

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rule, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time and other applicable laws and regulations, to transact the business mentioned in the Resolution appended below for replacing the existing Clause III(A) the Main Object Clause, of the Memorandum of Association of the Company and to Sale of loan Portfolio of the Company proposed to be passed by the Members through postal ballot (the "Postal Ballot")/remote electronic voting ("E-voting"). Pursuant to Sections 102 and 110 of the Act. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot Form for your consideration.

The Board has appointed CS (Dr.) D. K. Jain (ICSI Membership No. FCS 3565 and CP No. 2382) of M/s. D. K. Jain & Co., Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through E-voting. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on **Tuesday the 26th day of June, 2018**. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.

Postal Ballot Forms received after the close of working hours i.e. 5:00 p.m. (IST) on **Tuesday the 26th day of June, 2018** will be treated as no reply has been received from the Member. E-voting will be blocked by the Central Depository Services Limited ("CDSL") at 5:00 p.m. (IST) on **Tuesday the 26th day of June, 2018** and E-voting shall not be allowed beyond the said date and time.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the notes to this Postal Ballot Notice.

Members can opt for only one mode of voting i.e. either by Postal Ballot or through Remote E-voting. In cases where members cast their votes through both modes, votes cast electronically (E-voting) shall be treated as valid and votes cast through Postal Ballot Form(s) will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or any person authorized by him after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorized by him, on or before **Thursday the 28th day of June, 2018**. The results along with the report of the Scrutinizer shall be displayed on the Company's website: www.admanumfinance.com and on the website of CDSL: www.evotingindia.com and shall also be communicated to BSE Limited, where the shares of the Company are listed.

RESOLUTION No.:1

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

To replace existing Clause III (A), the Main Object Clause, of the Memorandum of Association of the Company:

"RESOLVED THAT as a Special Resolution in accordance with the provision of Section 13 read with section 110 and all other applicable provisions of the Companies Act, 2013 ("Act") and pursuant to the Companies (Incorporation) Rules, 2014, Companies (Management and Administration) Rules, 2014 and the SEBI (LODR) Regulations, 2015, NBFC Division of the Reserve Bank of India, as may be applicable and all the other applicable laws and regulations, under which the consents, permission and sanction as may be required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendment or modifications as may be required or suggested by statutory authorities, the approval of the Members of the Company be and is hereby granted to replace existing Clause III(A) of the Memorandum of Association of the Company with the following:-

1. To carry on the business of providing loan against securities, shares, bond, stock, property etc. and to draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies,

bill of exchange, cheques, drafts, bill of lading of exchange, letter of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the company.

2. To carry on the business of providing finance to colonizers, builders, real estate developers, contractors, Designers, architects, decorators, e-constructors, financiers and brokers of all types of buildings and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes, townships etc.
3. To carry in India or elsewhere, the business of colonizers, builders, real estate developers, contractors, Designers, architects, decorators, e-constructors, financiers & brokers of all types of buildings and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes, townships and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialize, turn to account, fabricate, handle and control, all such buildings and structures, and to purchase, sale or deal in all type of movable or immovable properties for development, investment or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest or otherwise to deal in all type or raw material, goods, fittings, parts, accessories, know-how, consumable, plants and machineries, tools and tackles used for the foregoing purpose and to do all incidental acts and things necessary for the attainment of the above objects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard. "

RESOLUTION: 2

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

"RESOLVED THAT as Special Resolution pursuant to provisions of Section 180(1)(a) read with section 110, and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules under the Companies (Meeting of Board and its Powers) Rules, 2014, Companies (Management and Administration) Rules, 2014 etc. as amended from time to time and subject to such other approvals as may be applicable and required under various statutes or regulations or any other law for the time being in force, if any, Subject to the approval the Members of the company the Board of Directors of the Company (hereinafter referred to as the "Board") be and hereby authorized to explore the possibilities of sale of existing loan book related business and if thought fit to sale the same on such terms and conditions and on such consideration as the board may from time to time think fit in its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard. "

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this Resolution."

Registered Office:

"Agarwal House" Ground Floor,
5, Yeshwant Colony, Indore-452003 (MP)
Email: complianceofficer@admanumfinance.com
Website: www.admanumfinance.com

