



AD-MANUM FINANCE LIMITED

www.admanumfinance.com

AMFL/BSE/2023-24/08-07

Date: August 24, 2023

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To,
The General Manager
DCS-CRD
BSE Limited.
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 511359

SUB.: SUBMISSION OF 37TH ANNUAL REPORT ALONG WITH NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 27, 2023 AT 11:30 A.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC) /(OAVM) PURSUANT TO REGULATION 34(1) OF SEBI (LODR) REGULATION, 2015

Dear Sir,

Pursuant to provisions of regulation 34(1) of the SEBI (LODR) Regulation, 2015 related to submission of 37th Annual Report along with Notice of Annual General Meeting to be held on Wednesday, September 27, 2023, at 11:30 A.M. through video conferencing /Other Audio-Visual Means (VC)/(OAVM).

We are pleased to submit the 37th Annual Report for the year 2022-23 of the company containing the Balance Sheet as at March 31, 2023, Statement of Changes in Equity and the Statement of Profit and Loss and Cash Flow for the year ended March 31, 2023, and the Board Report along with Corporate Governance Report and the Auditors Report on that date and its annexure.

You are requested to please take on record the above said documents of the company for your reference and further needful.

Thanking You
Yours faithfully
For, AD- MANUM FINANCE LIMITED

DHARMENDRA AGRAWAL
WHOLE-TIME DIRECTOR & CEO
DIN:08390936
Encl. : Annual Report 2022-23



Regd. Office: Agarwal House, 5 Yeshwant Colony Indore 452003 MP
Phone: 0731-4714000 | Fax: 0731-4043193 | Email: cs@admanumfinance.com
CIN : L52520MP1986PLC003405

37TH
ANNUAL REPORT
2022-23

AD- MANUM FINANCE LIMITED

CIN:L52520MP1986PLC003405

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

E-mail: cs@admanumfinance.com

Web-site: www.admanumfinance.com

BOARD OF DIRECTORS

- Mr. Dharmendra Agrawal (DIN: 08390936) : Whole-Time-Director
 - Mr. Sanjeev Sharma (DIN:07839822) : Whole Time Director
 - Ms. Priyanka Jha (DIN: 07347415) : Independent Woman Director
 - Mr. Aseem Trivedi (DIN:01244851) : Independent Director
 - Mr. Sahive Alam Khan (DIN: 09179685) : Independent Director
 - *Mr. Dhawal Bagmar (DIN: 10217380) : Additional (Independent) Director
- *(Appointed w.e.f August 1, 2023)*

CHIEF EXECUTIVE OFFICER & WHOLE TIME DIRECTOR

- Mr. Dharmendra Agrawal (DIN: 08390936)

COMPANY SECRETARY & COMPLIANCE OFFICER

- Ms. Neha Singh (PAN: EKSPS2494N)

CHIEF FINANCIAL OFFICER

- Mr. Vikas Gupta (PAN: AFPPG2329L)

STATUTORY AUDITORS

- M/s Mahendra Badjatya & Co.

Chartered Accountants

208, Morya Center, 16, Race Course Road,

Indore -452003 (MP) IN

SECRETARIAL AUDITOR

- M/s D.K. Jain & Co., Practicing Company Seretaries firm

4th Floor Silver Ark Plaza, Janjirwala Chouraha,

Near Curewell Hospital Indore-452001 (MP)

BANKERS

- UCO Bank
- HDFC Bank
- Canara Bank

➤ **REGISTERED OFFICE**

Agarwal House, 5 Yeshwant Colony

Indore 452003 MP

Ph.: 91-731-4714000, Fax: 91-731-4714090

E-mail: cs@admanumfinance.com

Web-site: www.admanumfinance.com

SHARE TRANSFER AGENT

(For Physical & Electronic mode)

M/s Ankit Consultancy Private Limited

Plot No. 60, Electronic Complex,

Pardeshipura, Indore (M.P.) – 452010

Ph.: 0731 – 3198601/602, 2551745 Fax: 0731 - 4065798

E-mail: operation@ankitonline.com, compliance@ankitonline.com, investor@ankitonline.com

AUDIT COMMITTEE MEMBERS

- Ms. Priyanka Jha : Chairperson & Member
- Mr. Aseem Trivedi : Member
- Mr. Sahive Alam Khan : Member

STAKEHOLDER RELATIONSHIP COMMITTEE MEMBERS

- Ms. Priyanka Jha : Chairperson & Member
- Mr. Aseem Trivedi : Member
- Mr. Sahive Alam Khan : Member

NOMINATION AND REMUNERATION COMMITTEE MEMBERS

- Ms. Priyanka Jha : Chairperson & Member
- Mr. Aseem Trivedi : Member
- Mr. Sahive Alam Khan : Member

AD-MANUM FINANCE LIMITED

www.admanumfinance.com

NOTICE FOR THE 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the **37th Annual General Meeting** of the members of **AD-MANUM FINANCE LIMITED (CIN: L52520MP1986PLC003405)** will be held on **Wednesday, the 27th day of September, 2023 at 11:30 A.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purposes the registered office of the Company situated at Agarwal House, 5, Yeshwant Colony, Indore 452003 (M.P.) shall be deemed as the venue for the Annual General Meeting, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone Financial Statement containing the Balance Sheet as at 31st March 2023, the Statement of changes in Equity, Profit & Loss and Cash Flow Statement and notes thereto for the financial year ended on 31st March, 2023 and the Reports of the Board's and Auditor's thereon on that date;
2. To appoint a director in place of **Mr. Sanjeev Sharma** (DIN: 07839822), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **Approval For re-appointment of Ms. Priyanka Jha (DIN: 07347415) as an Independent Director of the Company for a second consecutive term of 5 (Five) years w.e.f. March 30, 2024, to March 29, 2029**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, Consent of the members be and is hereby accorded to re-appoint Ms. Priyanka Jha (DIN: 07347415), who was appointed as an Independent Director of the Company on March 30, 2019 for a first term of 5 (Five) consecutive years and will be holding such office as an Independent Director up to March 29, 2024, being eligible for reappointment, to hold the office as an Independent Director of the Company, for a second term of 5 (Five) consecutive years, w.e.f. March 30, 2024 to March 29, 2029 and her office shall not be liable to retire by rotation."



Regd. Office: Agarwal House, 5 Yeshwant Colony Indore 452003 MP

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CIN : L52520MP1986PLC003405

4. **Confirmation For appointment of Mr. Dhawal Bagmar (DIN: 10217380) as an Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 1, 2023, to July 31, 2028.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions, if any, **Mr. Dhawal Bagmar (DIN: 10217380)**, who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. August 1, 2023, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and whose term of office, as an Additional Director expires at this Annual General Meeting of the Company, being eligible for confirming his appointment and in whose respect a declaration confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 is received, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) consecutive years w.e.f. August 1, 2023, to July 31, 2028 and his office shall not be liable to retire by rotation."

5. **To approve the transactions/contracts/arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015.**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts/ agreements, in the ordinary course of its business, for purchase, sale or deal in the products, stock in trade, Transfer of Resources including lending, investment, borrowing or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount not exceeding **Rs. 1112.00 Crore (Rupees One Thousand One Hundred and Twelve Crores only)** for a period up to the conclusion of next Annual General Meeting to be held in the Calendar Year 2024.

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



Place: Indore
Date: August 1, 2023

Registered Office:
CIN: L52520MP1986PLC003405
Agarwal House, 5
Yeshwant Colony, Indore (MP)-452003

By order of the Board
For Ad-Manum Finance Limited

Neha Singh
Company Secretary & Compliance Officer
FCS: 9881



Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 20/2020 dated May 5, 2020; 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; No. 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') permitting to hold the Annual General Meeting ('AGM' or 'Meeting') through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM on **Wednesday, September 27, 2023 at 11:30 hours (IST)**. The deemed venue for the 37th AGM will be registered office of the Company situated at Agarwal House, 5, Yeshwant Colony, Indore 452003 (M.P.).
2. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to

appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 37th AGM is not annexed to the notice.

6. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at www.admanumfinance.com.
7. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company at www.admanumfinance.com. The Notice and annual report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the 37th AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. www.evotingindia.com. However, pursuant to MCA Circular No. 10/2022 dated 28th December, 2022 followed by SEBI Circular dated 5th January, 2023, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.admanumfinance.com as soon as possible after the Meeting is over.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various MCA Circulars.
10. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business i.e., Items No. 3, 4 & 5 at the meeting is annexed and forms part of the Notice.
12. The company has notified closure of Register of Members and Share Transfer Books from **Wednesday, September 20, 2023 to Wednesday, September 27, 2023** (both days inclusive) for the Annual General Meeting.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e., September 20, 2023 (Wednesday)**.
14. CS Ishan Jain proprietor of Ishan Jain & Co. Company Secretaries (F.R. No. S2021MP802300, M. No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its email ID cs@admanumfinance.com so that the information required may be made available at the Meeting.



16. The Members are requested to:
- Quote their ledger folio number in all their correspondence.
 - Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 - Intimate changes, if any, in their registered addresses immediately.
17. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
18. The report on the Corporate Governance and Management Discussion and Analysis also forms part of the Board Report.
19. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 37th AGM. Members seeking to inspect such documents can send an email to cs@admanumfinance.com.
20. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2022-23 the company has already transferred 37,154 equity shares of Rs. 10/- each and the dividend amount of Rs. 1,77,687/- in respect of which (Dividend year 2014-15) dividend has not been claimed/encashed for 7(Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The details of shares transferred/unpaid dividend to the IEPF Authority are posted on the website of the Company at www.admanumfinance.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/>. Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
21. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com; compliance@ankitonline.com. The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
22. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of



duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.admanumfinance.com and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

24. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
25. SEBI, vide its circular dated November 3, 2021 read with clarifications dated December 14, 2021 and March 16, 2023, has mandated compulsory furnishing of PAN, nomination (for all eligible folios), contact details, bank account details and specimen signature by holders of physical securities. Members may access www.admanumfinance.com for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
26. In compliance with SEBI guidelines, the Company sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.
27. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
28. It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

28. It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities.
- It has prescribed freezing of folios by Registrar and Share Transfer Agents, wherein any of the cited documents / details are not available on or after October 1, 2023. Folios in which PAN is missing or is not valid, i.e., PAN is not linked to Aadhaar, as on the cut-off date notified by the Central Board of Direct Taxes ('CBDT') vide its press release dated March 28, 2023, or any other subsequent date as may be notified by CBDT, shall be frozen by the R&T Agent.
29. The R&T Agent may revert the frozen folios to normal status upon:
- receipt of all the aforesaid documents / details or
 - dematerialisation of all the securities in such folios.

32. Voting through electronic means:

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



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

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

a. The **voting period begins on September 24, 2023 (Sunday), 9:00 A.M. (IST) and ends on September 26, 2023 (Tuesday), 05:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date (record date) of September 20, 2023 (Wednesday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated, 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit CDSL's website at www.cdslindia.com and click on Login icon and select New System Myeasi Tab.



	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on http://www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal .or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site



	wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for "**Ad-Manum Finance Limited**" to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <http://www.evotingindia.com> and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@admanumfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@admanumfinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@admanumfinance.com. These queries will be replied to by the company suitably by email.



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

33. Other Instructions

- a. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the **cut-off date i.e. August 18, 2023 (Friday)** may obtain the login ID and password by sending a request at investor@ankitonline.com.
- c. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. August 18, 2023 (Friday)** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.



- d. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
- f. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.admanumfinance.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to BSE Ltd.
- g. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents (STA) at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4281333,4065797/99
E-mail: investor@ankitonline.com
- h. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to STA in case the shares are held by them in physical form.
- i. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to STA, in case the shares are held in physical form.
- j. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- k. Members may also note that the Annual Report for year 2022-23 also available on Company's website www.admanumfinance.com
- l. As the 37th AGM is being held through VC/OAVM, the route map is not annexed to this Notice.
- m. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.



BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AS PER ITEM NO. 3 and 4 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER SEBI (LODR) REGULATIONS, 2015 AND THE COMPANIES ACT, 2013.

Name of Director	Ms. Priyanka Jha	Mr. Dhawal Bagmar	Sanjeev Sharma
DIN	07347415	10217380	07839822
Designation	Independent Woman Director	Independent Director	Whole-time Director
Category	Independent & Non - Executive	Independent & Non -Executive	Executive
Date of Birth	18.10.1991	07.05.1996	27.07.1981
Date of Appointment / Re-appointment	30.03.2024	01.08.2023	13.03.2020
Qualification	M.B.A (Marketing)	Chartered Accountant	L.L.B.
No. of shares held	Nil	Nil	Nil
List of outside Directorship	Available Finance Ltd.	Nil	1. Archana Coal Pvt. Ltd. 2. Stewardship Advisory Pvt. Ltd. 3. Learners Technology Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Chairperson of: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Grievance Committee Member of 4. CSR Committee	Nil	Nil
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director	Chairperson of the following committees of Available Finance Ltd. 1) Audit committee 2) Nomination and Remuneration Committee 3) Stake holder Relationship committee	Nil	Nil
Disclosures of relationships	N.A.	N.A.	N.A.



between directors inter-se.			
Skills and capabilities required for the role and the manner in which he/she meets such requirements	As detailed in explanatory statement to resolution set forth in item no. 3 of this Notice	As detailed in explanatory statement to resolution set forth in item no. 4 of this Notice	Has relevant knowledge of legal compliances that must be followed by the company.

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

Item No. 3:

Ms. Priyanka Jha (DIN: 07347415), was appointed as an Independent Director of the Company on March 30, 2019 for first term of 5 (Five) consecutive years and eligible to hold such office as an Independent Director up to March 29, 2024.

The Nomination and Remuneration Committee based on her performance has recommended the re-appointment of Ms. Priyanka Jha as a Non- Executive Director (in the Category of Independent Director) of the Company for a second term of 5 (Five) consecutive years on the Board of the Company w.e.f. March 30, 2024. Based on the approval and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company considered her experience and contribution made by her during her tenure and concluded that continued association of Ms. Priyanka Jha would be beneficial to the Company and it is desirable to re-appoint Ms. Priyanka Jha for a second consecutive term of 5 years as an Independent Director of the Company w.e.f. March 30, 2024 to March 29, 2029 and her office shall not be liable to retire by rotation.

Pursuant to section 164 of the Companies Act, 2013, Ms. Priyanka Jha is being eligible for re-appointment as an Independent Director and has given her consent to act as an Independent Director and also provided the declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The copy of the draft letter of re-appointment of Ms. Priyanka Jha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting. Brief profile of Ms. Priyanka Jha is already provided herein above as part of Notice. She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The Board recommends passing the item set forth in **Item No. 3 as a Special Resolution** of the accompanying notice for the approval of the Members.



Except Ms. Priyanka Jha, being the appointee director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 3 as Special Resolution.

Item No. 4:

Mr. Dhawal Bagmar (DIN: 10217380) is a Chartered Accountant who was appointed by Board of Directors at their meeting held on Tuesday, 1st August, 2023 based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act ("the Act") read with the Articles of Association of the Company, as an Additional Director (in the category of Independent Director) of the Company with effect from August 1, 2023. In terms of Section 161(1) of the Companies Act, 2013, Mr. Dhawal Bagmar holds office as an Additional Director up to the date of this Annual General Meeting.

Considering his extensive knowledge and experience of Finance and accounts as well as his professional background, appointment of Mr. Dhawal Bagmar is in the interest of the Company. His association with the Company as a Director would be of great advantage. The Nomination and Remuneration Committee has recommended his appointment.

As per the provisions of the Section 149, 150, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Dhawal Bagmar is being proposed to be appointed as an Independent Director of the Company for the period of 5 (five) consecutive years with effect from August 1, 2023 to July 31, 2028 and his office shall not be liable to retire by rotation.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and after completion of the first term of his appointment, he may be re-appointed for a second term. Mr. Dhawal Bagmar is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Non-executive Director (in the category of Independent Director). Further, the Company has also received a declaration from Mr. Dhawal Bagmar that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. He has further confirmed that he has passed necessary Proficiency Test as conducted by the Indian Institute of Corporate Affairs (IICA) and got her registration in the Independent Directors Data Base of IICA.

The copy of the letter of appointment of Mr. Dhawal Bagmar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

Brief profile of Mr. Dhawal Bagmar is already provided herein above as part of the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The Board recommends passing the item set forth in **Item No. 4 as a Special Resolution** of the accompanying notice for the approval of the Members.



Except Mr. Dhawal Bagmar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 4 as Special Resolution.

Item No. 5

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

The company is making regular business transaction(s) with Related Parties for sale/purchase/ supply of goods or material to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, availing or rendering of any service from/to Related Party etc. whether material or otherwise, the approval is required for up to an estimated annual value of **Rs. 1112.00 Crore (Rupees One Thousand One Hundred and Twelve Crores only)** for a period up to the conclusion of next Annual General Meeting to be held in the Calendar Year 2024 excluding taxes etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party(ies).

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

In the Compliance of the said regulations, these transactions may be considered as material/ immaterial for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. Though the Company has taken members' approval for the aforesaid limit in the AGM held on 30th September 2021, for a period of five years, but pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, the approval of shareholders for Related party transactions shall be valid up to the next AGM.

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

S. No.	Description	Details of proposed RPTs between the Company and Available Finance Limited (AFL)	Details of proposed RPTs between the Company and Agarwal Fuel Corporation Private Limited (AFCPL)	Details of proposed RPTs between the Company and Archana Coal Private Limited (ACPL)
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.			
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	The Company Ad-Manum Finance Limited (AMFL) and Available Finance Limited (AFL) are under the control of common KMP's. AMFL is a registered NBFC, and AFL is a Related Party of the Company, as on the date	The Company Ad-Manum Finance Limited (AMFL), and Agarwal Fuel Corporation Private Limited (AFCPL) are fellow companies of the group concern having common promoter/s.	The Company Ad-Manum Finance Limited (AMFL), and Archana Coal Private Limited (ACPL) are fellow companies of the group concern having common promoter/s.



		of this Notice (being fellow company of the group concern having common promoter). AFL is engaged in the business of lending and investment and having a status of unregistered Core Investment Company (CIC).		
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	AMFL and AFL are having a continuous transaction w.r.t. Transfer of Resources by way of acceptance of Loan from AFL. The aggregate value of the transaction shall not exceed Rs. 25.00 Crore (Rupees Twenty Five Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.	AMFL and AFCPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to AFCPL. The aggregate value of the transaction shall not exceeding Rs. 200.00 Crore (Rupees Two Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.	AMFL and ACPL is having a continuous transaction w.r.t. Transfer of Resources by way of acceptance of Loan from ACPL. The aggregate value of the transaction shall not exceeding Rs. 2.00 Crore (Rupees Two Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	The estimated value of transactions by way of availing loan from AFL represents 273.22% of Company's Annual turnover as per audited financials as on 31.03.2023 on the basis of the proposed transaction of Rs. 25.00 Crores.	The estimated value of transactions by providing loan to AFCPL represents 2185.79% of Company's Annual turnover as per audited financials as on 31.03.2023 on the basis of the proposed transaction of Rs. 200.00 Crores.	The estimated value of transactions by way of availing loan from ACPL represents 21.86% of Company's Annual turnover as per audited financials as on 31.03.2023 on the basis of the proposed transaction of Rs. 2.00 Crores.
2.	Justification for the proposed RPTs.	The entered/proposed to enter related party transactions will help the AMFL for smooth functioning of the regular and day-to-day business transactions and w.r.t transfer of resources it will help to maintain the liquidity levels of AMFL.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help AFCPL to carry out its business operations more smoothly.	The entered/proposed to enter related party transactions will help the AMFL for smooth functioning of the regular and day to day business transactions and w.r.t transfer of resources it will help to maintain the liquidity levels of AMFL.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	a. Details of the source of funds in connection with the proposed transaction.	Not Applicable	Own share capital / Internal accruals and liquidity of the Company.	Not applicable.
	b. Where any financial	Not applicable.	Not applicable.	Not applicable.



