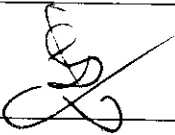
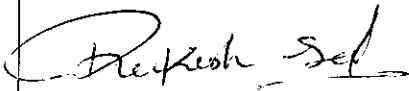
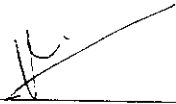
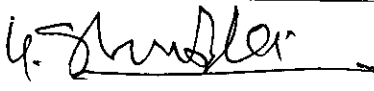


FORM A

(Pursuant To Clause 31(A) of Equity Listing Agreement)

| NO. | PARTICULARS  | DETAILS   |
|-----|--|---|
| 1   | Name Of The Company  | Available Finance Limited   |
| 2   | Annual Financial Statement For The Year Ended                              | 1 <sup>st</sup> April 2014 TO 31 <sup>st</sup> March 2015                             |
| 3   | Type Of Audit Observation  | Un-qualified  |
| 4   | Frequency of Observation   | Not Applicable  |
| 5   | TO BE SIGNED BY:   |   |
|     | <ul style="list-style-type: none"><li>• CEO / Managing Director</li></ul>  |    |
|     | <ul style="list-style-type: none"><li>• CFO</li></ul>                      |    |
|     | <ul style="list-style-type: none"><li>• Auditor of the company</li></ul>   |  |
|     | <ul style="list-style-type: none"><li>• Audit Committee Chairman</li></ul> |  |

# **AVAILABLE FINANCE LIMITED**

## **23<sup>rd</sup> Annual Report 2014-2015**

### **Available Finance Limited**

**CIN : L67120MP1993PLC007481**

**“AGARWAL HOUSE”, Ground Floor,  
5, Yeshwant Colony, Indore (M.P.) – 452 003**

**Ph.; (0731) 4714040 Fax; (0731) 4714090**

**E-mail Id: [info@availablefinance.in](mailto:info@availablefinance.in) Website: [www.availablefinance.in](http://www.availablefinance.in)**

# 23<sup>rd</sup> ANNUAL REPORT 2014-2015

## BOARD OF DIRECTORS

Mr. Rajendra Sharma  
Mr. Sudama Tiwari  
Mr. Y.N. Shukla  
Mrs. Neelam Sharma

## COMPANY SECRETARY

CS Murtaza Chechatwala

## CHIEF FINANCIAL OFFICER

Mr. Rakesh Sahu

## AUDITORS

M/s. Jain Doshi & Co.,  
Chartered Accountants

## BANKERS

Uco Bank

## REGISTERED OFFICE

"Agarwal House", Ground Floor,  
5, Yeshwant Colony,  
Indore - 452003 (M.P.)

## SHARE TRANSFER AGENT

(For Physical & Electronic Mode)  
M/s Ankit Consultancy Pvt.Ltd.  
Plot No.60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452 010  
Ph.3198601-602, 2551745-46, Fax: 0731-4065798  
E-Mail: Ankit\_4321@yahoo.com

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of **AVAILABLE FINANCE LIMITED** will be held at "Hotel Surya" 5/5, Nath Mandir Road, South Tukoganj, Indore-452001 Madhya Pradesh on Tuesday the 22<sup>nd</sup> Day of September, 2015 at 11:00 AM. To transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statement containing the audited balance sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit and Loss Account and Cash Flow for the year ended 31<sup>st</sup> March, 2015, and the report of the Board's and Auditors thereon.
2. **Appointment of the Auditors in place of the existing Auditors:**  
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** subject to the provisions of Sec 139, 140, 142 and other applicable provision, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Mahendra Badjatya & Co. Chartered Accountants (ICAI Firm Registration No. 001457C) have confirmed their eligibility to be appointed as Auditor in the term of the provision of Section 141 of the Companies Act, 2013 and the relevant rule and offered himself to be appointed and is hereby appointed as the Statutory Auditors of the Company in place of the existing auditors M/s Jain Doshi & Co. who has expressed their unwillingness for their ratification of their appointment and M/s Mahendra Badjatya & Co. Chartered Accountants shall hold the office of the auditors for a term of 5 years from the conclusion of this Annual General Meeting (AGM), till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company to be held in the year 2020 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditor."

Place: Indore  
Date: 27-07-2015  
Available Finance Limited  
CIN: L67120MP1993PLC007481  
REGISTERED OFFICE  
"Agarwal House",  
Ground Floor, 5, Yeshwant Colony,  
Indore-452003 (M.P.)

For and on Behalf of the Board

Sd/-  
(CS Murtuza Chechatwala)  
Company Secretary

**NOTES:**

1. The Register of Members and Share Transfer Books will remain closed from Wednesday 16<sup>th</sup> Sept., 2015 to Tuesday 22<sup>nd</sup> Sept., 2015 [both days inclusive].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.
3. Members seeking any information are requested to write to the Company by email at [info@availablefinance.in](mailto:info@availablefinance.in) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or

shareholder. The instrument of Proxy\*in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.

5. At the ensuing Annual General Meeting, none of the directors is liable to retire by rotation.
6. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution/ Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
7. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
8. Notice of the Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website [www.availablefinance.in](http://www.availablefinance.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:30 a.m. to 1:30 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id [info@availablefinance.in](mailto:info@availablefinance.in)
10. Voting through electronic means: In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice
11. Mr. D.K. Jain, Practicing Company Secretary [Membership No. FCS 3565] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
14. The e-voting period commences on Thursday, 17<sup>th</sup> Sept., 2015 [9:00 a.m.] and ends on Monday 21<sup>st</sup> September, 2015 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on Tuesday the 15<sup>th</sup> September, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

15. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
16. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
17. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.availablefinance.in](http://www.availablefinance.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

**REQUEST TO THE MEMBERS:**

- a) Intimate changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e) Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

**Instructions for e-Voting**

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Thursday, 17<sup>th</sup> Sept., 2015 from 9:00 a.m. and ends on Monday, 21<sup>st</sup> Sept., 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday the 15<sup>th</sup> Septembers, 2015, being the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) 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.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below: For Members holding shares in Demat

- and Physical Form PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares in demat as well as physical form) Dividend Bank Details OR Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) Date of Birth (DOB) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of AVAILABLE FINANCE LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (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](http://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](mailto: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](mailto: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 e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Contact Details: Deputy Manager, CDSL 17<sup>th</sup> Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001.  
Email: [wenceslausf@cdslindia.com](mailto:wenceslausf@cdslindia.com), Tel: 022-22723333/8588

**BOARD'S REPORT**

Dear Members,

Your Directors have pleasure in presenting the 23<sup>rd</sup> Annual Report together with the Audited Financial Results for the period ended on 31<sup>st</sup> March, 2015.

**1. FINANCIAL PERFORMANCE**

| Particulars                             | (₹ in Lakh) |           |
|---|-------------|-----------|
|   | 2014-2015   | 2013-2014 |
| Income                                  | 243.25      | 150.79    |
| Profit Before Taxation                  | 12.52       | 38.69     |
| Less: Provision for Tax                 | 4.69        | 11.19     |
| Less: Income Tax Earlier Year           | -2.20       | -00.61    |
| Less: Provision for Deferred Income Tax | -1.65       | 0.05      |
| Profit for the year                     | 11.68       | 28.06     |
| Profit Available for Appropriation      | 11.68       | 28.06     |
| Transfer to NBFC Reserve                | 2.34        | 5.61      |
| Transfer to General Reserve             | -           | -         |
| Balance Carried to Balance Sheet        | 251.53      | 242.19    |
| EPS                                     | 0.11        | 0.27      |

**2. RESULTS OF OPERATION AND THE STATE OF COMPANY'S AFFAIRS**

The highlights of the Company's performance are as under:

**3. DIVIDEND**

In the absence of adequate profits the directors regret their inability to recommend any dividend for the year 2014-2015 and no obligation to transfer any amount to Investor Education and Protection Fund.

**4. NON-PERFORMING ASSETS AND PROVISIONS**

The company is ascertained Non Performing Assets under Non Banking Financial (Non deposit accepting or holding) Company's Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time, and made adequate provisions against. The company did not recognize interest income on such Non Performing Assets.

**5. HOLDING/ASSOCIATE/SUBSIDIARY/JOINT VENTURE COMPANIES**

The company does not have any subsidiary and joint venture. The company has 1 (one) Holding Company (i.e. Archana Coal Private Limited CIN: U01122MP1991PTC006664 and 3 (three) Associate Companies (i.e. Agarwal Coal Corporation Pvt. Ltd. CIN: U23109MP2000PTC014351, Agarwal Transport Corporation Pvt. Ltd. CIN: U60210MP2003PTC015665 and Agarwal Fuel Corporation Pvt. Ltd. CIN: U45203MP1980PTC001674) within the meaning of Section 2(46) and 2(6) of the Companies Act, 2013 (As per Annexure - VIII).

