

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

**MINUTES OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF AD-MANUM FINANCE LIMITED HELD ON TUESDAY THE 20<sup>TH</sup> SEPTEMBER 2022, THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") AT 11:30 A.M. AND CONCLUDED AT 11:41 A.M. 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 ANNUAL GENERAL MEETING**

**PRESENCE IN THE MEETING THROUGH VC/OAVM:**

**I. DIRECTORS:**

1. Mr. Dharmendra Agrawal - Chairman & Whole-Time Director & CEO
2. Ms. Priyanka Jha - Independent Woman Director & Chairperson of Audit Committee
3. Mr. Sahive Alam Khan - Independent Director
4. Mr. Aseem Trivedi - Independent Director

**II. OFFICERS IN PRESENCE:**

1. CS Neha Singh - CS & Compliance Officer
2. Vikas Gupta - CFO

**III. SPECIAL INVITEES**

1.	CS Ishan Jain Company Secretary,	-Scrutinizer for E-voting and Remote E-Voting
2.	CA Nikita Bilal	Representative of Statutory Auditor

**PRESENCE OF OTHER DIRECTORS**

Mr. Sanjeev Sharma, the Whole Time Director of the company intended to connect to the meeting but due to the technical / connectivity issues, he was unable to join the meeting.

**NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:**

As per records made available by M/s Ankit Consultancy Private Limited, the Share Transfer Agent, as on the cut-off date i.e. 13<sup>th</sup> September, 2022 there were 1347 members of the company who were entitled to attend and vote at the 36<sup>th</sup> AGM and minimum 15 members were required to constitute the valid quorum for the 36<sup>th</sup> AGM.

**PRESENCE OF QUORUM**

At the 36<sup>th</sup> AGM total 19 (Nineteen) Members attended AGM through VC/OAVM as per the Central Depository Services (India) Limited (CDSL) Independent agency for e-voting and VC/OAVM Attendance Sheet

**BOOKS & STATUTORY REGISTER:**

The CS informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under provisions of the Companies Act, 2013 have been available online for inspection of the members.

**PROCEEDINGS OF THE MEETING:**

**QUORUM:**

It was considered that as on cutoff date i.e. 13<sup>th</sup> September, 2022 the Company was having 1347 members, therefore, a minimum quorum of 15 members was required to be present at the Annual General Meeting. Since the adequate quorum was present, the Company Secretary and Compliance Officer CS Neha Singh confirmed that the meeting is in order and that the proceedings of the meeting should be commenced.

**CHAIRMAN:**

Dharmendra Agrawal  
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**CHAIRMAN'S INITIALS**

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**CHAIRMAN:**

Mr. Dharmendra Agrawal, Whole-Time Director, CEO of the company elected as the Chairman & occupied the Chair for the Meeting. The Chairman welcomed all the directors, members, Scrutinizer, and Special Invitees present at the 36<sup>th</sup> AGM of the company.

**NOTICE OF THE 36<sup>th</sup> ANNUAL GENERAL MEETING:**

CS Neha Singh informed the members that this year only the Electronic copies of the Notice & Annual Report for the financial year 2021-22 were made available on the Company's website at [www.admanumfinance.com](http://www.admanumfinance.com) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and Notice of 36<sup>th</sup> AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The Notice of this Annual General Meeting has been given on 36<sup>th</sup> Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

**AUDITORS REPORT**

The Auditors Report on the Financial Statements of the Company is given by the Statutory Auditors M/s SAP Jain & Associates., Chartered Accountant, Indore and do not contain any qualification or negative remarks. With the consent of Members, the Independent Auditors' Report on financial statements of the Company, was taken as read.

**SECRETARIAL AUDIT REPORT**

The Secretarial Audit Report for Financial Year 2021-22 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore and does not contain any qualification or adverse remarks. The Same is being annexed to the Annual Report Report for Financial Year 2021-22, Further, with the consent of the Members, the Secretarial Audit Report of the Company, was taken as read

**PROCEDURE AT THE 36<sup>TH</sup> ANNUAL GENERAL MEETING:**

Company Secretary further informed the Members that the meeting is being held through video conferencing in accordance with the circulars and guidelines issued by MCA and SEBI and for that purpose that Company has availed service of Central Depository Services (India) Limited (CDSL) for remote e-voting & e-voting in this AGM and as per the requirements of the Companies Act, 2013 the Remote-E voting was commenced from Saturday, 17<sup>th</sup> September, 2022 at 9.00 A.M. (IST) and have already been completed on Monday, 19<sup>th</sup> September, 2022 at 5.00 P.M. (IST) and E-voting at this AGM was available up to 15 minutes from the conclusion of this AGM and who have already casted their vote by Remote E-voting was not be entitled to vote again in this AGM by E-voting.