	<p>indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> - Nature of indebtedness, - Cost of funds and - Tenure. <p>c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Inter-corporate loan to be availed from AFL aggregating to Rs. 25.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: 9% • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. <p>To meet working capital requirements of AMFL.</p>	<p>Inter-corporate loan to be Given to AFCPL aggregating to Rs. 200.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: 10.50% • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. <p>To meet working capital requirements of AFCPL.</p>	<p>Inter-corporate loan to be availed from ACPL aggregating to Rs. 2.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: 8.50% • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. <p>To meet working capital requirements of AMFL.</p>
4.	<p>Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.</p>	<p>AMFL is paying interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.</p>	<p>AMFL is charging interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.</p>	<p>AMFL is paying interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.</p>
5.	<p>Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.</p>	N.A.	N.A.	N.A.
6.	<p>Any other information that may be relevant.</p>	N.A.	N.A.	N.A.
7.	<p>Terms and Conditions of Similar Transactions been entered with the unrelated parties.</p>	<p>There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.</p>	<p>There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.</p>	<p>There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.</p>



S. No.	Description	Details of proposed RPTs between the Company and Agarwal Coal Corporation Private Limited(ACCPL)	Details of proposed RPTs between the Company and Agarmin Coalwashery Private Limited (ACWPL)	Details of proposed RPTs between the Company and Agarwal Real City Private Limited (ARCPL)
1.	Summary of information provided by the Management to the Audit, Committee for approval of the proposed RPTs.			
	<p>a.Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).</p> <p>b.Type, material terms, monetary value and particulars of the proposed RPTs.</p> <p>c.Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Agarwal Coal Corporation Private Limited (ACCPL) are fellow companies of the group concern having common promoter/s.</p> <p>AMFL and ACCPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to ACCPL. The aggregate value of the transaction shall not exceeding Rs. 150.00 Crore (Rupees One Hundred and Fifty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.</p> <p>The estimated value of transactions by providing loan to ACCPL represents 1639.34% of Company's Annual turnover as per audited financials as on 31.03.2023 on the basis of the proposed transaction of Rs. 150.00 Crores.</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Agarmin Coalwashery Private Limited (ACWPL) are fellow companies of the group concern having common promoter/s.</p> <p>AMFL and ACWPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to ACWPL. The aggregate value of the transaction shall not exceeding Rs. 200.00 Crore (Rupees Two Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.</p> <p>The estimated value of transactions by providing loan to ACWPL represents 2185.79% of Company's Annual turnover as per audited financials as on 31.03.2023 on the basis of the proposed transaction of Rs. 200:00 Crores.</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Agarwal Real City Private Limited (ARCPL) are fellow companies of the group concern having common promoter/s.</p> <p>AMFL and ARCPL is having a continuous transaction w.r.t. Transfer of Resources by way of providing Loan to ARCPL. The aggregate value of the transaction shall not exceeding Rs. 100.00 Crore (Rupees One Hundred Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.</p> <p>The estimated value of transactions by providing loan to ARCPL represents 1092.90% of Company's Annual turnover as per audited financials as on 31.03.2023 on the basis of the proposed transaction of Rs. 100.00 Crores.</p>
2.	Justification for the proposed RPTs.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ACCPL to carry out it	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ACWPL to carry out	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction



		business operations more smoothly.	its business operations more smoothly.	will help ARCPL to carry out its business operations more smoothly.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	<p>a. Details of the source of funds in connection with the proposed transaction.</p> <p>b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.</p> <p>c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.</p> <p>d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>Own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ACCPL aggregating to Rs.150.00 Crores. • Interest rate: 10.50% • Repayment Schedule/Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category</p> <p>To meet working capital requirements of ACCPL.</p>	<p>Own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ACWPL aggregating to Rs.200.00 Crores. • Interest rate: 10.50% • Repayment Schedule/Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category</p> <p>To meet working capital requirements of ACWPL.</p>	<p>Own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ARCPL aggregating to Rs.100.00 Crores. • Interest rate: 9% • Repayment Schedule / Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category</p> <p>To meet working capital requirements of ARCPL.</p>
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	AMFL is charging interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.	AMFL is charging interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.	AMFL is charging interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of	N.A.	N.A.	N.A.



	their relationship.			
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.
7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.	There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.	There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.

S. No.	Description	Details of proposed RPTs between the Company and Agarmin Coalwashery Private Limited (ACWPL)	Details of proposed RPTs between the Company and Surya Exim Limited (SEL)	Details of proposed RPTs between the Company and Agarwal Realinfra LLP (ARL)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs			
	<p>a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).</p> <p>b.Type, material terms, monetary value and particulars of the proposed RPTs.</p> <p>c.Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Agarmin Coalwashery Private Limited (ACWPL) are fellow companies of the group concern having common promoter/s.</p> <p>It is proposed to avail Loan from ACWPL not exceeding Rs. 50.00 Crore (Rupees Fifty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.</p> <p>The estimated value of transactions by availing loan from ACWPL represents 546.45% of Company's Annual turnover as per audited financials as on 31.03.2023</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Surya Exim Limited (SEL) are fellow companies of the group concern having common promoter/s.</p> <p>It is proposed to avail Loan from SEL not exceeding Rs. 20.00 Crore (Rupees Twenty Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.</p> <p>The estimated value of transactions by availing loan from SEL represents 218.58% of Company's Annual turnover as per audited financials as on 31.03.2023</p>	<p>The Company Ad- Manum Finance Limited (AMFL), and Agarwal Realinfra LLP (ARL) are fellow entities of the group concern having common promoter/s.</p> <p>It is proposed to provide Loan to ARL not exceeding Rs. 365.00 Crore (Rupees Three Hundred and Sixty Five Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2024.</p> <p>The estimated value of transactions by providing loan to ARL represents 3989.07% of Company's Annual turnover as per audited financials as on 31.03.2023</p>
2.	Justification for the proposed RPTs.	The entered/proposed to enter related party transactions will help the AMFL for smooth functioning of the regular	The entered/proposed to enter related party transactions will help the AMFL for smooth functioning of the regular	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction



		and day-to-day business transactions and w.r.t transfer of resources it will help to maintain the liquidity levels of AMFL.	and day-to-day business transactions and w.r.t transfer of resources it will help to maintain the liquidity levels of AMFL.	will help ARL to carry out its business operations more smoothly.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given/obtained by the Company or its subsidiary.			
	a. Details of the source of funds in connection with the proposed transaction.	Not applicable/ since its related to obtaining/receipt transaction.	Not applicable since its related to obtaining/receipt transaction.	To be provided from own share capital / Internal accruals and liquidity of the Company.
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.	Not applicable.	Not applicable.
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate loan to be availed from ACWPL aggregating to Rs. 50.00 Crores. • Interest rate: 8.50% • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category.	Inter-corporate loan to be availed from SEL aggregating to Rs. 20.00 Crores. • Interest rate: 8.50% • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category.	Inter-corporate loan to be Given to ARL aggregating to Rs. 365.00 Crores. • Interest rate: 10.50% • Repayment Schedule/ Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of AMFL.	To meet working capital requirements of AMFL.	To meet working capital requirements of ARL.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	AMFL is paying interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.	AMFL is paying interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.	AMFL is charging interest as per the provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.



5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	N.A.	N.A.	N.A.
6.	Any other information that may be relevant.	N.A.	N.A.	N.A.
7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.	There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.	There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.

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

Ms. Priyanka Jha, Mr. Sahive Alam Khan, and Mr. Aseem Trivedi, being the common Independent Directors of Available Finance Ltd. and the company may be considered as deemed to be interested otherwise to the extent of the sitting fee as may be received by them from attending the various meetings, which are not related with the transactions, if any as may be entered by the Company with Available Finance Ltd. except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

The Company is NBFC registered with the RBI therefore the transaction relating to give/take loans and advances and interest thereon is an ordinary course of business of the Company.

The Board recommends an Ordinary Resolution set out at **Item No. 5** of the Notice for approval by the Members.

Place: Indore
Date: August 1, 2023
Registered Office:

CIN: L52520MP1986PLC003405
Agarwal House, 5
Yeshwant Colony, Indore (MP)-452003



By order of the Board
For Ad-Manum Finance Limited

Neha Singh
Neha Singh
Company Secretary & Compliance Officer
FCS: 9881

AD-MANUM FINANCE LIMITED

www.admanumfinance.com

BOARD'S REPORT

To,
The Members of,
Ad-Manum Finance Limited
Indore (M.P.)

Your Directors have pleasure in presenting their **37th Annual Report** on the business and operations along with the Audited Financial Statement for the Financial Year ended March 31, 2023.

1. Financial Results

The Company's Financial Performance for the year ended March 31, 2023, is summarized below:

Particulars	(Amount in'000)	
	2022-23	2021-22
Revenue from Operation	91515.54	84510.27
Other Income	8024.59	4653.42
Total Income	99540.13	89163.69
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	79141.79	31665.98
Less: Depreciation/Amortisation/Impairment	1362.55	1644.06
Less: Finance Costs	11192.68	10144.18
Profit /loss before Exceptional items and Tax Expense	66586.56	19877.74
Add/(less): Exceptional items	0.00	0.00
Profit /loss before Tax Expense	66586.56	19877.74
Less: Current Tax	22000.00	4500.00
Add /Less: Deferred Tax	(5421.80)	(1181.49)
Add/Less: Adjustment in respect of Current Tax of Prior Years	(187.52)	(7749.42)
Profit /Loss for the Year (A)	50195.88	24308.65
Other Comprehensive Income/loss (B)	4272.01	-977.16
Total Comprehensive Income for the period (A+B)	54467.89	23331.49
Balance of Profit /Loss for earlier years (C)	132492.42	113045.50
Less: Transfer to NBFC Reserve (D)	10039.18	4861.73
Less: Dividend paid on Equity Shares (E)	0.00	0.00
Balance carried forward [(A+C) - (D+E)]	172649.12	132492.42
Earnings Per Share:		
Basic & Diluted	6.69	3.24



Regd. Office: Agarwal House, 5 Yeshwant Colony Indore 452003 MP

Phone: 0731-4714000 | Fax: 0731-4043193 | Email: cs@admanumfinance.com

CIN : L52520MP1986PLC003405



2. Performance of the Company and State of Affairs:

The Company is a non-deposit taking **category - B, NBFC Company**, registered with the Reserve Bank of India. During the financial year 2022-23, the revenue from operations amounted to Rs. 915.16 Lakhs as against Rs. 845.10 Lakhs in the Previous year registering an increase of 8.29%.

The growth trend was continued whereby your Company posted Net Profit after Tax of Rs. 501.96 Lakhs for F.Y. 2022-23 as against the Profit of Rs. 243.09 Lakhs during the previous financial year, registering an increase of 106.49%. As a NBFC, the Company is having its primary activities of lending and the performance in the financial year 2022-23 was found to be better than the previous year(s).

Reclassification from Promoter to Public

The company has received a request from Mr. Jayanta Nath Choudhary holding 500 equity shares (0.006%) and categorized under the Promoter Group for reclassification of his status from Promoter to Public. He is eligible to make the said request and meets the criteria as specified under Reg. 31A of the Listing Regulations. Since the holding of the outgoing promoter is less than 1% of the total paid up share capital, the Company is not required to pass an Ordinary Resolution as per proviso (a) of the Regulation 31A (3)(a)(iii) of SEBI (LODR) Regulations, 2015.

Your Company is in the process of submitting the necessary application to BSE Ltd. for reclassification of Promoter to Public.

3. Change in the nature of business:

During the year under review, there were no changes in the nature of the business activities.

4. Dividend:

In order to preserve the surplus money and to utilize such amount in the business activities, your Board of Directors does not recommend any dividend during the year under review. (Previous year: Nil)

5. Transfer of Amount to the NBFC Reserves or any other reserve:

The Company has transferred Rs.100.39 Lakhs to the NBFC Statutory Reserve as per requirement of the Directions of the RBI to the NBFC (P.Y. Rs. 48.62 Lakhs), except this the company has not transferred any amount to any reserve during the year under review. (P.Y. Nil)

6. Capital Structure:

The Paid-up Equity Share Capital as on 31st March 2023 is Rs.750.00 Lakhs divided into 75,00,000 Equity Shares of Rs. 10/- each, carrying voting rights. During the year under review, the company has not issued any shares with differential voting rights nor granted stock options nor sweat equity Shares.



7. Listing of Shares of the Company:

The entire equity shares of the company continue to remain listed on BSE Ltd. (Scrip Code: 511359). The company has paid the Annual Listing Fees to BSE Ltd. and the Custodian fee to the CDSL and NSDL for the financial year 2022-23 on time. The shares of the Company are regularly traded at the BSE Ltd.

8. Transfer of Amount and Shares to Investor Education & Protection Funds (IEPF):

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") all unpaid or unclaimed dividend are required to be transferred by the company to the IEPF Authority established by the Government, after the completion of seven years. Further, according to the rules, the resulting shares on which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more also need to be transferred to the Demat account of the IEPF Authority. Accordingly, the company has transferred the unclaimed and unpaid dividends of Rs. 1,77,687/- and has also transferred resultant 37,154 equity shares of Rs. 10/- each to the IEPF Authority for the dividend declared by the company and remains unpaid/unclaimed for the year 2014-15. The details related to the dividend remaining unpaid-unclaimed in the Company have been given in the Corporate Governance Report attached to the Annual Report of the Company.

9. Web Address for Placing Annual Return:

Pursuant to Section 92(3) read with Section 134(3)(a) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, the Annual Return as on 31st March, 2023 can be accessed on the website of Company at following link: <http://www.admanumfinance.com/annualreports.php>

10. Directors' Responsibility Statement:

The Directors' Responsibility Statement referred to Section 134(3)(c) and 134(5) of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended 31st March 2023, 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 as at 31st March 2023 and of the **profit** 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;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws, and that such systems were adequate and operating effectively.

11. Board Meetings:

During FY 2022-23, **8 (Eight)** Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 along with their rules, Secretarial Standard and the SEBI (LODR) Regulations, 2015. The details of the Board meetings held during the year along with the attendance of the respective directors are set out in the Corporate Governance Report forming part of this annual report.

12. Committees of the Board :

The Board of Directors of the Company has duly constituted the following committees as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015:

- a) **Audit Committee** as per section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.
- b) **Stakeholder Relationship Committee** as per section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.
- c) **Nomination and Remuneration Committee** as per section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

During the year under review, the Company was not required to constitute or have the Social Responsibility Committee of the Board pursuant to the provisions of section 135(1) read with section 135(9) of the Companies Act, 2013 however, after closure of the Financial Year, the company has also constituted Corporate Social Responsibility Committee as per section 135 of the Companies Act, 2013 w.e.f. 10th May, 2023.

A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this report.

13. Particulars of Loans, Guarantees, Security or Investments u/s 186 of the Companies Act, 2013:

Since, the company is registered as a NBFC with RBI, therefore, the provisions of section 186 of the Companies Act, 2013 and the disclosures relating thereto are not applicable on the company. However, the Company has made certain investments and provided loans to certain corporates during its ordinary course of business. Details of which can be reviewed in the Financial Statements of the company.



14. Particulars of Contracts or Arrangements with Related Parties referred to under Section 188(1) of the Companies Act, 2013:

The company has entered into related party transactions as specified under section 188(1) of the Companies Act, 2013 during the financial year which were in the ordinary course of business and on an arm's length basis and were not material. Hence, the disclosure in the Form AOC-2 is not required to be annexed with the Board Report.

However, in respect to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015, the company has transactions for transfer of resources, which were categorized as material related party transactions in the ordinary course of business and on an arm's length basis for which the company has already taken approval of its members in the 36th Annual General Meeting held on 20th September, 2022.

Pursuant to SEBI Circular No: SEBI/HO/CFD/CMD1/CIR/P/2022/47 date 8th April, 2022, Your Board of Director is again proposing to pass the Ordinary Resolution under Reg. 23 of the SEBI (LODR) Regulations, 2015 for continuing the transactions for transfer of resources to Related Parties in the Ordinary Course of Business.

15. AUDITORS AND THEIR REPORTS:

a) Statutory Auditors and Statutory Audit Report:

Pursuant to the provisions of section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Mahendra Badjatya & Co., Chartered Accountants, (F.R.No.001457C) were appointed as the Auditors of the Company to hold the office from the conclusion of 36th Annual General Meeting held on 20th September, 2022 for a period of 5 years till the conclusion of 41st Annual General Meeting to be held in the year 2027.

The Report made by the Statutory Auditors of the Company on the Financial Statements of the Company for the financial year ended 31st March 2023, read with the Explanatory Notes therein, are self-explanatory and, therefore, do not call for any further explanation or comments from the Board under section 134(3)(f) of the Companies Act, 2013. The Auditor's Report does not contain any qualification, reservation, disclaimer or adverse remarks.

b) Secretarial Auditor and Secretarial Audit Report:

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your company had appointed M/s D.K. Jain & Co., Practicing Company Secretaries, Indore (FRN-I1995MP067500) to undertake the Secretarial Audit of the company for the FY 2022-23. The Secretarial Audit Report for the F.Y. ended March 31, 2023, is annexed as **Annexure E**. There are certain observations in the Secretarial Audit Report which needs comments by the Board of Directors of the company, which are as follows:



Secretarial Auditor Comment/Observation	Board of Directors comments
The company has not obtained Special Contingency Insurance Policy as required under Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/ 70 dated 25th May, 2022	The risk category is not defined by the Insurance Service Providers. Once the product category is listed, we will take aforesaid policy.

c) Internal Auditors & Internal Audit Report:

The Board had appointed **M/s. VSK & Company** (Firm Registration Number: 000837C, Practicing Chartered Accountants as Internal Auditor of the Company for the Financial Year 2022-23.

The internal auditor reports their findings 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 loans 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.

d) Cost Audit and Records:

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly not required to conduct Cost Audit.

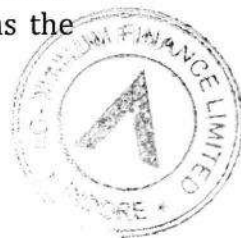
16. The Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Your company, being a Non-Banking Finance Company has no activities involving conservation of energy. However, your company has taken adequate measures for conservation, wherever required. Also, being an NBFC, the company has no activities involving adoption of any specific technology. However, your company has been in the forefront in implementing the latest information technology and tools towards enhancing business efficiency.

There were no foreign exchange earnings and outgoing during the Financial Year under review (Previous year Nil).

17. Details of Subsidiaries, Associate Companies and Joint Ventures:

The company does not have any subsidiary, associate company, or joint venture within the provisions of the Companies Act, 2013 either at the beginning or at the end of the financial year. However, the Company is an associate of foreign company namely Agarwal Coal Corporation(s) Pte. Ltd. (Singapore) which holds 36.93% shares as the promoter Group of the Company.



18. Statement indicating Development and Implementation of a Risk Management Policy for the Company including Identification therein of Elements of Risk:

The Company is primarily engaged in the business of Investment and Lending Activities and is associated with the normal business risk of the market. Any change in the taxation and Industrial policy by the Government may adversely affect the profitability of the Company. The Company has adequate internal control to monitor the financial transactions and the books of accounts are being audited by the independent auditor of the Company.

19. Directors and Key Managerial Personnel :

a) Changes in Directors and KMP during the Financial Year:

During the year, following changes took place in the Composition of Board of Directors and KMPs of the Company: -

- i. Cessation of Mohd. Raees Sheikh as Company Secretary, Compliance Officer and KMP due to resignation w.e.f. August 5, 2022.
- ii. Appointment of Ms. Neha Singh as Company Secretary, Compliance Officer and KMP w.e.f. August 6, 2022.
- iii. Re-appointment of Mr. Dharmendra Agrawal as Whole-time Director and CEO designated as KMP in the AGM held on September 29, 2022 for a period of 5 (Five) Years commencing from July 1, 2022 to June 30, 2027 and his office shall be liable to retire by rotation;

None of the directors have resigned during the year under review.

b) Changes in Directors and KMP after the closure of the Financial Year but before the approval of this Report:

Appointment of Mr. Dhawal Bagmar (DIN: 10217380) as an additional Director (in the category of Independent Director) of the Company w.e.f. August 1, 2023 whose appointment is needs to be confirmed in the ensuing Annual General Meeting of the Company. Particulars and brief profile of Mr. Dhawal Bagmar is provided in the Notice of Annual General Meeting.

c) Independent Directors:

Pursuant to the provision of the Companies Act, 2013, company is having 3 (Three) Independent Director as at 31st March, 2023 including 1 (One) Woman Director which are as follows:

- 1) Mr. Aseem Trivedi (DIN: 01244851)
- 2) Ms. Priyanka Jha (Women Independent Director) (DIN: 07347415)
- 3) Mr. Sahive Alam Khan (DIN; 09179685)

d) Statement on Declaration by Independent Directors under section 149(6) of the Companies Act, 2013:

The Company has received necessary declaration from all the Independent Directors as required under section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of Independence as per the Companies Act, 2013 and Regulation 16(1)(b) of



SEBI (LODR) Regulation, 2015. In the Opinion of the Board, all the independent directors fulfill the criteria of independence with regard to integrity, expertise and experience (including the proficiency) as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as amended from time to time. All the Independent Directors are also registered with the databank maintained by the IICA as per the requirement of the Companies Act, 2013.

e) Opinion of the Board with regard to integrity, expertise and experience including the proficiency of the Independent Directors appointed during the year:

During the period under review, the company has not appointed any new Independent Director, however the independent directors are persons of integrity, expertise, and proficiency to serve the Company as independent directors strengthening the overall composition of the Board.

f) Directors seeking confirmation/re-appointment in the ensuing General Meeting:

- i. Mr. Dhawal Bagmar (DIN: 10217380) who was appointed as Additional Director (in the category of Independent Director) of the Company w.e.f. August 1, 2023, seeks confirmation to be appointed as Independent Director of the Company for a First term of 5 (Five) consecutive years w.e.f. August 1, 2023 and shall not be liable to retire by rotation.
- ii. Ms. Priyanka Jha (DIN: 07347415) who was appointed as the Independent Director for a First term of 5 (Five) Consecutive Years w.e.f. March 30, 2019 and the her first term will be expired on March 29, 2024. On the recommendation of the Nomination and Remuneration Committee, the Board is proposing to re-appoint her for Second term of 5 (Five) Consecutive Years w.e.f. March 30, 2024 to March 29, 2029 and she shall not be liable to retire by rotation by passing a **Special Resolution** in the ensuing General Meeting.
- iii. Mr. Sanjeev Sharma (DIN: 07839822), who is liable to retire by rotation in the ensuing General Meeting, seeks re-appointment as Whole-time Director of the Company.

