

14th
ANNUAL REPORT
1999 - 2000



AD-MANUM FINANCE LIMITED

'Agarwal House'

5, Yeshwant Colony, Indore (M.P) - 452 003



AD-MANUM FINANCE LIMITED

BOARD OF DIRECTORS

- Mr. Vinod Kumar Agarwal - Managing Director
- Mr. Dev Raj Agarwal - Director
- Mr. Dharam Pal Agarwal - Director
- Mr. Dipak K. Kalani - Director

AUDITORS

- M/s. Mahendra Badjatya & Company
Chartered Accountants
208, Morya Center, Race Course Road,
Indore (M.P).

BANKERS

- UCO BANK

REGISTERED OFFICE

'Agarwal House'
5, Yeshwant Colony,
Indore (M.P) - 452 003

OFFICES

Nagpur, Mumbai, Sendhwa, Anjar, Dhulia, Jalgaon, Bhuj, Rajkot, Junagadh & Mehasana.

AD-MANUM FINANCE LIMITED



NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of **AD-MANUM FINANCE LIMITED** will be held at Hotel Surya 5/5, Nath Mandir Road, Indore - 452 001 (M.P.) on Saturday the 30th September 2000 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31.03.2000 and Profit and Loss Account for the year ended on that date along with report of the Directors and the Auditors thereon.
2. To appoint Auditors and to fix their remuneration.
3. To appoint a Director in place of Mr. Devraj Agarwal, who retires by rotation and being eligible offer himself for reappointment.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution :
"RESOLVED THAT pursuant to section 31 and all other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be altered in the following manner;
- (A) Insert the following definitions in the Article 1 after the definition of "Dividend".
- "Member" in respect of dematerialised shares, means the beneficial owner thereof i.e. the person whose name is recorded as a beneficial owner in the Register maintained by a Depository under the Depositories Act, 1996 and in respect of other shares, the person whose name is duly registered as a holder of a share in the Company from time to time and includes the subscribers to the Memorandum of Association;
- "Beneficial Owner" means a person or persons whose name is recorded as such with a depository;
- "SEBI" means the Securities and Exchange Board of India;
- "Depository" means a Company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India, Act, 1992;

"Security" means such security as may be specified by SEBI from time to time.

- (B) Insert the following heading and Articles as Articles 6A after Article 6.

Dematerialisation of Securities

- 6A(i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

Options for investors

- (ii) (a) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.
- (b) If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security and, on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

Securities in depositories to be in fungible form

- (iii) All securities held by a depository shall be dematerialised and be in fungible form. Noting contained in Sections 153, 153A, 153B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of depositories and beneficial owners

- (iv) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed

AD-MANUM FINANCE LIMITED

to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Service of documents

- (v) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of flopies or discs.

Transfer of securities

- (vi) Nothing contained in Section 108 of the Act or these Articles shall apply to transfer of securities effected by a transferrer and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of securities dealt with by a depository

- (vii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

Distinctive numbers of securities held in a depository

- (viii) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

Register and index of beneficial owners

- (ix) The Register and index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and index of Members and Security holders for the purposes of these Articles.

(C) Substitute the following in place of the existing Article 3**Buy Back of Own Shares**

Subject to the provisions of Sections 77A and 77B of the Act and Securities and Exchange Board of India (Buy-back of securities), Regulation, 1998 as may be in force at any time and from time to time, the company may acquire, purchase, own, resale any of its own redeemable share and any other security as may be specified under the Act, Rules and Regulations from time to time and may make payment thereof out of funds at its disposal or in any manner as may be permissible or in respect of such acquisition/purchase on such terms and conditions and at such time or times in one or more instalments as the board may in

its discretion decide and deem fit. Such shares which are so bought back by the Company may either be extinguished and destroyed or reissued as may be permitted under the Act or the Regulations as may prevail at the relevant time subject to such terms and conditions as may be decided by the Board and subject further to the rules and regulations governing such issue.

- (D) Insert the following heading and Articles as Articles 20A and 20B after Article 20

Nomination

20A (1) Every Shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.

- (2) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.

- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer or any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.

- (4) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint any person to become entitled to shares in, or debentures of the Company in the manner prescribed under the Act, in the event of his death, during the minority.

TRANSMISSION OF SECURITIES

20B (1) A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either

- To register himself as holder of the share or debenture, as the case may be; or
- To make such transfer of the share or debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.

