



## NOTICE FOR THE 35<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of AD-MANUM FINANCE LIMITED (CIN: L52520MP1986PLC003405) will be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OVAM) for which purposes the registered office of the company situated at "Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore (MP)-452003 shall be deemed as the venue for the Annual General Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2021, the Statement of changes in Equity, Profit & Loss and Cash Flow and notes thereto for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Board's and Auditor's thereon on that date.

### SPECIAL BUSINESSES:

2. To confirm the appointment of Mr. Sahive Alam Khan (DIN: 09179685) as an Independent Director for a First Term of 5 (five) consecutive years w.e.f. 1<sup>st</sup> June, 2021 till 31<sup>st</sup> May, 2026.

To consider and if thought fit, to convey assent or dissent to the following Ordinary 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, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sahive Alam Khan (DIN: 09179685), who was appointed by the Board as an Additional Director under the category of Independent Director w.e.f. 28<sup>th</sup> May, 2021, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him 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, 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. 1<sup>st</sup> June, 2021 till 31<sup>st</sup> May, 2026 and his office shall not be liable to retire by rotation.

3. To confirm the re-appointment of Mr. Dharmendra Agrawal (DIN: 08390936) as the Whole Time Director of the company.

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

“RESOLVED THAT upon the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions thereon of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby granted for the Re-Appointment of Mr. Dharmendra Agrawal (DIN- 08390936) as the Whole-Time-director & Chief Executive Officer (KMP) for a period of commencing from 1<sup>st</sup> April, 2021 to 30<sup>th</sup> June, 2022 on the monthly consolidated remuneration upto Rs. 86,436/- p.m. as may be approved by the Nomination and Remuneration Committee from time to time.

**FURTHER RESOLVED THAT** in the event of there being any loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Dharmendra Agrawal shall be minimum remuneration payable by the Company in terms of Schedule V of the Companies Act, 2013.



**RESOLVED FURTHER THAT** there shall be clear relation of the Company with Mr. Dharmendra Agrawal as "the Employer-Employee" and each party may terminate the above said appointment with three months prior notice in writing or salary in lieu thereof.

**RESOLVED FURTHER THAT** Mr. Dharmendra Agrawal, Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the break up of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company."

4. **To approve the transactions/contracts/arrangements with Related Parties under section 188 of the Companies Act 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015.**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") 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 and on arm's length basis, for purchase, sale or deal in the products, goods, stock in trade, 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 increased from Rs. 800.00 Crores to an amount not exceeding aggregating Rs. 852.00 Crore (Rupees Eight Hundred Fifty-Two Crore only) in each financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the company, jointly and/or severally, be and is hereby 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.

5. **To grant authority to the Board to provide loans and advances, guarantee and Securities to other Companies/Body Corporate under section 185 and 186 of the Companies Act, 2013:**

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

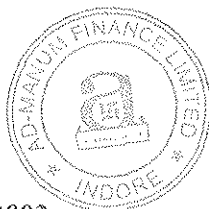
**RESOLVED THAT** pursuant to the provisions of Section 185 read with section 186 and 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and the SEBI (LODR) Regulations, 2015 as may be applicable, the approval of members of the company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented



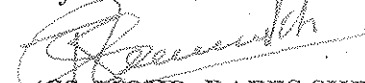
by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loan/Guarantee/Provide Securities for an amount increased from Rs. 800.00 Crores to an amount not exceeding aggregating of Rs. 802 Crore (Rupees Eight Hundred & Two Crore only) at any point of time.

Place: Indore  
Date: 19<sup>th</sup> August, 2021

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



By order of the Board

  
(CS. MOHD. RAEES SHEIKH)  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
FCS: 6841

**BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AS PER ITEM NO. 2 & 3 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER SEBI (LODR) REGULATIONS, 2015 AND COMPANIES ACT, 2013.**

Name of Director	Mr. Dharmendra Agrawal	Mr. Sahive Alam Khan
DIN	08390936	01979685
Designation	Whole-time Director & CEO	Independent Director
Category	Executive	Non-Executive
Date of Birth	09/12/1970	19/05/1988
Date of Appointment	30/03/2020	28/05/2021
Expertise in specific area	Information Technology & Accounts	Legal, ROC and BSE Compliances
Qualification	B.Sc. (Mathematics)	B.Sc., LLB & Company Secretary
No. of shares held	0	0
List of outside Directorship	N.A.	Available Finance Limited
Chairman / Member of the Committees of the Board of Directors of the Company	-	Member of:- 1. Audit Committee; 2. Nomination and Remuneration Committee; 3. Stakeholder Relationship Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director	N.A.	Member of Available Finance Limited of :- 1. Audit Committee; 2. Nomination and Remuneration Committee; 3. Stakeholder Relationship Committee
Disclosures of relationships between directors inter-se.	N.A.	N.A.