Brief profile of the directors proposed to be re-appointed at the ensuing annual general meeting has been provided in the notice of the Annual General Meeting.

20. 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.

21. Material Changes and Commitments, if any, affecting the Financial Position of the Company which have Occurred between the End of the Financial Year of the Company to which the Financial Statements Relate and the Date of the Report:



There have been no material changes and commitments, affecting the financial position of the Company which had occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

22. Adequacy of Internal financial controls with Reference to the Financial Statements:

Your Company has in place adequate internal control system (including internal financial control system) commensurate with the size of its operations. 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.

23. The Details Relating to Deposits Covered under Chapter V of the Act, 2013:

The Company is a non-deposit taking Category - B, NBFC Company registered with the Reserve Bank of India. Therefore, provisions of section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 is not applicable to the company. Further the Company has not accepted any deposit in contravention of the provisions of the Companies Act, 2013 as well as RBI directions.

24. Non-Performing Assets and Provisions:

The company has ascertained Non-Performing Assets under Non-Banking Financial (Non- Deposit accepting or holding) Companies Prudential norms (Reserve Bank) Directions, 2007, as amended from time to time, and made adequate provisions there against. The company did not recognize interest income on such Non-Performing Assets. The Company has not written off any unrecoverable amount as bad debts during the year (Previous year: Rs. 385.30 Lakhs).

25. Disclosure as per terms of Paragraph 13 of "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015:

The desired disclosure is enclosed herewith as per the attached Financial Statements.

26. Compliance of RBI Guidelines:

The company continues to comply with all the requirements prescribed by the RBI for the NBFC Companies from time to time.

27. Compliance with Secretarial Standards:

Your Company is in compliance with the Secretarial Standards specified by the Institute of Company Secretaries of India.

28. Corporate Governance and Management Discussion and Analysis:

Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, the corporate governance report, management discussion and analysis report, certificate from Practicing Company Secretary regarding non disqualification, debarred for being appointment or continue to be appointed and the



auditor's certificate regarding compliance of conditions of corporate governance is enclosed herewith as per *Annexure - A*.

29. Disclosure of Codes, Standards, Policies and compliances there under:

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.

The Company has also adhered to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. No cash transactions of the value of more than Rs.10,00,000/- or any suspicious transactions whether or not made in cash noticed by the company in terms of the said policy.

b) Fair Practice Code:

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

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

The company has adopted a code of conduct as required under Regulation 17 of SEBI (LODR) Regulations 2015, for its members of the Board of Directors 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. The certificate of Management is attached with the Report in the Corporate Governance section.

d) Code for Prohibition of Insider Trading Practices:

The 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, 2015, as amended and has duly complied with the provisions of the said code.

e) Whistle blower policy & Vigil Mechanism:

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 Regulation 22 of SEBI (LODR) Regulations, 2015, the company had 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 <http://www.admanumfinance.com/Whisle%20Blower%20Policy.pdf> and attached the same as **Annexure B** to this report.

f) Prevention, Prohibition and Redressal of Sexual Harassment of women at workplace:

The company has in place a policy on prevention, prohibition and redresses of sexual harassment of women at workplace under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The primary objective of the said policy is to protect the women employees from sexual harassment at the place of work and provides for punishment in case of false and malicious representations. The Company has also in place an Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 for dealing with complaints relating to sexual harassment at workplace. For the status of compliant, please refer the following table:

No. of Complaints pending as on 01/04/2022	No. of Complaints received during 2022-23	No. of Complaints resolved during 2022-23	No. of Complaints pending as on 31/03/2023
0	0	0	0

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 Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at <http://www.admanumfinance.com/Nominatin%20&%20Remuneration%20Policy.pdf> . The details of the same are also covered in the Corporate Governance Report forming part of this Annual Report.

h) Related Party Transactions Policy:

Transactions entered with related parties as defined under section 188(1) of the Companies Act, 2013 during the financial year were in the ordinary course of business and are not material.

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 the Company website. (<http://www.admanumfinance.com/Related%20Party%20Transaction%20Policy.pdf>).

i) Policy of company for the appointment of Directors and their remuneration:

Policy of company for the appointment of Directors and their remuneration is hosted on the website (www.admanumfinance.com) of the company as per the requirement of the section 178 of the Company Act, 2013.

30. The Details about the Policy Developed and Implemented by the Company on CSR (Corporate Social Responsibility) Initiatives taken during the Year:

Since the Company did not fall under the threshold limits as per section 135(1) of the Companies Act, 2013, during the year 2022-23, the provisions of section 135 of the Companies Act 2013 read with rule 8 of companies (Corporate Social Responsibility Policy Rules), 2014 were not applicable on the company.

However, as per the financial results for the year ending 31.03.2023, the Company has earned Net Profit of Rs.501.95 Lakhs and therefore pursuant to provisions of Section 135 of the Companies Act, 2013, it is liable for obligations towards CSR activities and spend the prescribed percentage towards CSR activities in the financial year 2023-24 . The Board of Directors of the Company in their meeting held on May 10, 2023 has constituted the Corporate Social Responsibility Committee and has formulated the Corporate Social Responsibility Policy of the Company which can be accessed on the website of the company at <http://www.admanumfinance.com/policy.php>.

31. Statement indicating the Manner in which Formal Annual Evaluation has been made by the Board of its Performance and that of its Committees and Individual Directors:

The Performance evaluation was conducted for evaluation of the Board, Chairman of the Board and Committees, Executive Directors and Independent Directors of the Company for the financial year 2022-23 as per provisions of the Companies Act, 2013 and requirements of SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Board, its committees, and Directors including Independent Directors which inter-alia includes attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance which code of conduct, vision, and strategy. The Board, on the recommendation of the Nomination and Remuneration Committee carried out an annual performance evaluation of the Board, Committees, and Individual Directors.

The report on performance evaluation of the Individuals Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

Pursuant to the provisions of the Companies Act, 2013 read along with their rules and Regulation 25(4) of SEBI (LODR) Regulations 2015, 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.

32. Particulars of Employees:

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of u/s 197(12) 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 -C**.

The Company is having only **6 (Six)** employees on 31st March, 2023 and the particulars thereof in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed with the report as **Annexure- D**. There are no employees in the company, who were in the receipt of remuneration in the F.Y. 2022-23 which in aggregate is in excess of that drawn by the whole-time director. Therefore, the disclosure under rule 5 of Companies (Appointment and remuneration of Managerial Personnel) Rule, 2014 is not required.

Further, there is no employee drawing remuneration of Rs. 8.50 Lakhs per month or Rs. 102.00 Lakhs per year, therefore, the disclosure of 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.

33. Details in Respect of Fraud Reported by Auditor's under Section 143(12) of the Companies Act, 2013 other than those which are Reportable to the Central Government:

During the year under review, Statutory Auditors have not reported, any instances of fraud committed against your Company by its officers and employees to the Board, details of which would need to be mentioned in the Board's Report under section 143(12) of the Companies Act, 2013.

34. Provision of voting by electronic means:

Your Company is providing E-voting facility under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The ensuing AGM will be conducted through Video Conferencing/OVAM, and no physical meeting will be held, and your company has made necessary arrangements with CDSL to provide facility for remote e-voting and e-voting at AGM. The details regarding e-voting facility are provided with the notice of the Meeting.



35. Details of Application or Proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year along with their Status as at end of Financial Year:

A. Details of application filed against the Company during the financial year under review:

The Board confirm that neither any application is filed nor proceeding is pending against the company under section 7, 9 or 10 of the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

B. Details of application filed by the Company against the Corporate Debtors during the financial year under review:

Further, the Company had filed an application u/s 7 of IBC, 2016 against its Corporate Debtor, details of which are as follows:

S. No.	Name of the Corporate Debtor	Authority	Status of Application as on 31.03.2023	Status of Corporate Insolvency Resolution Process, if any, Initiated
1.	Trimula Industries Limited (CIN: U65991UP1996PLC020498)	NCLT, Allahabad, bench	pending*	Not Initiated

*Note: The aforesaid application filed by the Company u/s 7 of IBC, 2016 has been disposed off as withdrawn, vide order of Hon'ble NCLT, Allahabad Bench, dated April 6, 2023.

36. General Disclosure:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these matters or were not applicable to the Company during the year under review:

- The Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme;
- Your Company has neither announced any Corporate Action (buy back of securities, payment of dividend declared, mergers and de-mergers, split and issue of any securities) nor failed to implement or complete the Corporate Action within prescribed timelines.
- There were no voting rights exercised by any employee of the Company pursuant to section 67(3) read with the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.



- d. There was no instance of one-time settlement with any Bank or Financial Institution.
- e. There is no requirement to conduct the valuation by the bank and no valuation done at the time of one-time Settlement during the period under review;
- f. There were no revisions in the Financial Statement and Board's Report.
- g. The company has not given any commission to WTD during the period under review.

37. Acknowledgements:

Your directors express their deep sense of gratitude to the banks, stakeholders, business associates, Central and State Governments for their co-operation and support and look forward to their continued support in future.

By Order of the Board

Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405
Registered Office:
"Agarwal House",
5, Yeshwant Colony,
Indore (M.P.) 452003


Sanjeev Sharma
Whole-time Director
DIN: 07839822


Dharmendra Agrawal
Whole-time Director & CEO
DIN: 08390936

Dated: August 1, 2023
Place: Indore



ANNEXURE-A

CORPORATE GOVERNANCE REPORT

(Annexed with the Board's Report for the year ended 31/03/2023)

In accordance with Regulation 34 read along with Schedule V of SEBI (LODR) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 alongwith rules made thereunder and some of the best practices followed on Corporate Governance, the report containing the details of corporate governance systems and processes at Ad-Manum Finance Limited (**Ad-Manum**) is as under:

1. Company's Philosophy on Corporate Governance:

Ad-Manum is Committed to the adoption of best governance practices. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met accordingly. Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, responsibility, transparency and fairness in all transactions in the widest sense. 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. Your Company is compliant to the Corporate Governance requirements set out by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Board of Directors

(a) Composition & Category of Directors:

The composition of the Board is in accordance with Regulation 17 of the SEBI (LODR) Regulations, 2015, as amended thereof from time to time, read with Section 149 of the Companies Act, 2013. The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The brief profile of the Company's Board of Directors is as under:

Name of Directors	CA Aseem Trivedi (DIN:01244851)	CS Sahive Alam Khan (DIN:09179685)	Mr.Dharmendra Agrawal (DIN:08390936)	Ms. Priyanka Jha (DIN:07347415)	Mr. Sanjeev Sharma (DIN:07839822)	Mr. Dhawal Bagmar (DIN:10217380)
Category	Non-Executive Independent Director	Non-Executive Independent Director	Whole-time Director and CEO	Non-Executive Women Independent Director	Whole-time Director	Additional (Non-Executive Independent) Director
Date of Birth	15/07/1971	19/05/1988	09/12/1970	18/10/1991	27/07/1981	07/05/1996
Date of Appointment in the current term	01/04/2019	01/06/2021	01/07/2022	30/03/2019	13/03/2020	01/08/2023
Expertise / Experience in specific functional areas	Accounts & Finance	Company Law and LODR	Information Technology & Accounts	Accounts & Marketing	Legal	Accounts & Finance



Qualification	Chartered Accountant	Practising Company Secretary	Graduate in Science (Math.)	BSC & MBA	BA LLB	Chartered Accountant
No. & % of Equity Shares held	0	0	0	0	0	0
List of outside Company's directors held including name of Listed Company	1) Aseem Trivedi Consulting Pvt. Ltd. 2) Available Finance Limited (Listed Co.) under the category of Independent Director	1) Available Finance Limited (Listed Co.) under the category of Independent Director 2) Prabhat Fuels Private Limited (Additional Director)	-	Available Finance Limited (Listed Co.) under the category of Independent Director	1. Archana Coal Pvt. Ltd. 2. Stewardship Advisory Pvt. Ltd.	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Member of:- 1) Audit Committee 2) Stakeholders Relationship Committee 3) Nomination & Remuneration Committee 4) Corporate Social Responsibility Committee	Member of:- 1) Audit Committee 2) Stakeholders Relationship Committee 3) Nomination & Remuneration Committee	Chairman of: 1) Corporate Social Responsibility Committee	Chairperson of:- 1) Audit Committee 2) Stakeholders Relationship Committee 3) Nomination & Remuneration Committee Member of: 1) Corporate Social Responsibility Committee	-	Nil
Chairman / Member of the Committees of the Board, of other Companies in which he/she is director	-	Member of the following committees in Available Finance Limited: 1) Audit Committee 2) Stakeholders	-	Chairperson of the following committees in Available Finance Ltd:- 1) Audit Committee 2) Stakeholders Relationship	-	Nil



		Relations hip Committe e 3) Nominatio n & Remunera tion Committe e		p Committee 3) Nominatio n & Remunerat ion Committee		
Relation of Directors Interest	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

- i. The company has constituted the Corporate Social Responsibility Committee on 10th May, 2023.
- ii. Mr. Dhawal Bagmar was appointed as Additional Director (Independent Category) of the Company w.e.f. August 1, 2023.

(b) Attendance Record of Directors:

Name of Directors	No. of Board Meetings entitled to attend	No. of Board Meetings Attended	Last whether attended	AGM
Mr. Dharmendra Agrawal	8	8	Yes	
CA Aseem Trivedi	8	7	Yes	
Ms. Priyanka Jha	8	6	Yes	
Mr. Sanjeev Sharma	8	8	No	
Mr. Sahive Alam Khan	8	6	Yes	

During the financial year 2022-2023 the Board of Directors meeting was held 8 (Eight) times viz. 21.04.2022, 16.05.2022, 30.06.2022, 05.08.2022, 05.11.2022, 10.01.2023, 02.02.2023 and 31.03.2023.

(c) Induction and Familiarization Programme for Independent Directors:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments the same are posted on the website of the company <http://www.admanumfinance.com/others.pdf>. Details of Familiarisation Programmes imparted to Independent Director can be accessed from the website of the company and the weblink for the same is: (http://www.admanumfinance.com/Familiarization_programme_detail.pdf).

(d) Separate Meeting of Independent Director:

As stipulated by the code of Independent Director under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Director of the company held on **February 2, 2023**. As per Regulation 25(4) of SEBI (LODR) Regulations, 2015, the Independent Directors in the above-said meeting has reviewed the performance of Non-Independent Director (including the Chairman) and the Board as whole. The Independent Director also reviewed the quality, content and timeliness 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.

(e) Code of Conduct:

The Board has adopted the code of conduct for all its Directors and Senior Management which has been displayed on the Company's website. All Board members and senior management personnel have affirmed compliance with the code on annual basis. A declaration to this effect by CEO and Whole time Director of the Company forms part of this Annual Report.

(f) Prevention of Insider Trading Code:

Already discussed in the Board Report. Members are requested to please refer Board Report



(g) List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board.

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's businesses, policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- Financial, Auditing, Taxation and Management skills,
- Technical / Professional skills and specialized knowledge in relation to Company's business.

(h) Matrix Setting out Skills / Expertise / Competencies:.

Skills / Expertise / Competencies	Shri Dharmendra Agarwal, Whole-time Director and CEO	Shri Sanjeev Sharma, Whole-time Director	Ms. Priyanka Jha, Independent Director	CA Aseem Trivedi, Independent Director	CS Sahive Alam Khan, Independent Director	Mr. Dhawal Bagmar, Additional Director (independent category)
Knowledge on Company's businesses	Yes	Yes	Yes	Yes	Yes	Yes
Behavioural skills	Yes	Yes	Yes	Yes	Yes	Yes
Financial, Auditing, Taxation and Management skills.	Yes	N.A.	Yes	Yes	Yes	Yes
Technical / Professional skills and specialized knowledge	Yes	Yes	Yes	Yes	Yes	Yes

(i) Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:

All Independent Directors have given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm their independency. Further, all the Independent Director are registered under the digital database maintained by the IICA.

(j) Detailed Reason for resignation of Independent Director who resigns before the expiry of his tenure alongwith the confirmation by such director that there are no other material reason other than those provided:

There was no instance of resignation of Independent Director(s) during the period under review.

(k) Other Disclosures:

A. Subsidiary Companies: As stated in the Board Report, there is no material subsidiary of the Company.

B. Related Party Transactions: Separately disclosed in the Board Report and Financial Statement, Members are requested to please refer Board Report.

C. Providing voting by Electronic Means

Your Company is providing E-voting facility under Regulation 44 of SEBI (LODR) Regulation, 2015 and Companies Act, 2013. The details regarding e-voting facility is being given with the notice of the Meeting.

D. Strictures and Penalties



No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

E. Compliance with Indian Accounting Standards

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

F. Vigil Mechanism/Whistle Blower Policy: Separately disclosed in the Board Report. Members are requested to please refer Board Report.

G. Proceeds from public issues, rights issue, preferential issues, etc.

The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.

H. Disclosures with respect to demat suspense account/ Unclaimed Suspense Account

There are no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.

I. CEO/CFO Certification

The CEO and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulation, 2015. The said certificate is annexed and forms part of the Annual Report.

J. Secretarial Compliance Report

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the SEBI (LODR) Regulation, 2015, directed listed entities to obtain Annual Secretarial Compliance Report from a Practicing Company Secretary for compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit is required to be submitted to Stock Exchanges within 60 days of the end of the financial year. The Company has obtained the services of CS (Dr.) D.K. Jain (M. No. 3565 & CP No. 2382), Practicing Company Secretary for providing required Compliance Report for the year ended 31st March, 2023 and filed with the BSE Ltd. as required.

K. Certificate from Practicing Company Secretary for Non Dis-qualification of Directors:

As required under Part C of Schedule V of the SEBI (LODR) Regulation, 2015, the Company has obtained a certificate from CS (Dr.) D.K. Jain (FCS 3565 CP No.2382), proprietor of M/s. D.K. Jain & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is attached as Annexure to the Corporate Governance Report.

L. Where the Board had not accepted any recommendation of any Committee of the Board which is Mandatorily required, in the relevant financial year

There are no such instances where, the Board had not accepted any recommendation of any committee of the Board.

M. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) act, 2013:

The Company has in place an effective mechanism and an Internal Complaints Committee (ICC) for dealing with complaints relating to sexual harassment at workplace. A detailed note is provided in the Board report, members are requested to refer the Board report for further information.

N. Disclosure of non-compliance by the Company

There has been no instance of non-compliance on any matter related to the capital markets, during the last two years.

O. Unclaimed Dividend and transfer of shares to the IEPF Authority

In accordance with the provision of Companies Act, 2013 the Company has transferred 37,154 equity shares of Rs. 10/- each and unpaid and unclaimed dividend of Rs. 177,687.00 to the IEPF Authority as per the requirement of the IEPF rules on account of the dividend declared by the company in the year 2014-15.



The Company has uploaded on its website the details of unpaid or unclaimed amounts lying with the Company as on date of last Annual General Meeting (20/09/2022) and details of shares transferred to IEPF during financial year 2022-23. The aforesaid details are put on the Company's website and can be accessed on the website of the IEPF Authority (www.iepf.gov.in). The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

P. Total fees for all services paid by the company and its subsidiary on a consolidated basis, to the statutory auditors and all entities in the network of which the statutory auditor is a part.

The company does not have any subsidiary company, however it has paid to its auditors an amount of Rs. 2.97 Lakhs against the statutory audit fee and certification services fee.