Date: 19/05/2018
Place: Indore

**By order of the Board of Directors
For Ad-Manum Finance Limited**

Sd/-
**(CS M. R. Sheikh)
GM- Compliance Officer**

Notes:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 setting out the material facts and reasons for the proposed Resolution above, is appended herein below along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL and CDSL as on Monday 21st day of May, 2018. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the member(s) as on the said date. A person who is not a member as on the relevant date should treat this Postal Ballot Notice for information purposes only.
3. Physical copies of this Postal Ballot Notice are being sent by registered post, speed post or courier along with Postal Ballot Form and a postage-prepaid self-addressed business reply envelope. Alternatively, a Member may write to the Registrar and Share transfer Agent of the Company for obtaining a duplicate Postal Ballot Form at rtaindore@gmail.com. Postal Ballot Form is also available at the Website of the Company www.admanumfinance.com
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they are passed at a General Meeting of the Members and shall be deemed to have been passed on the last date of voting i.e. Tuesday 26th day of June, 2018.
5. Members can opt for only one mode of voting i.e. either by Postal Ballot or through remote E-voting. In cases where members cast their votes through both modes, votes cast electronically (E-voting) shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Share transfer agent/depositories in order to receive the Company's Annual Report and other communications electronically in future.
7. The Scrutinizer will submit his report to the Chairman or any person authorized by him after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorized by him, on or before Thursday the 28th day of June, 2018. The result along with the report of the Scrutinizer shall be displayed on the Company's website: www.admanumfinance.com and on the website of CDSL: www.evotingindia.com and shall also be communicated to BSE Limited, where the shares of the Company are listed.
8. This Postal Ballot Notice is also placed on the website of the Company: www.admanumfinance.com and on the website of CDSL: www.evotingindia.com.
9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote E-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of CDSL for facilitating E-voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his/her discretion as per the instructions provided herein.
10. The remote E-voting period shall commence on Monday, 28th Day of May, 2018 at 9:00 a.m. (IST) and end on Tuesday, 26th day of June, 2018 at 5:00 p.m. (IST). The E-voting will be blocked by CDSL thereafter. During this period, Members of the Company holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Monday the 21st day of May, 2018, may cast their vote electronically.
11. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
12. The instructions for Members for E-voting are as under:

Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Monday, 28th Day of May, 2018 at 9:00 a.m. (IST) and end on Tuesday, the 26th day of June, 2018 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday the 21st day of May, 2018, being the Cut-Off date may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the remote e-Voting website www.evotingindia.com
- (iii) Click on Shareholders/Member.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demataccount or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (v).

Note: Please keep the sequence number in safe custody for future remote e-Voting.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 remote 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-Voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of ADMANUM FINANCE LIMITED on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:
“Agarwal House” Ground Floor,
5, Yeshwant Colony, Indore-452003 (MP)
Email: complianceofficer@admanumfinance.com
Website: www.admanumfinance.com

**By order of the Board of Directors
For Ad-Manum Finance Limited**
Sd/-
CS M. R. Sheikh
GM- Compliance Officer

Date: 19/05/2018
Place: Indore

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (the "Act")

Resolution No. 1: Alteration of Main Object Clause of the Memorandum of Association of the Company:

The Company has various plans for expansion of its business portfolio from the present level & also to move in corporate and organized sector from unorganized sector and accordingly, Company proposed to Sale of loan portfolio and start the business of L/c Discounting, Bill Discounting, Loan against Securities, shares, property, Real Estate Finance, Real Estate etc., In order to commence the same, it is proposed to alter the Main Object Clause of the Memorandum of Association by replacing, the existing clause and inserting new clause as mentioned in Resolution No. 1 of the Notice. The Board of Director of the Company on 19/05/2018 approved the above mentioned alteration in the Clause III (A) Main Object of the Memorandum of Association of the Company. It requires approval of Shareholders by passing the Special Resolution through Postal Ballot. Therefore, Resolution No. 1 of this notice is circulated to the Shareholders for their Approval.

None of the Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution, except being the shareholders to the extent of their shareholding.

The draft of the altered copy of the Memorandum of Association is available at the Registered Office of the Company for inspection, during the business hours till the closing of the voting period.

The Director recommends the aforesaid resolution for the approval by the members as Special Resolution.

Resolution No.-2: Sale of Loan Portfolio of the Company

The members are aware that at present the company is carrying on mainly the business of loan finance against second hand vehicle to unorganized sector. He apprised that looking to the competition in the sector, limited life of the second hand vehicle, increased tendency among the people to make default and increased cost of operations it is not now profitable to run this type of business. In the circumstances the company wanted to Shift from this line of business and focus on the corporate and organized sector finance. Your consent is therefore required pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and you are requested to consider the subject resolution and give your consent so as to enable the board of directors of the company to explore the possibilities as such and materialize the same to sale/dispose of the said business with or without any liability or along with any other asset to any such potential buyer in the manner as the board of directors of the company thinks fit.

None of Director, Key Managerial Personnel (KMP) and their relatives, is concerned or interested in the said resolution except being the shareholders to the extent of their shareholding.

The Board recommends the Special Resolution set out in the notice in the interest of the Company.

Registered Office:
"Agarwal House" Ground Floor,
5, Yeshwant Colony, Indore-452003 (MP)
Email: complianceofficer@admanumfinance.com
Website: www.admanumfinance.com

**By order of the Board of Directors
For Ad-Manum Finance Limited
Sd/-
CS M. R. Sheikh
GM- Compliance Officer**

Date: 19/05/2018

Place: Indore

Encl.:

1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope