

23rd

Annual Report

2008 - 2009

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AD-MANUM FINANCE LIMITED

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



AD-MANUM FINANCE LIMITED



BOARD OF DIRECTORS

- *Mr. Vinod Kumar Agarwal* - *Managing Director*
- *Mr. J.N. Choudhury* - *Director-In-Charge*
- *Mr. Aseem Trivedi* - *Director*
- *Mr. Vishnu Gupta* - *Director*
- *Mr. D.P. Kori* - *Director*

COMPANY SECRETARY

- *CS. Mr. Mohd. Raees Sheikh*

AUDITORS

- *M/s. Mahendra Badjatya & Company*
Chartered Accountants
208, Morya Center, 16, Race Course Road,
Indore (M.P.)

BANKERS

- *UCO Bank*

REGISTERED OFFICE

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

Ph. : 91-731-2538874, 2431709 and 2539575

Fax : 91-731-4040805 E-mail : ho@admanumfinance.com, admanum_ho@rediffmail.com

Web-site : www.admanumfinance.com

MARKETING OFFICES

Indore, Sendhwa, Neemuch, Dhulia, Jalgaon, Nandurbar, Chalisgaon,
Bhuj, Rajkot, Mehsana, Surendranagar, Veraval, Himmatnagar,
Gandhidham, Ahmedabad, Anand, Palanpur, Udaipur Kota & Bhilwara

SHARE TRANSFER AGENT

(For Physical & Electronic mode)

M/s. Ankit Consultancy Pvt. Ltd. IInd Floor, Alankar Point, Geeta Bhawan Chouraha,

A.B. Road, Indore (M.P.) - 452 001 Ph. : 91-731-2491298, Fax : 91-731-4065798

E-mail : ankitind@sancharnet.in, ankit_4321@yahoo.com

AD-MANUM FINANCE LIMITED**NOTICE**

NOTICE IS HEREBY given that the 23rd Annual General Meeting of the members of M/s. Ad-Manum Finance Limited will be held on Tuesday the 29th day of September, 2009 at *Hotel Surya 5/5, Nath Mandir Road, Indore - 452 001 (M.P.)* at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31.03.2009 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2009.
3. To appoint a Director in Place of Mr. J. N. Choudhury, who retires by rotation and being eligible, offer himself for re-appointment.
4. To Appoint Auditors and to fix their remuneration.

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

By Order of the Board

Sd/-

Place : Indore
Date : 21.08.2009

VINOD K. AGARWAL
MANAGING DIRECTOR

SPECIAL BUSINESS

5. To, Consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution :

"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310, 311 Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, the consent of the company be and is hereby accorded to the renewal of appointment of Mr. Jayanta Nath Choudhury, as the Whole-time-Director designated as Director-In-Charge of the Company to hold office for a period of two years from 1st Day of April 2009 to 31st Day of March 2011 on the terms and conditions as have been set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with a liberty to the Board to vary, alter and modify such salary & perquisites so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any statutory modifications or reenactment thereof as may be agreed to by Board of Directors or any committee thereof and Mr. Jayanta Nath Choudhary."

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of meeting.
2. An Explanatory Statement pursuant to Section 173 of Companies Act 1956 relating to the reappointment of whole time director to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday the 25th day of September 2009 to Tuesday the 29th day of September 2009 (Both days inclusive).
4. Payment of dividend, if declared, will be made on or after the date of Annual General Meeting to those members whose names appear on the Register of Members of the Company on 29th September 2009.
5. 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.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
7. Shareholders are requested to bring their copy of the Annual report to the Meeting.
8. Members/Proxies should fill the Attendance Slip for attending the meeting.
9. Shareholders are requested to address their correspondence, including a change in their address, if any, to the R&T Agents of the Company.
10. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General meeting.
11. As per section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in the prescribed form to the R&T Agents of the Company.
12. At the ensuing Annual General Meeting, Mr. Jayanta Nath Choudhary, retire by rotation and being eligible offer them for reappointment. The information relating to the above director to be provided in terms of Clause 49 of the Listing Agreement is included in the report on Corporate Governance published in this annual report.

AD-MANUM FINANCE LIMITED

13. Shareholders who have not yet claimed/encashed their Dividend warrant are advised to take steps to realize the same.

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By Order of the Board

Sd/-

VINOD K. AGARWAL
MANAGING DIRECTOR

Place : Indore
Date : 21.08.2009

None of the Directors except Mr. Jayanta Nath Choudhary interested in this resolution. You are requested to consider and pass with or without modification the resolution as an "Ordinary resolution".