Q. Loans and Advances in nature of Loans to firms/companies in which directors are interested:

The Company has given Loan to the following Group Concerns, However it must be noted that none of the directors of the Company are interested in the below entities:

Name	Nature of Interest	Loan given during F.Y.2022-23	% of interest Rate
Agarwal Real City Private Limited	Group Concern	25,34,00,000	9%
Agarwal Coal Corporation Private Limited	Group Concern	7,20,50,000.00	15%
Agarwal Fuel Corporation Private Limited	Group Concern	43,65,00,000.00	15%
Agarmin Coalwashery Private Limited	Group Concern	28,05,50,000.00	15%

R. Details of Material Subsidiaries of the Company: The Company does not have any subsidiaries/ Material Subsidiaries.

S. Agreements as prescribed under Clause 5A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015: The company has not entered into any type of agreements as prescribed under Clause 5A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

T. Compliance with certain regulations of SEBI(LODR) Regulations, 2015: The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

Compliance Under Non-Mandatory/Discretionary Requirements Under the Listing Regulations:

The Company complied with all mandatory requirements and has adopted non-mandatory requirement as per details given below:

A. Shareholder's Rights:

The quarterly and half yearly results are published in the newspaper, displayed on the website of the Company and are sent to the Stock Exchanges where the shares of the Company are listed. The half-yearly results are not separately circulated to the shareholders.

B. Audit Qualification:

The auditors have not qualified the financial statement of the Company. The Company continues to adopt best practices in order to ensure unqualified financial statements.

C. Reporting of Internal Auditor:

The Internal Auditors of the Company report to the Audit Committee.



3. Audit Committee

A) Terms of Reference of Audit Committee

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in the Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Provisions of the Companies Act, 2013 read with the rules made thereunder, major of which are as follows:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditor's 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. modified opinion(s) 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 utilisation 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 listed entity with related parties;
9. scrutiny of inter-corporate loans and investment;
10. valuation of undertakings or assets of the listed entity, 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 or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
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 non-payment of declared dividends) and creditors;



18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
20. carrying out any other function as in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee reviews the following information:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
- 3) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses; and
- 5) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- 6) Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1): Not Applicable
 - annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7): Not Applicable

(B) Composition, Meetings and Attendance:

The terms of reference of the audit committee are extensive and include all that is mandated in regulations 18 of SEBI (LODR) Regulations, 2015 with the Stock Exchange and Provisions of the Companies Act, 2013 along with their rules. The Company has complied with the requirements of regulation 18 of SEBI (LODR) Regulations, 2015 as regards composition of the Audit Committee.

During the year, the Committee has met **6 (Six) times (21.04.2022, 16.05.2022, 30.06.2022, 05.08.2022, 05.11.2022 and 02.02.2023)**. The details composition and attendance of the members of the Audit Committee in the meetings are as follows:

Name	Position in the Committee	Designation in the Board	Meetings entitled to attend	Meetings Attended
Ms. Priyanka Jha	Chairperson	Independent & Women Director	6	6
CA Aseem Trivedi	Member	Independent Director	6	6
CS Sahive Alam Khan	Member	Independent Director	6	6

Ms. Neha Singh, Company Secretary acts as the Secretary to the committee.

4. Nomination and Remuneration Committee

(A) Terms of Reference of the Nomination & Remuneration Committee:

The Committee is empowered to -

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;



2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
4. To devise policy on Board Diversity;
5. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
6. To extend or continue the term of appointment of independent director, on the basis of performance evaluation of independent directors.
7. To formulate policy ensuring the following:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 - d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.
8. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;
9. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole Time Directors and Key Managerial Personnel of the Company from time to time;
10. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;
11. Any other matter as may be assigned by the Board of Directors.

B) Composition, Meetings and Attendance:

In compliance with the provisions of Section 178 of the Companies Act, 2013 alongwith their rules and the Regulations 19 of SEBI (LODR) Regulations 2015. The Nomination and Remuneration Committee met **4 (Four)** times in the financial year 2022-2023 (i.e., **on 21.04.2022, 30.06.2022, 05.08.2022 and 31.03.2023**).

Name	Position in the	Designation in the Board	Meetings entitled to	Meeting Attended
Ms. Privanka Iha	Chairperson	Independent & Women Director	4	4
CA Aseem Trivedi	Member	Independent-Member	4	4
CS Sahive Alam Khan	Member	Independent -Member	4	4

All the members of the remuneration committee are non-executive and independent directors. 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.



(c) Performance Evaluation for Independent Directors:

Pursuant to the Provisions of the Companies Act, 2013 along with their rules and as stipulated under Regulation 25 of SEBI (LODR) Regulations, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

5. Stakeholder Relationship Committee

(A) Terms of Reference of the Stakeholder Relationship Committee:

The terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements are:

1. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(B) Composition, Meetings and Attendance:

During the year, the Committee has met 5 times (**21.04.2022, 16.05.2022, 05.08.2022, 23.08.2022 and 11.02.2023**). The details of composition and attendance of the members of the Stakeholder Relationship Committee in the meetings are as follows:

Name	Position in the Committee	Designation in the Board	Meetings entitled	Meetings Attended
Ms. Priyanka Jha	Chairperson	Independent & Women	5	5
CA Aseem Trivedi	Member	Independent-Member	5	5
CS Sahive Alam Khan	Member	Independent -Member	5	5

During the year 2022-23, only one complaint was received which was duly resolved. There was no complain at the beginning or close of the financial year.

6. SENIOR MANAGEMENT:

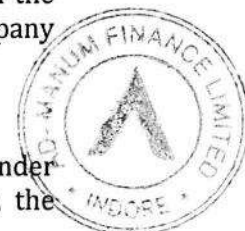
Name of Senior Management Personnel	PAN	Designation
Ms. Neha Singh	EKSPS2494N	Company Secretary and Compliance Officer
Mr. Vikas Gupta	AFPPG2329L	CFO

Since the closure of the previous Financial year, one change in the Senior Management of the Company was observed wherein, Mohd. Raees Sheikh had resigned from the position of Company Secretary w.e.f. August 5, 2022.

7. CSR Committee

The company was not required to hold and conduct any CSR committee during the period under review. However, pursuant to the provisions section 135 of the Companies Act, 2013, the company has constituted CSR Committee on 10th May, 2023.

Name	Position in the Committee	Designation in the Board	Meetings entitled	Meetings Attended
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Mr. Dharmendra Agrawal	Chairman	Whole-time Director & CEO	N.A.	N.A.
Ms. Priyanka Jha	Member	Independent Director	N.A.	N.A.
Mr. Aseem Trivedi	Member	Independent Director	N.A.	N.A.

8. Remuneration of Directors:

Criteria of making payment to Non-executive Directors

The company formulated Policy for Remuneration to Directors and KMP and the same is disclosed on the website at <http://www.admanumfinance.com/Nominatin%20&%20Remuneration%20Policy.pdf>

Details of the remuneration paid to the Non-Executive Directors during the year under review are as under:

Name	Sitting Fee (Rs.)	Other Payment	Total (Rs.)
CA Aseem Trivedi	14000	-	14000
Ms. Priyanka Jha	12000	-	12000
CS SahiveAlam Khan	12000	-	12000

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

Name of Directors	Amt. (in Lakhs)	Period of appointment
Mr. Dharmendra Agrawal (Whole-Time-Director & CEO)- Remuneration and Perquisites	14.17	Re-Appointed w.e.f. 01/07/2022 as (Whole-Time-Director & CEO)
Mr. Sanjeev Sharma (Whole-Time-Director) - Remuneration and Perquisites	6.63	Appointed w.e.f. 13/03/2020 as (Whole-Time-Director)

9. General Body Meetings:

Year	Meetings held	Location	Date	Time	No. of Special Resolution passed
2019-20	Annual General Meeting	VC/OAVM for which purposes the Registered office at "Agarwal House, 5, Yeshwant Colony, Indore-452003 (M.P.) shall be deemed as the venue of the AGM	30/09/2020	11:00 AM	3
2020-21	Annual General Meeting	Do	30/09/2021	11:30 AM	1
2021-22	Annual General Meeting	Do	20/09/2022	11:30 AM	Nil

During the year ended on 31st March 2023, no extra ordinary general meeting and Postal Ballot was held.

10. Means of Communication

The quarterly and half yearly financial results of the Company are, in compliance of Regulation 33 and Regulation 47 of SEBI (LODR) Regulations 2015, 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.



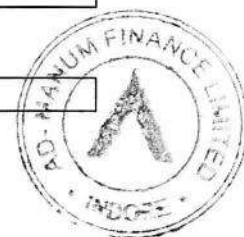
The Company's Quarterly and Half yearly results in addition to being published in the newspapers are also provided on receipt of an individual request from the shareholders. Results and Annual Reports of the Company are displayed on the Company's Website: www.admanumfinance.com. The Annual Report is posted individually to all the members entitled to receive a copy of the same.

10. General Shareholder Information

Annual General Meeting Day, Date, Time and Venue	:	Wednesday, the 27th day of September, 2023 at 11:30 AM through VC/ OAVM for which purposes the Registered office at "Agarwal House, 5, Yeshwant Colony, Indore (M.P.) 452003 shall be deemed as the venue of the AGM
Financial Year	:	2022-23
Financial Calendar (tentative)		
Results for the 1 st Quarter	:	On 1 st August, 2023
Results for the 2 nd Quarter	:	On or before 14 th Nov., 2023
Results for the 3 rd Quarter	:	On or before 14 th Feb., 2024
Results for the 4 th Quarter	:	On or Before 30 th May 2024
Date of Book closure	:	Wednesday, September 20, 2023 to Wednesday, September 27, 2023 (both days Inclusive)
Remote e-Voting	:	September 24, 2023 (Sunday), 9:00 A.M. (IST) and ends on September 26, 2023 (Tuesday), 05:00 P.M. (IST)
Listing on Stock Exchanges	:	BSE Ltd.
Stock Code		
For BSE	:	511359
Demat ISIN Number	:	INE556D01017
Board Meeting for consideration of Annual Accounts for the financial year 2022-23	:	Wednesday, May 10, 2023
Cutoff date for E-voting	:	20 th September, 2023, Wednesday
Posting/ mailing of Annual Report	:	On or before 1 st September, 2023 Friday
Registered Office	:	"Agarwal House", 5, Yeshwant Colony, Indore (M.P.) 452003 Ph.: 91-731-4714000, Fax: 91-731-4714090
Compliance Officer and Company Secretary	:	Ms. Neha Singh
Registrars and Share Transfer Agents	:	Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 4065797, 4065799 Fax: 0731- 4065798 Email: compliance@ankitonline.com ; investor@ankitonline.com
Scrutinizer for E-voting	:	CS Ishan Jain (M. No. F9978 & CP No. 13032), Practicing Company Secretary
Share Transfer System	:	Due to amendment in SEBI(LODR) Regulation, 2015 from 1 st April, 2019 no physical transfer of shares allowed except in case of transimission
Commodity price risk or foreign exchange risk and hedging activity	:	N.A.
Plant Location	:	Nil
Credit Rating	:	Nil

Market Price Data*

Month	BSE Ltd. (Per share of Rs. 10/- each)
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	Month's High Price	Month's Low Price
April, 2022	51.00	33.25
May, 2022	44.40	35.50
June, 2022	47.40	32.65
July, 2022	41.20	32.50
August, 2022	46.00	32.80
September, 2022	49.30	35.90
October, 2022	46.85	34.00
November, 2022	64.60	38.75
December, 2022	59.85	48.00
January, 2023	57.00	44.75
February, 2023	54.70	45.55
March, 2023	54.20	44.75

*Data source from the website of the BSE Limited.

Distribution of shareholding as on 31/03/2023

No. of shares	No. of Holders	%	Shares Amount in `	%
Upto 1000	644	53.18	304170	0.41
1001- 2000	201	16.60	383280	0.51
2001- 3000	55	4.54	153770	0.21
3001- 4000	44	3.63	169800	0.23
4001- 5000	93	7.68	462630	0.62
5001- 10000	75	6.19	633960	0.85
10001- 20000	39	3.22	620610	0.83
20001 -30000	10	0.83	244730	0.33
30001-40000	7	0.58	244370	0.33
40001-50000	7	0.58	326580	0.44
50001-100000	16	1.32	1120960	1.50
100001 & Above	20	1.65	70335140	93.78
TOTAL	1211	100.00	75000000	100.00

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	69,39,420	92.53
Held in Dematerialized form in CDSL	4,69,980	6.27
Physical	90,600	1.20
Total	75,00,000	100.00

*Data source from our Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd. Indore.

Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Independent Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board's in their Meeting. No discrepancies were noticed during these audits.

Address for Correspondence and Investor Grievances Redressal: "Agarwal House", 5, Yeshwant Colony, Indore-452003 (M.P.) Ph.:91-731-4714000, Fax:91-731-4714090
E-mail cs@admanumfinance.com, Web-Site: www.admanumfinance.com.



Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405

Registered Office:
"Agarwal House",
5, Yeshwant Colony,
Indore (M.P.) 452003

Dated: August 1, 2023
Place: Indore



Sanjeev Sharma
Whole-time Director
DIN: 07839822

By Order of the Board



Dharmendra Agrawal
Whole-time Director & CEO
DIN: 08390936



D. K. JAIN & CO.
Company Secretaries & Insolvency Professional

CS (Dr.) Dilip Kumar Jain
M. Com., FCS., ACIS (U.K.), IP

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Ad-Manum Finance Limited
"Agarwal House" 5, Yeshwant Colony
Indore-452003 (MP)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Ad-Manum Finance Limited having CIN: L52520MP1986PLC003405 and having registered office at "Agarwal House", 5, Yeshwant Colony, Indore-452003 (MP) (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Shri Aseem Trivedi	01244851	01/04/2004
2	Shri Sahive Alam Khan	09179685	01/06/2021
3	Shri Dharmendra Agrawal	08390936	30/03/2019
4	Smt. Priyanka Jha	07347415	30/03/2019
5	Shri Sanjeev Sharma	07839822	13/03/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Indore
Date: 29-07-2023
UDIN: F003565E000701361

For, D.K. Jain & Co.
Company Secretaries
FRN: I1995MP067500

CS (Dr.) Dilip Kumar Jain
Proprietor
FCS 3565: CP 2382
Peer Review: 743/2020



AD-MANUM FINANCE LIMITED

www.admanumfinance.com


CEO & CFO Certificate under Regulation 33(2) (a) of SEBI (LODR) Regulations, 2015

To,
The Board of Directors
Ad- Manum Finance Limited
Agarwal House, 5 Yeshwant Colony
Indore 452003 MP

In compliance with Regulation 17(8) read with Schedule II Part B of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** Listing Agreement with the Stock Exchange, We hereby certify that:


- A. We have reviewed Financial Results of **Ad- Manum Finance Limited** for the Financial Year ended 31st March 2023 and to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the listed entity during the Financial Year ended 31st March 2023 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- that there are no significant changes in internal control over financial reporting during the quarter/year
 - that there are no significant changes in accounting policies during the quarter/year and that the same have been disclosed in the notes to the financial statements;
 - that there are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For, AD- MANUM FINANCE LIMITED


(DHAMENDRA AGRAWAL)
WHOLE-TIME DIRECTOR & CEO
DIN: 08390936

Date: 10.05.2023
Place: Indore




(VIKAS GUPTA)
CHIEF FINANCIAL OFFICER
PAN: AFPPG2329L



Regd. Office: Agarwal House, 5 Yeshwant Colony Indore 452003 MP

Phone: 0731-4714000 | Fax: 0731-4043193 | Email: cs@admanumfinance.com

CIN : L52520MP1986PLC003405



MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE
{Requirements under the SEBI (LODR) Regulations, 2015}

To,
The Members of
Ad-Manum Finance Limited

1. The Corporate Governance Report prepared by Ad-Manum Finance Limited ('the Company') for the year ended 31st March, 2023, contains details as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulation") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

3. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
4. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
6. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
7. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable during the year ended March 31, 2023.
9. 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.

MAHENDRA BADIATYA & CO.

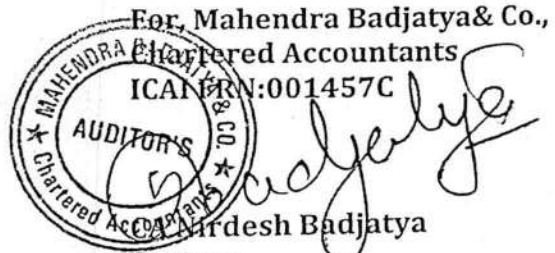




Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

PLACE: INDORE
DATE: 24.07.2023



For, Mahendra Badjatya & Co.,

Chartered Accountants

ICAI FRN:001457C

Mirdesh Badjatya

Partner

ICAI M.NO.:420388

ICAI UDIN: 23420388BGXIDI8259

CODE OF CONDUCT

This is to certify that in pursuance of the provisions of in Regulation 34 (3) read with Point No. D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Code of Conduct for the Board members and the Senior Management personnel of the Company has been approved by the Board.

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 31stMarch, 2023.

For, Ad- Manum Finance Limited


(Sanjeev Sharma)
Whole-Time-Director
DIN: 07839822


(Dharmendra Agrawal)
Whole-Time-Director & CEO
DIN: 08390936



Date: 1st August, 2023
Place: Indore

Management Discussions and Analysis Report

The Management of the company presents its analysis report covering performance and outlook of the company. The report has been prepared in compliance with corporate governance requirement as laid down in Regulation 33 of SEBI (LODR) Regulations, 2015 read with Schedule V: -

(a) Industry Structure and development

The Non Banking Finance Company (NBFC) Registered with the RBI, in private sector in India is represented by a large number of small and medium sized companies with regional focus. Over the years, our company has steadily broadened its business activities to cover a wide spectrum of services in the financial intermediation space with the basic focus on investment & finance.

Your company has reduced its operational cost and is carefully evaluating investments. The company has Rs.144.33 Lakhs NPA Account and has no bad debts for the period ended on 31st March 2023.

The Company has a proper and adequate system of internal control to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets. The audit committee of the Board of Directors reviews the adequacy of internal control.

Statements in Management Discussion and Analysis, describing the company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions. Government policies and other incidental factors.

(b) Opportunities and Threats:

The Company's Management reveals that the corporate and real estate 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.

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.

(c) Segment-wise performance:

The Company Operating in two segment i.e. Wind Power Generation Segments and Finance Segments. The details of performance are given under respective head in Financial Statement.

(d) Outlook

According to the SEBI (LODR) Regulations, 2015, 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.

(e) 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 is Rs.144.33 Lakhs during the year. 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.

(f) 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.

(g) Discussion on financial performance with respect to operational performance

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

(h) Material developments in Human Resource Developments/Industrial Relations front, including number of people employed

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 update their knowledge and to keep them abreast of the present day finance scenario for meeting the challenges ahead.


(i) Details Of Significant Changes in Key Financial Ratios


The same is already provided in the Financial Statements as per the requirement of Schedule III of the Companies Act, 2013. Hence, we are not re-producing the same here.

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 etc.

For, Ad- Manum Finance Limited


(Sanjeev Sharma)
Whole-Time-Director
DIN: 07839822


(Dharmendra Agrawal)
Whole-Time-Director & CEO
DIN: 08390936



Date: 1st August, 2023
Place: Indore

AD-MANUM FINANCE LIMITED

Whistle Blower Policy & Vigil Mechanism

1. Preface Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per applicable provisions of section 177 (9) 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.
- 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 include 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.



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 Chairperson of the Audit Committee of the Company is as under:

Priyanka Jha
Sundar Nagar Main, 250, Sundar Nagar
Sukhliya Indore (M.P.) 452010

- 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 rescue 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 which 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: 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.

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.



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.



Annexure - C

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 Personal) 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 2022-23, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2022-23 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 2021-22	Designation	Remuneration of Directors/ KMP for the Financial Year 2022-23 (In Rs.)	% Increase in Remuneration in the Financial year 2022-23	Ratio of remuneration of each Director to MRE
A	B	C	D	E	F
1.	Mr. Dharmendra Agrawal	Whole-time Director and KMP	14,16,610	(+) 23.80 %	2.55:1
2.	Ms. Neha Singh	Company Secretary	7,24,180	-	-
3.	Mr. Vikas Gupta	Chief Financial Officer	8,50,240	(+) 83.25%	1.53:1
4.	Mr. Sanjeev Sharma	Whole-time Director	6,63,592	(+) 8.26%	1.195:1
5.	Mohd. Raees Sheikh	Company Secretary (ceased w.e.f. 05.08.2022)	4,38,060	-	-

*The % increase of remuneration is provided only for those directors and KMP who have drawn remuneration from the Company for full fiscal 2023 and full fiscal 2022.

**The ratio of remuneration to MRE is provided only for those directors and KMP who have drawn remuneration from the Company for the full fiscal 2023.

1. The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year:

The median remuneration of employees of the Company during the Financial Year was Rs. 5,54,790.50 per annum and ratio of the remuneration of each Director/KMP to the median remuneration of the employees of the Company for the Financial Year is provided in column F of table given above.

2. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:
Details provided in column E of table given above.

3. The percentage increase in the median remuneration of Employees in the financial year 2022-23:



The median remuneration of employees of the Company during the Financial Year 2022-23 was Rs. 5,54,790.50 per annum which is 34.38 % higher than the previous year where the median remuneration of employees was Rs. 4,12,850 per annum.

