/Confidentiality

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

9.2 Maintain confidentiality of all matters under this Policy

9.3 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

9.4 Not keep the papers unattended anywhere at any time

9.5 Keep the electronic mails / files under password.

10. Decision

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

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

AD-MANUM FINANCE LIMITED

11. Reporting

The Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. Access to Chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

13. Communication

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Therefore, the policy is published on the website of the company.

14. Retention of documents

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. Administration And Review Of The Policy

A quarterly status report on the total number of compliant received, if any during the period with summary of the findings of Audit Committee and corrective steps taken should be send to the Chairman of the company. The Company Secretary shall be responsible for the administration, interpretation, application and review of this policy.

16. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

By orders of the Board

For : Ad-Manum Finance Ltd.

sd/-
(Jayanta Nath Choudhury)
Director-In-Charge
DIN: 00136766

sd/-
(Vishnu Gupta)
Director
DIN:01416704

Date : 29/05/ 2015
Place : Indore

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
AD-MANUM FINANCE LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of AD-Manum Finance Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

AD-MANUM FINANCE LIMITED

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit are been received from branches not visited by us;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from branches not visited by us;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2015 on its financial position in its financial statements – Refer Note 18(B) (1) to the Financial Statements;
 - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

Statutory Auditors
FOR MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

PLACE: INDORE
DATE: 29/05/2015



AD-MANUM FINANCE LIMITED

Annexure to the Independent Auditors' Report

The Annexure required under CARO, 2015 referred to in our Report to the members of the AD-Manum Finance Limited ("the Company") for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained adequate records on computer showing general particulars, including quantitative details and situation of Fixed Assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification and the same have been properly dealt with in the books of accounts.
- (ii) The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company
- (iii) The Company has granted unsecured loan to one party covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was ₹1746.50 lacs and the year-end balance of loan granted to such party was ₹1596.50 lacs. The receipt of Interest and Principal Amount is regular as per the terms. There is no overdue amount.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- (v) The Company has not accepted any deposits within the meaning of directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 in respect of the business of the Company.
- (vii) (a) According to the records of the Company and according to the information and explanations given to us by the management, it is generally regular in depositing undisputed statutory dues including Provident Fund, Employees state insurance, Income Tax, Sales tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues, whichever is applicable to the company with the appropriate authorities during the year and no undisputed amounts were outstanding as at 31st March, 2015 for a period of more than six months, from the date they become payable.
- (b) According to the information and explanation given to us, there are no dues of Income Tax, Sales tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues which have not been deposited on account of any dispute except given below:

S.No.	Name of Statute	Nature of Dues	Demand in ₹ (Lacs)	Period to which the amount relates	Forum where the dispute is pending
01	Income Tax Act, 1961	Income Tax	11.54	2000-01	ITAT, Indore
02	Income Tax Act, 1961	Income Tax	11.07	2001-02	ITAT, Indore
03	Income Tax Act, 1961	Income Tax	282.28	2007-08	ITAT, Indore
04	Income Tax Act, 1961	Income Tax	0.83	2008-09	CIT, Indore
05	Income Tax Act, 1961	Income Tax	46.21	2009-10	CIT, Indore
06	Income Tax Act, 1961	Income Tax	2.79	2011-12	CIT, Indore
07	Income Tax Act, 1961	Income Tax	12.14	2012-13	CIT, Indore
		TOTAL	366.86		

- (c) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.

AD-MANUM FINANCE LIMITED

- (viii) The company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the financial year and in the immediately preceding financial year;
- (ix) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not defaulted in repayment of dues to any Financial Institutions or Banks.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The company has not obtained any Term Loan;
- (xii) The company has detected certain frauds conducted by its employees in collusion with brokers/borrowers in the FY 13-14 in some branches and also detected some more frauds in other branches in the current financial year. The matter is still under investigation by relevant police at various levels. Pending such investigations and recovery, the company has written off a sum of ₹215.79 Lacs pertaining to the said frauds in the current financial year.

Statutory Auditors
FOR MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

PLACE: INDORE
DATE: 29/05/2015



AD-MANUM FINANCE LIMITED

BALANCE SHEET AS AT 31st March 2015

(Amount in ₹)

Particulars	Note No.	2014-2015	2013-14
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	"1"	75000000	75000000
(b) Reserves and Surplus	"2"	369510006	368843240
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	"3"	88728722	95241323
(b) Deferred Tax Liabilities (Net)		-	3702469
(3) Current Liabilities			
(a) Short-Term Borrowings	"4"	399561182	535324462
(b) Other Current Liabilities	"5"	5007318	7065062
(c) Short-Term Provisions	"6"	9026820	8716688
Total		946834048	1093893244
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	"7"	37424834	39526633
(ii) Intangible Assets		876743	-
(b) Non-Current Investments	"8"	6685233	4627822
(c) Long-Term Loans and Advances	"9"	3941011	4018366
(2) Current Assets			
(a) Trade Receivables	"10"	889802970	1028958061
(b) Cash and Cash Equivalents	"11"	5692405	18834990
(c) Short-Term Loans and Advances	"12"	2410852	2117490
Total		946834048	1093893244
<u>SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS</u>	"18"		