**6. DISCLOSURE**

Pursuant to the provisions of sec 134 (3) read with companies (Accounts) rules, 2014. The required information's & disclosures, to the extent applicable to the company are discussed elsewhere in this report and their relevant information's are as under:-

- 6.1 An extract of Annual Return in Form MGT-9 as per Annexure - I.
- 6.2 Policy of company for the appointment of Directors and their remuneration as per Annexure - II.
- 6.3 The particulars of related party contracts as per u/s 188 are enclosed herewith in form AOC-2 as per Annexure - III.



- 6.4 The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of u/s 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as per **Annexure - IV**.

There is no employee drawing remuneration of Rs. 500000/- per month or Rs. 6000000/- per year, therefore the particulars of employees as required U/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company.

**7. DETAIL OF BOARD MEETING HELD DURING THE YEAR 2014-15.**

During the financial year 2014-15 the Board of Directors passed Resolution by circulation on 01/04/2014 and Board met 9 (nine) times, and the detail in relation to Board Meeting, Directors and Key Managerial Personnel is given in Corporate Governance Report is attached in the Annual Report.

**8. DISCLOSURE OF CODES, STANDARDS, POLICIES AND COMPLIANCES THEREUNDER**

- a) **Know Your Customer and Anti money laundering measure policy**  
Your company has a board approved Know Your Customer and Anti Money Laundering measure policy (KYC and AML Policy) in place and adheres to the said policy. The said policy is in line with the RBI Guidelines.  
Company has also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There are however, no cash transactions of the value or more than Rs. 1000000/- or any suspicious transactions whether or not made in cash noticed by the company in terms of the said policy.
- b) **Fair Practice Code**  
Your company has in place a fair practice Code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC.
- c) **Code of Conduct for Board of Directors and the Senior Management Personnel**  
Your company has adopted a code of conduct as required under clause 49 of the Listing Agreement for its BOD and the senior management personnel. The code requires the directors and employees of the company to act honestly, ethically and with integrity and in a professional and respectful manner.
- d) **Code for Prohibition of Insider Trading Practices**  
Your company has in place a code for prevention of insider trading practices in accordance with the model code of conduct, as prescribed under SEBI (prohibition of insider trading) regulations, 1992, as amended and has duly complied with the provisions of the said code.  
The BOD at its meeting held on 28/01/2015 adopted as per SEBI (Prohibition of Insider Trading) Regulations, 2015, which shall become effective from 15-05-2015. The details of the same are posted on web-site of the company [www.availablefinance.in](http://www.availablefinance.in).
- e) **Related Party Transactions Policy**  
There were no materially significant related party transactions held during the FY 2014-15 that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Clause 49 of the listing Agreement during the financial year were mainly in the ordinary course of business and on an arm's length basis. The details of the same are posted on the web-site of the company [www.availablefinance.in](http://www.availablefinance.in).
- f) **Corporate Social Responsibility Policy**  
As per the provisions of section 135 of Companies Act, 2013 and rules made there under, the

company does not fall under the threshold limit to constitute Corporate Social Responsibility Committee.

g) **Whistle blower policy**

Pursuant to the provisions of section 177(9) and (10) of the Companies Act 2013 read with rule 7 of Companies (Meeting of Boards and its powers) Rules, 2014 and clause 49 of the listing agreement, the company has adopted a whistle blower policy which provides for a vigil mechanism that encourages and supports its directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the chairman of audit committee in exceptional cases. Policy of the whistle blower of the Company has been given at the website of the Company at [www.availablefinance.in](http://www.availablefinance.in) and attached the same as Annexure VII to this report.

9. **DIRTOR'S RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 134 (5) the Companies Act, 2013, your directors confirm that:

- (a) In the preparation of annual accounts, the accounting standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act, 2013, have been followed to the extent applicable to the company.
- (b) 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 a true and fair view of the state of affairs of the company at the end of the financial year 2014-15 and of the profit of the company for that period.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the annual accounts on a going concern basis.
- (e) The Directors have laid down internal financial controls to be followed by company and that such internal financial controls are adequate and is operating effectively.
- (f) The Director have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors of your company consists of 4 directors. During the Mr. Rajendra Sharma (DIN 00981139) continued to hold the office as Whole-Time-Director & CEO. Mrs. Neelam Sharma (DIN 06935934) appointed as Non-Executive Director w.e.f. 24/07/2014.

Mr. Sudama Tiwari (DIN: 01103738) and Mr. Y. P. Shukla (DIN: 00379050), Independent Director of the Company for a term of 5 years w.e.f. 1<sup>st</sup> April, 2014.

All Independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the companies Act, 2013 and clause 49 of the Listing Agreement and forms part of this report. In the opinion of the Board they fulfill the criteria on Independency. Terms and conditions of appointment of Independent Directors can be viewed at the company's website [www.availablefinance.in](http://www.availablefinance.in)

In accordance with the provisions of Section 152 of the companies Act 2013 read with relevant provisions of Articles of Association of the company there are none of any directors is liable to retire by rotation.

CS Murtaza Chechatwala, a whole time Company Secretary, and Mr. Rakesh Sahu, Chief Financial

Officer of the company are designated as key managerial personnel of the company w.e.f. 1<sup>st</sup> April, 2014 as per the provisions of section 203 of the Companies Act, 2013.

**11. EXPLANATION TO OBSERVATION OF STATUTORY & SECRETARIAL AUDIT AS PER U/S 134(3)(f) OF THE COMPANIES ACT, 2013.**

- (i) The Notes to the Accounts referred in Auditor Report are self explanatory and do not call any further comments.
- (ii) The Secretarial Audit Report does not contain any material qualification, reservations or adverse remark except the requirement of Clause 41(I)(h) of the Listing Agreement.

The Board has clarified the above said matter as per explanation given by our statutory auditor, Peer Review Board of Institute of Chartered Accountants of India has now carrying on Second Cycle of Peer Review and selected our statutory auditor firm now to be Peer Reviewed for II Stage and the same is under process. The Peer Review certificate for 1<sup>st</sup> Stage is already been furnished. The Peer Review Certificate for II Stage will be soon provided.

The Secretarial Audit Report for the year 2014-15 is provided in ANNEXURE-V

**12. MATERIAL CHANGES**

There are no material changes affecting the financial position of the company which occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

**13. RISK MANAGEMENT POLICY.**

The company has constituted Risk Management Committee and the policy is disclosed on the website of the company [www.availablefinance.in](http://www.availablefinance.in).

**14. EVALUATION OF BOARD**

The performance of the Board, its committee and individual directors are evaluated by no. of meeting held, time spent in each meeting deliberating the issues, quality of information/data provided to the member, the time given to them to study the details before each meeting, quality of deliberation in each meeting, contribution of each director, the details of decision taken and measures adopted in implementing the decision and feed back to the Board.

**15. COMMITTEE OF THE BOARD**

The company has duly constituted the following committee as per the provisions of section 177 of Companies Act, 2013 and other provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

- (a) Nomination and Remuneration Committee,
- (b) Audit Committee
- (c) Stakeholders' Relationship Committee,
- (d) Risk Management Committee;

The details of the composition of the audit committee and other committees and their respective terms of reference are included in the corporate Governance report forming part of this annual report. The Audit Committee and other Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the board.

**16. DEPOSITS**

The Company is a non-deposit taking category-B NBFC Company and it has neither invited nor accepted any deposits or any public deposits during the year within the meaning of under Section 73 of

## ANNEXURE-I

## EXTRACT OF ANNUAL RETURN -FORM MGT - 9

As on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. Registration and Other Details

|   |  |
|---|--|
| CIN   | L67120MP1993PLC007481  |
| Registration Date   | 03/02/1993   |
| Name of the Company   | Available Finance Limited  |
| Category / Sub-Category of the Company                                    | Company Limited by Shares/ Indian Non Government Company   |
| Address of the Registered Office and contact details                      | "Agarwal House" Ground Floor,<br>5, Yeshwant Colony, Indore MP- 452003<br>India  |
| Whether listed company  | Listed   |
| Name, address and contact details of Registrar and Transfer Agent, if any | M/s Ankit Consultancy Pvt. Ltd.,<br>Plot No. 60, Electronic complex,<br>Pardeshipura, Indore (M.P.) 452010.<br>Ph. 0731-3198601,<br>email id. ankitind@sancharnet.in |

## II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company is as stated below:

| Name and Description of main Products / Services   | NIC Code of the Product / Service | % to total turnover of the Company |
|--|-----------------------------------|------------------------------------|
| Activities of commercial loan companies. (included are the activities of the company which is carrying on as its principal business providing of loans or advances or otherwise for any activity other than its own) | 65923                             | 99%                                |