Notes:-

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
- Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, 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.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of



participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, 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. 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](mailto:ishan1619@yahoo.co.in) with a copy of the same marked to the [Company at cs@admanumfinance.com](mailto:cs@admanumfinance.com).
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, 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 National Securities Depository Limited (NSDL) 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 NSDL.
6. 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](http://www.admanumfinance.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/ OAVM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8<sup>th</sup> April, 2020; MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020; MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and MCA Circular No. 2/2021 dated 13<sup>th</sup> January, 2021.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.admanumfinance.com](http://www.admanumfinance.com) as soon as possible after the Meeting is over.
9. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website - [www.admanumfinance.com](http://www.admanumfinance.com) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business as set out in the Notice, is annexed thereto.
12. The company has notified closure of Register of Members and Share Transfer Books from **Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021** (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. **23<sup>rd</sup> September, 2021 (Thursday)**.
14. CS Ishan Jain Proprietor of Ishan Jain & Co. Company Secretary (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](mailto:cs@admanumfinance.com) so that the information required may be made available at the Meeting.

16. The Members are requested to:
  - a) Quote their ledger folio number in all their correspondence.
  - b) 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.
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., (RTA) Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id [rtaindore@gmail.com](mailto:rtaindore@gmail.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 form part to the report of the Board Report.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to [cs@admanumfinance.com](mailto: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 2020-21 transferred all the equity shares in respect of which (Dividend year 2013-14) 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 Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2013-14 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](http://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.
  - 20.1 Members who have not encashed the dividend for the year 2013-14 & 2014-15 are requested to please approach to the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2013-14 for a period upto 7 years shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
  - 20.2 SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1<sup>st</sup> April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
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 RTA having email Id [rtaindore@gmail.com](mailto:rtaindore@gmail.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. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2021 and due date for transfer thereafter to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. 10/-per Share	Amount remained unclaimed/unpaid	Due date for transfer to IEPF
2013-14	25/09/2014	10%	160712	01/11/2021
2014-15	30/09/2015	10%	165802	06/11/2022

**23. Voting through electronic means:**

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

- i. The remote e-voting period begins on 27<sup>th</sup> September, 2021 (Monday) at 9.00 A.M. and ends on 29<sup>th</sup> September, 2021 (Wednesday) 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23<sup>rd</sup>



September, 2021) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- ii. 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

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL remote e-Voting system consists of “Two Steps” which are mentioned below:

**Step I : Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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 in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast</li> </ol>



	<p>your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section,
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
--	------------------



a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**





1. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
2. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
3. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

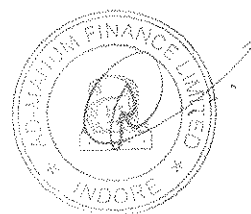
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ishan1619@yaoo.co.in](mailto:ishan1619@yaoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

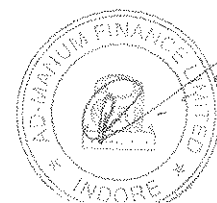
**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. 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.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([www.admanumfinance.com](http://www.admanumfinance.com)). The same will be replied by the company suitably.
- 24. Note for Non-Individual Shareholders and Custodians**
1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evoting.nsdl.com> and register themselves in the "Corporates" module.
  2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  3. 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.
  4. The list of accounts linked in the login should be mailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and on approval of the accounts they would be able to cast their vote.
  5. 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.
  6. Alternatively Non Individual shareholders are required 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; [www.admanumfinance.com](http://www.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.
  7. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evoting.nsdl.com>, under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). or call toll free no. 1800-222-990. All grievances connected with the facility for voting by electronic means may be addressed to Shri Nitin Ambure Vice President, (NSDL, ) National Securities Depository Limited, Trade World A Wing, Kamla Mills Compounds, Lower Parel Mumbai - 400013 or send an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call toll free no. 1800-222-990.
- 25. Other Instructions**
1. 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).
  2. 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. 23<sup>rd</sup> September, 2021 (Thursday), may obtain the login ID and password by sending a request at [rtaindore@gmail.com](mailto:rtaindore@gmail.com).
  3. 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. 23<sup>rd</sup> September, 2021 (Thursday), only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
  4. 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.
  5. 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 48 hours of 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.

6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.admanumfinance.com](http://www.admanumfinance.com) and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
7. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:  
M/s. Ankit Consultancy Pvt. Ltd.  
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010  
Tel: 0731-4281333,4065797/99 E-mail: [compliance@ankitonline.com](mailto:compliance@ankitonline.com), [info@ankitonline.com](mailto:info@ankitonline.com)
8. 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 Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, in case the shares are held by them in physical form.
9. 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 Ankit Consultancy Pvt. Ltd, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, in case the shares are held in physical form.
10. 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.
11. Members may also note that the Annual Report for year 2020-21 is also available on Company's website [www.admanumfinance.com](http://www.admanumfinance.com)
12. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.
13. As the 35<sup>th</sup> AGM is being held through VC/OAVM, the route maps is not annexed to this Notice.

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

##### **Item No. 2**

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on 28<sup>th</sup> May, 2021 have appointed Mr. Sahive Alam Khan (DIN 09179685) as an Additional Director under the category of the Independent Director of the Company w.e.f. 1<sup>st</sup> June, 2021 pursuant to Section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting.

Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he is also registered under the Independent Directors Databank maintained by ICA.

The resolution set out in Item No. 2 seeks the approval of members for the appointment of Mr. Sahive Alam Khan (DIN 09179685) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. 1<sup>st</sup> June, 2021 till 31<sup>st</sup> May, 2026; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Mr. Sahive Alam Khan (DIN: 09179685) is given in the Notice of AGM with the details of the directors seeking appointment/re-appointment.

Copy of draft letter of appointment setting out the terms and conditions of the appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be considered as the financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Sahive Alam Khan do not hold any shares in the Company.

##### **Item No. 3:**



Mr. Dharmendra Agrawal (DIN 08390936) is B.Sc (Mathematics) and was re-appointed as the Whole-time-Director & CEO in the Board meeting held on 31<sup>st</sup> March 2021 for a period between 1<sup>st</sup> April,2021 to 30<sup>th</sup> June,2022, He is having through knowledge and experience in the field of information technology, finance, accounts etc. and is acquainted with through knowledge of business activities of the Company. His experience, commitment and capabilities are playing a crucial role in the growth of the Company.

Thus, upon the recommendation of the Nomination and Remuneration Committee, the Board has appointed him for a further period from 1<sup>st</sup> April, 2021 to 30<sup>th</sup> June 2022. The Board considered that the terms and conditions the salary and perquisites as given in the Item No.3 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary Ordinary Resolution as set out in Item No.3 of the notice.

Mr. Dharmendra Agrawal, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be drawn by him. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Dharmendra Agrawal do not hold any share in the Company.

The Information as required under section II, Part 2 of the Schedule V pertaining to Item No. 3 of the Notice of AGM is being given as under:

**I. General Information:**

(1)	Nature of industry	Non-Banking Financing Company
(2)	Date or expected date of commencement of commercial production	N.A.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators	The Company has achieved gross turnover of Rs. 928.80 Lakhs for the year ended 31 <sup>st</sup> March, 2021 and earned profits before Tax is Rs 355.25 Lakhs.
(5)	Foreign investments or collaborations, if any.	Agarwal Coal Corporation (S) Pte. Ltd has made an investment 27,70,000 equity shares of Rs. 10/- (i.e. 36.93%) in the company and categorised as a Promoter Concern.

**II. Information about the appointee:**

S. No.	Particulars	Mr. Dharmendra Agrawal
(1)	Background details	He is a bachelor's in science (Bsc.-Mathematics) and have 25 years of experience in the information technology, finance, accounts.
(2)	Past remuneration	The total Remuneration for the year period 2020-21 was Rs. 10.42 Lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	He is mainly responsible for general business activities besides other duties and responsibilities.
(5)	Remuneration proposed	Consolidated Remuneration Upto Rs. 86436/- p.m.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Dharmendra Agarwal does not hold any share in the Company. He is having interest to the extent of the remuneration which he may draw from the Company being the Whole-time Director and dividend as may be declared by the Company (if any). He is not having any relationship with any other Director or KMP's of the company.

**III. Other information:**



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

#### Item No. 4

As per the provision of Section 188 and any other applicable provision of the Companies Act 2013 and rules framed thereunder and 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.

In view of the changed business requirements, the company need to increase the limit of material related party transaction from Rs. 800.00 Crores p.a. to Rs. 852.00 Crores p.a. and 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 revised approval is required for a further period of 5 years for the Related Party Transaction(s) up to an estimated annual value of **852.00 Crores (Rupees Eight Hundred Fifty-two crore only)** Per Annum from Rs. 800.00 Crores as per the previous approval granted by the members at the AGM held on 30<sup>th</sup> September, 2020 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.