Registered Office :
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INDORE - 452 003 (M.P.)

By Order of the Board

Sd/-

VINOD K. AGARWAL
MANAGING DIRECTOR

Place : Indore
Date : 21.08.2009

EXPLANATORY STATEMENT
PURSUANT TO SECTION 173 OF
THE COMPANIES ACT, 1956

ITEM NO. 5

The Board of Directors of the Company has re-appointed to Mr. Jayanta Nath Choudhury as a Whole Time Director, Designated as Director In Charge of the Company on 29-04-2009, subject to approval of members. The tenure of office of Mr. Jayanta Nath Choudhury was expired on 31-03-2009.

He has been working with the company for more than 15 years and has been handling all day-to-day operations. He has wide experience of finance, marketing, accounts etc. Keeping in view his long experience, the Board of Directors of the company has recommended his reappointment for further 2 years, on its meeting on 29-04-2009, subject to approvals of the members of the company in the ensuing Annual General Meeting on the Following terms and Conditions :

Period of Appointment : w.e.f. 01/04/2009 to 31/03/2011
Salary : Rs. 30000-5000-35000
Perquisites : Reimbursement of Conveyance, Bonus
Gratuity as per the rules of the Company.
Incentives : (1) 0.125% p.m. of the total finance amount including channel /other, if any
(2) 0.05% p.m. of the DSA finance.

Duties :

As may be delegated to him by the Board of Directors of the Company from time to time.

The Board of Directors recommends the said resolution seeking the approvals & consents of the shareholders as per the provisions of the Companies Act, 1956.

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 23rd Annual Report and Audited Accounts for the year ended on 31st March 2009.

1. FINANCIAL RESULTS (Amount in Rs.)

Particulars	Current Yr.	Previous Yr.
Profit before Depreciation, Interest & Other adjustments	87900566	58443451
Less : Interest	55890384	34939521
: Depreciation	7743561	7636094
Profit before Tax	24266621	15867836
Adjustment related to previous year	(6512844)	762182
Less : Provision for current Income Tax	6700000	2681000
: Provision for deferred Income Tax	(2878775)	(176872)
: Provisions for Fringe Benefit Tax	236000	230000
: Income Tax for earlier year paid	536605	375115
: Provisions for NPA	2014345	717112
Add : FBT for earlier year paid	-----	38677
Profit for the year	11145602	12764986
Add : Balance of Profit B/F From Prev. Year	9996563	8927927
Amount available for appropriation	21142165	21692913

APPROPRIATIONS :

Proposed dividend@10%	3000000	3000000
Corporate Tax on Proposed dividend	509850	509850
Transfer to NBFC Reserve	2230000	2555000
Transfer to General Reserve	5000000	5631500
Balance carried to Balance Sheet	10402315	9996563
TOTAL Rs.	21142165	21692913

2. DIVIDEND

The Board of Directors recommends payment of dividend @ 10% for the year ended on 31st March, 2009.

AD-MANUM FINANCE LIMITED



3. DIRECTORS

During the year Mr. Jayanta Nath Choudhury, retires by Rotation and being eligible offer himself for reappointment.

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 there under.

5. DISCLOSURES AS PER TERMS OF PARAGRAPH 9BB OF NON- BANKING FINANCIAL COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 1998.

The disclosures as required under Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 is enclosed with the Balance Sheet.

6. PARTICULARS OF EMPLOYEES

There was no employee drawing salary of Rs. 200000/- per month or Rs. 2400000/- per annum.

7. 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 (I) (e) of the Companies Act, 1956 need not be furnished by the Company.

8. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed that :

I. In the preparation of the annual account the applicable accounting standards have been followed;

II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2009 and of the profit of the Company for the year ended on that date;

III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records on computer in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

IV. The Directors have prepared the annual accounts of the Company on a 'going concern' basis.

9. CORPORATE GOVERNANCE

A separate report on Corporate Governance and a certificate from the Auditors of the Company regarding the compliance of conditions thereof as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is annexed.

10. AUDITORS AND AUDITOR'S REPORT

M/s Mahendra Badjatya & Company, Chartered Accountants, retire at the conclusion of ensuing Annual General Meeting and eligible offer themselves for re-appointment. The Auditor's Report is self-explanatory hence there is no need of any comments.