## III. Name and Address of the Holding/Subsidiary/Associate/Joint Venture Companies:

| S.N | Name of the Companies                   | CIN                   | Holding/ Subsidiary etc. | % of shares held | Applicable Under Section     |
|-----|---|-----------------------|--------------------------|------------------|------------------------------|
| 01  | Archana Coal Private Limited            | U01122MP1991PTC006664 | Holding Company          | 54.29            | 2(46) of Companies Act, 2013 |
| 02  | Agarwal Coal Corporation Pvt. Ltd.      | U23109MP2000PTC014351 | Associate Company        | 27.85            | 2(6) of Companies Act, 2013  |
| 03  | Agarwal Fuel Corporation Pvt. Ltd.      | U45203MP1980PTC001674 | Associate Company        | 30.23            | 2(6) of Companies Act, 2013  |
| 04  | Agarwal Transport Corporation Pvt. Ltd. | U60210MP2003PTC015665 | Associate Company        | 36.22            | 2(6) of Companies Act, 2013  |

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)

## I) Category-wise Shareholding

| Category of Shareholder   | No. of Shares held at the beginning of the year |          |                |                   | No. of Shares held at the end of the year |          |                |                   | Change % during the year |
|---|---|----------|----------------|-------------------|---|----------|----------------|-------------------|--------------------------|
|   | Demat   | Physical | Total          | % of Total Shares | Demat                                     | Physical | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>   |   |          |                |                   |   |          |                |                   |                          |
| <b>(1) Indian</b>   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| a) Individual / HUF   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| b) Central Govt.  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| c) State Govt.(s)   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| d) Bodies Corporate   | 5195190   | 0        | 5195190        | 50.91             | 5691046                                   | 0        | 5691046        | 55.77             | 4.86                     |
| e) Banks / FI   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| f) Any Other....  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| <b>Sub-Total (A)(1):</b>  | <b>5195190</b>                                  | <b>0</b> | <b>5195190</b> | <b>50.91</b>      | <b>5691046</b>                            | <b>0</b> | <b>5691046</b> | <b>55.77</b>      | <b>4.86</b>              |
| <b>(2) Foreign</b>  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| a) NRIs -- Individuals  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| b) Other -- Individuals   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| c) Bodies Corporate   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| d) Banks / FI   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| e) Any Other...   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| <b>Sub-Total (A)(2):</b>  | <b>-</b>  | <b>-</b> | <b>-</b>       | <b>-</b>          | <b>-</b>                                  | <b>-</b> | <b>-</b>       | <b>-</b>          | <b>-</b>                 |
| <b>Total Shareholding of Promoters (A) = (A)(1) + (A)(2)</b>                      | <b>5195190</b>                                  | <b>0</b> | <b>5195190</b> | <b>50.91</b>      | <b>5691046</b>                            | <b>0</b> | <b>5691046</b> | <b>55.77</b>      | <b>4.86</b>              |
| <b>B. Public Shareholding</b>   |   |          |                |                   |   |          |                |                   |                          |
| <b>(1) Institutions</b>   |   |          |                |                   |   |          |                |                   |                          |
| a) Mutual Funds / UTI   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| b) Banks / FI   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| c) Central Govt.  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| d) State Govt.(s)   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| e) Venture Capital Funds  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| f) Insurance Companies  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| g) FIIs   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| h) Foreign Venture Capital Funds  | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| i) Others (specify)   | -   | -        | -              | -                 | -   | -        | -              | -                 | -                        |
| <b>Sub-Total (B)(1):</b>  | <b>-</b>  | <b>-</b> | <b>-</b>       | <b>-</b>          | <b>-</b>                                  | <b>-</b> | <b>-</b>       | <b>-</b>          | <b>-</b>                 |
| <b>(2) Non-Institutions</b>   |   |          |                |                   |   |          |                |                   |                          |
| a) Bodies Corporate   | 2820106   | 1700     | 2821806        | 27.65             | 1637550                                   | 1700     | 1639250        | 16.07             | (11.58)                  |
| i) Indian   |   |          |                |                   |   |          |                |                   |                          |
| ii) Overseas  |   |          |                |                   |   |          |                |                   |                          |
| b) Individuals  |   |          |                |                   |   |          |                |                   |                          |
| i) Individual Share holders holding nominal share capital upto Rs.1 lakh          | 181890  | 301400   | 483290         | 4.74              | 327017                                    | 294700   | 621717         | 6.09              | 1.35                     |
| ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh | 809647  | 893700   | 1703347        | 16.69             | 1356220                                   | 893700   | 2249920        | 22.05             | 5.36                     |

| c) Others (specify)  |                |                |                 |               |                |                |                 |               |               |
|--|----------------|----------------|-----------------|---------------|----------------|----------------|-----------------|---------------|---------------|
| i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property | -              | -              | * -             | --            | -              | -              | -               | -             | -             |
| ii) Other Foreign Nationals  | -              | -              | -               | --            | -              | -              | -               | -             | -             |
| iii) Foreign Bodies  | -              | -              | -               | --            | -              | -              | -               | -             | -             |
| iv) NRI / OCBs   | 67             | 0              | 67              | 0.00          | 1567           | 0              | 1567            | 0.02          | 0.02          |
| v) Clearing Members / Clearing House   | -              | -              | -               | -             | 200            | 0              | 200             | 0.00          | 0.00          |
| vi) Trusts   | -              | -              | -               | --            | -              | -              | -               | -             | -             |
| vii) LLP   | -              | -              | -               | --            | -              | -              | -               | -             | -             |
| viii) Foreign Portfolio Investor (Corporate)                                     | -              | -              | -               | --            | -              | -              | -               | -             | -             |
| ix) Qualified Foreign Investor   | -              | -              | -               | --            | -              | -              | -               | -             | -             |
| <b>Sub-Total (B)(2):</b>   | <b>3811710</b> | <b>1196800</b> | <b>5008510</b>  | <b>49.09</b>  | <b>3322554</b> | <b>1190100</b> | <b>4512654</b>  | <b>44.23</b>  | <b>(4.86)</b> |
| <b>Total Public Share holding (B)=(B) (1)+ (B)(2)</b>                            | <b>3811710</b> | <b>1196800</b> | <b>5008510</b>  | <b>49.09</b>  | <b>3322554</b> | <b>1190100</b> | <b>4512654</b>  | <b>44.23</b>  | <b>(4.86)</b> |
| <b>Grand Total (A+B)</b>   | <b>9006900</b> | <b>1196800</b> | <b>10203700</b> | <b>100.00</b> | <b>9013600</b> | <b>1190100</b> | <b>10203700</b> | <b>100.00</b> | <b>0.00</b>   |

## ii) Shareholding of Promoters

| Shareholders Name            | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in shareholding during the Year |
|------------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
|                              | No. of Shares                             | % of total shares of the Company | % of Shares Pledged/ encumbered to total shares | No. of Shares                       | % of total shares of the Company | % of Shares Pledged/ encumbered to total shares |  |
| Archana Coal Private Limited | 5044090                                   | 49.43                            | 0.00  | 5539946                             | 54.29                            | 0.00  | 4.86                                     |
| Deepali Finance (P) Limited  | 151100                                    | 1.48                             | 0.00  | 151100                              | 1.48                             | 0.00  | 0.00                                     |
| <b>Total</b>                 | <b>5195190</b>                            | <b>50.91</b>                     | <b>0.00</b>                                     | <b>5691046</b>                      | <b>55.77</b>                     | <b>0.00</b>                                     | <b>4.86</b>                              |

## iii) Change in Promoters' Shareholding (Please specify, if there is no change)

|  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of Shares                             | % of total shares of the Company | No. of Shares                           | % of total shares of the Company |
| <b>Archana Coal Private Limited</b>  |   |                                  |   |                                  |
| At the beginning of the year   | 5044090                                   | 49.43                            | 5044090                                 | 49.43                            |
| Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc): | Note*                                     |                                  |   |                                  |
| At the end of the year   | 5539946                                   | 54.29                            | 5539946                                 | 54.29                            |

Note:\* Purchase of Equity Shares on dated 12/12/2014, 21/11/2014 and 19/12/2014 no. of shares 191731, 204990 and 99135 respectively

## iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

| For Each of the Top 10 Shareholders                  | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  | Changes during the year |                          |                         |          |          | Reason |
|--|---|----------------------------------|-------------------------------------|----------------------------------|-------------------------|--------------------------|-------------------------|----------|----------|--------|
|  | No. of Shares                             | % of total shares of the Company | No. of Shares                       | % of total shares of the Company | Date                    | No. shares before Change | No. shares after Change | Increase | Decrease |        |
| Vandana Tayal  | 540600                                    | 5.30                             | 540600                              | 5.30                             | -                       | -                        | -                       | -        | -        | -      |
| Aereo Dealcomm Private Limited                       | 459800                                    | 4.51                             | 459800                              | 4.51                             | -                       | -                        | -                       | -        | -        | -      |
| Sukant Steel Pvt. Ltd. (Orangestone Steel Pvt. Ltd.) | 350000                                    | 3.43                             | 350000                              | 3.43                             | -                       | -                        | -                       | -        | -        | -      |
| K.K. Patel Finance Limited                           | 339375                                    | 3.33                             | 339375                              | 3.33                             | -                       | -                        | -                       | -        | -        | -      |
| J.V. Modi Securities Limited                         | 250000                                    | 2.45                             | 250000                              | 2.45                             | -                       | -                        | -                       | -        | -        | -      |
| Juhi Shiv kumar Agrawal                              | 0   | 0                                | 236683                              | 2.32                             | Note-1                  | -                        | -                       | -        | -        | -      |
| Rampratap Tayal                                      | 182700                                    | 1.79                             | 182700                              | 1.79                             | -                       | -                        | -                       | -        | -        | -      |
| Prem Chand Jain                                      | 0   | 0                                | 141029                              | 1.38                             | Note-2                  | -                        | -                       | -        | -        | -      |
| Aditi Patni  | 0   | 0                                | 124150                              | 1.22                             | Note-3                  | -                        | -                       | -        | -        | -      |
| Vinod B. Gandhi                                      | 100000                                    | 0.98                             | 100000                              | 0.98                             | -                       | -                        | -                       | -        | -        | -      |

## Note-

- Purchase of Equity Shares on dated 08/08/2014, 30/09/2014 & 03/10/2014 no. of shares 116683, 119353 & 647 respectively.
- Purchase of Equity Shares on dated 21/11/2014 & 12/12/2014 no. of shares 106079 & 34950 respectively.
- Purchase of Equity Shares on dated 21/11/2014, 28/11/2014, 13/02/2015, 20/02/2015, 06/03/2015, 13/03/2015 & 31/03/2015 no. of shares 120000, 50, 3099, 901, 7, 93, 100 respectively and Sale of Shares on date 20/03/2015 no. of shares 100.

## v) Shareholding of Directors and Key Managerial Personnel -NIL

| For Each of the Directors and KMP  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of Shares                             | % of total shares of the Company | No. of Shares                           | % of total shares of the Company |
| <b>Mr. Rajendra Sharma, Whole-Time-Director</b>  |   |                                  |   |                                  |
| At the beginning of the year   |   |                                  |   |                                  |
| Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc): |   |                                  |   |                                  |
| At the end of the year   |   |                                  |   |                                  |
| <b>Mr. Sudama Tiwari, Director</b>   |   |                                  |   |                                  |
| At the beginning of the year   |   |                                  |   |                                  |
| Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):  |   |                                  |   |                                  |
| At the end of the year   |   |                                  |   |                                  |
| <b>Mr. Y. N. Shukla, Director</b>  |   |                                  |   |                                  |
| At the beginning of the year   |   |                                  |   |                                  |
| Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc): |   |                                  |   |                                  |
| At the end of the year   |   |                                  |   |                                  |

| For Each of the Directors and KMP  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---|----------------------------------|---|----------------------------------|
|  | No. of Shares                             | % of total shares of the Company | No. of Shares                           | % of total shares of the Company |
| <b>Mrs. Neelam Sharma, Director</b>  |   |                                  |   |                                  |
| At the beginning of the year   |   |                                  |   |                                  |
| Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc): |   |                                  |   |                                  |
| At the end of the year   |   |                                  |   |                                  |
| <b>Mr. Murtaza Chechatwala, Company Secretary</b>  |   |                                  |   |                                  |
| At the beginning of the year   |   |                                  |   |                                  |
| Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc): |   |                                  |   |                                  |
| At the end of the year   |   |                                  |   |                                  |
| <b>Mr. Rakesh Sahu, CFO</b>  |   |                                  |   |                                  |
| At the beginning of the year   |   |                                  |   |                                  |
| Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc): |   |                                  |   |                                  |
| At the end of the year   |   |                                  |   |                                  |

## V. INDEBTNESS

(₹ In Lakhs)

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

|  | Secured Loans Excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  |                                  | 1322.50         | -        | 1322.50            |
| ii) Interest due but not paid                              |                                  | 79.56           | -        | 79.56              |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | <b>1402.06</b>  | -        | <b>1402.06</b>     |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |          |                    |
| Addition   | -                                | 1255.67         | -        | 1255.67            |
| Reduction  | -                                | 426.03          | -        | 426.03             |
| <b>Net Change</b>  | -                                | <b>829.64</b>   | -        | <b>829.64</b>      |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount  | -                                | 2052.00         | -        | 2052.00            |
| ii) Interest due but not paid                              | -                                | 179.70          | -        | 179.70             |
| iii) Interest accrued but not due                          | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | <b>2231.70</b>  | -        | <b>2231.70</b>     |



## VI REMUNERATION OF DIRECTORS &amp; KMP

(₹ In Lakhs)

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S.N. | Particular of Remuneration *  | Mr. Rajendra Sharma,<br>Whole-time-Director | Total       |
|------|---|---|-------------|
| 1.   | Gross Salary  |   |             |
|      | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 5.28  | 5.28        |
|      | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   | -   | -           |
|      | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              | -   | -           |
| 2    | Stock Options   | -   | -           |
| 3    | Sweat Equity  | -   | -           |
| 4    | Commission  | -   | -           |
|      | - as % of profit  | -   | -           |
|      | - others, specify....   | -   | -           |
| 5    | Others, please specify  | -   | -           |
|      | <b>Total</b>  | <b>5.28</b>                                 | <b>5.28</b> |
|      | Ceiling as per the Act  | 42.00                                       | 42.00       |

## B. Remuneration to other Directors:

## 1. Independent Directors: No remuneration was paid to independent directors

| S.No. | Particular of Remuneration                    | Mr. Sudama Tiwari | Mr. Y. N. Shukla | Mrs. Neelam Sharma | Total |
|-------|---|-------------------|------------------|--------------------|-------|
| 1     | - Fee for attending Board/ Committee Meetings | -                 | -                | -                  | -     |
| 2     | - Commission                                  | -                 | -                | -                  | -     |
| 3     | - Others, please specify                      | -                 | -                | -                  | -     |
|       | <b>Total B.1</b>                              | -                 | -                | -                  | -     |

## 2. Other Non Executive Directors: No remuneration was paid to other Non Executive directors-(NIL)

| S.No. | Particular of Remuneration                    | Total |
|-------|---|-------|
| 1     | - Fee for attending Board/ Committee Meetings | -     |
| 2     | - Commission                                  | -     |
| 3     | - Others, please specify                      | -     |
|       | <b>Total B.2</b>                              | -     |
|       | <b>Total (B1+B2)</b>                          | -     |
|       | <b>Total Managerial Remuneration</b>          | -     |
|       | <b>Overall Ceiling as per the Act</b>         | -     |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| S.N. | Particular of Remuneration  | Mr. Murtaza Chechatwala,<br>Company Secretary | Mr. Rakesh<br>Sahu, CFO | Total       |
|------|---|---|-------------------------|-------------|
| 1.   | Gross Salary  |   |                         |             |
|      | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 1.80  | 1.20                    | 3.00        |
|      | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   | -   | -                       | -           |
|      | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              | -   | -                       | -           |
| 2    | Stock Options   | -   | -                       | -           |
| 3    | Sweat Equity  | -   | -                       | -           |
| 4    | Commission  | -   | -                       | -           |
|      | - as % of profit  | -   | -                       | -           |
|      | - others, specify....   | -   | -                       | -           |
| 5    | Others, please specify  | -   | -                       | -           |
|      | <b>Total C</b>  | <b>1.80</b>                                   | <b>1.20</b>             | <b>3.00</b> |

## VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES -(Not Applicable)

| Type                               | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees Imposed | AUTHORITY (RD/NCLT/Court) | Appeal made if Any (give Details) |
|------------------------------------|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| <b>A. COMPANY</b>                  |                              |                   |  |                           |                                   |
| Penalty                            | -                            | -                 | -  | -                         | -                                 |
| Punishment                         | -                            | -                 | -  | -                         | -                                 |
| Compounding                        | -                            | -                 | -  | -                         | -                                 |
| <b>B. DIRECTOR</b>                 |                              |                   |  |                           |                                   |
| Penalty                            | -                            | -                 | -  | -                         | -                                 |
| Punishment                         | -                            | -                 | -  | -                         | -                                 |
| Compounding                        | -                            | -                 | -  | -                         | -                                 |
| <b>C. OTHER OFFICER IN DEFAULT</b> |                              |                   |  |                           |                                   |
| Penalty                            | -                            | -                 | -  | -                         | -                                 |
| Punishment                         | -                            | -                 | -  | -                         | -                                 |
| Compounding                        | -                            | -                 | -  | -                         | -                                 |

For and on behalf of the Board of Directors of  
Available Finance Limited

Sd/-  
(Rajendra Sharma)  
WTD & CEO  
DIN: 00981139

REMUNERATION POLICYANNEXURE-II**REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS:**

1. As per Company's policy, the Company doesn't pay any commission or remuneration to its non executive directors.
2. The Company pays sitting fee of Rs 2000/- (rupees two thousand only) for attending each meeting of the Board of directors including committee meetings thereof.
3. The Company reimburses the actual travelling and lodging expenses to the Non Executive Directors for attending the Board, Committee and members meetings from time to time.
4. The Company do not provides any ESOP, etc to its directors.