For and on behalf of board

sd/-
(VINOD KUMAR AGARWAL)
Chairman & Director
(DIN : 00136613)

sd/-
(J.N. CHOUDHURY)
Director-In-Charge & CEO
(DIN : 00136766)

sd/-
(CS. MOHD. RAEES SHEIKH)
Company Secretary

sd/-
(VIKAS GUPTA)
Chief Financial Officer

As Per our report of even date attached
Statutory Auditors
For: MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

sd/-
CA M.K. BADJATYA
PARTNER
ICAI MNO 070578

PLACE : INDORE
DATE : 29/5/2015

AD-MANUM FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March 2015

(Amount in ₹)

Particulars	Note No.	2014-2015	2013-14
INCOME			
Revenue from Operations	"13"	179132569	253438538
Other Income	"14"	3519086	1731158
TOTAL REVENUE		182651655	255169696
EXPENSES			
Finance Cost	"15"	70705115	86122646
Employee Benefits Expense	"16"	29374678	33175235
Depreciation and Amortization Expense	"7"	3799817	12147764
Other Expenses	"17"	60731243	41801475
TOTAL EXPENSES		164610853	173247120
Profit before exceptional and extraordinary items and tax		18040802	81922576
Exceptional Items			
- Earlier year Income Tax		30332	958528
- Balance Written off		8127240	0
Profit before extraordinary items and tax		26198374	82881104
Extraordinary Items			
- Provision for NPA		12207257	11123513
Profit before tax		13991117	71757591
Tax expense:			
(1) Current tax		8000000	28936312
(2) Deferred tax written back		(3702469)	(8178072)
Profit for the Year		9693586	50999351
Earning per equity share of ₹10 each:			
1. Basic (₹)		1.29	6.80
2. Diluted (₹)		1.29	6.80

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

"18"

For and on behalf of board

sd/-
(VINOD KUMAR AGARWAL)
Chairman & Director
(DIN : 00136613)

sd/-
(J.N. CHOUDHURY)
Director-In-Charge & CEO
(DIN : 00136766)

sd/-
(CS. MOHD. RAEES SHEIKH)
Company Secretary

sd/-
(VIKAS GUPTA)
Chief Financial Officer

As Per our report of even date attached
Statutory Auditors
For: MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

PLACE : INDORE
DATE : 29/5/2015

sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

NOTE - 1
SHARE CAPITAL

(Amount in ₹)

Particulars	2014-15		2013-14	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹10 each	15000000	150000000	15000000	150000000
Issued				
Equity Shares of ₹10 each	7500000	75000000	7500000	75000000
Subscribed & Paid up				
Equity Shares of ₹10 each fully paid	7500000	75000000	7500000	75000000
Total	7500000	75000000	7500000	75000000

Note:- The Company has only one class of Share i.e Equity Share. Each Equity Share is entitled for one vote.

The Reconciliation of the number of shares outstanding and the amount of share capital as at the beginning and at the end of the reporting period:

Particulars	2014-15		2013-14	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	7500000	75000000	7500000	75000000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	7500000	75000000	7500000	75000000

Details of shareholders holding more than 5% equity shares in the company are as under:

Name of Shareholder	2014-15		2013-14	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Agarwal Coal Corporation (S) Pte. Ltd.*	2770000	36.93	2770000	36.93
Aereo Dealcomm Pvt. Ltd.	706250	9.42	1106250	14.75
Vinod Kumar Agarwal	726390	9.69	726390	9.69
Apex Procon Pvt. Ltd.	623750	8.32	623750	8.32
Agarwal Fuel Corporation Pvt. Ltd.	446050	5.95	446050	5.95

*Agarwal Coal Corporation (S) Pte. Ltd. is a Foreign Company based in Singapore.

NOTE - 2
Reserves and Surplus

(Amount in ₹)

Particulars	2014-15	2013-14
a. Capital Reserves		
Balance as per last year	74000	74000
b. Securities Premium Account		
Balance as per Last Year	90000000	90000000
c. General Reserve		
Balance as per last year	155000000	135000000
Add: Transferred From Profit & Loss A/c during the year	0	20000000
Closing Balance	155000000	155000000

AD-MANUM FINANCE LIMITED

d. NBFC Reserves		
Balance as per last year	-	
Add: Transferred From Profit & Loss A/c during the year	62340901	52141031
Closing Balance	1938717	10199870
	64279618	62340901
e. Surplus in the Statement of Profit and Loss		
Balance as per Last financial statement	61428339	49345546
Add: Net Profit for the Year	9693586	50999351
Less: Appropriations		
- Proposed Dividends	7500000	7500000
- Corporate Tax on Proposed Dividend	1526820	1216688
- Transfer to General Reserve	0	20000000
- Transfer to NBFC Reserves	1938717	10199870
Closing Balance	60156388	61428339
	Total (a+b+c+d+e)	369510006
		368843240

NOTE - 3

Long-Term Borrowings

Particulars	(Amount in ₹)	
	2014-15	2013-14
Secured		
Life Insurance Corporation (Secured against the assignment of policy)	7561122	4883333
	7561122	4883333
Unsecured		
Intercompany Loans	81167600	90357990
	81167600	90357990
Total	88728722	95241323