The Members, who were in the records of the Company as on the cut-off date i.e. 13<sup>th</sup> September 2022, were only entitled to participate in the voting process.

Company Secretary further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration however the Company did not receive any such request and hence no query was being asked in the meeting.

It was also informed that CS Ishan Jain (FCS: 9978, CP 13032) was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this Meeting to scrutinize the voting to be done in a fair and transparent manner

The Chairman also informed that the results of the meeting would be announced within stipulated time and the same shall be posted on the website of the Company, BSE and CDSL

**CHAIRMAN'S  
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**CONCLUSION OF THE MEETING:**

There being no other business, the Meeting declared as concluded by the Chairman with a vote of thanks to the chair at 11:41 AM on 20<sup>th</sup> September, 2022.

**SCRUTINIZER REPORT**

After receiving the Scrutinizer Report on Remote E-Voting and E-voting at the Annual General Meeting, the chairman declared results, on the basis of report submitted by the Scrutinizer on 20<sup>th</sup> September, 2022 for the 36<sup>th</sup> Annual General Meeting.

**DECLARATION OF RESULTS FOR THE BUSINESS PROPOSED AT THE 36<sup>th</sup> ANNUAL GENERAL MEETING**

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 36<sup>th</sup> Annual General Meeting held on Tuesday, 20<sup>th</sup> September, 2022 at 11:30 AM.

**I: ORDINARY BUSINESS:****ITEM NO. 1: ORDINARY RESOLUTION: ADOPTION OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022 CONTAINING THE BALANCE SHEET . STATEMENT OF PROFIT AND LOSS AND CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022 AND THE BOARD'S AND AUDITOR'S REPORT THEREON ETC.:**

"RESOLVED THAT pursuant to Section 129, 134 and 143(2) of the Companies Act, 2013 the Audited Financial Statements, containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of changes in Equity, Profit and Loss and cash flow for the year ended 31<sup>st</sup> March, 2022 along with the Auditor's Report And Board's Report along with all their all annexure thereon be and are hereby received, considered, and adopted"

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= [(2)/(1)]* 100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes Against on votes polled [(5)/(2)] *100 (7)
		(1)	(2)		(4)	(5)		
Promoter Group	E-Voting	5283770	5283670	99.99	5283670	0	100.	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		5283770	99.99	5283670	0	100.00	0.00
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2216230	749958	33.83	749958	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2216230	749958	33.83	749958	0	100.00
Total		7500000	6033628	80.44	6033628	0	100.00	0

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 36<sup>th</sup> AGM was UNANIMOUSLY PASSED .

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 Dharmendra  
Agrawal  
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**ITEM NO. 2: APPOINTMENT OF 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.**

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 Mr. Dharmendra Agrawal (DIN: 08390936), Whole Time Director of the Company, who retires by rotation at this meeting and being eligible for re-appointment, has offered himself for re- appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= [(2)/(1)]* 100 (3)	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes Against on votes polled [(5)/(2)] *100 (7)
Promoter Group	E-Voting	5283770	5283670	99.99	5283670	0	100.	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	5283770		99.99	5283670	0	100.00	0.00
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	2216230	749958	33.83	749958	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2216230	749958	33.83	749958	0	100.00	0
Total		7500000	6033628	80.44	6033628	0	100.00	0

Based on the Aforesaid results given by the Scrutinizer , the Ordinary Resolution as contained in Item No. 2 of the Notice of the 36<sup>TH</sup> AGM was UNANIMOUSLY PASSED.