**REMUNERATION CRITERIA FOR THE EXECUTIVE DIRECTORS AND KMP:**

1. The Remuneration of the executive directors including the Chairman and Managing Director is determined and approved by the Nomination and Remuneration Committee of the Board, consisting of the Independent Directors.
2. The Executive directors being appointed for a period of 2/5 years at a time.
3. The Company is not paying any sitting fee as well as do not provide any ESOP, etc to its executive directors.
4. The Company is paying remuneration to its CS and CFO as per the terms of the appointment approved by the Remuneration Committee and they are also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.

For and on behalf of the Board of Directors of  
Available Finance Limited

Sd/-  
(Rajendra Sharma)  
WTD & CEO  
DIN: 00981139

**ANNEXURE-III****Form AOC-2**

**Particulars of contracts/arrangements entered into by the Company with related party**  
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013.

**1. Details of contracts or arrangements or transactions not at arm's length basis (NOT APPLICABLE)**

| Name(s) of the related party and nature of relationship (a) | Nature of contracts/ arrangements / transactions (b) | Duration of the contracts/ arrangements / transactions (c) | Salient terms of the contracts or arrangements or transactions including the value, if any (d) | Justification for entering into such contracts or arrangements or transactions (e) | Date of approval by the Board (f) | Amount paid as advances if any (g) | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 (h) |
|---|--|--|--|--|-----------------------------------|------------------------------------|---|
|   |  |  |  | NIL  |                                   |                                    |   |

**2. Details of material contracts or arrangement or transactions at arm's length basis (NOT APPLICABLE)**

| Name(s) of the related party and nature of relationship (a) | Nature of contracts/ arrangements/transaction (b) | Duration of the contracts/ arrangements/transactions (c) | Salient terms of the contracts or arrangements or transactions including the value, if any (d) | Date(s) of approval by the Board, if any (e) | Amount paid as advances, if any (f) |
|---|---|--|--|--|-------------------------------------|
|   |   |  | NIL  |  |                                     |

*For and on behalf of the Board of Directors of Available Finance Limited*

*Sd/-  
(Rajendra Sharma)  
WTD & CEO  
DIN: 00981139*

**ANNEXURE-IV**

**DETAILS DISCLOSED AS PER PROVISION OF RULES 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

| S.N. | Disclose Requirement  | Disclosure                           |  |   |   |  |
|------|---|--------------------------------------|--|---|---|--|
|      |   | Name of Director/KMP and Designation | Remuneration of Director /KMP for 2014-15 (Rs. In Lakhs) | % increase in the remuneration in 2014-15 | Ratio of remuneration of each Director to median Remuneration of employee | Comparison of the remuneration of the KMP against the performance of the company |
| 1.   | The ratio of the remuneration of each director to the median remuneration of the Company for 2014-15, the percentage increase in remuneration of each Director, Chief Executive Director, Chief Finance Officer and Company Secretary in 2014-15 and the comparison of remuneration of each KMP against the performance of the company.   | Mr. Rajendra Sharma (WTD & CEO)      | 5.28   | -0.80%                                    | 2.68/1.5  | -0.8% / -58.36%  |
|      |   | Mr. Murtuza Chechatwala (CS.)        | 1.80   | 0%  | -   | 0% / 58.36%  |
|      |   | Mr. Rakesh Sahu(CFO)                 | 1.20   | 150%                                      | -   | 150% / -58.36%   |
| 2.   | The percentage increase in the median remuneration of employees in the financial year.  | -                                    | -  | 0.0%                                      | -   | -  |
| 3.   | The number of permanent employees on the rolls of company.  | 3 Employees                          | -  | 8.90%                                     | Normal Increment  | -  |
| 4.   | The explanation on the relationship between average increase in remuneration and company performance  | -                                    | -  | 8.90% / -58.36%                           | -   | -  |
| 5.   | Comparison of the remuneration of the KMP against the performance of the company  | -                                    | -  | -   | -   | -  |
| 6.   | Variation in the market capitalization of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase/decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies and in case of unlisted companies the variation in the net worth of the company as at the close of the current financial year and previous financial year | -                                    | -  | -   | -   | -  |
| 7.   | Average percentile increase already made in salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.   | -                                    | -  | -   | -   | -  |
| 8.   | The key parameter for any variable component of remuneration availed by the directors   | -                                    | -  | -   | -   | -  |
| 9.   | The ratio of the remuneration of the highest paid director to that of the employee who are not director but receive remuneration in excess of the highest paid director during the year; and  | -                                    | -  | -   | -   | -  |
| 10.  | Affirmation that the remuneration is as per the remuneration policy of the company.   | -                                    | -  | -   | -   | -  |

For and on behalf of the Board of Available Finance Limited

Sd/-  
(Rajendra Sharma)  
WTD & CEO  
DIN: 00981139

**Form MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**Available Finance Ltd.,**  
Agarwal House, Ground Floor,  
5, Yeshwant Colony, Indore (M.P.) 452003

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Available Finance Ltd. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period)
- (vi) In respect of other laws specifically applicable to the Company is Reserve Bank of India Directions/Regulations as applicable to a Non Banking Financial Company (Non Deposit Accepting or holding). We have relied on information/records produced by the Company during the course of our audit on test-check basis and the reporting is limited to that extent only.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with BSE Ltd.,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) *That the Company has filed the following forms: MR-1 for appointment of CFO & CS delayed by 26 days; Form DIR-12 for appointment of CFO delayed by 56 days; Form INC-22 for change in the Registered Office delayed by 14 days; Form DIR-12 for appointment of Mrs. Neelam Sharma as Additional Director delayed by 89 days; DIR-12 for change in the designation of Mrs. Neelam Sharma delayed by 28 days and MGT-10 (2 Forms) for change in more than 2% shareholding of promoters and Top 10 Shareholders delayed by 6 and 9 days to the RoC after prescribed period with the adequate additional filing fees, this has reported as compliance by reference of payment of additional fees;*
- (b) *That the Company has filed the annual disclosure in the Forms as prescribed in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 instead of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;*
- (c) *The Company has not complied with the requirement of clause 41(I)(h) of the Listing Agreement.*
- (d) *The Company has closed the Window for Trading of the Shares. However, as advised by the BSE vide Circular dated 3<sup>rd</sup> Feb., 2014 it has not informed the same for the quarters ended June, Sept., and Dec., 2014 to the BSE.*

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly financial results under Clause 41 of the Listing Agreement and the annual financial statements, has not been reviewed in this audit report, since the same have been subject to the statutory financial audit by other designated professionals. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

We further report that during the audit period of the Company, there were no specific events/ action having a major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

For ISHAN JAIN & CO.  
COMPANY SECRETARIES

Sd/-

CS ISHAN JAIN  
PROPRIETOR

ACS 29444 CP 13032

Place: Indore  
Date: 28<sup>th</sup> May, 2015

---

*'Annexure A'*

To,  
The Members  
Available Finance Ltd.  
Agarwal House, Ground Floor,  
5, Yeshwant Colony,  
Indore (M.P.) 452003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, ISHAN JAIN & CO.  
COMPANY SECRETARIES

Sd/-

CS ISHAN JAIN  
PROPRIETOR

ACS 29444 CP 13032

Place: Indore  
Date: 28<sup>th</sup> May, 2015

**REPORT ON CORPORATE GOVERNANCE****ANNEXURE-VI**

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE) and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Available Finance Limited is as under:

**1. 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 stakeholders.'

Good Corporate Governance acts as a 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 framework, but is also guided by ethics.

**2. BOARD OF DIRECTORS****a. Composition and Category of Directors**

| Name of Directors   | Designation               | Category                      | Position |
|---------------------|---------------------------|-------------------------------|----------|
| Mr. Rajendra Sharma | Whole-Time-Director & CEO | Executive                     | Chairman |
| Mrs. Neelam Sharma  | Director                  | Non-Executive                 | Member   |
| Mr. Y.P.Shukla      | Director                  | Independent and Non-Executive | Member   |
| Mr. Sudama Tiwari   | Director                  | Independent and Non-Executive | Member   |

b. All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under clause 49 of the listing agreement. None of the above Directors is related inter-se except Mrs. Neelam Sharma Wife of Mr. Rajendra Sharma, Whole time Director & CEO of the Company. None of the Directors holds the office in more than the permissible number of companies under the Companies Act, 2013.