11. ACKNOWLEDGMENT

The Board of Directors places its sincere gratitude for the assistance and co-operation received from Banks, Customers and Shareholders. The Directors take the opportunity to express their sincere appreciation for the dedicated services of the Executives and staff for their contribution to the overall performance of the Company.

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

By Order of the Board

Sd/-

Place : Indore
Date : 21.08.2009

VINOD K. AGARWAL
MANAGING DIRECTOR

AD-MANUM FINANCE LIMITED**CORPORATE GOVERNANCE REPORT****Company's Philosophy on Corporate Governance :**

The Company recognizes the ideals and importance of Corporate Governance and acknowledges its responsibilities towards all stakeholders including customers, employees, regulatory authorities and shareholders.

Good Corporate Governance act as catalyst for consistent growth of an organization. It is the adoption of best business practices which ensure that the Company operates not only within regulatory frame work, but is also guided by ethics.

1. BOARD OF DIRECTORS**a. Composition & Category of Directors**

Name of Directors	Designation	Category
Mr. Vinod Kumar Agarwal	Managing Director	Executive
Mr. J.N. Choudhury	Director-In-Charge	Executive
Mr. Aseem Trivedi	Director	Independent & Non-Executive
Mr. Vishnu Gupta	Director	Independent & Non-Executive
Mr. Devi Prasad Kori	Director	Independent & Non-Executive

Brief Resume of Director being re-appointed, nature of his expertise in specific functional area and names of the Companies in which he holds the directorship and the membership of Committees of the Board are as under:

Mr. Jyanta Nath Choudhury, is an Executive Director, B.Sc., MIBM & MBA has been working with the company for more than 15 years and has been handling all day-to-day operations. He is Director In-Charge of the Company. He has wide experience of finance, marketing, accounts etc.

b. Attendance Record of Directors

Name of Directors	No. of Board Meeting Attended	Last AGM whether attended	Other Directorships	Committee Membership/ Chairman
Mr. Vinod Kumar Agarwal	7	No	6	-
Mr. J.N. Choudhury	7	Yes	-	-
Mr. Aseem Trivedi	3	Yes	-	2
Mr. Vishnu Gupta	3	Yes	-	2
Mr. Devi Prasad Kori	3	No	1	2

During the financial year 2008-2009 the Board of Directors met 7 times on 30-04-2008, 30-06-2008, 31-07-2008, 19-08-2008, 16-09-2008, 31-10-2008 and 31-10-2009.

2. AUDIT COMMITTEE

During the year there is no change in the constitution of Audit Committee.

- ❖ The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, major of which are as follows :

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information.

AD-MANUM FINANCE LIMITED

- ii. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- iii. Reviewing with management the annual statements before submission to the Board, focusing primarily on; major accounting entries, any change in accounting policies, qualifications in draft audit report, compliance with accounting standards compliance with Stock Exchange and legal requirements and any related party transactions.
- iv. Reviewing with management, external and internal auditors, the adequacy and compliance with accounting standards, compliance of internal control systems.
- v. Discussion with external auditors before the audit commences about the nature and scope of audit.
- vi. Reviewing the Company's financial & risk management policies.

During the year, the Committee has met 5 times (30.04.2008, 31.07.2008, 19.08.2008, 31.10.2008, 31.01.2009). The details composition and attendance of the members of the Audit Committee in the meetings are as follows :

Name	Position	Meetings Held	Meeting Attended
Mr. Aseem Trivedi	Chairman	5	5
Mr. Vishnu Gupta	Member	5	5
Mr. D.P. Kori	Member	5	4

3. INVESTOR GRIEVANCE COMMITTEE

- ❖ The Committee, inter alia, approves issue of duplicate share certificates and oversees and reviews all matters connected with securities transfers. The Committee also looks into redressal of share holder's complaints like transfer of shares, non-receipt of balance sheet etc.
- ❖ The Board of Directors, to expedite the process of share transfers, has delegated the power of share transfer to the Registrar & Share Transfer Agent of the Company.
- ❖ The Committee oversees the performance of the Registrar & Share Transfer Agent of the Company. During the year total number of complaints received were 5 and replied to the satisfaction of shareholders. Outstanding complaints as on 31st March, 2009 were NIL.