AD-MANUM FINANCE LIMITED



- (2) If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elect and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.
- (3) A nominee shall be entitled to dividend on shares/ interest on debentures and other advantages to which he would be entitled if he was the registered holder of the share or debenture. Provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to meeting of the Company.
- Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

Registered Office,
"Agarwal House",
5, Yeshwant Colony,
INDORE - 452 003 (M.P.)

By Order of the Board
sd/-
(V.K.AGARWAL)
MANAGING DIRECTOR
Date : 23/08/2000

NOTES

- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the Company.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 28th September 2000 to Saturday, the 30th September, 2000. (Both days inclusive).
- Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
- Members are requested to notify immediately any change in their address to the Company.
- Members are requested to quote their folio number in all correspondences with the Company.
- Members are requested to bring their copies of the Annual Report to the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956. ITEM NO. 4

With the introduction of the Depositories Act, 1996 and the Depository System, some of the provisions of the Companies Act, 1956 relating to the issue, holding transfer, transmission of shares and other securities have been amended to facilitate the implementation of the new system. The Depository System of holding securities in an electronic form is far safer and more convenient method for holding and trading in the securities of the Company.

Though the Company is not compulsorily required at this stage to get its shares dematerialised, but keeping in view the benefits for the investors and Shareholders, it is proposed to voluntarily get the shares of the Company dematerialised. Such act of the Company will enable the shareholders of the Company to exercise this option whether to keep the shares in physical form or in the electronic form. To get the shares of the Company dematerialised certain enabling provisions are required to be incorporated in the Articles of Association of the Company, which requires approval of the Members.

Further, recent amendments in the Companies Act, 1956 have enabled buy back of securities by the Company, nomination by the holders of securities etc. In order to bring Articles of Association of the Company in line with the provisions of the Companies Act, 1956 it is proposed to amend certain Articles as contained in the resolution.

Your Directors recommend the resolution for your approval.

None of the Directors may be deemed to be concerned or interested in the aforesaid resolution.

A copy of the Memorandum & Articles of Association of the Company is available for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 10.30 A.M. and 1.00 P.M. upto the date of Annual General Meeting.

Registered Office,
"Agarwal House",
5, Yeshwant Colony,
INDORE - 452 003 (M.P.)

By Order of the Board
sd/-
(V.K.AGARWAL)
MANAGING DIRECTOR
Date : 23/08/2000

AD-MANUM FINANCE LIMITED**DIRECTOR'S REPORT**

Your Directors have pleasure in presenting herewith the 14th Annual Report and Audited Accounts for the year ended on 31st March, 2000 and report as under :-

1. FINANCIAL RESULTS

	Current Year(Rs.)	Previous Year(Rs.)
Profit before Depreciation-		
Interest & other Adjustments	7088093	6436994
Less : Interest	984678	366999
: Depreciation	1084638	2811735
Profit before Tax	5018777	3258260
Less : Provision for income Tax	3450000	2000000
Less : Earlier Year Adjustment	189600	372992
Profit for the Year	1379177	885268
Add : Balance of Profit B/F	2127	69359
Add. Amount Trfd. from General Reserve	NIL	2525000
Profit Available for Appropriation	1381304	3479627
APPROPRIATIONS :		
Proposed dividend	NIL	3000000
Additional Tax on Dividend	NIL	300000
Transfer to N.B.F.C. Reserves	276000	177500
Surplus Carried to Balance Sheet	1105304	2127
	1381304	3479627

2. DIVIDEND

Due to inadequacy of Profits no dividend is recommended by the directors for the year.

3. DIRECTORS

During the year Shri Devraj Agarwal retires by rotation and being eligible offer themselves for reappointment. There is no other change in the constitution of Board of Directors of the Company.

4. PUBLIC DEPOSITS

The Company has neither invited nor accepted any deposits during the year and also Complied with the requirements of Non-Banking financial companies Reserve Bank directives and the rules made thereunder.

5. PARTICULARS OF EMPLOYEES

There was no employee drawing salary of Rs. 50000/- per month or Rs. 600000/- per annum.

6. PARTICULARS U/s. 217(i) (e) OF THE COMPANIES ACT, 1956

Since the Company does not carry on any industrial activity, therefore, the information required in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956 need not be furnished by the Company.

7. AUDITORS

M/s. Mahendra Badjatya & Company, Chartered Accountants, retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for reappointment.

8. ACKNOWLEDGEMENT

The Board acknowledges with gratitude, the co-operation and assistance provided by the Company's Bankers. Your directors also thank the shareholders for their continued support.

By Order of the Board
sd/-

Place : INDORE

Date : 23/08/2000

V.K.AGARWAL

MANAGING DIRECTOR