**c. Attendance Record of Directors:**

| Name of Directors   | No. of Board Meetings held | No. of Board Meetings Attended | Last AGM whether attended | Other Directorships | Committee Membership/ Chairman |
|---------------------|----------------------------|--------------------------------|---------------------------|---------------------|--------------------------------|
| Mr. Rajendra Sharma | 9                          | 9                              | Yes                       | ---                 | 4                              |
| Mrs. Neelam Sharma  | 9                          | 3                              | No                        | ---                 | 1                              |
| Mr. Y. P. Shukla    | 9                          | 7                              | No                        | 1                   | 3                              |
| Mr. Sudama Tiwari   | 9                          | 5                              | No                        | ---                 | 4                              |

During the financial year 2014-2015 the Board of Directors has passed Resolution by Circulation on 01/04/2014 and Board met 9 (nine) times 30/04/2014, 27/05/2014, 24/07/2014, 19/08/2014, 12/09/2014, 01/10/2014, 30/10/2014, 28/01/2015 and 02/03/2015.

**3.1 Tenure of Independent Director:**

| S.No. | Name of Independent Director | Hold office Till            |
|-------|------------------------------|-----------------------------|
| 1     | Mr. Sudama Tiwari            | 31 <sup>st</sup> March 2019 |
| 2     | Mr. Y.P. Shukla              | 31 <sup>st</sup> March 2019 |



**3.2 Formal Letter of appointment of Independent Director:**

The Letter of appointment along with Detailed Profile of Independent Director is disclosed on the website of the company [www.availablefinance.in](http://www.availablefinance.in)

**3.3 Training of Independent Director:**

The company providing suitable training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

**3.4 Separate Meeting Of Independent Director**

As stipulated by the code of Independent Director under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Director of the company held on **30<sup>th</sup> October, 2014** to review the performance of Non-Independent Director (including the Chairman) and the Board as whole. The Independent Director also reviewed the quality, content and timelines of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

**4. 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 177 of the Companies Act, 2013, major of which are as follows:
  1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  2. Recommending for appointment, remuneration and terms of appointment of auditor of the Company;
  3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    - a. Matters, required to be included in the Director's Responsibility Statements to be included in the Board's report in terms of clause (C) of sub section 3 of section 134 of the Companies Act, 2013.
    - b. Changes, if any, in accounting policies and practices and reasons for the same.
    - c. Major accounting entries involving estimates based on the exercise of judgment by management.
    - d. Significant adjustments made in the financial statements arising out of audit findings.
    - e. Compliance with listing and other legal requirement relating to financial statements.
    - f. Disclosure of any related party transactions.
    - g. Qualifications in the draft audit report.
  5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  7. Review and Monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or and subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investment;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, share holders (in case of nonpayment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate
20. Carrying out any other function as in the terms of reference of the Audit Committee.

During the year, the Committee has met 4 (Four) times (27/05/2014, 24/07/2014, 30/10/2014 and 28/01/2015). The details composition and attendance of the members of the Audit Committee in the meetings are as follows:

| Name                | Position | Meetings Held | Meetings Attended |
|---------------------|----------|---------------|-------------------|
| Mr. Sudama Tiwari   | Chairman | 4             | 4                 |
| Mr. Rajendra Sharma | Member   | 4             | 4                 |
| Mr. Y.P. Shukla     | Member   | 4             | 4                 |

All the members of Audit Committee are financially literate and have accounting or related financial management expertise. The Company Secretary is the secretary of the Committee.

#### 5. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee met 3 (three) times in the financial year 2014-15 (i.e. on 27/05/2014, 24/07/2014, 02/03/2015)

| Name                | Position | Designation                          | Meetings Held | Meetings Attended |
|---------------------|----------|--------------------------------------|---------------|-------------------|
| Mr. Sudama Tiwari   | Chairman | Independent & Non-Executive Director | 3             | 3                 |
| Mr. Y.N. Shukla     | Member   | Independent & Non-Executive Director | 3             | 3                 |
| Mr. Rajendra Sharma | Member   | Whole Time Director & CEO            | 3             | 3                 |

The Broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of the Board of Directors of the Company and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for Executive Director.

**6. Stakeholder Relationship Committee:**

- During the financial year 2014-2015 the Committee met on 4 (Four) times (27/05/2014, 24/07/2014, 30/10/2014 and 28/01/2015).
- 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 shareholder'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. (Ankit Consultancy Pvt. Ltd.)
- The Committee oversees the performance of the Registrar & Share Transfer Agent of the Company.

| Name                | Position | Meetings Held | Meetings Attended |
|---------------------|----------|---------------|-------------------|
| Mr. Sudama Tiwari   | Chairman | 4             | 4                 |
| Mr. Rajendra Sharma | Member   | 4             | 4                 |
| Mr. Y.P. Shukla     | Member   | 4             | 4                 |

During the year no complaints were received. Outstanding complaints as on 31<sup>st</sup> March, 2015 were NIL. The Company Secretary is the secretary of the Committee

**7. Risk Management Committee:**

For the purpose of managing the risk, company had constituted the Risk Management Committee. During the financial year 2014-2015 Committee has met 1 (one) time i.e. on 19/08/2014. Attendance of each Member at the Risk Committee Meeting held during the year:

| Name                | Position | Meetings Held | Meetings Attended |
|---------------------|----------|---------------|-------------------|
| Mr. Sudama Tiwari   | Chairman | 1             | 1                 |
| Mr. Rajendra Sharma | Member   | 1             | 1                 |
| Mrs. Neelam Sharma  | Member   | 1             | 1                 |

**8. Whistle Blower Policy**

Pursuant to the provisions of section 177(9) and (10) of the Companies Act 2013 read with rule 7 of Companies (Meeting of Boards and its powers) Rules, 2014 and clause 49 of the listing agreement, the company has adopted and same is the posted on web-site of the company [www.availablefinance.in](http://www.availablefinance.in)

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

| Name of Directors  | Amount   | Period of appointment                      |
|--|----------|--|
| Mr. Rajendra Sharma (Director-in-Charge)<br>- Remuneration and Perquisites | ₹ 528467 | Re-appointed for 2-years w.e.f. 01.07.2013 |

**10. General Meetings**

| Year    | Meetings held          | Location                       | Date       | Time     | No. of Special Resolution passed  |
|---------|------------------------|--------------------------------|------------|----------|---|
| 2011-12 | Annual General Meeting | CM-23, Sukhliya, Indore 452010 | 25/09/2012 | 11:00 am | 1 (One) for Reappointment of Whole Time Director                                  |
| 2012-13 | Annual General Meeting | CM-23, Sukhliya, Indore 452010 | 13/08/2013 | 11:00 am | 2 (Two) for Reappointment of Whole Time Director & Resignation of Mr. Ajay Mittal |
| 2013-14 | Annual General Meeting | CM-23, Sukhliya, Indore 452010 | 24/09/2014 | 11:00 am | None  |

During the year ended on 31<sup>st</sup> March 2015, there has/ have been no resolution/s 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.

**11. 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 interests 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, and 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.
- c) The Company is following the Whistle Blowing Policy and affirmation that no personnel have been denied access to the Audit Committee.
- d) Details of compliance with mandatory requirement and adoption of the non mandatory requirement.

**12. Management Discussion & Analysis**

The Management of the company presents its analysis report covering performance and outlook of the company. The report has been prepared in compliance with corporate governance requirement as laid down in the listing agreement :-

The Non banking financial services (NBFC) in private sector in India is represented by a large number of small and medium sized companies with regional focus. Over the years, our company has steadily broadened its business activities to cover a wide spectrum of services in the financial intermediation space with the basic focus on investment & finance.

Your company has reduced its operational cost and carefully evaluating investments. The company has no NPA account and no bad debts for the period ended on 31<sup>st</sup> March 2015.

The Company has a proper and adequate system of internal control to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets. The audit committee of the Board of Directors reviews the adequacy of internal control.

Considering company's current business activities enterprise resource planning Module-SAP is not practically feasible and financially viable for the company. Company's current business activity does not require any technology up gradation or modernization.

Statements in Management Discussion and Analysis, describing the company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions. Govt. policies and other incidental factors.

**13. Means of Communication**

The quarterly and half yearly financial results of the Company are, in compliance of Clause 41 of the Listing Agreement, published in the Free Press (English edition) and Choutha Sansar (Hindi edition), a local vernacular news edition at the place where the registered office of the Company is situated.

The Company's Quarterly and Half yearly results in addition to being published in the newspapers are also provided on receipt of an individual request from the shareholders.

Results and Annual Reports of the Company are displayed on the Company's Website : [www.availablefinance.in](http://www.availablefinance.in)

The Annual Report is posted individually to all the members entitled to receive a copy of the same.