4. The number of permanent employees on the rolls of the Company as on March 31, 2023:

There were 6 permanent employees on the rolls of the company as on 31/03/2023.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is an increase of 112.97% in average salary of employees other than the managerial personnel during the financial year as compared to previous year, while 56.08% increase in average salary of managerial personnel during the financial year as compared to previous year.


6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the remuneration policy of directors KMP and other employees.

By Order of the Board

Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405
Registered Office:
"Agarwal House",
5, Yeshwant Colony,
Indore (M.P.) 452003


(Sanjeev Sharma)
Whole-time Director
DIN: 07839822


(Dharmendra Agrawal)
Whole-time Director & CEO
DIN: 08390936

Dated: August 1, 2023
Place: Indore



Annexure-D

Name of the top 10 employees in terms of remuneration drawn in the financial year 2022-23:

S. No.	Name of Employee	Designation of the employee	Remuneration received In Rs. in Lakhs	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Dharmendra Agrawal	Whole-time Director & CEO	14,16,610	Permanent	B.Sc.	14-Aug-06	51	----	No
2	Neha Singh	Company Secretary	7,24,180	Permanent	FCS, MBA	25-Jul-22	34	Indian Steel Corporation Limited	No
3	Vikas Gupta	Chief Financial Officer	8,50,240	Permanent	M. Phil	01-Sep-21	45	Aris Capital	No
4	Sanjeev Sharma	Whole-time Director	6,63,592	Permanent	LLB, LLM	12-Dec-06	41	----	No
5	Jitesh Pandey	Assistant Manager	4,45,989	Permanent	M.Com	23-Aug-21	46	Aris Capital	No
6	Dinesh Kori	Senior Officer	3,99,922	Permanent	MBA	02-Mar-22	31	D-Mart	No

*as at 31.03.2023 the company having only above employees.





Ad-Manum Finance Limited
CIN- L52520MP1986PLC003405

Registered Office:
"Agarwal House",
5, Yeshwant Colony,
Indore (M.P.) 452003

Dated: August 1, 2023
Place: Indore

By Order of the Board


(Sanjeev Sharma)
Whole-time Director
DIN: 07839822


(Dharmendra Agrawal)
Whole-time Director & CEO
DIN: 08390936



Form MR-3

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

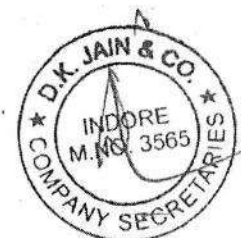
To,
The Members,
Ad- Manum Finance Limited
"Agarwal House" Ground Floor,
5, Yeshwant Colony,
Indore (M.P.) 452003

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Ad-Manum Finance Limited** (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, Minutes 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, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial year ended 31st March, 2023** ("**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, 2023**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and By-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as may be applicable.
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 as amended from time to time ('SEBI Act'): —
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were **not applicable** to the Company as there were no such transaction/instances during the financial year under report: -
 - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The SEBI (Buyback of Securities) Regulations, 1998.



- (vi) The Company is a Non-Banking Financial Company and having business of providing finance as well as investments in securities, therefore the Reserve Bank of India Act, 1934 and rules made/ directions issued by the Reserve Bank of India for the NBFC Companies are specifically applicable to the Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
(ii) The SEBI (LODR) Regulations, 2015 as amended from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. However, *the company has not obtained Special Contingency Insurance Policy as required under Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022.*

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.

Adequate notices were given to all the directors to schedule the Board Meetings and agenda were also 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 and Committee of the Board, as the case may be.

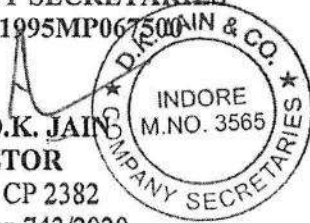
Based on the records and process explained to us for compliances under the provisions of other specific Acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as *Annexure I* and forms an integral part of this report.

We further report that during the audit period of the Company there were no certain specific events which have bearing on company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565: CP 2382
Peer review: 743/2020
UDIN: F003565E000554225
Place: Indore
Date: 5th July, 2023



Annexure - I to the Secretarial Audit Report

To,
The Members,
Ad- Manum Finance Limited
"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, followed provide a reasonable basis for forming our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable IND-AS, financial records and Books of Accounts of the company, declaration of the quarterly/half yearly, yearly financial results, treatment of applicable income tax, GST, etc. as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever 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, guidelines, standards etc., are 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.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.

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

COMPANY SECRETARIES

FRN No. I1995MP067500

CS (Dr.) D.K. JAIN
PROPRIETOR

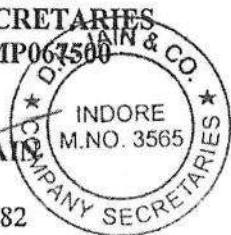
FCS 3565: CP 2382

Peer review: 743/2020

UDIN: F003565E000554225

Place: Indore

Date: 5th July, 2023



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AD- MANUM FINANCE LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying Financial Statements of **AD-MANUM FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the state of affairs of the Company as at March 31, 2023, its total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and Rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon,



and we do not provide a separate opinion on these matters. We have determined no key audit matters to be reported.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in Board's Report including Annexure to Board's Report and management compliance certificate but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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, that were operating effectively for ensuring 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.



In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

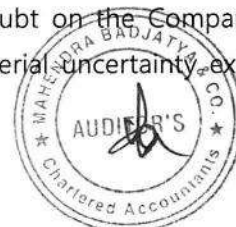
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists,



we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a Statements that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

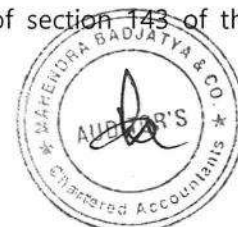
OTHER MATTER

The Comparative financial information of the Company for the year ended March 31, 2022, prepared in accordance with the Indian Accounting Standards, included in this Financial Statements, have been audited by SAP JAIN & Associates. The report of the auditors on the Comparative financial information dated May 16, 2022, expressed an unmodified opinion.

In the current year, the audit is conducted by Mahendra Badjatya & Co.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we

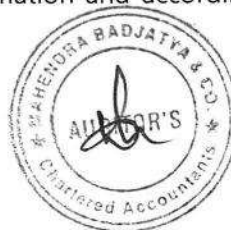


give in the "Annexure A", a Statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, based on our audit, 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.
 - c) The Balance Sheet, the Statements of Profit and Loss including Other Comprehensive Income, Statements of Changes in Equity and the Cash Flow Statements dealt with in this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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 of 31st March 2023 on its financial position in its financial statements – Refer Note 24(3) to the financial Statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There is an amount of ` 177.69 thousand which is transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March 2023.
- iv. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (if any);

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (if any); and

(iii) Based on such audit procedures that we (the auditors of the company) have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatements.
- v. The Company has not declared or paid any dividend during the year.



- vi. The company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**STATUTORY AUDITORS
FOR MAHENDRA BADJATYA & COMPANY
CHARTERED ACCOUNTANTS
ICAI FRN 001457C**



**CA NIRDESH BADJATYA
PARTNER
ICAI MNO 420388
ICAI UDIN: - 23420388BGXHHR1061
PLACE: INDORE
DATE: 10/05/2023**

Annexure – “A” to the Independent Auditor’s Report

[Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor’s Report of even date to the members of AD-MANUM FINANCE LIMITED on the Financial Statements for the year ended 31st March 2023]

The Annexure required under CARO, 2020 referred to in our Report to the members of the **Ad-Manum Finance Limited** (“the Company”) for the year ended 31st March 2023, and according to information and explanations given to us, we report as under:

- i. a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The company is maintaining proper records showing full particulars of intangible assets.
- b) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) The title deeds of all the immovable properties (other than properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year; Accordingly, the Provision of Clause 3(i)(d) of the order is not applicable to the company.
- e) The company does not have any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, Accordingly, the provisions of clause 3(i)(e) of the Order is not applicable.
- ii. (a) The nature of the company’s business is such that it is not required to hold any inventories. Accordingly, the Provision of Clause 3(ii)(a) of the order is not applicable to the company.

(b) During any point of time of the year, the company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets. Since the company has not been sanctioned any working capital limits therefore there is no requirement to file the quarterly returns or statements with such banks or financial institutions. Accordingly, the provisions of clause 3(ii)(b) of the Order is not applicable.



- iii. During the year the company has not made investments, provided any guarantee or security but has granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, and,
- (a) During the year the company has provided loans or provided advances in the nature of loans, but has not stood guarantee, or provided security to any other entity but the principal business of the company is to give loans. Accordingly, the provisions of clause 3(iii)(a) (A) and (B) of the Order is not applicable.
- (b) The investments made, and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest. The company has not provided any guarantees, security given.
- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayment of such loans is received on the basis of mutual understanding.
- (d) There is no amount overdue for more than ninety days with respect to the loans given.
- (e) That the company has loans or advances in the nature of loans granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties, and the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year, but the principal business of the company is to give loans. Accordingly, the provisions of clause 3(iii)(e) of the Order is not applicable.
- (f) That the company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013, detailed as under: -

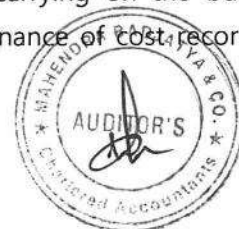
(` in '000)

Party name	Agarmin Coalwashery Pvt Ltd	Agarwal Coal Corporation Pvt Ltd	Agarwal Fuel Corporation Pvt Ltd	Agarwal Real City Pvt Ltd
Relationship with the party	Related Party	Related Party	Related Party	Related Party



Aggregate amount	-17792.75	622425.84	-250558.92	-7952.67
Balance outstanding	43209.16	404510.21	0	29354.95
Is there any written agreement	Yes	Yes	Yes	Yes
Interest rate	15%	15%	15%	15%
Total amount overdue for more than 90 days	0.00	0.00	0.00	0.00
Amount of fresh loans extended during year to settle old loans	0.00	0.00	0.00	0.00
Amount of loan renewed during the year	0.00	0.00	0.00	0.00
% share of loan/ advances in total loan/ advances granted	6.94%	64.99%	-	4.72%

- iv. The company is a registered Non-Banking Financial company (NBFC) and has provided loans in its ordinary course of business and in respect of such loans the interest is charged over and above the bank rate declared by Reserve Bank of India (RBI). Accordingly, the provisions of section 185 of the Companies act, 2013 are complied with. The provisions of section 186 of the Companies act, 2013 are not applicable to the company.
- v. In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order is not applicable.
- vi. Since the company is a registered NBFC company and is carrying on the business of financial services therefore there is no requirement of maintenance of cost records under



sub section (1) of section 148 of the Companies Act 2013. Accordingly, the provisions of clause 3(vi) of the Order is not applicable.

vii. a. The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

b. The following dues of Income Tax have not been deposited by the company on account of disputes: -

Name of statute	Nature of Dues	Demand (In `000)	Deposit (In `000)	Balance Outstanding (In `000)	Period to which Amount Relates (A.Y.)	Forum where dispute is pending
Income Tax Act, 1961	TDS	286.00	0	286.00	Cummulative upto 2023-2024	CPC
Income Tax Act, 1961	Income Tax	114.24	0	114.24	A.Y. 2018-19	CIT(A)
	Total	400.24	0	400.24	---	---

viii. There were no transactions, not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order is not applicable.

ix. a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, the provisions of clause 3(ix)(a) of the Order are not applicable.

b) The company is not declared wilful defaulter by any bank or financial institution or other lender. Accordingly, the provisions of clause 3(ix)(b) of the Order is not applicable.

c) The company has not taken any term loans. Accordingly, the provisions of clause 3(ix)(c) of the Order are not applicable.

d) The company has not raised any funds on short term basis which have been utilized for long-term purposes. Accordingly, the provisions of clause 3(ix)(d) of the Order are not applicable.



- e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures as the company has none of them. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.
- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies as the company has none of them. Accordingly, the provisions of clause 3(ix)(f) of the Order is not applicable.
- x. a) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order is not applicable.
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Accordingly, the provisions of clause 3(x)(b) of the Order is not applicable.
- xi. a) No fraud by the company or any fraud on the company has been noticed or reported during the year covered by our audit. Accordingly, the provisions of clause 3(xi)(a) of the Order is not applicable.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, the provisions of clause 3(xi)(b) of the Order is not applicable.
- c) There were no whistle-blower complaints, received during the year by the company. Accordingly, the provisions of clause 3(xi)(c) of the Order is not applicable.
- xii. In our opinion, the Company is not a Nidhi Company; accordingly, the provision of clause 3(xii) of the Order is not applicable.
- xiii. In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Indian accounting standard.
- xiv. a) The company has an internal audit system commensurate with the size and nature of its business.
- b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.



- xv. In our opinion, the company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, the provision of clause 3(xv) of the Order is not applicable.
- xvi. a) The company is a registered NBFC company U/s 45IA of the Reserve Bank of India Act, 1934 vide registration no **B-03.00081 dated 27/02/2004** in category **Non-Banking Financial Institution without accepting public deposit** and accordingly, the company is carrying on financial Services business.
- b) The company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the provisions of clause 3(xvi)(c) of the Order is not applicable.
- d) The Group does not have more than one "Unregistered CIC" as part of the Group as the asset size is less than `100 Crores.
- xvii. The company has not incurred cash losses in the financial year and in the immediately preceding financial year. Accordingly, the provision of clause 3(xvii) of the Order is not applicable.
- xviii. The previous statutory auditors of the Company (SAP JAIN & ASSOCIATES) have resigned during the year and there were no issues, objections or concerns raised by the outgoing auditors.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we (the auditor) are of the opinion that no material uncertainty exists as on the date of the audit report and that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The provisions of Section 135 are not applicable to the company. Accordingly, the provision of clause 3(xx) of the Order is not applicable.
- xxi. There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the



consolidated financial statements as the company has not performed any consolidation. Accordingly, the provision of clause 3(xxi) of the Order is not applicable.

**STATUTORY AUDITORS
FOR MAHENDRA BADJATYA & COMPANY
CHARTERED ACCOUNTANTS
ICAI FRN 001457C**



**CA NIRDESH BADJATYA
PARTNER
ICAI MNO 420388
ICAI UDIN: - 23420388BGXHHR1061
PLACE: INDORE
DATE: 10/05/2023**

Annexure – “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor’s Report of even date to the members of AD-MANUM FINANCE LIMITED on the Financial Statements for the year ended 31st March 2023)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Ad-Manum Finance Limited** (“the Company”) as of 31st March 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the Financial Statements, whether due to fraud or error.

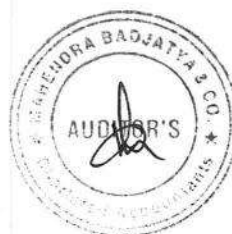
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS



Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

**STATUTORY AUDITORS
FOR MAHENDRA BADJATYA & COMPANY
CHARTERED ACCOUNTANTS**

ICAI FRN 001457C

A circular stamp with the text "MAHENDRA BADJATYA & CO. CHARTERED ACCOUNTANTS" around the perimeter and "AUDITOR'S" in the center. A handwritten signature in black ink is written over the stamp.

CA NIRDESH BADJATYA

PARTNER

ICAI MNO 420388

ICAI UDIN: - 23420388BGXHHR1061

PLACE: INDORE

DATE: 10/05/2023

AD-MANUM FINANCE LIMITED

BALANCE SHEET AS AT 31st MARCH, 2023

(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

PARTICULARS	Note No.	As at 31.03.2023	As at 31.03.2022
ASSETS			
1) Financial Assets			
a) Cash and Cash Equivalents	2	2335.38	28821.46
b) Bank Balance other than (a) above	3	165.70	165.70
c) Trade Receivables	4	19056.07	7155.32
d) Loans	5	607993.33	533993.61
e) Investments	6	39600.00	34444.88
f) Other financial assets	7	1851.33	1704.62
2) Non-financial Assets			
a) Property, Plant and Equipment	8	4010.21	18874.22
b) Other Intangible assets	9	0.88	0.88
c) Other non-financial assets	10	18432.75	23839.01
d) Deferred tax assets (Net)		3106.91	0.00
e) Current tax assets (Net)	11	35.59	7838.91
Total Assets		696588.15	656838.61
LIABILITIES AND EQUITY			
LIABILITIES			
1) Financial Liabilities			
a) Borrowings (Other than Debt Securities)	12	71890.53	85441.96
b) Other financial liabilities	13	3108.24	2905.99
2) Non-Financial Liabilities			
a) Provisions	14	219.95	159.30
b) Deferred tax liabilities (Net)		0.00	1417.80
c) Other non-financial liabilities	15	272.57	284.59
EQUITY			
a) Equity Share Capital	16	75000.00	75000.00
b) Other Equity	17	546096.86	491628.97
Total Liabilities and Equity		696588.15	656838.61

See accompanying notes to the financial statements


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

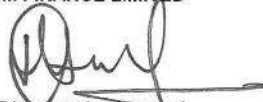
CA NIRDESH BADJATYA
 PARTNER
 ICAI MNO: 420388
 PLACE: INDCRE
 DATE: 10.05.2023




 Sanjeev Sharma
 Whole Time Director
 (DIN: 07839822)


 Nena Singh
 Company Secretary
 (PAN: EKSPS2494N)

For and on behalf of Board of Directors
 AD-MANUM FINANCE LIMITED


 Dharmendra Agrawal
 Whole Time Director
 (DIN: 08390936)


 Vikas Gupta
 Chief Financial Officer
 (PAN: AFPPG2329L)

AD-MANUM FINANCE LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2023

(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

PARTICULARS		Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
(i)	Revenue from operations			
(i)	Interest Income	18	81617.08	75142.40
(ii)	Others (Wind Mill)		9898.46	9367.87
(I)	Total Revenue from operations		91515.54	84510.27
(II)	Other Income	19	8024.59	4653.42
(III)	Total Income (I+II)		99540.13	89163.69
	Expenses			
(i)	Finance Costs	20	11192.68	10144.18
(ii)	Employee Benefits Expenses	21	5520.14	4306.58
(iii)	Depreciation, amortization and impairment	22	1362.55	1644.06
(iv)	Others expenses	23	14878.20	53191.13
(IV)	Total Expenses (IV)		32953.57	69285.95
(V)	Profit/ (loss) before exceptional items and tax (III-IV)		66586.56	19877.74
(VI)	Exceptional items		0.00	0.00
(VII)	Profit/ (loss) before tax (V -VI)		66586.56	19877.74
(VIII)	Tax Expenses:		16390.68	-4430.91
(i)	Current Tax		22000.00	4500.00
(ii)	Deferred Tax assets recognized		-5421.802	-1181.49
(iii)	Adjustment in respect of current income tax of prior years		-187.52	-7749.42
(IX)	Profit / (loss) for the period from continuing operations (VII-VIII)		50195.88	24308.65
(X)	Profit/(loss) from discontinued operations		0.00	0.00
(XI)	Tax Expense of discontinued operations		0.00	0.00
(XII)	Profit/ (loss) from discontinued operations (After tax) (X-XI)		0.00	0.00
(XIII)	Profit/(loss) for the period (IX+XII)		50195.88	24308.65
(XIV)	Other Comprehensive Income			
(A)	(I) Items that will not be reclassified to profit or loss			
	iii. Equity Instruments through Other Comprehensive Income		5079.52	-3996.58
			5079.52	-3996.58
	(II) Income tax relating to items that will not be reclassified to profit or loss		907.61	-2723.97
	Subtotal (A)		4171.91	-1272.61
(B)	(I) Items that will be reclassified to profit or loss			
	ii. Debt Instruments through Other Comprehensive Income		89.59	194.72
			89.59	194.72
	(II) Income tax relating to items that will be reclassified to profit or loss		-10.51	-100.73
	Subtotal (B)		100.10	295.44
	Other Comprehensive Income (A + B)		4272.01	-977.16
(XV)	Total Comprehensive Income for the period (XIII+XIV)		54467.89	23331.49
(XVI)	Earnings per equity share (nominal value of share Rs 10/- per Share)			
	Basic (Rs.)		6.69	3.24
	Diluted (Rs.)		6.69	3.24

See accompanying notes to the financial statements

24

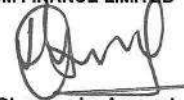
As Per our report of even date attached
STATUTORY AUDITORS
For: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C


CA NIRDESH BADJATYA
PARTNER
ICAI MNO: 426388
PLACE: INDORE
DATE: 10.05.2023


Sanjeev Sharma
Whole Time Director
(DIN: 07839822)


Neha Singh
Company Secretary
(PAN: EKSPS2494N)

For and on behalf of Board of Directors
AD-MANUM FINANCE LIMITED


Dharmendra Agrawal
Whole Time Director
(DIN: 08390936)


Vikas Gupta
Chief Financial Officer
(PAN: AFPPG2329L)

AD-MANUM FINANCE LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

A. EQUITY SHARE CAPITAL

(1) Current reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
75000.00	0.00	75000.00	0.00	75000.00

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
75000.00	0.00	75000.00	0.00	75000.00

B. OTHER EQUITY

(1) Current reporting period

PARTICULARS	Reserve and Surplus					Total
	Statutory Reserve (NBFC Reserve)	Security Premium	Capital Reserve	General Reserve	Retained Earnings	
Balance at the beginning of the current reporting period	83611.36	90000.00	74.00	155000.00	132492.42	491628.97
Changes in accounting policy/prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
Restated balances at the beginning of the reporting period	83611.36	90000.00	74.00	155000.00	132492.42	491628.97
Profit/(loss) for the Year	0.00	0.00	0.00	0.00	50195.88	50195.88
Other Comprehensive Income for the Year	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to / from Retained Earnings	10039.18	0.00	0.00	0.00	-10039.18	4272.01
Balance at the end of the current reporting period	93650.54	90000.00	74.00	155000.00	172649.12	546096.56

(2) Previous reporting period

PARTICULARS	Reserve and Surplus					Total
	Statutory Reserve (NBFC Reserve)	Security Premium	Capital Reserve	General Reserve	Retained Earnings	
Balance at the beginning of the previous reporting period	78749.63	90000.00	74.00	155000.00	113045.50	468297.48
Changes in accounting policy/prior period errors	0.00	0.00	0.00	0.00	0.00	0.00
Restated balances at the beginning of the reporting period	78749.63	90000.00	74.00	155000.00	113045.50	468297.48
Profit/(loss) for the Year	0.00	0.00	0.00	0.00	24308.65	24308.65
Other Comprehensive Income for the Year	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to / from Retained Earnings	4861.73	0.00	0.00	0.00	-4861.73	-977.16
Balance at the end of the previous reporting period	83611.36	90000.00	74.00	155000.00	132492.42	491628.97

NOTE:

As required by section 45-IC of the RBI Act 1934, the Company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The Company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act, 1934.