NOTE - 4

Short-Term Borrowings

Particulars	(Amount in ₹)	
	2014-15	2013-14
Secured		
Loans repayable on demand		
Cash credit loan (Secured against Book debts, Hypothecation of vehicle against loan agreement and other current assets and personal guarantee of a director)	399561182	535324462
Total	399561182	535324462

NOTE - 5

Other Current Liabilities

Particulars	(Amount in ₹)	
	2014-15	2013-14
(a) Current Maturities of Long-Term Debt	0	3162751
(b) Unpaid Dividends	1108967	1068027
(c) Other Payables		
Outstanding Liabilities For Expenses		
- General	1368531	1831604
- Statutory	2529820	1002680
Total	5007318	7065062

NOTE - 6

Short Term Provisions

Particulars	(Amount in ₹)	
	2014-15	2013-14
Proposed Dividend	7500000	7500000
Corporate Tax On Dividend	1526820	1216688
Total	9026820	8716688

(Amount in ₹)

Particulars	Gross Block				Depreciation/Amortization				Net Block	
	Balance at 1 st April 2014	Additions	Deductions	Balance at 31 st March 2015	Balance upto 1 st April 2014	Depreciation charge for the year	Deduction Adjustment	Balance upto 31 st March 2015	Balance as at 31 st March 2015	Balance as at 31 st March 2014
Tangible Assets										
a) Freehold Land	1,111,000	0	0	1,111,000	0	0	0	0	1,111,000	1,111,000
b) Buildings	445,408	0	0	445,408	95,268	7,077	0	102,345	343,063	350,140
c) Plant and Equipment - Wind Mill	98,908,367	0	0	98,908,367	69,076,204	1,632,111	0	70,708,316	28,200,051	29,832,162
d) Furniture and Fixtures	6,143,305	1,067,507	76,284	7,134,528	2,354,036	756,568	28,788	3,081,816	4,052,712	3,789,270
e) Vehicles	6,456,399	0	161,262	6,295,137	2,988,965	801,744	115,479	3,675,230	2,619,907	3,467,434
f) Office equipment	1,132,900	375,186	0	1,508,086	384,833	381,371	0	766,205	741,881	748,067
e) Electrical Installations & Equipments	5,944,106	336,326	6,900	6,273,532	5,115,545	206,900	5,132	5,917,312	356,220	2,285,61
Intangible Assets										
a) Software	0	870,790	0	870,790	0	13,599	0	13,599	857,191	0
b) Trademark	0	20,000	0	20,000	0	448	0	448	19,552	0
Current Year (₹)	120141485	2669809	244446	122566848	80614852	3799817	149399	84265271	38,301,577	39526633
Previous Year (₹)	118667790	1819141	345446	120141485	68713426	12147764	246338	80614852	39526633	49954364

NOTE-Z
Fixed Assets



AD-MANUM FINANCE LIMITED

NOTE -8 Non-Current Investment

I. QUOTED (Fully Paid up, At cost)

Particulars

(Amount in ₹)