4. REMUNERATION COMMITTEE

This is the non-mandatory requirement of Clause 49 of the Listing Agreement. The board has not formed the Remuneration Committee and all the decision of appointment and remuneration of directors are taken by the Board of Directors and approved by the shareholders in the general meeting (if necessary).

Details of the remuneration paid to the directors during the year under review are as under :

Name of Directors	Amount	Period of appointment
Mr. Vinod Kumar Agarwal (M.D.) - Salary - House Rent	960000 360000	Appointed for 5 years w.e.f. 01.10.2007
Mr. J.N. Choudhury (Director-in-charge) - Salary - Bonus - P.F. - Conveyance Allowance - Incentives	300000 8400 9360 24000 239099	Re-appointed for 2 years w.e.f. 01.04.2009

AD-MANUM FINANCE LIMITED**5. ANNUAL GENERAL MEETINGS**

Year	Location	Date	Time	No. of Special Resolution passed
2005-06	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	28.09.06	11.00 AM	Nil
2006-07	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	28.09.07	11.00 AM	Nil
2006-07	Hotel Surya, 5/5, Nath Mandir Road, Indore (M.P.)	26.09.08	11.00 AM	Nil

During the year ended on 31st March 2009, there have been no resolutions passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

6. DISCLOSURES

- a) Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that have potential conflict with the interest of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

- b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There is no instance of non-compliance by the Company and no penalties, strictures etc imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

7. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**Industry Structure and Developments :**

Finance is one of the basic needs of the human being. The automobile industry during the recent past has been looking up the transport operators and average middle- income group are getting adequate financial support from private banks, financiers. This has resulted in tendency of procuring vehicle with easy repayment of installments. This has resulted in more demand for finance.

The Company is financing to the new & old vehicles for the purpose of middle/ lower income group to provide adequate financial support.

Now a day's most of the vehicles are purchased through finance because of the lowest rate of interest and easy installments. Company is also secured in all respects under the hypothecation endorsement in R.C. Book at R.T.O.

Our system & procedure are so attracted in comparison with the other finance companies, our main intention is to provide better facility and quick services to the customers as per their need.

AD-MANUM FINANCE LIMITED



The Management of the Company is always ready to provide better customer services with the motivation of staff, reducing the cost of funds with effective use of funds and also due to best Management controlling system our NPA is negligible.

The Company is mainly financing to Old & New vehicles of HCVs, LCVs, MUVs, Cars & Three-wheelers too. Though there is a heavy competition in the vehicle finance due to major NBFCs, Private Banks & Nationalized Banks but we are still comfortable with our customer segments of various sectors, which are untouched by the others.

Your Company has also strengthened the marketing efforts regularly and presently has 20 marketing offices at Maharashtra, Gujarat, M.P. and Rajasthan.

Opportunities and Threats :

The Company's Management reveals that the second hand / new vehicle finance sector has good potential because the remote locations are away from the range of Banks and Institutions.

On the above assumption, Company is going in the positive direction and responses from these branches are also positive.

Further, a major threat appears to be on account of further reduction in interest rates trends in takes over of loans, which might affect the profitability of the Company. However your Company is confident of facing the challenges and is optimist about the sustenance of this finance segment for quite a long time.

Segment-wise performance :

The Company Operating in two segments i.e. wind mill Power Generation Segments and Finance segments, The details of performance are given under respective head in Balance Sheet.

Risk and Concern :

Though the management of Company is quite meticulous about the security and recovery aspect of each finance file, which reflects from the fact that the overall NPA recognized by the Company, is only to the tune of Rs. 3044703/-.

Your company will continue to adopt strategies to register significant increase in business volumes, and would intimate still more concentrated efforts to maintain the NPA level to its minimum.

Internal Control Systems

The Company has a proper and adequate Internal Control System to ensure that all assets are safeguarded, and protected against loss from unauthorized use or disposition, and that transaction are authorized, recorded and reported correctly.

The Company, in consultation with its Statutory Auditors, periodically reviews and ensures the adequacy of Internal Control Procedures for the orderly conduct of business and also includes a review to ensure overall adherence to management policies and applicable law & regulations. Cost control measures, especially on major cost determinants, have been implemented.

Human Resources Developments

During the year under review the Company continued its emphasis on Human Resources Development as one of the critical area of its operation.

Executives and officers of the Company having high potential in the field of Finance, Accounts and Computer were regularly visiting at branch offices with a view to updating their knowledge and to keep them abreast of the present day finance scenario for meeting the challenges ahead.