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



CA NIRDESH BADJATYA
 PARTNER
 ICAI MNO: 420388
 PLACE: INDORE
 DATE: 10.05.2023

Sanjeev Sharma
 Whole Time Director
 (DIN: 07839822)

Neha Singh
 Company Secretary
 (PAN: EKSPS2494N)

For and on behalf of Board of Directors
AD-MANUM FINANCE LIMITED

Dharmendra Agrawal
 Whole Time Director
 (DIN: 083309336)

Vikas Gupta
 Chief Financial Officer
 (PAN: AFPPG2329L)

AD-MANUM FINANCE LIMITED
 STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2023
 (All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	6586.56	16877.74
Add : Adjustment for		
Depreciation and amortization expenses	1362.55	1544.06
Dividend Income	-187.83	-206.27
Interest expense	11187.74	10138.43
Deferred Tax	-5421.80	-1181.49
Fixed assets written off	0.00	21.13
Profit on de-recognition of property, plant and equipment	-3506.89	-454.67
Loss on de-recognition of property, plant and equipment	811.00	0.00
Profit on sale of shares	0.00	-3537.37
Operating Profit before Working Capital Changes	70831.33	26301.25
Adjustments for changes in working capital:		
Decrease in bank balances other than cash equivalents	0.00	160.71
(Increase) in other financial assets	-146.71	-25.00
Decrease/(increase) in other non-financial assets	5406.26	10594.16
(Increase)/decrease in loans	-73099.72	-53242.32
Decrease in trade receivables	-11900.75	1111.78
(Decrease)/increase in other financial liabilities	202.25	-2546.62
(Decrease) in other non financial liabilities	-12.02	-710.21
Increase in Provisions	60.65	2.47
Cash Generated from Operations before Tax	-9556.71	-18353.97
Direct Taxes	-8587.38	-5435.65
Net Cash Inflow/(outflow) from Operating Activities	-18146.09	-23790.62
B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale of property, plant and equipment	16300.00	550.00
Purchase of property, plant and equipment	-102.65	-157.34
Sale of Investments	14.00	7900.69
Purchase of Investments	0.00	-32.00
Dividend income	187.63	206.27
Net Cash Inflow/(outflow) from Investing Activities	16399.18	8467.62
C) CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of borrowings	-13551.43	-29939.73
Interest expense	-11187.74	-10138.43
Net Cash Inflow from Financing Activities	-24739.17	-40076.16
Net Increase in Cash & Cash Equivalents (A+B+C)	-26486.08	-55401.16
Effects of exchange rate changes of cash and cash equivalents	0.00	0.00
Cash and cash equivalents at beginning of year	28821.46	84222.62
Closing balance of cash and cash equivalents	2335.38	28821.46

Notes to the Statement of Cash Flow :

(i) Cash and cash equivalents as per above comprises of the following


PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Cash in hand	42.94	4.15
Balances with bank	2292.44	28617.31
Deposit with original maturity of less than 3 months	0.00	0.00
Cash and cash equivalents at end of year	2335.38	28821.46

(ii) The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in Ind AS 7 'Statement of Cash Flow'.

(iii) Effective 1 April 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of these financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cashflows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company did not have any non-cash transactions for financial activities during the year, accordingly same has not been disclosed in these financial statements.

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

(Signature)
 CA NIRDESH BADJATYA
 PARTNER
 CAI MNO: 420388
 PLACE: INDORE
 DATE: 10.05.2023



(Signature)
 Sanjeev Sharma
 Whole Time Director
 (DIN: 07839822)

(Signature)
 Neha Singh
 Company Secretary
 (PAN: EKSPS2494N)

For and on behalf of Board of Directors
 AD-MANUM FINANCE LIMITED

(Signature)
 Dharmendra Agrawal
 Whole Time Director
 (DIN: 08390936)

(Signature)
 Vikas Gupta
 Chief Financial Officer
 (PAN: AFPPG2329L)

Note 1:

Notes forming part of Financial Statements for the year ended 31st March 2023

(All amounts are in Indian Rupees in Thousands unless otherwise stated)

A. Corporate Information

Ad-Manum Finance Limited ('the Company') is a company limited by shares and is domiciled in India. The company's registered office is at "Agarwal House", 5, Yeshwant Colony, Indore – 452003 (M.P.), India. The company is primarily engaged in business of non-banking finance and is registered as Non-Banking Finance Company| Non – Deposit Taking| Non-Systematically Important (NBFC-ND-NSI) and Wind power generation. Its equity shares are listed in India on Bombay stock Exchange (BSE).

These financial statements of the Company for the year ended March 31, 2023, were authorized for issue by the Board of Directors on 10/05/2023, pursuant to the provision of the Companies Act, 2013 (the 'Act') Securities and Exchange Board of India and other statutory regulatory bodies.

B. Significant accounting policies

1. Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting standards ("Ind AS") notified, under section 133 of the Companies Act, 2013 ('Act') read with the rules notified under the relevant provisions of the Act.

2. Basis of Preparation

The financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

The financial statements have been prepared in accordance with the requirements of the information and disclosures mandated by Schedule III (Division – III) of the companies Act, applicable Ind AS and other applicable pronouncements and regulations.

The financial statements including notes thereon are presented in Indian Rupees ("Rupees" or "INR"), which is the Company's functional and presentation currency. All



amounts disclosed in the financial statements including notes thereon have been rounded off to the nearest thousands of Rupees as per the requirement of Schedule III to the Act, unless stated otherwise.

3. Use of Estimates, Judgments and Assumptions

The preparation of financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the financial statements are:

- i. Allowance for bad and doubtful trade receivable.
- ii. Recognition and measurement of provision and contingencies.
- iii. Depreciation/ Amortisation and useful lives of Property, plant, and equipment / Intangible Assets.
- iv. Recognition of deferred tax.
- v. Income Taxes.
- vi. Measurement of defined benefit obligation.
- vii. Impairment of Non-financial assets and financial assets.

4. Standards issued but not yet effective.

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

- Ind AS 1 – Presentation of Financial Statements

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions and contingent liabilities are reviewed at each balance sheet date.



- Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

- Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

5. Revenue Recognition

- a. Revenue from contract with customer is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as per contracts with the customers.
 - i. Revenue from windmill energy generation is accounted for on the basis of the billing to respective state governments as per the Power purchase Agreement entered into with them.
 - ii. Other operational revenue represents income earned from the activities incidental to the business and is recognized when the performance obligation is satisfied and right to receive the income is established as per the terms of the contract.
- b. Interest income is recognized on accrual basis using the effective interest method.



- c. Dividend income is recognised in profit or loss on the date on which the company's right to receive payment is established.

6. Property, Plant and Equipment

a. Measurement and recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost.

Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration, and similar liabilities, if any.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

b. Depreciation:

Depreciation is provided using straight-line method as specified in Schedule II to the Companies Act, 2013. Depreciation on assets acquired / disposed of during the year is provided on pro-rata basis with reference to the date of addition / disposal.

c. Derecognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in Statement of Profit and Loss.

7. Intangible assets

a. Measurement and recognition:

Intangible assets are held at cost less accumulated amortisation and impairment losses. Intangible assets developed or acquired with finite useful life are amortised on straight line basis over the useful life of asset.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates or when the development stage is



achieved. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit and loss.

b. Amortisation

The intangible assets of the Company are assessed to be of finite lives and are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The Company reviews amortization period on an annual basis. Intangible assets are amortized on straight line basis in accordance with IND AS 38 and Schedule II to the Companies Act, 2013 or based on technical estimates.

c. Derecognition:

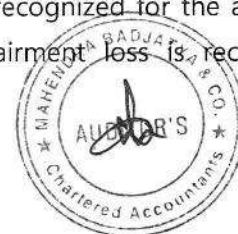
Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

8. Impairment of non-financial asset

The company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in profit or loss and reflected in an allowance account. When the company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized



immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

9. Employee Benefits

A. Short Term Employee Benefits

Short term employee benefits are recognized in the period during which the services have been rendered.

B. Long Term Employee Benefits

- a. Retirement benefits in the form of defined contribution plans including gratuity liability under Payment of Gratuity Act are paid & charged to the Statement of Profit and Loss for the year when contributions to the respective Funds are due, in such cases the actuarial risk and the investment risk are borne by the respective funds.
- b. Retirement benefits in the form of defined benefit plan are recognised using Projected Unit Credit Method where Current service cost, Past service cost and net interest Expense/Income is recognised in the statement of profit and loss and Gain/Loss due to actuarial risk and investment risk is charged to the other comprehensive income.

10. Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

a. **Current taxes**

Provision for current tax is made after taking into consideration benefits admissible under provisions of the Income Tax Act, 1961. Minimum Alternative Tax (MAT) credit entitlement is recognized where there is convincing evidence that the same can be realized in future.

b. **Deferred Taxes**

The deferred tax charge or credit the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is reasonable certainty of realization of such assets.



11. Provisions, contingent liabilities, and contingent assets

The Company creates a provision when there is a present obligation as a result of past events, and it is probable that there will be outflow of resources and a reliable estimate of the obligation can be made of the amount of the obligation. Contingent liabilities are not recognized but are disclosed in the notes to the financial statements. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are neither recognized nor disclosed in the financial statements.

12. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:



- Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - inputs that are unobservable for the asset or liability.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

13. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options, and embedded derivatives in the host contract.

a. Financial Assets

Classification:

The Company shall classify financial assets and subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement:

All financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Fair value through profit or loss:

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in Statement of Profit and Loss in the period in which it arises, unless it arises



from debt instruments that were designated at fair value, or which are not held for trading. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.

Fair value through other comprehensive income:

Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest, and that are not designated at FVPL, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through FVOCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortized cost which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss. Interest income from these financial assets is included in 'Interest income' using the effective interest rate method.

Amortized Cost:

Assets that are held for contractual cash flows where those cash flows represent solely payments of principal and interest ('SPPI'), and that are not designated at FVTPL, are measured at amortized cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognized and measured. Interest income from these financial assets is recognized using the effective interest rate method.

Interest income:

Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets.

Equity instruments:

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Ind AS 109 requires all investments in equity instruments and contracts on those instruments to be measured at fair value.

The Company subsequently measures all quoted equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification for fair value gains and losses to profit or loss following the de-recognition of the investment.



The Company subsequently measures all un-quoted equity investments at cost based on the requirements of Ind AS 109, where in some limited circumstances cost is a more appropriate estimate of fair value, that may be the case if insufficient more recent information is available to measure the fair value or if there is a wide range of possible fair value measurements and cost represents the best estimate of the fair value within that range.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in net gain/ loss on fair value changes in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Gains and losses on equity investments at FVTPL are included in the Statement of Profit and Loss.

Debt instruments:

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds and trade receivables. Based on the factors, the Company classifies its debt instruments into one of the above three measurement categories.

De-recognition:

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e., removed from the company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.
- c. When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises



an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

- d. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets:

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i. **Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance:**

The Company follows general approach for recognition of impairment loss allowance for financial assets other than trade receivables. In general approach, the financial asset is divided into 3 stages and the amount of ECL is recognized depending on the stage of the financial asset into consideration.

The loss under this approach is either based on the 12 months ECL or lifetime ECL. All financial assets falling in stage 1 is performing and requires 12 months ECL, whereas financial assets in stage 2 where the credit risk has increased significantly post recognition or financial assets in stage 3 which are credit impaired a lifetime ECL is required.

- ii. **Trade receivables:**

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition (if any).

b. Financial Liabilities

Classification:

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.



Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

De-recognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting

Financial assets and financial liabilities are offset, and the net amount is presented in the balance sheet when, and when the company has a legally enforceable right to set off the amount and it intends either to settle them on net basis or to realize the asset and settle the liability simultaneously.

Derivative financial instruments

The company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

14. Cash and cash equivalents

Cash and cash Equivalents in the Balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three or less month, which are subject to an insignificant risk of changes in value.



15. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing, and financing activities of the Company are segregated.

16. Earnings per share

a. Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners if the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year, if any and excluding treasury shares.

b. Diluted earnings per share

Diluted earnings per share adjusted the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

17. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

18. Borrowing Costs

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they are incurred.

19. Segment Accounting Policies



Based on the criteria mentioned in Ind AS 108 "Operating Segment" the company has identified its reportable segments. The Chief Operating Decision Maker (CODM) evaluates the company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as performance indicator for all the operating segments.

20. Recognition Of NPA

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



AD-VANUV FINANCE LIMITED

Notes forming part of the financial statements as at and for the year ended March 31, 2023
(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

**NOTE - 2
CASH & CASH EQUIVALENTS**

PARTICULARS	As at 31.03.2023	As at 31.03.2022
a) Cash on hand	42.94	4.15
b) Balances with Banks (of the nature of cash and cash equivalents)	2292.44	28817.31
Total	2335.38	28821.46

**NOTE - 3
BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

PARTICULARS	As at 31.03.2023	As at 31.03.2022
a) Other Bank Balance		
- In Dividend Accounts (balance against unpaid dividend)	165.70	165.70
Total	165.70	165.70

**NOTE - 4
TRADE RECEIVABLES**

PARTICULARS	As at 31.03.2023	As at 31.03.2022
a) Secured, considered good	0.00	0.00
b) Unsecured, considered good	19056.07	6765.53
c) Unsecured unbilled revenue, considered good	0.00	389.79
d) Have significant increase in Credit Risk	0.00	0.00
e) Credit Impaired	0.00	0.00
Total	19056.07	7155.32
Less: Allowance for doubtful debts	0.00	0.00
Total	19056.07	7155.32

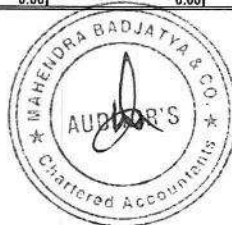
Trade receivables ageing schedule:

PARTICULARS	As at 31.03.2023					Total
	Outstanding for following periods from due date of transaction					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) a) Undisputed Trade receivables – considered good	13957.86	5098.21	0.00	0.00	0.00	19056.07
b) Undisputed Trade Receivables (Unbilled revenue) – considered good	0.00	0.00	0.00	0.00	0.00	0.00
c) Undisputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

PARTICULARS	As at 31.03.2022					Total
	Outstanding for following periods from due date of transaction					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) a) Undisputed Trade receivables – considered good	1667.32	5098.21	0.00	0.00	0.00	6765.53
b) Undisputed Trade Receivables (Unbilled revenue) – considered good	389.79	0.00	0.00	0.00	0.00	389.79
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00
(v) Disputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00
(vi) Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00

**NOTE - 5
LOANS**

PARTICULARS	As at 31.03.2023					Total
	Amortised cost	At Fair Value			Subtotal	
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss		
		(1)	(2)	(3)		
(A)						
(i) Loans repayable on Demand						
- related parties	477074.32	0.00	0.00	0.00	0.00	477074.32
- others	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others (inter-corporate loans)						
- To related parties	0.00	0.00	0.00	0.00	0.00	0.00
- To others	145351.52	0.00	0.00	0.00	0.00	145351.52
(iii) Term Loans	0.00	0.00	0.00	0.00	0.00	0.00
Total (A) - Gross	622425.84	0.00	0.00	0.00	0.00	622425.84
Less: Impairment loss allowance	14432.51	0.00	0.00	0.00	0.00	14432.51
Total (A) - Net	607993.33	0.00	0.00	0.00	0.00	607993.33
(B)						
(i) Unsecured	622425.84	0.00	0.00	0.00	0.00	622425.84
Total (B) - Gross	622425.84	0.00	0.00	0.00	0.00	622425.84
Less: Impairment loss allowance	14432.51	0.00	0.00	0.00	0.00	14432.51
Total (B) - Net	607993.33	0.00	0.00	0.00	0.00	607993.33
(C)						
(i) Loans in India						
(i) Public Sector	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	622425.84	0.00	0.00	0.00	0.00	622425.84
Total (C) - Gross	622425.84	0.00	0.00	0.00	0.00	622425.84
Less: Impairment loss allowance	14432.51	0.00	0.00	0.00	0.00	14432.51
Total (C) (I) - Net	607993.33	0.00	0.00	0.00	0.00	607993.33
(ii) Loans outside India	0.00	0.00	0.00	0.00	0.00	0.00
Less: Impairment loss allowance	0.00	0.00	0.00	0.00	0.00	0.00
Total (C) (II) - Net	0.00	0.00	0.00	0.00	0.00	0.00
Total C (I) and C (II)	607993.33	0.00	0.00	0.00	0.00	607993.33



PARTICULARS	As at 31.03.2022					Total
	Amortised cost:	At Fair Value			Subtotal	
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss		
(1)	(2)	(3)	(4)	(5=2+3+4)	(6=1+5)	
(A)						
(i) Loans repayable on Demand						
- To related parties	353014.75	0.00	0.00	0.00	0.00	353014.75
- To others	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others (inter-corporate loans)						
- To related parties	0.00	0.00	0.00	0.00	0.00	0.00
- To others	189315.94	0.00	0.00	0.00	0.00	189315.94
(iii) Term Loans	0.00	0.00	0.00	0.00	0.00	0.00
Total (A) - Gross	542330.69	0.00	0.00	0.00	0.00	542330.69
Less: Impairment loss allowance	8337.08	0.00	0.00	0.00	0.00	8337.08
Total (A) - Net	533993.61	0.00	0.00	0.00	0.00	533993.61
(B)						
(i) Unsecured	542330.69	0.00	0.00	0.00	0.00	542330.69
Total (B) - Gross	542330.69	0.00	0.00	0.00	0.00	542330.69
Less: Impairment loss allowance	8337.08	0.00	0.00	0.00	0.00	8337.08
Total (B) - Net	533993.61	0.00	0.00	0.00	0.00	533993.61
(C)						
(I) Loans in India						
(i) Public Sector	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	542330.69	0.00	0.00	0.00	0.00	542330.69
Total (C) - Gross	542330.69	0.00	0.00	0.00	0.00	542330.69
Less: Impairment loss allowance	8337.08	0.00	0.00	0.00	0.00	8337.08
Total(C) (I)-Net	533993.61	0.00	0.00	0.00	0.00	533993.61
(II) Loans outside India	0.00	0.00	0.00	0.00	0.00	0.00
Less: Impairment loss allowance	0.00	0.00	0.00	0.00	0.00	0.00
Total (C) (II) - Net	0.00	0.00	0.00	0.00	0.00	0.00
Total C(I) and C(II)	533993.61	0.00	0.00	0.00	0.00	533993.61

The loans or advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), are as under, which may be repayable on demand:

Type of Borrower	As at 31.03.2023		As at 31.03.2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	0.00	0.00%	0.00	0.00%
Directors	0.00	0.00%	0.00	0.00%
KMPs	0.00	0.00%	0.00	0.00%
Related parties	477074.32	76.65%	353014.75	65.08%

