

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

MINUTES FOR ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT & E-VOTING COMPLETED 26TH JUNE, 2018 BY AD-MANUM FINANCE LIMITED AND RESULT DECLARED BY THE CHAIRMAN ON WEDNESDAY, JUNE 27, 2018 AT AGARWAL HOUSE, GROUND FLOOR, 5, YESHWANT COLONY, INDORE-452003 (MP)

NUMBER OF MEMBERS AS ON THE CUT OFF DATE:

As per records made available by M/s Ankit Consultancy Pvt. Ltd. the Share Transfer Agent on the Cut off date i.e. 21st May, 2018 there were total 1592 members of the company.

NOTICE OF THE POSTAL BALLOT:

The Company had completed the dispatch of Postal Ballot Notice containing Special Resolutions, explanatory statement, postal ballot form, instructions of e-voting and a self-addressed postage pre- paid envelopes (as applicable) on Saturday, 28/05/2018. The intimation about completion of dispatch of the postal ballot notices/e-voting and last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of advertisement in newspaper vizl "Free Press" (English) and "Choutha Sansar (Hindi), on 29/05/2018.

PROCEDURE OF THE POSTAL BALLOT MEETING:

The Compliance Officer of the Company informed that Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had issued the Postal Ballot Notice dated 19/05/2018 to obtain approval from shareholders through Postal Ballot Form / e-voting on the following Special Resolutions:

1. Approval to alter the Main Object Clause of the Memorandum of Association of the Company by substitution of the Clause III (A) 1 to 3; and
2. Authority to the Board for sale of Loan Portfolio of the company under section 180(1) (a) of the Companies Act, 2013 read with their rules.

As required under the applicable provisions of the Companies Act, 2013 read with the Companies ' (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company had provided the e-voting facility to members to enable them to cast their vote electronically through remote e-voting facilities provided by CDSL. The e-Voting period was commenced on Monday 28/05/2018 at 9:00 AM to Tuesday 26/06/2018 at 5:00 PM

He also informed that the Board had appointed CS (Dr.) D.K. Jain, Practicing Company Secretary as scrutinizer, to scrutinize the remote e-voting as well as postal ballot form in a fair and transparent manner.

After due scrutiny of postal ballot forms received/e-voting exercised upto 5:00 PM. (IST) on Tuesday, 26/06/2018 (being the last date for receipt of duly filled postal ballot forms and e-voting), CS D.K. Jain, scrutinizer submitted his report on Wednesday, 27/06/2018. Based on the report of the scrutinizer, Mr. Vinod Kumar Agarwal, Chairman of the Company declared the results of the postal ballot/ e-voting on Wednesday, 27/06/2018. The resolutions were approved by the requisite majority.

DECLARATION OF RESULTS:

The Chairman declared the following results of Postal Ballot Forms/e-voting

**CHAIRMAN'S
INITIALS**

Vinod Kumar Agarwal

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

ITEM NO. 1: SPECIAL RESOLUTION FOR AUTHORITY TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.:

“RESOLVED THAT as 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.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Postal Ballot		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	13	65,59,892	10	48,917	23	66,08,809	100%
Against	-	-	-	-	-	-	-
Invalid	-	-	-	-	-	-	-
TOTAL	13	65,59,892	10	48,917	23	66,08,809	100%

**CHAIRMAN'S
INITIALS**

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

The Chairman considered the aforesaid scrutinizers report as well as votes casted in favour of the resolution as set out in Item No. 1 which shows that the 100% members participated in the voting process have consented to the resolution for approval of the Special Resolution, therefore the Chairman declared that the aforesaid resolution as set out in the Item No.1 be and hereby declared as passed unanimously as a Special Resolution.

ITEM NO. 2: SPECIAL RESOLUTION AUTHORITY TO SALE OF LOAN PORTFOLIO OF THE COMPANY UNDER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013 READ WITH THEIR RULES.

“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 of the Members of the company the Board of Directors of the Company (hereinafter referred to as the “Board”) be and is 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.”

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Postal Ballot		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	13	65,59,892	10	48,917	23	66,08,809	100%
Against	-	-	-	-	-	-	-
Invalid	-	-	-	-	-	-	-
TOTAL	13	65,59,892	10	48,917	23	66,08,809	100%

The Chairman considered the aforesaid scrutinizers report as well as votes casted in favour of the resolution as set out in Item No. 2 which shows that the 100% members participated in the voting process have consented to the resolution for approval of the Special Resolution, therefore the Chairman declared that the aforesaid resolution as set out in the Item No.2 be and hereby declared as passed unanimously as a Special Resolution.

The Chairman thereafter authorized to the Company Secretary to communicate the aforesaid results and minutes to CDSL and BSE and host at the Website of the Company.

Date: 27/06/2018
Place: Indore


(VINOD KUMAR AGARWAL)
CHAIRMAN
DIN: 00136613


CHAIRMAN'S
INITIALS