

HELD AT.....ON.....TIME.....

MINUTES OF THE 30th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF AD-MANUM FINANCE LIMITED HELD ON WEDNESDAY THE 21ST DAY OF SEPTEMBER, 2016 AT HOTEL SURYA, 5/5, NATH MANDIR ROAD, INDORE-452001 (M.P.) AT 11:00 A.M. AND CONCLUDED AT 11:24 AM.

DIRECTORS/KMP PRESENT:

- | | |
|-------------------------------|---|
| 1. Mr. Jayanta Nath Choudhury | : Director-In-Charge, CEO & Member. |
| 2. CA Vishnu Gupta | : Independent Director & Chairman of Audit committee. |
| 3. CS M.R. Sheikh | : Company Secretary & Compliance officer. |
| 4. Mr. Vikas Gupta | : Chief Financial Officer. |

SPECIAL INVITEE:

- | | |
|-----------------|---------------------------------------|
| CS Ishan Jain | : Scrutinizer |
| CS D. K. Jain | : Secretarial Auditor |
| CA Aditya Patni | : Representative of Statutory Auditor |

Total 57 (Fifty Seven) Members were present out of which 51 (Fifty One) were present personally and 6 (Six) members through proxy as per the Attendance Register.

PROCEEDINGS OF THE MEETING:**CHAIRMAN:**

Mr. Jayanta Nath Choudhury, the Director-In-Charge & CEO of the company elected as a chairman & occupied the Chair for the Meeting.

QUORUM:

CS Mohd. Raees Sheikh informed that the adequate quorum for the meeting is present, then he declared that the meeting to be in order and the proceedings of the meeting was commenced.

CHAIRMAN SPEECH:

The Chairman welcomed all the Members, Proxy Holders, Directors/KMP and invitees present in the meeting. And said that, as we all are aware about the applicability of Companies Act 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Secretarial Standards etc. accordingly company continuously (i.e. ongoing basis) complying all the provisions of the same and respectively given and giving all the required disclosures. The Chairman further informed that, as per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the company has executed fresh Listing Agreement with BSE Ltd. and also formulated various new policies as required and we are submitting quarterly/annually online and in XBRL format.

He further informed to the members that/apart from the Companies Act, 2013, the company is also adhering RBI Act 1934, SEBI Act 1992, all the Regulations of SEBI, Listing Agreement, and Depositories Act 1996, Labour Laws etc.

NOTICE OF THE 30th ANNUAL GENERAL MEETING:

CS M. R. Sheikh informed to the members that the Notice attached in Annual Report convening the 30th Annual General Meeting along with the Audited Stand Alone Balance Sheet and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2016, the Board's Report, Auditor's Report and Corporate Governance Report have already been dispatched to the members in physical mode by the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read and move on further to proceed the meeting.

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BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director's Shareholding, Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013, Secretarial Standard etc. have been kept at the meeting and open for inspection of the members.

PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Company Secretary informed that as per the requirement of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard the Remote E-Voting has been already conducted which starts from 18/09/2016 at 9:00 a.m. ends on 20/09/2016 at 5:00 pm and now voting in the 30th Annual General Meeting shall be conducted by way of poll and therefore requested to the members as well as proxies to kindly fill the required detail like name, address, LF/Client ID, number of shares held in the poll paper (in Form MGT-12) provided to them and mark their assent or dissent accordingly and said that those who casted their vote through remote e-voting will not be entitle to vote through poll paper, if they cast their vote through poll paper that would be considered as invalid. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

He also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS-29444, CP-13032) as scrutinizer for this meeting, to scrutinize the remote e-voting as well as voting through poll.

Thereafter, the Company Secretary read the agenda items given in the notice of Annual General Meeting one by one as per notice of the Annual General Meeting and thereafter arranged the poll box, which was locked by the Scrutinizer, after showing that it is empty.

Further the Company Secretary asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question was raised.

Then the Company Secretary after taking the permission of Chairman, requested the Members and Proxies to cast their votes by poll and drop their poll papers in poll box.