	2014-15			2013-14	
	Face Value	No. of	(₹)	No. of	(₹)
(A) Equity Shares					
Under Physical Mode					
Ambuja Zinc Ltd.	10	200	1200	200	1200
Amrut Industries Ltd.	10	100	1000	100	1000
Associated Pigment Ltd.	10	200	4400	200	4400
Bhiwani Synthetics Ltd.	10	300	3000	300	3000
Consolidated Fibers & Chemicals Ltd.	10	400	4000	400	4000
Dev Fastners Ltd.	10	200	3200	200	3200
Herdillia polymers Ltd.	10	200	2100	200	2100
Hindustan Development Corpn. Ltd.	10	200	10800	200	10800
IDL Industries Ltd.	10	4	1300	4	1300
Intron Ltd.	10	100	600	100	600
J.F.Laboratories Ltd.	10	0	0	100	4800
J.K. Latelier Ltd.	10	500	10000	500	10000
Mafatlal Industries Ltd.	100	4	13400	4	13400
Mideast India Ltd.	10	150	3000	150	3000
Modern Threads (india) Ltd.	10	111	3000	111	3000
Monica Electronics Ltd.	10	150	5850	150	5850
Montari Industries Ltd.	10	0	0	100	2500
Nucor Wires Ltd.	10	100	2900	100	2900
Prime Petro Products Ltd.	10	200	2000	200	2000
Premier Proteins Ltd.	10	100	1200	100	1200
Siel Finance Service Ltd.	10	50	2800	50	2800
Sitapur Plywood Manufactures Ltd.	10	600	3000	600	3000
Swill Ltd.	10	100	3500	100	3500
The West Coast Paper Mills Ltd.	2	500	8274	500	8274
Toshniwal Agro Chem. Ltd.	10	100	1100	100	1100
Tribhuvan Housing Ltd.	10	1300	13000	1300	13000
Videocon Industries Ltd.	10	12	3476	12	3476
Jagdamba Enclave Pvt Ltd. (Share)	10	840	81556	0	0
Natraj Vanijya Pvt Ltd (Share)	10	912	71420	0	0
Shradha Vanijya Pvt Ltd (Share)	10	960	72374	0	0
Gourisut Vyapaar Pvt Ltd (Share)	10	912	70042	0	0
Under D-MAT Mode					
Ambuja Cement Ltd.	10	40	2500	40	2500
Bhilwara Spinners Ltd.	10	200	7790	200	7790
Gujrat Borosil Ltd.	5	200	3400	200	3400
JBF Industries Ltd.	10	100	12500	100	12500
J.K.Cement Limited	10	11000	1628000	11000	1628000
Manglore Refinery & Petrochemicals Ltd.	10	150	13772	150	13772
Nath Pulp & Paper Mills Ltd.	10	2	3700	50	3700
National Organic Chem. Industries Ltd.	10	260	32076	260	32076
Reliance Capital Ltd.	10	19	3900	19	3900
Reliance Communication Ltd.	5	390	1950	390	1950
Reliance Industries Ltd.	5	780	70399	780	70399
Reliance Infrastructure Ltd.	10	29	3900	29	3900
Reliance Power Ltd.	5	97	1950	97	1950
Sagar Cements Ltd.	10	100	2000	100	2000
Uco Bank	10	3200	38400	3200	38400
Union Bank Of India.	10	2291	252010	2291	252010
Under PMS					
ICICI Prudential AMC	10	150000	2762019	150000	1500000
TOTAL (A)			5243758	3693647	
(B) Mutual Fund Under D-MAT Mode					
Kotak Global Emerging Market Fund	10	0	0	50000	500000
Reliance Natural Resources Fund	10	0	0	48900	500000
SBI Mutual Fund	10	1000	10000	1000	10000
BSL Manufacturing Equity	100	15000	1500000	0	0
TOTAL (B)			1510000	1010000	
GRAND TOTAL (A+B)			6753758	4703647	
Less : Provision for diminution in the value of Investments			68525	75825	
TOTAL ₹			6685233	4627822	
Aggregate Cost Of Quoted Investment ₹			6753758	4703647	
Aggregate Market Value Of Quoted Investment ₹			12132372	7148548	



AD-MANUM FINANCE LIMITED

NOTE-9

Long-Term Loans and Advances

(Amount in ₹)

Particulars	2014-15	2013-14
Unsecured, considered good		
a. Security Deposits		
Deposits With Govt. and Private Bodies	829987	907342
b. Other loans and advances		
Compounding Fees to Coustom Department, Mumbai	1000000	1000000
Income Tax Under Protest	2111024	2111024
Total	3941011	4018366

NOTE-10

Trade Receivables

(Amount in ₹)

Particulars	2014-15	2013-14
Overdue for more than Six Months	138675156	119795618
Considered Doubtful	29131002	15764680
Less: Provision on doubtful debts (NPA)	109544154	104030938
Others		
Secured, considered Good	524406685	776289007
(Trade Receivables are secured against the hypothecation of Vehicles)		
Unsecured, Considered Good*	254029804	150643761
*(Including amount to Related Party 174029804 (Pr. Yr. ₹100643761))		
Less: Provision on Standard Assets	1946091	3105156
	776490398	923827612
Wind Power Receivables		
- More than 6 months	3758418	1109511
Total	889802970	1029968061

NOTE-11

Cash and Cash Equivalents

(Amount in ₹)

Particulars	2014-15	2013-14
a. Balances with Banks		
- In Unpaid Dividend A/c	1108967	1068027
- In Current Account with Scheduled Banks	347552	2595847
In Fixed Deposit (Pledged against Overdraft)		
- For more than 12 months	0	560848
In Fixed deposit free from encumbrances		
- For more than 12 months	54401	54401
	4181485	9355807
b. Cash on hand		
Total	5692405	13634930

NOTE-12

Short-term Loans and Advances

(Amount in ₹)

Particulars	2014-15	2013-14
Unsecured, considered good		
Advance to Staff & Others	1903012	2955765
Advance Tax & TDS	8507840	28097979
Less: Current Year Income Tax	8000000	28936312
Total	2410852	2117432

AD-MANUM FINANCE LIMITED

NOTE-13

Revenue From Operation

Particulars	(Amount in ₹)	
	2014-15	2013-14
Income from Finance Activities		
Interest (Net)	141785306	234669773
Other Financial Services *	25138860	5563211
*(Includes amount received from Related Party `1,59,77,560 (Pr. Yr. `25,48,623))		
Income From Wind Mill		
Wind power sale	12208403	13205554
Total	179132569	253438538

NOTE-14

Other Income

Particulars	(Amount in ₹)	
	2014-15	2013-14
Dividend Income	94405	137307
Interest on Fixed Deposit	0	496916
Profit on sale of Assets/Mutual Funds	563515	23522
Surrender Value of Keyman Insurance	1390342	1073413
Insurance Claim Received	122570	0
Sale of Scrap	9500	0
Miscellaneous Expenses Written off	91613	0
Compensation for Low Electricity Generation	8265	0
Recovery Charges	10550	0
Income from ICICI PMS	1228326	0
Total	3519086	1731158