AD MANU FINANCE LIMITED

Notes forming part of the financial statements as at and for the year ended March 31, 2023
(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

NOTE - 5

LOANS

A comparison between provisions required under IRACP and impairment allowances made under Ind AS 109:

As at 31.03.2023						
Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109 *	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5= 3-4	6	7= 4-6
Performing Assets						
Standard	Stage 1	557228.64	1393.07	555835.56	1393.07	0.00
	Stage 2	0.00	0.00	0.00	0.00	0.00
Subtotal		557228.64	1393.07	555835.56	1393.07	0.00
Non-Performing Assets (NPA)						
Substandard	Stage 3	0.00	0.00	0.00	0.00	0.00
Doubtful						
Doubtful - up to 1 year	Stage 3	65197.20	13039.44	0.00	13039.44	0.00
1 to 3 years	Stage 3	0.00	0.00	0.00	0.00	0.00
More than 3 years	Stage 3	0.00	0.00	0.00	0.00	0.00
Subtotal for doubtful		65197.20	13039.44	0.00	13039.44	0.00
Loss	Stage 3	0.00	0.00	0.00	0.00	0.00
Subtotal for NPA		65197.20	13039.44	0.00	13039.44	0.00
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	0.00	0.00	0.00	0.00	0.00
	Stage 2	0.00	0.00	0.00	0.00	0.00
	Stage 3	0.00	0.00	0.00	0.00	0.00
Subtotal		0.00	0.00	0.00	0.00	0.00
Total	Stage 1	557228.64	1393.07	555835.56	1393.07	0.00
	Stage 2	0.00	0.00	0.00	0.00	0.00
	Stage 3	65197.20	13039.44	0.00	13039.44	0.00
	Total	622425.84	14432.51	555835.56	14432.51	0.00

As at 31.03.2022						
Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109 *	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5= 3-4	6	7= 4-6
Performing Assets						
Standard	Stage 1	470728.13	1176.82	469551.31	1176.82	0.00
	Stage 2	0.00	0.00	0.00	0.00	0.00
Subtotal		470728.13	1176.82	469551.31	1176.82	0.00
Non-Performing Assets (NPA)						
Substandard	Stage 3	71602.56	7160.26	64442.30	7160.26	0.00
Doubtful						
Doubtful - up to 1 year	Stage 3	0.00	0.00	0.00	0.00	0.00
1 to 3 years	Stage 3	0.00	0.00	0.00	0.00	0.00
More than 3 years	Stage 3	0.00	0.00	0.00	0.00	0.00
Subtotal for doubtful		0.00	0.00	0.00	0.00	0.00
Loss	Stage 3	0.00	0.00	0.00	0.00	0.00
Subtotal for NPA		71602.56	7160.26	64442.30	7160.26	0.00
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	0.00	0.00	0.00	0.00	0.00
	Stage 2	0.00	0.00	0.00	0.00	0.00
	Stage 3	0.00	0.00	0.00	0.00	0.00
Subtotal		0.00	0.00	0.00	0.00	0.00
Total	Stage 1	470728.13	1176.82	469551.31	1176.82	0.00
	Stage 2	0.00	0.00	0.00	0.00	0.00
	Stage 3	71602.56	7160.26	64442.30	7160.26	0.00
	Total	542330.69	8337.08	533993.61	8337.08	0.00

NOTE **:

The outstanding balances with the loan parties will be realised fully without any default based on complete analysis and prior years trends, hence the provisioning as per IND AS 109 and IRACP norms have been done at the same percentage.



AD-MANUJI FINANCE LIMITED

Notes forming part of the financial statements as at and for the year ended March 31, 2023

(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

NOTE - 6

INVESTMENTS

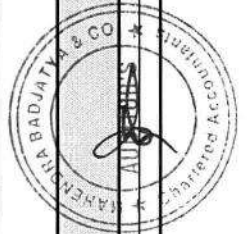
PARTICULARS	As at 31.03.2023					Total (7)=(1)+(5)+(6)	
	Amortised cost (1)	At Fair Value			Sub-Total (5)=(2)+(3)+(4)		Others (At Cost) (6)
		Through Other Comprehensive Income (2)	Through profit or loss (3)	Designated at fair value through profit or loss (4)			
(A) Equity instruments							
- Quoted (Demat mode)	0.00	36377.81	0.00	0.00	36377.81	0.00	
- Quoted (Physical mode)	0.00	0.00	0.00	0.00	0.00	72.55	
- Unquoted	0.00	0.00	0.00	0.00	0.00	43.30	
- Portfolio management scheme	0.00	0.00	0.00	0.00	0.00	0.00	
Mutual Funds							
- Debt Instruments	0.00	3106.34	0.00	0.00	3106.34	0.00	
Total - Gross (A)	0.00	39484.15	0.00	0.00	39484.15	115.85	
(B) Investments outside India	0.00	0.00	0.00	0.00	0.00	0.00	
(ii) Investments in India	0.00	39484.15	0.00	0.00	39484.15	115.85	
Total (B)	0.00	39484.15	0.00	0.00	39484.15	115.85	
(C) Less: Allowance for Impairment (C)	0.00	0.00	0.00	0.00	0.00	0.00	
Total - Net D= (A)-(C)	0.00	39484.15	0.00	0.00	39484.15	115.85	

PARTICULARS	As at 31.03.2022					Total (7)=(1)+(5)+(6)	
	Amortised cost (1)	At Fair Value			Sub-Total (5)=(2)+(3)+(4)		Others (At Cost) (6)
		Through Other Comprehensive Income (2)	Through profit or loss (3)	Designated at fair value through profit or loss (4)			
(A) Equity instruments							
- Quoted (Demat mode)	0.00	31298.28	0.00	0.00	31298.28	0.00	
- Quoted (Physical mode)	0.00	0.00	0.00	0.00	0.00	72.55	
- Unquoted	0.00	0.00	0.00	0.00	0.00	57.30	
- Portfolio management scheme	0.00	0.00	0.00	0.00	0.00	0.00	
Mutual Funds							
- Debt Instruments	0.00	3016.75	0.00	0.00	3016.75	0.00	
Total - Gross (A)	0.00	34315.03	0.00	0.00	34315.03	129.85	
(B) Investments outside India	0.00	0.00	0.00	0.00	0.00	0.00	
(ii) Investments in India	0.00	34315.03	0.00	0.00	34315.03	129.85	
Total (B)	0.00	34315.03	0.00	0.00	34315.03	129.85	
(C) Less: Allowance for Impairment (C)	0.00	0.00	0.00	0.00	0.00	0.00	
Total - Net D= (A)-(C)	0.00	34315.03	0.00	0.00	34315.03	129.85	

NOTE - 7

OTHER FINANCIAL ASSETS

PARTICULARS	As at 31.03.2023	As at 31.03.2022
a) Security deposits	1851.33	1704.62
Total	1851.33	1704.62



AD-MANUM FINANCE LIMITED
Notes forming part of the financial statements as at and for the year ended March 31, 2023
(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

NOTE - 8
PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	Freehold Land	Plant and Equipment	Vehicles	Electrical Installation & Equipments	Furniture and Fixtures	Office equipment	Building	Computer Hardware	Total
Gross Carrying Amount									
Balance as at 01st April 2021	1111.00	98908.37	516.87	40.83	3192.57	175.44	445.41	0.00	104,390.48
Additions/ acquisitions	0.00	0.00	0.00	49.85	0.00	107.49	0.00	0.00	157.34
Disposals/Transfers	0.00	0.00	0.00	0.00	30.20	0.00	139.88	0.00	170.08
Balance as at 31st March 2022	1111.00	98908.37	516.87	90.68	3162.37	282.93	305.53	0.00	104,377.74
Additions/ acquisitions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	102.65	102.65
Disposals/Transfers	0.00	35356.27	0.00	0.00	0.00	0.00	0.00	0.00	36477.27
Balance as at 31st March 2023	1111.00	63542.10	516.87	90.68	3162.37	282.93	305.53	102.65	68003.13
Accumulated Depreciation and Impairment									
Balance as at 01st April 2021	0.00	80440.00	400.98	32.76	2751.38	143.40	144.86	0.00	83913.38
Depreciation charge for the year	0.00	1572.42	12.72	13.64	16.16	23.83	5.30	0.00	1644.36
Disposals/Transfers	0.00	0.00	0.00	0.00	9.07	0.00	44.85	0.00	53.92
Balance as at 31st March 2022	0.00	82012.42	413.70	46.41	2758.47	167.23	105.30	0.00	86503.84
Depreciation charge for the year	0.00	1252.51	12.72	16.21	16.16	48.68	4.87	11.40	1362.95
Disposals/Transfers	0.00	22873.16	0.00	0.00	0.00	0.00	0.00	0.00	22873.16
Balance as at 31st March 2023	0.00	60391.77	426.42	62.62	2774.63	215.91	110.17	11.40	63991.92
Net Book Value									
As at 31st March 2022	1111.00	16895.95	103.17	44.27	403.90	115.70	200.23	0.00	18674.27
As at 31st March 2023	0.00	3150.33	90.45	28.06	387.74	67.02	195.36	91.25	4010.21

During the year, the Company has not carried out any revaluation.

NOTE - 9
OTHER INTANGIBLE ASSETS

PARTICULARS	Trademark	Total
Gross Carrying Amount		
Balance as at 01st April 2021	20.00	20.00
Additions/ acquisitions	0.00	0.00
Disposals/Transfers	0.00	0.00
Balance as at 31st March 2022	20.00	20.00
Additions/ acquisitions	0.00	0.00
Disposals/Transfers	0.00	0.00
Balance as at 31st March 2023	20.00	20.00
Accumulated Amortization and Impairment		
Balance as at 01st April 2021	19.12	19.12
Amortization charge for the year	0.00	0.00
Disposals/Transfers	0.00	0.00
Balance as at 31st March 2022	19.12	19.12
Amortization charge for the year	0.00	0.00
Disposals/Transfers	0.00	0.00
Balance as at 31st March 2023	19.12	19.12
Net Book Value		
As at 31st March 2022	0.88	0.88
As at 31st March 2023	0.88	0.88

During the year, the Company has not carried out any revaluation.



AD-MANUM FINANCE LIMITED
Notes forming part of the financial statements as at and for the year ended March 31, 2023
 (All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

NOTE-10
OTHER NON FINANCIAL ASSETS

PARTICULARS	As at 31.03.2023	As at 31.03.2022
Income Tax Refundable	17274.50	22727.29
Prepaid expenses	1158.25	1111.72
Total	18432.75	23839.01

NOTE-11
CURRENT TAX ASSETS (NET)

PARTICULARS	As at 31.03.2023	As at 31.03.2022
Advance Tax, TCS & TDS	22035.59	12338.91
Less: Provision for Current tax	22000.00	4500.00
Total	35.59	7838.91

NOTE-12
BORROWINGS (OTHER THAN DEBT SECURITIES)

PARTICULARS	As at 31.03.2023						Total
	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	
Loans from related parties	71890.53	0.00	0.00	85441.96	0.00	0.00	85441.96
Other loans	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total (A)	71890.53	0.00	0.00	85441.96	0.00	0.00	85441.96
Borrowings in India	71890.53	0.00	0.00	85441.96	0.00	0.00	85441.96
Borrowings outside India	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total (B)	71890.53	0.00	0.00	85441.96	0.00	0.00	85441.96

PARTICULARS

	As at 31.03.2023	As at 31.03.2022
Secured	0.00	0.00
Unsecured	71890.53	85441.96

Nature of security and terms of repayment for un-secured borrowings

Nature of borrowings	Terms of repayment and interest rates
Intercompany deposits from related parties	The loans represent the unsecured loan received from related parties. The loan is to be repaid on demand. The rate of interest on loan is 9% p.a., payable quarterly. No separate personal guarantee has been extended by any directors/ shareholders of the Company for the said loan.



AD-MANUM FINANCE LIMITED

Notes forming part of the financial statements as at and for the year ended March 31, 2023

(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

NOTE - 13

OTHER FINANCIAL LIABILITIES

PARTICULARS	As at 31.03.2023	As at 31.03.2022
Payable to auditors	78.30	82.00
Employee dues	499.62	361.65
Directors Sitting fees	38.00	0.00
Unpaid dividends	165.70	165.70
Creditors for expenses	2326.62	2296.64
Total	3108.24	2905.99

NOTE - 14

PROVISIONS

PARTICULARS	As at 31.03.2023	As at 31.03.2022
Provision for employee benefits	219.95	159.30
Total	219.95	159.30

NOTE-15

OTHER NON FINANCIAL LIABILITIES

PARTICULARS	As at 31.03.2023	As at 31.03.2022
Statutory Dues Payable	272.57	284.59
Total	272.57	284.59

NOTE -16

EQUITY SHARE CAPITAL

PARTICULARS	As at 31.03.2023		As at 31.03.2022	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹10 each.	15000000	150000.00	15000000	150000.00
Issued				
Equity Shares of ₹10 each.	7500000	75000.00	7500000	75000.00
Subscribed & Paid up				
Equity Shares of ₹10 each.	7500000	75000.00	7500000	75000.00
	7500000	75000.00	7500000	75000.00

b) Terms / Rights attached to Equity Shares

The company has only one class of shares i.e. equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends, (if any), in Indian rupees. The dividend, if proposed, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

PARTICULARS	As at 31.03.2023	As at 31.03.2022
(A) Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.	0.00	0.00
(B) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares.	0.00	0.00
(C) Aggregate number and class of shares bought back.	0.00	0.00

d) Reconciliation of the number of Shares outstanding at the beginning of the year and at the end of the year:

PARTICULARS	As at 31.03.2023		As at 31.03.2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	7500000	75000.00	7500000	75000.00
Shares Issued during the year	0	0.00	0	0.00
Shares bought back during the year	0	0.00	0	0.00
Shares outstanding at the end of the year	7500000	75000.00	7500000	75000.00

e) Details of shareholders holding more than 5% shares in the company:

PARTICULARS	As at 31.03.2023		As at 31.03.2022	
	Number of shares held	%	Number of shares held	%
Agarwal Coal Corporation (S) Pte. Ltd.*	2770000	36.93%	2770000	36.93%
Aereo Dealcomm Pvt. Ltd.	739270	9.86%	739270	9.86%
Vinod Kumar Agarwal	802190	10.70%	795190	10.60%
Neena Devi Agarwal	399310	5.32%	399310	5.32%
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. (Registration No. 200507123D)



f) Shares held by promoters at the end of the year:

PARTICULARS	As at 31.03.2023		As at 31.03.2022		% Change during the year
	Number of shares held	%	Number of shares held	%	
Vinod Kumar Agarwal	802160	10.70%	795190	10.60%	0.88%
Neena Devi Agarwal	399310	5.32%	399310	5.32%	0.00%
Tapan Agarwal	207000	2.78%	207000	2.78%	0.00%
Vinod Kumar Agarwal HUF	173010	2.31%	173010	2.31%	0.00%
Archana Agarwal	11100	0.15%	11100	0.15%	0.00%
Jayanta Nath Chaudhary	500	0.01%	100	0.00%	400.00%
Agarwal Fuel Corporation Pvt. Ltd.	448050	5.95%	448050	5.95%	0.00%
Available Finance Limited	270110	3.60%	270110	3.60%	0.00%
Archana Coal Private Limited	204900	2.73%	204900	2.73%	0.00%
Agarwal Coal Corporation (S) Pte. Ltd.	2770000	36.93%	2770000	36.93%	0.00%

**NOTE - 17
OTHER EQUITY**

PARTICULARS	As at 31.03.2023	As at 31.03.2022
a. Capital Reserve		
Balance as per last year	74.00	74.00
b. Securities Premium		
Balance as per Last Year	90000.00	90000.00
c. NBFC Reserves		
Opening balance	83611.36	78749.63
Add: Transferred From Profit & Loss A/c during the year	10039.18	4861.73
Closing Balance	93650.54	83611.36
d. General Reserves		
Opening balance	155000.00	155000.00
Less: Utilised during the year	0.00	0.00
Closing balance	155000.00	155000.00
e. Retained earnings		
Opening balance	132492.42	113045.50
Add/ Less: Net Profit/(loss) for the year	50195.88	24308.65
Less: Transfer to NBFC Reserve	10039.18	4861.73
Closing Balance	172649.12	132492.42
f. Fair value through other comprehensive income		
Opening balance	30451.19	31428.35
Add/ less: Movement during the year	4272.01	-977.16
Closing balance	34723.20	30451.19
Total (a+b+c+d+e+f)	546096.86	491628.97

Nature and purpose of Reserves:

Securities premium: Securities premium reserve is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Capital Reserve: The Reserve is created based on statutory requirement under the Companies Act, 2013. This is not available for distribution of dividend but can be utilized for issuing bonus shares.

NBFC Reserves: Every year the Company transfers a of sum of not less than twenty per cent of net profit of that year as disclosed in the statement of profit and loss to its Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934.

General Reserves: General reserve is a free reserve and it represents amount transferred from retained earnings.

Retained earnings: Retained earnings comprises of the Company's undistributed earnings after taxes.

FVOCI equity instrument: The fair value changes of the long term investments in securities have been recognised in reserves under FVOCI equity instruments as at the date of transition and subsequently in the other comprehensive income for the year.



AD-MANJUM FINANCE LIMITED
Notes forming part of the financial statements as at and for the year ended March 31, 2023
(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

NOTE-18
INTEREST INCOME

PARTICULARS	For the year ended 31.03.2023				For the year ended 31.03.2022				Total
	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at fair value through profit or loss	Total	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at fair value through profit or loss	Total	
Interest on Loans (including related party - 73285.79 thousands)	0.00	81617.08	0.00	81617.08	0.00	75142.40	0.00	75142.40	0.00
Other Interest Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	81617.08	0.00	81617.08	0.00	75142.40	0.00	75142.40	0.00

NOTE-19
OTHER INCOME

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Gain on de-recognition of property, plant and equipment	3506.89	454.97
Dividend Income	187.83	206.27
Profit on Sale of Shares (STCG)	0.00	382.51
Profit on Sale of Shares (LTCG)	4125.00	3154.87
LIC Maturity Benefit	0.00	0.00
Miscellaneous Balance Written off	0.00	308.60
Interest on IT Refund	183.37	0.00
Other miscellaneous income	21.50	146.21
Total	8024.59	4653.42



AD-MANUM FINANCE LIMITED

Notes forming part of the financial statements as at and for the year ended March 31, 2023
(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

**NOTE -20
FINANCE COSTS**

PARTICULARS	For the year ended 31.03.2023			For the year ended 31.03.2022		
	On Financial liabilities measured at fair value through profit or loss	On financial liabilities measured amortised cost	Total	On Financial liabilities measured at fair value through profit or loss	On financial liabilities measured amortised cost	Total
Interest on borrowings (Including related parties)	0.00	11187.74	11187.74	0.00	10138.43	10138.43
Other interest expense	0.00	4.94	4.94	0.00	5.75	5.75
Total	0.00	11192.68	11192.68	0.00	10144.18	10144.18

**NOTE -21
EMPLOYEE BENEFITS EXPENSE**

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Salary and Wages		
- key managerial personnels	3831.48	3310.86
- others	1062.29	591.25
Contributions to Provident Funds & Other Funds	472.97	369.84
Staff Welfare Expenses	53.40	4.80
Total	5520.14	4306.58

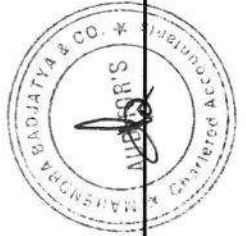
Note: The Company has not made provision in the Accounts for Gratuity based on Actuarial valuation, since the number of employees are lower than the minimum requirements as stated in the Gratuity Act.

**NOTE -22
DEPRECIATION, AMORTIZATION and IMPAIRMENT**

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Depreciation	1362.59	1644.06
Total	1362.59	1644.06

**NOTE -23
OTHER EXPENSES**

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Bad Debts	0.00	42810.71
Less: Utilized during the year	0.00	4281.07
Rent, taxes and energy costs		
Repairs and maintenance	481.44	632.95
Advertisement and publicity	3316.89	3278.02
Director's Sitting Fees	64.56	50.62
Auditor's fees and expenses (Refer Note (24/(1)))	38.00	34.00
Loss on de-recognition of property, plant and equipment	296.80	281.75
Legal and Professional charges	811.00	0.00
Insurance	1936.92	1936.15
Provision on Loan Assets	159.16	234.34
Annual Listing Fees	6095.44	7228.75
Other expenditure	354.00	354.00
Total	14878.20	53191.13



- 4) Pursuant to disclosure pertaining to Section 186 (4) of the Companies Act, 2013 the following are the details thereof:
- a **Loan given-outstanding as at the year-end:**

PARTICULARS	Rate of Interest	For the year ended 31.03.2023	For the year ended 31.03.2022
Agarmin Coal Washery Pvt.Ltd.	15.00%	43209.16	61001.90
Agarwal Coal Corporation Pvt.Ltd	15.00%	404510.21	4146.30
Agarwal Fuel Corporation Pvt.Ltd.	15.00%	0.00	250558.92
Agarwal Real City Pvt.Ltd.	9.00%	29354.95	37307.62

b **Investments Made:**

The investments are classified under respective heads for purposes as mentioned in their object clause. Refer Note 6 of the Financial Statements.

c **Guarantee Given or Security Provided:**

During the year there is no such transaction.