The Company Secretary after taking the permission of Chairman allowed 10 minutes time for polling and then the Scrutinizer after ensuring that no member or proxy was left for polling, sealed the Poll Box in presence of the two members and collected the poll box for scrutiny of the poll papers.

He also informed in the meeting, that the businesses being placed before the meeting for consideration and the results of Poll along with remote e-Voting results would be announced within 48 hours and the same shall be posted on the website of the Company, BSE and CDSL.

VOTE OF THANKS:

There being no other business the Meeting concluded at 11:24 am with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors, Members and the Proxies present at this meeting for their presence and cooperation for the orderly conduct of the meeting.

DECLARATION OF RESULTS ON 22ND SEPTEMBER, 2016.

The Scrutinizer submitted his consolidated report on 22nd September 2016 and after receipt of consolidated report, the Chairman declared the following results:

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The Chairman further declared that the following results on 22nd September 2016 for the 30th Annual General Meeting held on 21st September 2016 and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 21st September, 2016 as under for all the purposes.

I: ORDINARY BUSINESS:**ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENT CONTAINING THE AUDITED FINANCIAL STATEMENTS, STATEMENT OF PROFIT AND LOSS A/c AND CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2016, BOARD'S AND AUDITOR'S REPORT THEREON ETC.:**

“RESOLVED THAT the financial statements containing the Audited Balance Sheet, statement of profit and loss A/c and cash flow for the year ended on 31st March, 2016 along with the Board's Report & Auditor's Report (including Corporate Governance Report) etc. thereon as placed before the meeting be and are hereby received, considered and adopted.

The Results of the Voting were as under:

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- In favour (4)	No. of Votes- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	5254670	5085670	96.7	5085670	0	100	0
	Poll		0	0	0	0	0	0
	Total		5254670	5085670	96.7	5085670	0	100
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institution	remote e-Voting	2245330	1363120	60.71	1363120	0	100	0
	Poll		195068	8.69	195068	0	100	0
	Total		2245330	1558188	69.4	1558188	0	100
TOTAL		7500000	6643858	88.58	6643858	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the results that Resolution No.1 was passed unanimously.

ITEM NO. 2: ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S MAHENDRA BADJATYA & CO., CHARTERED ACCOUNTANTS (FRN-001457C) AS THE STATUTORY AUDITOR FOR THE YEAR 2016-17 AND FIX THEIR REMUNERATION.

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 28th Annual

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General Meeting held on 25th September, 2014 the appointment of M/s Mahendra Badjatya & Co. Chartered Accountants (ICAI Firm Registration No. 001457C) as the Statutory Auditor of the Company to hold office till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified for the year 2016-17 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as may be determined by the Audit Committee in consultation with the Auditors.

The Results of the Voting were as under:

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	5254670	5085670	96.78	5085670	0	100	0
	Poll		0	0	0	0	0	0
	Total	5254670	5085670	96.78	5085670	0	100	0
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote e-Voting	2245330	1363120	60.71	1363120	0	100	0
	Poll		195068	8.69	195068	0	100	0
	Total	2245330	1558188	69.40	1558188	0	100	0
TOTAL		7500000	6643858	88.58	6643858	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the results that Resolution No.2 was passed unanimously.

SPECIAL BUSINESS:

ITEM NO. 3: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF Mr. JAYANTA NATH CHOUDHURY, THE WHOLE-TIME-DIRECTOR & CEO OF THE COMPANY.

“RESOLVED THAT as recommended by the Nomination and Remuneration Committee 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, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Mr. Jayanta Nath Choudhury (DIN- 00136766), as the Whole-Time-Director and designated as the Director In-Charge & Chief Executive Officer of the Company for a further period of 2 years with effect from 1st day of October, 2016 on the following remuneration terms and condition;

Salary of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month. Perquisites

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Leave travel allowance: Expenses incurred for self and family in accordance with the Rules of the Company.

NOTE: For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Allowances exempted from the limits prescribed under the schedules:

1. *Employers Contribution to PF:* As per the Rules of the Company.
2. *Gratuity:* As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. *Leave encashment:* up to 30 days salary for every one year completed service as per the rules of the Company.

Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Whole-time Director.

Facilities to perform the companies work:

1. *Car:* The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. *Telephone, Internet & Cell:* Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Jayanta Nath Choudhury shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mr. Jayanta Nath Choudhury as "the Employer-Employee" and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Jayanta Nath Choudhury, Whole-Time-Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her 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, 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 break up 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 to be in the best interest of the Company.

The Results of the Voting were as under:

Resolution required:					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- In favour (4)	No. of Vote In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled	
Promoter and	remote e-Voting	5254670	5085570	96.78	**5085570	0	100		

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Promoter Group	g Poll		0	0	0	0	0	0
	Total	5254670	5085570	96.78	5085570	0	100	0
Public Institution	remote Voting	0	0	0	0	0	0	0
	g Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote Voting	2245330	1363120	60.71	1363120	0	100	0
	g Poll		195068	8.69	195068	0	100	0
	Total	2245330	1558188	69.40	1558188	0	100	0
TOTAL		7500000	6643758	88.58	6643758	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.3 was passed by requisites majority.

**No. of Votes casted by interested party were treated as invalid and rejected by the scrutinizer.

ITEM NO. 4: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF Mrs. DOLLY CHOUDHURY AS WHOLE-TIME-DIRECTOR OF THE COMPANY.

“RESOLVED THAT as recommended by the Nomination and Remuneration Committee 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 if any of the Companies Act 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Mrs. Dolly Choudhury (DIN-06935952), as the Whole-Time-Director of the Company for a further period of 2 years w.e.f. 31st July, 2016 on the consolidated salary of ₹ 45,000/- P.M.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Dolly Choudhury shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Mrs. Dolly Choudhury as “the Employer-Employee” and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

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, 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 to be in the best interest of the Company.

The Results of the Voting were as under:

Resolution required:	Special
Whether promoter/promoter group are interested in the	Yes

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agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	5254670	5085570	96.78	**5085570	0	100	0
	Poll		0	0	0	0	0	0
	Total	5254670	5085570	96.78	5085570	0	100	0
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote e-Voting	2245330	1363120	60.71	1363120	0	100	0
	Poll		195068	8.69	195068	0	100	0
	Total	2245330	1558188	69.40	1950658	0	100	0
TOTAL		7500000	6643758	88.58	6643758	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.4 was passed by requisites majority.

**No. of Votes casted by interested party were treated as invalid and rejected by the scrutinizer.

ITEM NO. 5: ORDINARY RESOLUTION FOR APPROVAL OF RELATED PARTY TRANSACTIONS (INCLUDING MATERIAL RELATED PARTY TRANSACTIONS).

“RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed there under and in terms of the Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of giving/taking property on lease to/from Related Party, rendering/availing of loan from/to Related Party with or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, already entered by the Company prior to the date of the notification of the SEBI (LODR) Regulation, i.e. 2nd Sept., 2015 is ratified and further approval is granted for a period of 5 years with effect from October, 2016 a Related Party up to an estimated annual value of ₹60.00 Crore (Rupees Sixty Crore) Per Annum excluding taxes 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.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all the acts, deeds and things including but limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

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The Results of the Voting were as under:

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- In favour (4)	No. of Votes- In against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	5254670	3421050	65.10	**3421050	0	100	0
	Poll	0	0	0	0	0	0	0
	Total	5254670	3421050	65.10	3421050	0	100	0
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote e-Voting	2245330	1363120	60.71	1363020	100	99.99	0.01
	Poll	0	195068	8.69	26563	168505	13.62	86.38
	Total	2245330	1558188	69.40	1389583	168605	N.A	N.A
TOTAL		7500000	4979238	66.39	4810633	168605	96.91	3.39

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.4 was passed by requisites majority.

**No. of Votes casted by interested party were treated as invalid and rejected by the scrutinizer.

VOTE OF THANKS:

There being no other business to transact, and then concluded at 11.24 am with a vote of thanks to Chair.

Date: 22/09/2016
Place: Indore

(JAYANTA NATH CHOUDHURY)
CHAIRMAN
DIN: 00136766

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