In the light of the above, your Company has been dealing through such transaction(s) with the said Related Party.

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

As per provision of the Companies Act, 2013 along with rules made thereunder, a transaction with a related party shall be considered material, if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the limit specified in the provision of the Companies Act, 2013 as per the Last audited Financial Statements of the Company.

In the Compliance of the said regulations, the Audit Committee and the Board has considered to seek further approval for revision in the limits for the Related Party Transaction from Rs. 800.00 Crores to Rs. 852.00 Crores p.a. for the said ongoing transactions. These transactions may be considered as material/immaterial for the coming financial years, the Board has proposes the same to be placed before the members for their approval as an Ordinary Resolution. The said revised approval would be effective for the period of 5 (Five) years from the date of approval by the members.

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:

Name of the related party	Name of the director or KMP who is related	Nature of relationship	Nature, material terms and particulars of contracts or arrangements	Amount (₹) p.a. & Other information relevant or important for the members to take decision on the proposed resolution
Mr. Vinod Kumar Agarwal	-	Promoter	Rent	Upto ` 20 Lakh
Mrs. Neena Devi Agarwal	-	Promoter	Rent	Upto ` 20 Lakh
Mr. Tapan Agarwal	-	Promoter	Rent	Upto ` 10 Lakh
Available Finance Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 100 Crores.
Agarwal Fuel Corporation Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 200 Crores
Archana Coal Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 2 Crore
Agarwal Coal Corporation Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 150 Crores



Agarmin Coal Wahsery Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 200 Crores
Agarwal Real City Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 100 Crore
Agarwal Real Infra LLP	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 50 Crore

Except as mentioned in Notes to Accounts in Balance Sheet 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.

Mrs. Priyanka Jha, and Mr. Sahive Alam Khan, the Independent Directors of Available Finance Ltd. may be considered as deemed to be interested to the extent of the transactions 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. 4 of the Notice for approval by the Members.

#### Item No.5

As per section 185 & 186 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 which is effective from 7<sup>th</sup> May, 2018 which empowers the Board of Directors of the company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as directly/indirectly concerned or interested subject to the approval of members by way of Special Resolution. The Company has obtained approval of members for providing loans and advances u/s 185 and 186 upto a maximum limit of Rs. 800.00 Crores at their Annual General Meeting held on 30<sup>th</sup> September, 2020. In view of the changed requirements it is required to re-arrange the financial limits of such parties as well increase the total limits from Rs. 800.00 Crores to Rs. 802.00 Crores at any point of time increased in the following companies or the body corporate in which one/or more directors may be concerned or interested.

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 Audit Committee has recommended and the Board considered that to become eligible to provide the advances, loans or to provide guarantee or security subject to the maximum of Rs. 802 Crore (Rupees Eight Hundred & Two Crores Only) at any point of time to the following parties.

Name of the related party	Name of the director or KMP who is related	Nature of relationship	Nature, material terms and particulars of contracts or arrangements	Amount (₹) & Other information relevant or important for the members to take decision on the proposed resolution (PA)
Available Finance Ltd.	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 100 Crores.
Agarwal Fuel Corporation Pvt. Ltd.	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 200 Crores
Archana Coal Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 2 Crore
Agarwal Coal Corporation Pvt. Ltd.	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 150 Crores
Agarmin Coal Wahsery Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 200 Crores
Agarwal Real City Private Limited	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 100 Crore
Agarwal Real Infra LLP	-	Related Concern	Inter-Corporate Loan & Interest	Upto ` 50 Crore

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:-

- 1) The said loan will be used by entities in their normal course of business.
- 2) Compliance under section 186 and 188 of the Companies Act, 2013;



3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

The Board recommends a Special Resolution set out at Item No. 5 of the Notice for approval by the Members. Mrs. Priyanka Jha, and Mr. Sahive Alam Khan, the Independent Directors of Available Finance Ltd. may be considered as deemed to be interested to the extent of the transactions 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.

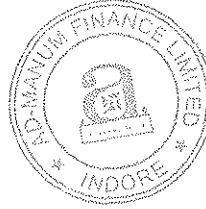
Place: Indore

Date: 19<sup>th</sup> August, 2021

Registered Office:

CIN: L52520MP1986PLC003405

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



By order of the Board

CS. MOHD. RAEES SHEIKH  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
FCS: 6841