**14. General Shareholder Information**

|   |   |  |
|---|---|--|
| Annual General Meeting<br>Day, Date, Time and Venue | : | Tuesday, the 22 <sup>nd</sup> day of September,<br>2015 at 11.00 A.M.<br>Hotel Surya, 5/5 Nath Mandir Road,<br>Indore-452003 |
| Financial Year                                      | : | 31 <sup>st</sup> March 2015-2016   |
| Financial Calendar (tentative)                      |   |  |
| Results for the 1st Quarter                         | : | Last week July 2015  |
| Results for the 2nd Quarter                         | : | Second Week of November 2015   |
| Results for the 3rd Quarter                         | : | Second week of February 2016   |
| Results for the 4th Quarter                         | : | Last week of May 2016  |
| Date of Book closure                                | : | 16/09/2015 to 22/09/2015 (both days inclusive).  |
| E-Voting Date                                       | : | 17/09/2015 to 21/09/2015 (Upto 5.00 PM)  |
| Registered office                                   | : | "Agarwal House", Ground Floor, 5, Yeshwant<br>Colony, Indore-452003 (M.P.)   |
| Listing on Stock Exchanges & Code                   | : | The BSE Ltd., Mumbai & Code 531310   |
| Demat ISIN Number                                   | : | INE 325G01010  |

**Market Price Data**

| Month           | The Stock Exchange, Mumbai (BSE) (Rs. Per share) |                   |
|-----------------|--|-------------------|
|                 | Month's High Price                               | Month's Low Price |
| April' 2014     | 21.00  | 19.95             |
| May' 2014       | 19.00  | 12.10             |
| June' 2014      | 12.70  | 8.82              |
| July' 2014      | 9.03   | 8.33              |
| August' 2014    | 10.44  | 6.60              |
| September' 2014 | 6.90   | 3.76              |
| October' 2014   | 5.38   | 3.64              |
| November' 2014  | 6.25   | 4.15              |
| December' 2014  | 6.56   | 4.47              |
| January' 2015   | 4.76   | 4.54              |
| February' 2015  | 6.18   | 4.40              |
| March' 2015     | 6.51   | 4.35              |

Data source from the website of the Stock Exchange, Mumbai.

**Registrar and Transfer Agents**

For Physical & D-mat Shares : M/s Ankit Consultancy Pvt. Ltd.  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore - 452 010 (M.P.)  
Ph.: 91-731-2491298, 2551745, Fax: 91-731-4065798  
E-mail: ankitind@sanchamnet.in, ankit\_4321@yahoo.com

**Share Transfer System**

The shares lodged for transfer in physical form are processed and the share certificates returned after transfer within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days.

**Distribution of shareholding as on 31/03/2015 \***

| No. of shares  | No. of Holders | %          | No. of Shares    | %             |
|----------------|----------------|------------|------------------|---------------|
| UPTO 1000      | 149            | 19.35      | 91550            | 0.09          |
| 1001- 2000     | 64             | 8.31       | 117610           | 0.12          |
| 2001- 3000     | 36             | 4.68       | 103350           | 0.10          |
| 3001- 4000     | 30             | 3.90       | 113820           | 0.11          |
| 4001- 5000     | 162            | 21.04      | 806040           | 0.79          |
| 5001- 10000    | 173            | 22.47      | 1468440          | 1.44          |
| 10001- 20000   | 53             | 6.88       | 884170           | 0.87          |
| 20001 -30000   | 24             | 3.12       | 593440           | 0.58          |
| 30001- 40000   | 3              | 0.39       | 110580           | 0.11          |
| 40001-50000    | 8              | 1.04       | 384080           | 0.38          |
| 50001-100000   | 26             | 3.38       | 1923540          | 1.89          |
| 100000 & Above | 42             | 5.45       | 95440380         | 93.54         |
| <b>TOTAL</b>   | <b>770</b>     | <b>100</b> | <b>102037000</b> | <b>100.00</b> |

**Company's Corporate Website**

The Company's website is a comprehensive reference on Available's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on 'Investors' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars & transfer agents and frequently asked questions. Investors can also submit their queries and get feedback through online interactive forms. The section on 'Media' includes all major press reports and releases, awards, campaigns

**Shareholding pattern as on 31<sup>st</sup> March 2015: -**

| Category                   | No of Shares Held | % of Shareholding |
|----------------------------|-------------------|-------------------|
| Indian Promoters/ Acquires |                   |                   |
| Directors and Relatives    | 5691046           | 55.77             |
| Other Corporate Bodies     | 1639250           | 16.07             |
| Indian Public              | 2873404           | 28.16             |
| <b>Total</b>               | <b>10203700</b>   | <b>100.00</b>     |

**Compliance Officer:**

Mr. Rajendra Sharma, [info@availablefinance.in](mailto:info@availablefinance.in)

**Dematerialisation of shares**

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form.

The number of shares held in dematerialized and physical mode is as under:

| Particulars                         | No. of Shares   | % of total capital issued |
|-------------------------------------|-----------------|---------------------------|
| Held in Dematerialized form in NSDL | 7600903         | 74.50                     |
| Held in Dematerialized form in CDSL | 1412697         | 13.84                     |
| Physical                            | 1190100         | 11.66                     |
| <b>Total</b>                        | <b>10203700</b> | <b>100</b>                |

**15. Address For Correspondence**

“Agarwal House”, Ground Floor, 5, Yeshwant Colony,  
Indore – 452 003 (M.P.)  
Ph.: 91-731-2530831 Fax: 91-731-4030009  
E-mail: [info@availablefinance.in](mailto:info@availablefinance.in)  
Web-Site: [www.availablefinance.in](http://www.availablefinance.in)

*For and on behalf of the Board of Directors of  
Available Finance Limited*

*Place: Indore  
Date: 28/05/2015*

*Sd/-  
(Rajendra Sharma)  
Whole-Time-Director & CEO  
DIN: 00981139*

**CEO/CFO CERTIFICATION**

**To the Board of Directors of the  
Available Finance Ltd.**

In compliance with Clause 49 (V) of the Listing Agreement with the Stock Exchange, I hereby certify that:

1. We have reviewed Financial Statement and the Cash Flow of Available Finance Limited for the year ended on 31st March 2015 and to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15 which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.  
We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are No instances of significant fraud where the involvement of management or an employee having a significant role in the company's internal control system have been observed.

**Place: Indore  
Date: 28/05/2015**

**Sd/-  
(Rakesh Sahu)  
CFO**

**Sd/-  
(Rajendra Sharma)  
Whole-Time-Director & CEO  
DIN-00981139**

**AUDITOR'S REPORT ON CORPORATE GOVERNANCE**

To the Members of  
Available Finance Ltd.

We have read the report of the board of directors on corporate governance and have examined the relevant records relating to compliance of conditions of corporate governance of Available Finance Ltd. (The company) for the year ended March 31<sup>st</sup>, 2015 as stipulated in clause 49 of listing agreement of said company with the stock exchanges.

The compliance of condition of corporate Governance is the responsibility of the management.

Our examination conducted in the manner described in the Guidance Note on Certification on Corporate governance issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of corporate governance.

Our examination was neither an audit nor was it conducted to express an opinion on financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us on the basis of our examination described above, company has complied with the conditions of corporate Governance as stipulated in Clause 49 of the above Mentioned Listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Jain Doshi & Co.**  
**Firm Reg. No. : 007365C**  
**Chartered Accountants,**

**Place: Indore**  
**Date: 28/05/2015**

**Sd/-**  
**(Dipendra Kumar Jain)**  
**Partner**  
**Membership No. : 076875**

**CODE OF CONDUCT – DECLARATION UNDER CLAUSE 49 (I) (D)**

**This is to certify that:**

1. In pursuance of the provisions of Clause 49 (I) (D) of the Listing Agreement with Stock Exchange. A Code of Conduct for the Board members and the Senior Management personnel of the Company has been approved by the Board in its meeting held on 27<sup>th</sup> May, 2014.
  2. The said Code of Conduct has been uploaded on the website of the Company and has also been circulated to the Board members and the Senior Management Personnel of the Company.
- All Board members and Senior Management Personnel have affirmed compliance with the said Code of Conduct, for the period ended 31<sup>st</sup> March, 2015.

**For: Available Finance Ltd.**

**Place: Indore**  
**Date: 28/05/2015**

**Sd/-**  
**(Rajendra Sharma)**  
**Whole Time Director & CEO**  
**DIN: 00981139**



**ANNEXURE-VII****WHISTLE BLOWER POLICY & VIGIL MECHANISM****1. Preface**

Pursuant to clause 49 of Listing Agreement and as per applicable provisions of section 177 of the Companies Act, 2013 requires every listed company shall establish a Whistle Blower policy/Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

Under these circumstances, Available Finance Limited, being a listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

**2. Definitions**

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. "Associates" means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- b. "Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- c. "Employee" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. "Code" means the Whistle Blower Policy/ Vigil Mechanism Code of Conduct.
- e. "Director" means every Director of the Company, past or present.
- f. "Investigators" mean those persons authorized, appointed, consulted or approached by the Ethics Counselor/Chairman of the Audit Committee and includes the auditors of the Company and the police.
- g. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- i. "Whistleblower" means an Employee or director making a Protected Disclosure under this policy.

