



AD-MANUM FINANCE LIMITED

www.admanumfinance.com

AMFL/BSE/2024-25/08-07

Date: August 28, 2024

Online Filing at listing.bseindia.com

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

BSE CODE: 511359

Sub.: Filing of the Notice of 38th Annual General Meeting to be held on September 20, 2024.

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Notice of the **38th Annual General Meeting** of the Company scheduled to be held on **Friday, the 20th day of September, 2024 at 11:30 A.M.** through Video Conferencing ('VC') or Other Audio Video Means ('OAVM') for which purposes the Registered Office of the company situated at **Agarwal House, 5 Yeshwant Colony Indore 452003 MP** shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.

We are also in the process of filing the aforesaid Notice of 38th Annual General Meeting in XBRL format within the stipulated time and same shall also be hosted at the website of the company.

You are requested to please take on record the above said document for your reference and further needful

Thanking You
Yours faithfully
For, **AD- MANUM FINANCE LIMITED**

NEHA SINGH
COMPANY SECRETARY & COMPLIANCE OFFICER
M.NO.: F9881



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

AD-MANUM FINANCE LIMITED

www.admanumfinance.com

NOTICE FOR THE 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the **38th Annual General Meeting** of the members of **AD-MANUM FINANCE LIMITED (CIN: L52520MP1986PLC003405)** will be held on **Friday, the 20th day of September, 2024 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 Financial Statement containing the Balance Sheet as at 31st March 2024, the Statement of changes in Equity, Profit & Loss and Cash Flow and notes thereto for the financial year ended on 31st March, 2024 and the Reports of the Board's and Auditor's thereon on that date;
2. To appoint a director in place of **Mr. Dharmendra Agrawal (DIN: 08390936)**, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **To Approve re-appointment of Mr. Sanjeev Sharma, (DIN: 07839822) as Whole-time Director of the Company for further term of 5 (Five) years w.e.f. March 13, 2025, to March 12, 2030**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of directors at their respective meetings, the approval of the members of the Company be and is hereby accorded for Re-Appointment of Mr. Sanjeev Sharma (DIN: 07839822) as the Whole-time Director and Key Managerial Personnel of the Company for a further term of five (5) years commencing from March 13, 2025, to March 12, 2030 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of directors and Mr. Sanjeev Sharma.

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 breakup 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 Confirm the appointment of Ms. Apoorva Jain (DIN: 10714927) as a Woman Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 1, 2024, to July 31, 2029 as a Director not liable to retire by rotation.**

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 and 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, **Ms. Apoorva Jain (DIN: 10714927)** who was appointed by the Board as an Additional Director under the category of **Woman Independent Director w.e.f. August 1, 2024**, in terms of the provisions 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 her appointment and in whose respect a declaration confirming that she 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 a Woman Independent Director of the Company to hold office for a first term of 5 (Five) consecutive years w.e.f. August 1, 2024, to July 31, 2029 and her office shall not be liable to retire by rotation.”

5. **To Confirm the appointment of Mr. Pradhumn Pathak (DIN: 10697083) as an Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 1, 2024, to July 31, 2029 as a Director not liable to retire by rotation.**

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 and 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. Pradhumn Pathak (DIN: 10697083)** who was appointed by the Board as an Additional Director **under the category of Independent Director w.e.f. August 1, 2024**, in terms of the provisions 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, 2024, to July 31, 2029 and his office shall not be liable to retire by rotation.”

6. 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 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and further amendment if any, read with the provisions of section 188 and 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts / arrangement, in the ordinary course of its business and on arm’s length basis, for purchase, sale or deal in the products, goods, stock in trade, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount upto **Rs. 847.00 Crore (Rupees Eight Hundred and Forty-Seven Crores only)** for a period up to the conclusion of next Annual General Meeting to be held in the Calendar Year 2025.

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, 2024

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”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing

(VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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 a 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 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 ascertaining 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 38th 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 accordance with the aforesaid MCA Circulars and Master Circular No. SEBI/HO/ CFD/ POD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/ 167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice calling the AGM alongwith complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice alongwith Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the 38thAGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.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.



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. 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.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business i.e., Items No. 2 to 5 at the meeting is annexed and forms part of the Notice.
11. The company has notified closure of Register of Members and Share Transfer Books from **Saturday, 14th September, 2024 to Friday, 20th September, 2024** (both days inclusive) for the purpose of Annual General Meeting.
12. 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. 13th September, 2024 (Friday)**.
13. **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.
14. 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.
15. 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.
16. 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.
17. The report on the Corporate Governance and Management Discussion and Analysis also forms part of the Board Report.
18. 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 38th AGM. Members seeking to inspect such documents can send an email to cs@admanumfinance.com.
19. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), 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.

20. 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.
21. 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.
22. Members may please note that SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.admanumfinance.com and is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
23. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access www.admanumfinance.com or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
24. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
25. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.
26. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors



can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

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

27. 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.

28. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.admanumfinance.com.

29. 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.

30. 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.

31. Voting through electronic means:

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

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

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

- a. The voting period begins on **September 17, 2024 (Tuesday), 09:00 A.M. (IST) and ends on September 19, 2024 (Thursday), 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 **September 13, 2024 (Friday)** 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 SEBI (LODR) Regulations, 2015, listed entities are required to



provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (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	<ol style="list-style-type: none"> 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. 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/EasiRe



	<p><u>gistration</u></p> <p>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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>



	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: 022 - 4886 7000 and 022 - 2499 7000

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

- (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.

32. 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 23, 2024 (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., 13th September, 2024 (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 2023-24 also available on Company's website www.admanumfinance.com
- l. As the 38th 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. 2, 3, 4 & 5 OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER
SEBI (LODR) REGULATIONS, 2015 AND THE COMPANIES ACT, 2013.**

Name of Director	Mr. Dharmendra Agrawal	Mr. Sanjeev Sharma	Ms. Apoorva Jain	Mr. Pradhumn Pathak
DIN	08390936	07839822	10714927	10697083
Designation	Whole-time Director & CEO	Whole-time Director	Additional Director (in the category of Woman Independent Director)	Additional Director (in the category of Independent Director)
Category	Executive	Executive	Non- Executive	Non- Executive
Date of Birth	09-December-1970	27-July-1981	05-Aug-1994	25-Dec-1999
Date of Appointment / Re-appointment	30-March-2020	13-March-2020	01-Aug-2024	01-Aug-2024
Qualification	B.Sc. (Mathematics)	L.L.B., L.L.M.	Company Secretary, LLB and Commerce Graduate	Chartered Accountant and Commerce Graduate
No. of shares held	Nil	Nil	Nil	Nil
List of outside Directorship	Nil	1. Archana Coal Pvt. Ltd. 2. Stewardship Advisory Pvt. Ltd. 3. Learners Technology Pvt. Ltd.	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Chairperson of: 1. CSR Committee	Nil	Member of:- i. Audit Committee; ii. Nomination and Remuneration Committee; iii. Stakeholder Relationship Committee iv. CSR Committee	Member of:- i. Audit Committee; ii. Nomination and Remuneration Committee; iii. Stakeholder Relationship Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is	Nil	Nil	Nil	Nil



director				
Disclosures of relationships between directors inter-se.	N.A.	N.A.	N.A.	N.A.
Skills and capabilities required for the role and the manner in which he/she meets such requirements	Has relevant knowledge of information technology and compliances that must be followed by the company.	Has relevant knowledge of legal compliances that must be followed by the company.	Has relevant knowledge and expertise in Company Law matters and SEBI regulations.	Has relevant knowledge and expertise in Financial management, Statutory audit and internal audit.

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

Item No. 3: Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has re-appointed Mr. Sanjeev Sharma as the Whole-time Director of the Company for a further period of 5 (Five) years w.e.f. March 13, 2025, subject to approval of the members in General Meeting upon terms and conditions agreed with him as approved by the Board of Directors.

It would be in the interest of the Company to re-appoint Mr. Sanjeev Sharma Whole-time Director of the Company. The material terms and conditions of the said appointment are as under:

1. Term : March 13, 2025 to March 12, 2030
2. Remuneration:
 - a. Salary : Rs. 48,301/- per month
 - b. Perquisites : Bonus, Gratuity and other benefits etc. as per the policy of the Company
3. In the event of there being any loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Sanjeev Sharma (DIN: 07839822) shall not be in excess with the limit prescribed in terms of Schedule V of the companies Act, 2013.
4. there shall be clear relation of the Company with Mr. Sanjeev Sharma (DIN: 07839822) as "the Employer-Employee" and each party may terminate the above said appointment with 3 (Three) months prior notice in writing or salary in lieu thereof.
5. Mr. Sanjeev Sharma (DIN: 07839822), 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.
6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
7. The terms and conditions of the said appointment herein may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.