NOTE-15

Finance Cost

Particulars	(Amount in ₹)	
	2014-15	2013-14
i) Interest Expenses		
To Bank on Term Loan	213707	745563
To Bank on Working Capital Loan	56462785	69119069
To Others (Intercorporate Loans)	10308750	11425410
ii) Other Borrowing Cost		
Bank Charges	3719873	4832604
Total	70705115	86122646

NOTE-16

Employee Benefits Expense

Particulars	(Amount in ₹)	
	2014-15	2013-14
(a) Salaries, Bonus and incentives		
Directors	3955922	8305491
Other Key Managerial Personnels	1255390	696537
Others	20736421	21233269



AD-MANUM FINANCE LIMITED

(b) Contributions to Provident fund, ESIC , Gratuity		
Directors	16500	9360
Other Key Managerial Personnels	33000	18720
Others	3202080	2749335
(c) Staff welfare expenses	175365	162523
Total	29374678	33175235

NOTE-17

(Amount in ₹)

Other Expenses	2014-15	2013-14
Particulars		
Brokerage & Commission	207280	523460
- Related party	3438047	4199241
- Others	21579243	1937001
Bad Debts Written off (Fraud)	542000	3202100
Donation	1850000	0
Contribution to CSR Fund	2060485	1851611
Legal & Professional Charges		
Rent	3330581	3033138
- Related party	375786	568075
- Others	6104154	5144150
Retainership	2083574	2032845
Conveyance	2586547	2337555
Repairs & Maintenance (Others)	1196631	1035355
Keyman Insurance	401686	403088
Insurance		
Audit fee	225000	225000
- Statutory Audit Fee	50000	50000
- Tax Audit Fee	41573	190732
- Certification & Other Charges	133921	231370
Rates & Taxes	260095	59225
Repair & Maintainance (Vehicle)	27347	59729
Loss on sale of Assets	4704000	4852960
LIC of India Premium A/c(Employer-Employee)		
Miscellaneous Expenses	26000	34000
- Director's Sitting Fees	9507293	9830540
- Others		
Total	60731243	41801475

AD-MANUM FINANCE LIMITED

NOTE - 18

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

(A) SIGNIFICANT ACCOUNTING POLICIES:

1) BASIS OF ACCOUNTING:

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

2) USE OF ESTIMATES

The preparation of financial statement requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities as of the date of financial statements and the reported income and expenses during the reporting period. Management believes that estimates used in preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

3) REVENUE RECOGNITION:

- a) Income from Loan transactions is accounted for by applying the interest rate implicit in such contract on IRR basis. The interest is not recognized as income on ascertained NPA as per RBI norms.
- b) Dividend income is recognized as Income on receipt basis.
- c) In view of uncertainty of regular payment of installments by the Loan debtors, the penal interest, regular payment rebates and loss on settlement of accounts etc. are accounted for on Cash basis and adjusted in interest account.
- d) Brokerage & Commission on finance is accounted for as per the terms of agreement with Brokers.

4) FIXED ASSETS:

Fixed assets are stated at cost less depreciation.

5) DEPRECIATION:

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule II part C of the Companies Act, 2013, and accordingly w.e.f 01/04/2014 the carrying amount of the asset as on that date is depreciated on straight line method over the remaining useful life of the asset as per the schedule II and wherever the remaining useful life of the asset is nil, after retaining the residual value, the carrying amount is also adjusted in the current year depreciation instead of adjusting the same in the opening balance of retained earnings as the amount is not material.

6) RECOGNITION OF NPA:

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

7) INVESTMENTS:

Investments classified as Long Term Investments are stated at cost. No provision against diminution in the value of Investment is made as the same are considered as long term.

8) TRADE RECEIVABLES:

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

9) TAXATION:

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The deferred tax for timing difference between the book and tax profit for the year is accounted for at the prevailing tax rates at the Balance Sheet date. The Deferred Tax Asset is ignored as a matter of prudence.

10) RETIREMENT BENEFITS:

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

- a) Retirement benefits in the form of Provident Fund & Other Fund are charged to the Statement of Profit and Loss account of the year when contributions to the respective Funds are due.



AD-MANUM FINANCE LIMITED

- b) Gratuity liability under the Payment of Gratuity Act is paid and charged to the Statement of Profit and Loss account for the year when contributions to the LIC Group Gratuity trust is due.
- c) The liability on account of encashment of leave to employees is provided on estimated basis.