**ITEM NO. 3: ORDINARY RESOLUTION: APPOINTMENT OF M/S MAHENDRA BADJATYA & CO., CHARTERED ACCOUNTANTS (ICAI FRN 001457C) AS THE STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI Firm Registration No. 001457C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditor M/s SAP Jain & Associates, Chartered Accountants, (ICAI Firm Registration No. 019356C), whose term will be completed on the conclusion of this annual general meeting, to hold office of the Auditors for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the calendar year 2027 at such remuneration as may be determined by the Audit Committee/Board of Directors of the company in consultation with the Auditor "

The Results of the Voting were as under:

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Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= [(2)/(1)]* 100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes Against on votes polled [(5)/(2)] *100 (7)
		(1)	(2)		(4)	(5)		
Promoter Group	E-Voting		5283670	99.99	5283670	0	100.	0
	Poll	5283770	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	5283770		99.99	5283670	0	100.00	0.00
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting		749958	33.83	749958	0	100.00	0
	Poll	2216230	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2216230	749958	33.83	749958	0	100.00	0
Total		7500000	6033628	80.44	6033628	0	100.00	0

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 36<sup>th</sup> AGM was UNANIMOUSLY PASSED.

## II: SPECIAL BUSINESS

### ITEM NO. 4: ORDINARY RESOLUTION: CONFIRMATION OF THE RE-APPOINTMENT OF MR. DHARMENDRA AGRAWAL (DIN: 08390936) AS THE WHOLE TIME DIRECTOR & CEO OF THE COMPANY

"RESOLVED THAT upon the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions thereon of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby granted for the Re-Appointment of Mr. Dharmendra Agrawal (DIN- 08390936) as the Whole-time Director & Chief Executive Officer (KMP) for a period of Five (5) consecutive years commencing from 1<sup>st</sup> July, 2022 to 30<sup>th</sup> June, 2027 on the monthly consolidated remuneration not exceeding Rs.1,01,254/- p.m. (Rs. One Lakh One Thousand Two Hundred Fifty Four) on such break up as may be determine/approved by the Nomination and Remuneration Committee and Mr. Dharmendra Agrawal from time to time.

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

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

CHAIRMAN'S  
INITIALS

Dharmendra

Agrawal

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

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the 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."

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= [(2)/(1)]* 100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes Against on votes polled [(5)/(2)] *100 (7)
		(1)	(2)		(4)	(5)		(7)
Promoter Group	E-Voting	5283770	5283670	99.99	5283670	0	100.	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		5283770	99.99	5283670	0	100.00	0.00
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institution	E-Voting	2216230	749958	33.83	749958	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		749958	33.83	749958	0	100.00	0
Total		7500000	6033628	80.44	6033628	0	100.00	0

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 4 of the Notice of the 36<sup>th</sup> AGM was UNANIMOUSLY PASSED.

**ITEM NO 5: ORDINARY RESOLUTION: APPROVAL OF THE TRANSACTIONS /CONTRACTS/ ARRANGEMENTS WITH RELATED PARTIES UNDER REGULATION 23 OF THE SEBI (LODR) REGULATIONS, 2015.**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts/ agreements, in the ordinary course of its business, for purchase, sale or deal in the products, stock in trade, Transfer of Resources including lending, investment, borrowing or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount not exceeding Rs. 677.00 Crore (Rupees Six Hundred Seventy Seven Crores only) for a period upto the conclusion of next Annual General Meeting to be held in the Calendar Year 2023.

**CHAIRMAN'S  
INITIALS**

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**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.

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= [(2)/(1)]* 100 (3)	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes Against on votes polled [(5)/(2)] *100 (7)
Promoter Group	E-Voting	5283770	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	5283770	0	0	0	0	0	0.00
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	E-Voting	2216230	749958	33.83	749958	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2216230	749958	33.83	749958	0	100.00	0
Total		7500000	749958	9.99	749958	0	100.00	0

The Results of the Voting were as under:

**Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 5 of the Notice of the 36<sup>th</sup> AGM was UNANIMOUSLY PASSED .**

**VOTE OF THANKS:**

Being no other business, the Chairman thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded at 11:41 A.M .

Date: 19/10/2022  
Place: Indore

Dharmendra Agrawal Digitally signed by Dharmendra Agrawal  
Date: 2022.10.19 15:28:45 +05'30'

(DHARMENDRA AGRAWAL)  
CHAIRMAN & WHOLE TIME DIRECTOR  
DIN: 08390936

CHAIRMAN'S  
INITIALS