- 5) In accordance with Ind AS 24 the related party disclosure is as under, the information regarding related party have been determined to the extent, such parties have been identified on the basis of information available with the company.

1. **Name of the Related Parties :**

A) **Key Management Personnel:**

Mr. Dharmendra Agrawal: Whole Time Director
 Mr. Sanjeev Sharma: Director
 Mrs. Priyanka Jha (Woman Director): Woman Director
 Mr. Vikas Gupta: Chief Financial officer (CFO)
 Ms. Neha Singh: Company Secretary (CS) (Appointed w.e.f 06/08/2022)
 Mr. Sahive Alam Khan: Independent Director
 Mr. Mohd. Raees Sheikh (CS) (Resigned w.e.f 06/08/2022)

- B) The Company is an associate within the meaning of section 2(6) of the Companies Act, 2013 of Agarwal Coal Corporation (S) Pte. Ltd. which is holding 36.93% (FY 36.93%) equity shares of the Company.

C) Enterprises over which Key Management Personnel and Relatives of such personnel exercise significant influence:

(i) **Companies**

Available Finance Limited
 Agarwal Real City Pvt. Ltd
 Archana Coal Private Limited
 Agarwal Coal Corporation Pvt. Ltd
 Agarwal Fuel Corporation Private Limited
 Agarmin Coal Washery Private Limited
 Agarmin Mining Pvt.Ltd.
 Balaji Sewarth Vinod Agrawal Foundation (Section 8)

(iii) **Firms**

Neena Warehousing Corporation
 Neena Real Estate Corporation
 Agarwal Realinfra LLP

(v) **HUF**

Vinod Kumar Agarwal HUF

(ii) **Trust**

Maa Charitable Trust
 Balaji Sewarth Vinod Agrawal Foundation
 Maharaja Agrasen Bhawan Nyas
 Sansha Agrasen Sewa
 Vinod Agarwal Private Family Trust
 Neenadevi Agarwal Family Private Trust
 Vinod Agarwal Family Private Trust
 Vinod Agarwal Daughter's Family Private Trust
 Vinod Agarwal Legacy Trust

(iv) **Individual**

Vinod Kumar Agarwal
 Neena Devi Agarwal
 Tapan Agarwal



AD-MANJUN FINANCE LIMITED
Notes forming part of the financial statements as at and for the year ended March 31, 2023
 (All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

Note 24:
ADDITIONAL NOTES ON ACCOUNTS :

- 1) Note 1 to 24 referred herein forms an integral part of these Financial Statements.
- 2) Based on the accounting principles given in Ind AS 108 "Operating Segment" issued by the Institute of Chartered Accountants of India, the size of operation of wind power segment comes under Reportable segment. Accordingly, the segment reporting stands as under:

PRIMARY SEGMENT	Financial/ Investment Activity		Wind Mill Energy generation*		Total	
	For the year ended 31.03.2023	For the year ended 31.03.2022	For the year ended 31.03.2023	For the year ended 31.03.2022	For the year ended 31.03.2023	For the year ended 31.03.2022
Revenue						
External Revenue	89641.68	79795.82	9899.46	9367.87	99540.14	89163.70
Inter Segment Revenue	0.00	0.00	0.00	0.00	0.00	0.00
Total Revenue	89641.68	79795.82	9899.46	9367.87	99540.14	89163.70
Segment Result						
Profit Before Tax	61435.01	15536.19	5151.55	4341.54	66586.56	19877.74
Provision for Taxes & Deferred Taxes	16390.68	-4430.91	0.00	0.00	16390.68	-4430.91
Profit or Loss after Taxes	45044.33	19967.10	5151.55	4341.54	50195.88	24308.55
Other Information						
Segment Assets	684119.51	631130.97	12468.64	25707.64	696588.15	656838.61
Segment Liabilities	75491.30	90209.64	0.00	0.00	75491.30	90209.64
Capital Expenditure	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation	116.41	78.02	1246.14	1586.04	1362.55	1644.06

* One Windmill has been Sold during the year situated at Tamil Nadu

- 3) Contingent Liability and commitments :
 - a) Contingent Liabilities to the extent not provided for:
 - a) Disputed demand of Income-tax pending appeals amounting to ₹ 114.24 thousands (P.Y. 114.24 thousands) against which an amount of ₹ NIL (P.Y. Nil) paid under protest but not provided for.
 - b) Disputed demand of TDS amounting to ₹ 286 thousands (P.Y. ₹ 295 thousands) against which an amount of ₹ Nil (P.Y. Nil) is outstanding and not provided for.
 - b) Capital and other commitments: NIL



ii. Transactions with Related Parties:

PARTICULARS	Nature of Transactions	For the year ended 31.03.2023		As at 31.03.2023		For the year ended 31.03.2022		As at 31.03.2022	
		Amount of Transaction	Outstanding Amount	Outstanding Amount	Amount of Transaction	Outstanding Amount	Amount of Transaction	Outstanding Amount	
Vinod Kumar Agarwal	Rent Paid	364.09	0.00	0.00	494.74	0.00	0.00	0.00	
Dharmendra Agarwal	Remuneration & Perquisites	1119.05	85.54	85.54	1040.33	50.63	50.63	50.63	
	E.S.I.C. & P.F.	96.00	4.00	4.00	43.60	4.00	4.00	4.00	
	Bonus	154.31	27.74	27.74	16.80	16.80	16.80	16.80	
	Leave Encashment	47.25	47.25	47.25	43.22	43.22	43.22	43.22	
Sanjeev Sharma	Remuneration & Perquisites	559.83	41.156	41.156	526.49	34.10	34.10	34.10	
	E.S.I.C. & P.F.	21.60	5.00	5.00	50.00	5.00	5.00	5.00	
	Bonus	69.34	30.864	30.864	16.80	16.80	16.80	16.80	
	Leave Encashment	12.83	12.825	12.825	19.66	19.66	19.66	19.66	
Mohd. Raees Sheikh	Remuneration & Perquisites	372.07	0.00	0.00	1132.08	92.05	92.05	92.05	
	E.S.I.C. & P.F.	7.20	0.00	0.00	21.60	1.80	1.80	1.80	
	Bonus	58.79	0.00	0.00	16.80	16.80	16.80	16.80	
	Leave Encashment	0.00	0.00	0.00	47.03	47.03	47.03	47.03	
Neha Singh	Remuneration & Perquisites	666.07	76.41	76.41	0.00	0.00	0.00	0.00	
	E.S.I.C. & P.F.	14.81	1.80	1.80	0.00	0.00	0.00	0.00	
	Bonus	20.97	20.97	20.97	0.00	0.00	0.00	0.00	
	Leave Encashment	22.33	22.33	22.33	0.00	0.00	0.00	0.00	
Sandeeep Gaihot	Remuneration & Perquisites	0.00	0.00	0.00	138.87	0.00	0.00	0.00	
	E.S.I.C. & P.F.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	Bonus	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	Gratuity	0.00	0.00	0.00	8.40	8.40	8.40	8.40	
Vikas Gupta	Leave Encashment	0.00	0.00	0.00	17.50	0.00	0.00	0.00	
	Remuneration & Perquisites	744.32	56.968	56.968	412.85	57.99	57.99	57.99	
	E.S.I.C. & P.F.	21.60	1.80	1.80	12.60	1.80	1.80	1.80	
	Bonus	62.10	30.864	30.864	9.80	9.80	9.80	9.80	
Available Finance Ltd.	Leave Encashment	22.22	22.218	22.218	29.00	29.00	29.00	29.00	
	Unsecured Loan Taken	6500.00			15690.76				
	Unsecured Loan Repayment	21000.00	60306.970	60306.970	7800.00				
	Interest Paid	5711.37			5711.37				
Agarwal Real City Pvt. Ltd.	Unsecured Loan Taken	0.00			5637.56				
	Unsecured Loan Repayment	269500.00			52600.00				
	Interest Paid	510.25	29354.945	29354.945	2602.63				
	Unsecured Loan Given	253400.00			70797.37				
Agarwal Real City Pvt. Ltd.	Unsecured Loan Refund	0.00			34000.00				
	Interest Received	8657.58			510.25				



Company Name	Unsecured Loan Taken	1300.00	11583.570	3010.00	10230.59
Archana Coal Pvt.Ltd.	Unsecured Loan Repayment	0.00		400.00	
	Interest Paid	810.59		810.59	
Agarwal Coal Corporation Pvt.Ltd.	Unsecured Loan Given	720500.00	404510.210	579500.00	4674.49
	Unsecured Loan Repayment	330000.00		593000.00	
	Interest Received	5895.44		18174.49	
Agarwal Fuel Corporation Pvt.Ltd.	Unsecured Loan Given	436500.00	0.00	760000.00	250558.92
	Unsecured Loan Repayment	673500.00		523000.00	
	Interest Received	60301.67		13558.92	
Agarmin Coal Washery Pvt.Ltd.	Unsecured Loan Given	280550.00	43209.16	492500.00	61001.90
	Unsecured Loan Repayment	282500.00		699342.41	
	Interest Received	11944.31		11944.31	

Note:

- All the above transactions are on arm's length basis. Current Account transactions are excluded.
- The aforementioned transactions in respect of expenses except purchase & sale are shown exclusive of GST.

7) Directors Remuneration:

The Company has paid directors' remuneration as per the provisions of Schedule V to the Companies Act, 2013 and has complied with all the provisions of the said act:

NAME OF THE DIRECTOR	Nature of payment	For the year ended 31.03.2023	For the year ended 31.03.2022
Dharmendra Agrawal	Remuneration & Perquisites	1416.61	1143.56
Sanjeev Sharma	Remuneration & Perquisites	663.59	512.95
Total		2080.20	1756.50

8) As per the information on records, the Company does not have any due outstanding to Micro and Small Industries enterprises under MSMED Act, 2006.

9) In accordance of Ind AS-33, the earning per share (E.P.S.) of the company is as under:

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
Profit after Tax	50195.88	24308.65
Weighted average No. of Equity Shares outstanding	7500000	7500000
Earning Per Share - Basic & Diluted	6.69	3.24



11) Payments to the auditor: (Excluding Goods and Service Tax):

PARTICULARS	For the year ended	
	31.03.2023	31.03.2022
a) Auditor	150.00	261.75
Statutory auditor	37.00	20.00
b) For taxation matters	187.00	281.75
Total	374.00	563.50

12) Capital Management:

The Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital and all other equity reserves attributable to equity holders of the Company. RBI requires NBFCs to maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier I and Tier II capital of 15% of our aggregate risk weighted assets. Since, the Company (NBFC) is a "NBFC-NSHND" hence it is not required to compute the financial ratios. The Company has complied with the notification RBI/2019-20/170 DOR (NBFC), CC, PD No. 109/22.10.106/2019-20 "Implementation of Indian Accounting Standards."

Financial Ratios:

PARTICULARS	As at 31.03.2023	As at 31.03.2022
Total outside liabilities	75491.30	90209.64
Owned funds	621096.86	560628.97
Leverage Ratio	0.12	0.16

13) Disclosure of CSR Activities as per Sec. 135 :

Pursuant to the Provisions of Section 135 of the Companies Act 2013 read with companies (Corporate Social Responsibility Policy) Rules 2014 are not applicable on Company.

14) Financial Instruments by Category and fair value hierarchy:

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values.

The fair values of the financial assets and financial liabilities included in the level 2 and level 3 categories have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

PARTICULARS (2022-2023)	FVTPL	Fair Value Measurement		Fair Value Hierarchy		
		FVOCI	Amortised Cost	Level-1	Level-2	Level-3
Financial assets						
Investments	0.00	39484.15	115.85	39484.15	0.00	0.00
Cash and cash equivalents	0.00	0.00	2335.38	0.00	0.00	0.00
Bank balances other than cash and cash equivalents	0.00	0.00	165.70	0.00	0.00	0.00
Loans	0.00	0.00	607993.33	0.00	0.00	0.00
Trade Receivables	0.00	0.00	19056.07	0.00	0.00	0.00
Other financial assets	0.00	0.00	1851.33	0.00	0.00	0.00
Total	0.00	39484.15	631517.55	39484.15	0.00	0.00
Financial liabilities						
Borrowings	0.00	0.00	71890.53	0.00	0.00	0.00
Other financial liabilities	0.00	0.00	3108.24	0.00	0.00	0.00
Total	0.00	0.00	74998.77	0.00	0.00	0.00



10] Tax expenses as per Ind AS 12:

a Deferred Tax:

Profit and Loss:

PARTICULARS	For the year ended	
	31.03.2023	31.03.2022
WDV as per Company Law	4011.09	18875.10
Less: WDV as per Income Tax	2604.53	4075.11
Timing difference between Income Tax and Company Law	1406.57	14799.99
Deferred tax liability/ (asset) on above	391.31	4117.36
Provision on loans	14432.51	8337.08
Deferred tax (asset) on above	-4015.12	-2319.37
Accumulated liability as on 31.03.2023	-3623.82	1797.98
Liability Already Provided up to 31.03.2022	1797.98	2979.48
Balance (Liability) provided for/ written off during the year	-5421.80	-1181.49

Other Comprehensive Income:

PARTICULARS	For the year ended	
	31.03.2023	31.03.2022
Timing difference due to fair valuation of quoted investments	5169.11	-3801.86
Tax effect on to timing difference due to fair valuation of quoted investments	516.91	-380.19
Liability Already Provided up to 31.03.2022	-380.19	2444.52
Deferred tax (assets)/ liabilities to be written back/ recognised in OCI	897.10	-2824.70

b The income tax expense for the year can be reconciled to the accounting profit as follows:

PARTICULARS	For the year ended	
	31.03.2023	31.03.2022
Profit before tax from continuing operation	66586.56	19877.74
Tax rate	27.82%	27.82%
Income Tax expense calculated	18524.38	5529.99
Effect of income that is exempt from taxation	0.00	0.00
Effect of expenses that are not deductible in determining taxable profits	2073.06	1283.37
Effect of concession (allowances)	-100.01	-113.70
Other temporary differences (Short/Excess) Provision in current year	1315.05	-9949.07
Deferred Tax Provision Written Back	-5421.80	-1181.49
Income tax expense recognised in profit or loss	16390.68	-4430.91

c Provision For Taxation:

The Company has not migrated to the new regime of Income Tax Act, 1961 u/s 115BAA.

d There were no such transactions that were not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).



PARTICULARS (2021-2022)	Fair Value Measurement			Fair Value hierarchy		
	FVTPL	FVOCI	Amortised Cost	Level-1	Level-2	Level-3
Financial assets						
Investments	0.00	34315.03	129.84	34315.03	0.00	0.00
Cash and cash equivalents	0.00	0.00	28821.46	0.00	0.00	0.00
Bank balances other than cash and cash equivalents	0.00	0.00	165.70	0.00	0.00	0.00
Loans	0.00	0.00	533993.61	0.00	0.00	0.00
Trade Receivables	0.00	0.00	7155.32	0.00	0.00	0.00
Other financial assets	0.00	0.00	1704.62	0.00	0.00	0.00
Total	0.00	34315.03	571970.55	34315.03	0.00	0.00
Financial liabilities						
Borrowings	0.00	0.00	85441.96	0.00	0.00	0.00
Other financial liabilities	0.00	0.00	2905.99	0.00	0.00	0.00
Total	0.00	0.00	88347.95	0.00	0.00	0.00

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Ind AS. An explanation for each level is given below.

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Notes:

- 1 There have been no transfer between Level 1, Level 2 and Level 3 during the period March 31, 2023 and March 31, 2022.
- 2 The management assessed that cash and bank balances, trade receivables, loans, trade payables, borrowings (cash credits, commercial papers, foreign currency loans, working capital loans) and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.



AD-MANUM FINANCE LIMITED

Notes forming part of the financial statements as at and for the year ended March 31, 2023
(All amounts are in ₹ thousands, except share and per share data, unless otherwise stated)

Note 24:

ADDITIONAL NOTES ON ACCOUNTS :

15) Financial risk management objectives and policies to the extent applicable:

The company is a registered NBFC and having its major exposure to the group companies and therefore the company does not envisage any market risk, currency risk, interest rate risk, price risk, liquidity risk and credit risk. The Company's senior management in consultation with audit committee has the responsibility for establishing and governing the Company's overall risk management framework, wherever applicable.

16) Disclosure Pursuant to regulation 54(F) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2013

a) Loans and Advances in the nature of Loans to Subsidiary:
There were no such transaction during the year.

b) Loans and Advances in the nature of loan to Associates, Related Party and parties where directors/promoters are interested:

PARTICULARS	As at		Maximum Balance During the Year	
	2022-2023	2021-2022	2022-2023	2021-2022
Ajainm Coal Washery Pvt Ltd	43209.16	61001.90	158077.00	255900.00
Agarwal Coal Corporation Pvt Ltd	484510.21	4145.30	92.08	310532.62
Agarwal Fuel Corporation Pvt Ltd	0.00	250558.92	0.00	360798.72
Agarwal Real City Pvt Ltd	29354.95	37307.62	49174.00	70797.37
	477074.31	353014.75	207343.68	1004028.71

**c) i) The Company has given loan to Agarwal Fuel Corporation Private Limited, which has made investment in the shares of the Company.
ii) The above Advances fall under the category of loans, which are repayable on demand and interest has been charged on it.**

17) Consolidation of Accounts:

Pursuant to the provisions of section 2(6) of the Companies Act, 2013 the Company is an associate of Agarwal Coal Corporation (S) Pte. Ltd. as the said company holds 36.93% shareholding of the Company, consequently the Company is liable to be consolidated under Equity method with that Company.

18) In accordance with IND AS - 109 the long-term investments held by the company are to be carried at Cost or Fair Value. All the investments of the Company have been considered by the management to be of long-term nature

19) The balances of Trade Receivables, Borrowings and Loans & Advances are subject to respective consent, confirmation, reconciliation and consequential adjustments, if any.

20) Subsequent events

The Company has evaluated all subsequent events through 10/05/2023, the date on which these financial statements are authorized for issuance. No adjusting or significant non-adjusting events have occurred between March 31, 2023 and the date of authorization of these financial statements that would have a material impact on these financial statements or that would warrant additional disclosures.

21) Details of Benami Property held:

During the year, no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

22) Indications of Impairment

In the opinion of management, there are no indications, internal or external which could have the effect of impairing the value of assets to any material extent as at the Balance sheet date requiring recognition in terms of Ind AS 36.

23) Registration of charges or satisfaction with Registrar of Companies (ROC):

During the year, the charges or satisfaction which were to be registered with ROC (if any) have been done within the statutory period.

24) Relationship with Struck off Companies:

The Company has no investment in securities, Receivables, Payables, Share-holding or Other outstanding balances with such companies.

25) According to Ind AS - 7 the desired Cash flow statement is enclosed herewith.

27) The Company has no borrowings from banks or financial institutions on the basis of security of current assets with respect to which, hence the periodical returns or statements of current assets required to be filed by the Company with banks or financial institutions is not applicable.

28) The company has not received any funds from any person/entities, for the purpose of directly or indirectly lending/investing/providing guarantee/security to a another person/entity, by or on behalf of the person/entity from whom such amount is received.

29) The company has not advanced/loaned/invested funds to any person/entity for the purpose of directly or indirectly lending/investing/providing guarantee/security to a third person/entity, by or on behalf of the company.

30) Previous year figures have been regrouped or rearranged where ever necessary.

31) The figures have been rounded off to the nearest multiple of a rupee in thousands.

As Per our report of even date attached
STATUTORY AUDITORS
For: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FIRM 001457C

(Signature)
CA. NRDESH BADJATYA
PARTNER
ICAI MNO: 420388
PLACE: INDORE
DATE: 10.05.2023



(Signature)
Sanjeev Sharma
Whole Time Director
(DIN: 07839822)

(Signature)
Neha Sirgh
Company Secretary
(PAN: TELSP5249NN)

For and on behalf of Board of Directors
AD-MANUM FINANCE LIMITED

(Signature)
Dhagendry Agarwal
Whole Time DIRECTOR
(DIN: 08280936)

(Signature)
Vikas Gupta
Chief Financial Officer
(PAN: AFPPG2329L)