11) CONTINGENT LIABILITIES:

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

(B) ADDITIONAL NOTES ON ACCOUNTS

- 1) The Company is contingently liable in respect:-

S.no	Particulars	2014-15 (₹ Lacs)	2013-14 (₹ Lacs)
a.	Disputed demand of Income Tax not provided for	366.86	425.92
b.	Disputed Demand of custom related to FY 1996-97 fully paid but not provided for	10.00	10.00

- 2) In accordance with AS-13 the long term investments held by the company are to be carried at cost. All the investments of the Company have been considered by the management to be of long-term nature.
- 3) The company has identified doubtful debt of ₹ 13.87 Crores (Pr.Yr. ₹ 11.98 Crore) and there against made NPA Provision of ₹291.31 Lacs (Pr. Yr. ₹ 157.64 Lacs) as per prudential norms of RBI Act and rules, including fraud-covered NPA amounting to ₹NIL (Previous year ₹60.21). The fraud covered NPA is fully written off amounting to ₹215.79 Lacs.
- 4) Pursuant to the Provisions of Section 135 of the Companies Act 2013 read with companies (Corporate Social Responsibility Policy) Rules 2014 the company has provided for an amount of ₹18.5 Lacs towards the discharge of Corporate Social Responsibility.
- 5) During the year company has written off certain loan creditors amounting to ₹ 8127240 and the same is shown as exceptional item.
- 6) Earnings Per Share as per AS-20

Particulars	2014-15 (₹)	2013-14 (₹)
Profit after Tax	9693586	50999351
No. of equity shares outstanding	7500000	7500000
No. of equity shares as per time weighted average	7500000	7500000
Basic Earnings Per Share on weighted average no. of shares	1.29	6.80
Diluted Earnings Per Share	1.29	6.80

- 7) The accumulated Deferred Tax Asset/Liability as per AS-22, comprise of the following:

Deferred Tax Provision	2014-15 (₹)	2013-14 (₹)
a. Timing difference in Tax effect of depreciation on fixed assets as per Income Tax & Financial books.	9154032	9824788
b. Less: Deferred tax Assets		
Tax effect of provision for NPA	10082963	6122318
c. Net deferred tax Asset/Liability (a)-(b)	928931*	3702469
d. Already provided in previous years	3702469	11880541
Deferred tax liabilities written back	(3702469)	(8178072)

*The Deferred Tax Asset amounting to ₹928931 is ignored as a matter of prudence.

- 8) Auditor's Remuneration:

Particulars	2014-15 (₹)	2013-14 (₹)
a. Audit Fees	225000	225000
b. Tax Audit Fees	50000	50000
c. Certification & other charges	41573	190732
TOTAL	316573	465732

AD-MANUM FINANCE LIMITED

9) Segment Reporting:

Based on the accounting principles given in AS - 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the size of operation of wind power segment does not come under Reportable segment. Accordingly the company has no reportable segment other than finance.

10) RELATED PARTY DISCLOSURE AS PER ACCOUNTING STANDARD – 18:

a) Key Management Personnel:

1.	Mr.Vinod Kumar Agarwal – Chairman & Director	2.	Mr. JN Choudhury – Director-In-Charge & CEO
3.	Mrs. Dolly Choudhury – Woman Director	4.	Mr. Aseem Trivedi – Independent Director
5.	Mr. DP Kori – Independent Director	6.	Mr. Vishnu Gupta – Independent Director
7.	Mr. Vikas Gupta – Chief Financial Officer	8.	Mr. Mohd. Raees Sheikh – Company Secretary

b) Relative(s) of Key Management Personnel:

1.	Smt. Neena Devi Agarwal – Wife of Chairman	2.	Tapan Agarwal – Son of Chairman
3.	Devraj Agarwal – Brother of Chairman		

c) Associates:

1. Agarwal Coal Corporation (S) Pte. Ltd., Singapore

c) Related Concern:

1. Available Finance Ltd.

e) The above information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the Company.

11) Particulars of transaction and balances with related parties: -

NAME OF PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)	AMOUNT WRITTEN OFF (₹)
V.K. AGARWAL	CHAIRMAN & DIRECTOR	REMUNERATION & PERQUISITES	1779355	NIL	NIL
		RENT PAID	1966174	NIL	NIL
		SURRENDER VALUE OF KEYMAN INSURANCE	1390342	NIL	NIL
NEENA AGARWAL	WIFE OF CHAIRMAN	RENT PAID	285277	NIL	NIL
TAPAN AGARWAL	SON OF CHAIRMAN	RENT PAID	1079130	NIL	NIL
J.N. CHOUDHURY	DIRECTOR-IN-CHARGE & CEO	REMUNERATION & PERQUISITES	1636567	NIL	NIL
DOLLY CHOUDHURY	WOMAN DIRECTOR	REMUNERATION & PERQUISITES	540000	NIL	NIL
AVAILABLE FINANCE LTD.	RELATED CONCERN	UNSECURED LOAN GIVEN	9.11 CRORES	15.97 CRORES	NIL
		UNSECURED LOAN REPAYMENT	2.98 CRORES	NIL	NIL
		INTEREST TO BE RECEIVED	1.60 CRORES	1.44 CRORES	NIL
DEVRAJ AGARWAL	BROTHER OF CHAIRMAN	COMMISSION	207280	NIL	NIL
MOHD. RAEES SHEIKH	COMPANY SECRETARY	SALARY	777109	NIL	NIL
VIKAS GUPTA	Chief Financial Officer	SALARY	478281	NIL	NIL
DP KORI	INDEPENDENT DIRECTOR	SITTING FEES	8000	NIL	NIL



AD-MANUM FINANCE LIMITED

ASEEM TRIVEDI	INDEPENDENT DIRECTOR	SITTING FEES	8000	NIL	NIL
VISHNU GUPTA	INDEPENDENT DIRECTOR	SITTING FEES	10000	NIL	NIL
AGARWAL COAL CORPORATION (S) PTE. LTD.	ASSOCIATE	DIVIDEND	2770000	NIL	NIL