Your Directors recommend the special resolution at Item No. 3 of the Notice for your approval.

Mr. Sanjeev Sharma is financially interested in the said resolution to the extent of the remuneration as may be drawn by him as it pertains to his own re-appointment, except that no other director of key managerial persons or their relatives thereof is concerned or interested financially or otherwise in the proposed resolution.

Prescribed details of Mr. Sanjeev Sharma is provided in the notes to the Notice. None of the other Directors,

Item No. 4:

Ms. Apoorva Jain (DIN: 10714927) a qualified Company Secretary and graduate in law and commerce was appointed by Board of Directors at their meeting held on August 1, 2024 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 Woman Independent Director) of the Company with effect from August 1, 2024. In terms of the provisions of section 161(1) of the Companies Act, 2013, Ms. Apoorva Jain holds office as an Additional Director up to the date of this Annual General Meeting.

Considering her extensive knowledge and experience of Company law, commercial and legal matters as well as her professional background, appointment of Ms. Apoorva Jain is in the interest of the Company. Her association with the Company as a Director would be of great advantage. The Nomination and Remuneration Committee has recommended her 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, Ms. Apoorva Jain is being proposed to be appointed as Woman Independent Director of the Company for the First Term of 5 (five) consecutive years with effect from August 1, 2024 to July 31, 2029 and her 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 her appointment, she may be re-appointed for a second term. Ms. Apoorva Jain is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as a Non-executive Director (in the category of Independent Director). Further, the Company has also received a declaration from Ms. Apoorva Jain that she 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. She has further confirmed that she 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 Ms. Apoorva Jain 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. Apoorva Jain is already provided herein above as part of the 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. 4 as a Special Resolution** of the accompanying notice for the approval of the Members.

Ms. Apoorva Jain, being the appointee may be considered as financially interested to the extent of the fee as may be drawn by her, except that none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 4 of the Notice.

Item No. 5:

Mr. Pradhumn Pathak (DIN: 10697083) a Chartered Accountant and graduate in Commerce who was appointed by Board of Directors at their meeting held on August 1, 2024 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, 2024. In terms of Section 161(1) of the Companies Act, 2013, Mr. Pradhumn Pathak holds office as an Additional Director up to the date of this Annual General Meeting.

Considering his knowledge and experience of Finance and accounts as well as his professional background, appointment of Mr. Pradhumn Pathak 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. Pradhumn Pathak is being proposed to be appointed as an Independent Director of the Company for the first term of 5 (five) consecutive years with effect from August 1, 2024 to July 31, 2029 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. Pradhumn Pathak 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. Pradhumn Pathak 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 his registration in the Independent Directors Data Base of IICA.

The copy of the letter of appointment of Mr. Pradhumn Pathak 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. Pradhumn Pathak 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. 5 as a Special Resolution** of the accompanying notice for the approval of the Members.

Mr. Pradhumn Pathak, being the appointee may be considered as financial interested to the extent of the fee as may be drawn by him. Except that none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out in Item No. 5 of the Notice.

Item No. 6:

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 Reg. 23 of SEBI (LODR) Regulations, 2015.

The company is making regular business transaction(s) with Related Parties for providing, loans, advances, guarantee and securities making investment in the securities or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, availing or rendering of any service from/to Related Party etc. whether material or otherwise, the approval is required for up to an estimated annual value of **Rs. 847.00 Crore (Rupees Eight Hundred and Forty-Seven Crores only)** for a period up to the conclusion of next Annual General Meeting to be held in the Calendar Year 2025 excluding taxes etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of directors of the Company and the Related Party(ies).

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

In the Compliance of the said regulations, these transactions may be considered as material/ immaterial for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. Though the Company has taken members' approval for the aforesaid limit in the AGM held on 30th September 2021, for a period of five years, but pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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	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	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.