- 12) There are no dues payable to small scale undertaking in view of the business of the nature of the company.
- 13) Depreciation on fixed assets is provided on straight line method as per the estimated remaining useful life of assets pursuant to the provisions of section 123 read with Schedule II – Part C of The Companies Act, 2013. Accordingly the depreciation for the Current year is taken at ₹3799817. Had the earlier method been followed the depreciation would have been at ₹12246884.
- 14) Additional Information as required under Part II clause (viii) (d) of Schedule III of the Companies Act, 2013 in respect of payment of Dividend in foreign exchange:
- No. of Shareholders: One
 - Total no. of shares held: 2770000 equity shares
 - Dividend for the Financial Year: 2013-14
 - Amount remitted: INR 2770000 (USD 57584.93).
- 15) As per AS-3 the Cash Flow Statement is enclosed herewith.
- 16) Disclosure in the Balance Sheet under Non-Banking Financial Company as required by RBI as per their Circular RBI/2008-09116 DNBS(PD).CC.No.125/03.05.002/2008-2009, Guidelines for NBFC-ND-SI as regards capital adequacy, liquidity and disclosure norms is enclosed as per Statement-"A".
- 17) Figures related to previous year regrouped/rearranged wherever necessary.
- 18) The figures have been rounded off to the nearest multiple of a rupee.
- 19) Figures of Debtors and Creditors are subject to confirmation.

As per our report of even date attached

Statutory Auditors
For: Mahendra Badjatya & Co
Chartered Accountants
ICAI FRN 001457C

Place: Indore
 Date: 29/5/2015

sd/-
(V.K. Agarwal)
Chairman & Director
 DIN-00136613

sd/-
(J.N. Choudhary)
Director-In-Charge & CEO
 DIN-00136766

sd/-
(Vikas Gupta)
Chief Financial Officer

sd/-
(CS M.R.Sheikh)
Company Secretary

sd/-
CA M.K Badjatya
Partner
ICAI MNO 070578

AD-MANUM FINANCE LIMITED
STATEMENT – “A”
1. Capital Risk Adequacy Ratio:

	Items	F.Y.2014-15	F.Y.2013-14
i)	CRAR (%)	47.35%	42.96%
ii)	CRAR – Tier I Capital (%)	47.35%	42.96%
iii)	CRAR – Tier II Capital (%)	NIL	NIL

2. Exposure to Real Estate Sector:

a)	Direct Exposure	F.Y.2014-15	F.Y.2013-14
i)	Residential Mortgages- Lending secured by mortgages on residential Property that is or will be occupied by the borrower or that is rented;(Individual housing loans up to Rs.15 lacks may be shown separately)	NIL	NIL
ii)	Commercial Real Estate- Lending secured by mortgage on commercial real estates(office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits;	NIL	NIL
iii)	Investments in Mortgage Baked Securities (MBS) and other securitized exposures- a) Residential b) B) Commercial Real Estate	NIL NIL NIL	NIL NIL NIL
b)	Indirect Exposure Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	NIL	NIL

3. Asset Liability Management

Maturity pattern of certain items of assets and liabilities:(₹ in Crores)

Liabilities:	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Borrowings from banks	--	--	--	--	39.96	0.00	--	--	39.96
Market Borrowings	--	--	--	--	8.87	--	--	--	8.87
Assets:									
Advances	8.14	0.91	1.20	4.71	36.13	23.57	14.32	-	88.98
Investments	--	--	--	--	--	0.67	--	--	0.67



AD-MANUM FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2015

(Amount in ₹)

PARTICULARS	2014-15	2013-14
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Income Tax & Extraordinary Items	18040802	81922576
Add : Adjustment for :		
Depreciation	3799817	12147764
Loss/Profit(Net) on Sale of Fixed Assets	27347	36207
Profit/Loss on sale of Investment	(563515)	8621
Interest Paid	70705115	86122646
Operating Profit before Working Capital Changes	92009566	180237814
Add : Adjustment for :		
Trade and Other Receivables	139949026	40407504
Trade Payable	(1747611)	(6885969)
Deferred Tax Liability Provided	(3702469)	(8178072)
Income Tax (Including Deferred Tax)	(4297531)	(20758240)
Proposed Dividend (Including Corporate Dividend Tax)	(9026820)	(8716688)
Provision for NPA	(12207257)	(11123513)
Cash Generated from Operations Before Prior Period ,	200976904	164982837
Exceptional & Extra Ordinary Items		
Earlier Year Tax adjustment	30332	958528
Balances Written off	8127240	0
Net Cash Inflow/(outflow) from Operating Activities [A]	209134476	165941365
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment	(1795392)	0
Sale of Investment	1563515	18004
Profit on sale of Investment	0	0
Purchase of Fixed Assets	(2669809)	1819141
Sale of Fixed Assets	67700	62900
Income from ICICI PMS	(1262019)	0
Net Cash Inflow/(outflow) from Investing Activities [B]	(4096005)	(1738237)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Loan Repayment	(142275881)	(166339483)
Interest Paid	(70705115)	(86122646)
Net Cash Inflow/(outflow) from Financing Activities [C]	(212980996)	(252462129)
Net Increase in Cash & Cash Equivalents (A+B+C)	(7942525)	(88259001)
Cash & Cash Equivalents at the Beginning of the Year	13634930	101893931
Cash & Cash Equivalents at the Close of the Year	5692405	13634930

For and on behalf of board

sd/-
(VINOD KUMAR AGARWAL)
Chairman & Director
(DIN : 00136613)

sd/-
(J.N. CHOUDHURY)
Director-In-Charge & CEO
(DIN : 00136766)

sd/-
(CS. MOHD. RAEES SHEIKH)
Company Secretary

sd/-
(VIKAS GUPTA)
Chief Financial Officer

As Per our report of even date attached
Statutory Auditors
For: MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

PLACE : INDORE
DATE : 29/5/2015

AD-MANUM FINANCE LIMITED

Annexure A as per Para (6) of Director's Report.

Schedule to the Balance Sheet of a Non-Banking Financial Company

(As required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)

Particulars	(₹ in lakhs)	
Liabilities side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount out-standing	Amount overdue
(a) Debentures : Secured	N.A.	N.A.
: Unsecured (other than falling within the meaning of public deposits*)		
(b) Deferred Credits	N.A.	N.A.
(c) Term Loans		Nil
(d) Inter-corporate loans and borrowing	811.68	
(e) Commercial Paper		
(f) Public Deposits*		
(g) Other Loans (specify nature)	4071.22	
Please see Note 1 below		
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures		
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	----- NIL -----	
(c) Other public deposits		
Please see Note 1 below		
Assets side :		
	Amount outstanding	
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured		NIL
(b) Unsecured		2540.30
(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease		NIL

(b) Operating lease	NIL
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Hypothecation loans counting towards EL/HP activities	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	6630.82

(5) Break-up of Investments :
Current Investments :
1. Quoted :

(i) Shares :	(a) Equity	NIL
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL

2. Unquoted :

(i) Shares :	(a) Equity	NIL
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

Long Term investments :
1. Quoted :

(i) Share :	(a) Equity	39.81
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		27.72
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

2. Unquoted :

(i) Shares :	(a) Equity	NIL
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

AD-MANUM FINANCE LIMITED

(6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :

Category	Amount net of provisions		Total
	Secured	Unsecured	
1. Related Parties :			
(a) Subsidiaries			NIL
(b) Companies in the same group			NIL
(c) Other related parties			NIL
2. Other than related parties			NIL
Total			

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other related parties		
2. Other than related parties		
Total		

** As per Accounting Standard of ICAI (Please see Note 3)

(8) Other information

Particulars	Amount in ₹
(i) Gross Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	1386.75
(ii) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	1095.44
(iii) Assets acquired in satisfaction of debt	NIL
(iv) Gross Standard Assets	
(a) Unsecured (Incl. Related parties 1740.30)	2540.30
(b) Other than related parties	5244.07
(v) Provision on Standard Assets	
(a) Related parties	NIL
(b) Other than related parties	19.46

For and behalf of the Board

sd/-

(Vinod K. Agarwal)

Chairman & Director

(DIN : 00136613)

sd/-

(J.N. CHOUDHURY)

Director-In-Charge & CEO

(DIN : 00136766)

Place : INDORE

Date : 29/05/2015

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AD-MANUM FINANCE LIMITED

Form No. MGT-11

PROXY FORM

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

AD-MANUM FINANCE LIMITED

CIN: L52520MP1986PLC003405

Agarwal House Ground Floor 5, Yeshwant Colony Indore- 452003

Tel: 0731-2548851, 2538874, 2431409, 2539575 Fax: +91-731-4030009, 4040805

Website: www.admanumfinance.com, Email: ho@admanumfinance.com.

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Wednesday the 30th day of September, 2015. At 11:00 a.m. at Surya Hotel 5/5 Nath Mandir Road Indore-452001(MP) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolution	For	Against
1	Adoption of Financial Statement containing the audited financial statement, statement of profit and loss and cash flow for the year ended 31 st March, 2015, Director Report and Auditors thereon		
2	Declaration of Final Dividend		
3	Ratification of Appointment of Auditor		

Signed this..... day of.....2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Re1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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AD-MANUM FINANCE LIMITED

AD-MANUM FINANCE LIMITED

CIN: L52520MP1986PLC003405

"Agarwal House" Ground Floor 5, Yeshwant Colony Indore -452003

Tel:0731-2548851, 2538874, 2431709,5239575 Fax: +91-731-4030009,4040805

Website: www.admanumfinance.com, Email: ho@admanumfinance.com.

ATTENDANCE SLIP

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

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

I hereby record my presence at the 29th Annual General Meeting of the Company, to be held Wednesday, 30th September, 2015 at 11:00 a.m. at Surya Hotel 5/5 Nath Mandir Road Indore-452001(MP) of the Company

SIGNATURE OF THE
SHAREHOLDER OR PROXY-----

NOTES:

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

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