	or otherwise).	of the Company, as on the date 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 2025.	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 2025.	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 2025.
	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 226.65% of Company's Annual turnover as per audited financials as on 31.03.2024 on the basis of the proposed transaction of Rs. 25.00 Crores.	The estimated value of transactions by providing loan to AFCPL represents 1813.24% of Company's Annual turnover as per audited financials as on 31.03.2024 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 18.13% of Company's Annual turnover as per audited financials as on 31.03.2024 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 and advances, give security or guarantee 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: 9.15% • 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 may be Given to AFCPL aggregating to Rs. 200.00 Crores.</p> <ul style="list-style-type: none"> • Interest rate: 10.65% • 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: 8.65% • 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 will pay interest as per prevailing market rates However, the said transaction does not require any valuation or other external report.</p>	<p>AMFL will be charging interest as per the prevailing market rate. However, the said transaction does not require any valuation or other external report.</p>	<p>AMFL will pay interest as per prevailing market rates 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.	<p>Mr. Sanjeev Sharma is common director in Ad- manum Finance Limited and Archana Coal Private Limited.</p>
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. 200.00 Crore (Rupees Two 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 2025.</p> <p>The estimated value of transactions by providing loan to ACCPL represents 1813.24% of Company's Annual turnover as per audited financials as on 31.03.2024 on the basis of the proposed transaction of Rs. 200.00 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. 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 2025</p> <p>The estimated value of transactions by providing loan to ACWPL represents 906.62% of Company's Annual turnover as per audited financials as on 31.03.2024 on the basis of the proposed transaction of Rs. 100.00 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 906.62% of Company's Annual turnover as per audited financials as on 31.03.2024 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 its business operations more smoothly.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ACWPL to carry out its business operations more smoothly.	Since AMFL is a registered NBFC, it can provide loans to related parties, the proposed transaction will help ARCPL to carry out its business operations more smoothly.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			
	a. Details of the source of funds in	Own share capital / Internal accruals and	Own share capital / Internal accruals and liquidity of the	Own share capital / Internal accruals and liquidity of the



	<p>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>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ACCPL aggregating to Rs.200.00 Crores. • Interest rate: 10.65% • 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>Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ACWPL aggregating to Rs.100.00 Crores. • Interest rate: 10.65% • 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>Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ARCPL aggregating to Rs.100.00 Crores. • Interest rate: 10.65% • 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.	<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 will be charging interest as per prevailing market rate However, the said transaction does not require any valuation or other external report.</p>	<p>AMFL will be charging interest as per prevailing market rate However, the said transaction does not require any valuation or other external report.</p>	<p>AMFL will be charging interest as per prevailing market rate 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</p>	<p>There is no transaction entered by the company with unrelated parties. However, as stated in Point</p>	<p>There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above,</p>	<p>There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said</p>



unrelated parties.	No. 4 above, the said transaction is on Arm Length Basis.	the said transaction is on Arm Length Basis.	transaction is on Arm Length Basis.
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S. No.	Description	Details of proposed RPTs between the Company and Agarmin Coalwashery Private Limited (ACWPL)	Details of proposed RPTs between the Company and Surya Exim Limited (SEL)	Details of proposed RPTs between the Company and Agarwal Realinfra LLP (ARL)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs			
	<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. 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 2025</p> <p>The estimated value of transactions by availing loan from ACWPL represents 906.62% of Company's Annual turnover as per audited financials as on 31.03.2024</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 2025</p> <p>The estimated value of transactions by availing loan from SEL represents 181.32% of Company's Annual turnover as per audited financials as on 31.03.2024</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. 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 ARL represents 906.62% of Company's Annual turnover as per audited financials as on 31.03.2024</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 and day-to-day business transactions and w.r.t transfer of resources it will help to maintain the liquidity levels of AMFL.	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 ARL to carry out its business operations more smoothly.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.			



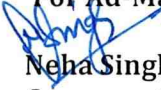
	<p>a. Details of the source of funds in connection with the proposed transaction.</p> <p>b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.</p> <p>c. Applicable terms, including 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>Not applicable.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be availed from ACWPL aggregating to Rs. 100.00 Crores. • Interest rate: 8.65% • 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 AMFL.</p>	<p>Not applicable.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be availed from SEL aggregating to Rs. 20.00 Crores. • Interest rate: 8.65% • 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 AMFL.</p>	<p>To be provided from own share capital / Internal accruals and liquidity of the Company.</p> <p>Not applicable.</p> <p>Inter-corporate loan to be Given to ARL aggregating to Rs. 100.00 Crores. • Interest rate: 10.65% • 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 ARL.</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 will be paying interest as per prevailing market rate. However, the said transaction does not require any valuation or other external report.	AMFL will be paying interest as per prevailing market rate. However, the said transaction does not require any valuation or other external report.	AMFL will be charging interest as per prevailing market rate. 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 of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Company is NBFC registered with the RBI therefore the transaction relating to give/take loans and advances and interest thereon is an ordinary course of business of the Company. The Board recommends an Ordinary Resolution set out at **Item No. 6** of the Notice for approval by the Members.

Place: Indore
Date: August 1, 2024
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