**3. Scope of this Policy.**

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

**4. Eligibility**

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

**5. Disqualifications**

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

**6. Procedure**

- a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. The contact details of the Chairman of the Audit Committee of the Company is as under:

*Mr. Sudama Tiwari  
102/C, Sanjiv Inaklevha  
Sat Bunglow JP Road,  
Andheri, (W) Mumbai, 400039*

- c. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- f. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

**7. Investigation**

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the

investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.

- d. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counselor/Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

#### **8. Protection**

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 8.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

#### **9. Secrecy / Confidentiality**

- 9.1 The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall:
- 9.2 Maintain confidentiality of all matters under this Policy
- 9.3 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

- 9.4. Not keep the papers unattended anywhere at any time  
9.5. Keep the electronic mails / files under password.

**10. Decision**

- 10.1. If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 10.2. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

**11. Reporting**

The Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

**12. Access to Chairman of the Audit Committee**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

**13. Communication**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Therefore, the policy is published on the website of the company.

**14. Retention Of Documents**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

**15. Administration And Review Of The Policy**

A quarterly status report on the total number of compliant received, if any during the period with summary of the findings of Audit Committee and corrective steps taken should be send to the Chairman of the company. The Company Secretary shall be responsible for the administration, interpretation, application and review of this policy.

**16. Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

By orders of the Board

Sd/-  
(Rajendra Sharma)  
Whole-Time-Director & CEO  
DIN:00981139

## Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures  
Part "A": Subsidiaries (Not Applicable)

| S.N. | Name of the Subsidiary  |
|------|---|
| 1    | Reporting period for the subsidiary   |
| 2    | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries |
| 3    | Share capital   |
| 4    | Reserves & surplus  |
| 5    | Total assets  |
| 6    | Total Liabilities   |
| 7    | Investments   |
|      | Turnover  |
|      | Profit before taxation  |
|      | Provision for taxation  |
|      | Profit after taxation   |
|      | Proposed Dividend   |
|      | % of shareholding   |

1. The Company has no subsidiary/ies which is/ are yet to commence operations
2. The Company has no subsidiary/ies which has/ have been liquidated or sold during the year.

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013  
related to Associate Companies and Joint Ventures

| S. No. | Name of the Associate Company Pvt. Ltd. (ACCPL)                             | Agarwal Coal Corporation Pvt. Ltd. (ATCPL)                   | Agarwal Transport Corporation Pvt. Ltd. (AFCPL)              | Agarwal Fuel Corporation                                     |
|--------|---|--|--|--|
| 1.     | Latest Audited Balance Sheet Date   | 31/03/2015   | 31/03/2015   | 31/03/2015   |
| 2.     | Shares of Associate/Joint Ventures held by the Company on the year end      |  |  |  |
|        | (a) No.   | 8,00,000<br>(out of 2872800)                                 | 350000<br>(out of 966200)                                    | 148750 (Out of<br>492000)                                    |
|        | (b) Amount of Investment in Associates/Joint Venture                        | ₹ 80,00,000  | ₹ 35,00,000  | ₹ 1487500  |
|        | (c) Extend of Holding %   | 27.85%   | 36.22%   | 30.23%   |
| 3.     | Description of how there is significant influence                           | Available Finance Limited hold 800000 equity shares of ACCPL | Available Finance Limited hold 350000 equity shares of ATCPL | Available Finance Limited hold 148750 equity shares of AFCPL |
| 4.     | Reason why the associate/joint venture is not consolidated                  | NA as per MCA notification dated 19/10/2014                  | NA as per MCA notification dated 19/10/2014                  | NA as per MCA notification dated 19/10/2014                  |
| 5.     | Net worth attributable to Share holding as per latest audited Balance Sheet | NA   | NA   | NA   |
| 6.     | Profit / Loss for the year  | NA   | NA   | NA   |
|        | (a) Considered in Consolidation   |  |  |  |
|        | (b) Not Considered in Consolidation   |  |  |  |

1. The Company has no subsidiary/ies which is/ are yet to commence operations
  2. The Company has no subsidiary/ies which has/ have been liquidated or sold during the year.
- Note : This form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors of  
Available Finance Limited

Sd/-  
(Rajendra Sharma)  
WTD & CEO  
DIN: 00981139

**INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF AVAILABLE FINANCE LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of M/s Available Finance Limited, which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**1. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**2. Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Companies Act, Accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**3. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**4. Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014
  - e) On the basis of written representations received from the directors, and taken on record by the Board of Director none of the directors is disqualified as on 31<sup>st</sup> March, 2015, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013; and
  - f) with respect to other matters to be included in the Auditors Report in accordance with Rule 11 of the companies (Audit and Auditors) Rule, 2014 in our opinion and to the best of our information and according to explanation given to us as at 31<sup>st</sup> March, 2015 :
    - i. There was no company pending litigations impacting on companies financial position to disclose in its financial statements.
    - ii. There was no material foreseeable losses on long term contracts including derivative contracts requiring to make provision under the applicable law or accounting standards
    - iii. There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Indore  
Date: 28/05/2015

For Jain Doshi & Co.  
Firm Reg. No. : 007365C  
Chartered Accountants,  
Sd/-  
(Dipendra Kumar Jain)  
Partner  
Membership No. : 076875

**ANNEXURE TO THE AUDITORS' REPORT OF**  
**AVAILABLE FINANCE LIMITED**

The Annexure referred to un our independent Auditors Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2015 we report that :

- (I) (a) The company is maintaining proper records showing full particulars, including Quantitative details and situation of fixed assets.  
(b) The management at reasonable intervals has physically verified these fixed assets; and No discrepancies were noticed on such verification.
- (ii) The company do not hold any inventory during the financial year, Hence clause ii (a), (b) & (c) is not applicable to the company.
- (iii) The company had granted unsecured loan amounting to ₹1745 lakhs to a Companies covered in the register maintained under section 189 of the Companies Act.  
(a) Receipt of principal amount of the loan and interest on it were also regular.  
(b) As per information and explanation given to us, there were no overdue amount as at the balance sheet date.
- (iv) In our opinion and according to information and explanation given to us There is an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weakness in internal control system.
- (v) The company has not accepted deposits from the public, the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable to the company.
- (vi) Central Government has not prescribed maintenance of cost records under clause sub section (1) of section 148 of the Companies Act.
- (vii) (a) According to information and explanation given to us, The company is generally regular in depositing undisputed statutory dues, including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities to the extent payable by the company.  
(b) According to the information and explanations given to us, there is no material dues in case of sales tax, wealth tax, service Tax, duty of customs, duty of excise, value added tax or cess which have not been deposited with the appropriate authorities on account of any dispute. However, in case of income tax, demand on account of Regular Assessment amounting to Rs. 16,85,850/- is payable as under ::

| Name of statute | Nature of Dues       | Amount    | Financial Year          | Forum where dispute is pending |
|-----------------|----------------------|-----------|-------------------------|--------------------------------|
| Income Tax      | Income Tax & Penalty | 1685850/- | 2011-12<br>(AY 2012-13) | Commissioner of Appeals        |

- (c) As per information and explanation given to us there was no amount required to be transferred to investor education and protection fund in accordance with relevant provisions of the Companies Act 1956 (1 of 1956) and rule made there under such fund.



- (xi) There are no Accumulated losses of the company at the end of the financial year and it has not incurred cash losses in such financial year immediately preceding financial year also.
- (xii) The company did not have any outstanding dues to financial institutions or banks or debenture holders during the financial year.
- (xiii) According to information and explanation given to us, The company has not given any guarantee for loans taken by others from bank or financial Institutions.
- (xiv) Term Loan were applied for the purpose for which the loans were obtained;
- (xv) According to information and explanation given to us, No fraud on or by the company has been noticed or reported during the year by the company.

Place: Indore  
Date: 28/05/2015

For Jain Doshi & Co.  
Firm Reg. No. : 007365C  
Chartered Accountants,  
Sd/-  
(Dipendra Kumar Jain)  
Partner  
Membership No. : 076875

**BALANCE SHEET AS AT 31<sup>st</sup> March-2015**

Amount in ₹

| PARTICULARS                        | Note No. | Figure as at the end of current reporting period 2014-15 | Figure as at the end of current end of current 2013-14 |
|------------------------------------|----------|--|--|
| <b>I. EQUITY AND LIABILITIES</b>   |          |  |  |
| (1) Shareholder's Funds            |          |  |  |
| (a) Share Capital                  | "2"      | 102037000  | 102037000  |
| (b) Reserves and Surplus           | "3"      | 60246424   | 59078212   |
| (2) Non-Current Liabilities        |          |  |  |
| (a) Deferred tax liabilities (Net) | "4"      | 6636   | 171516   |
| (3) Current Liabilities            |          |  |  |
| (a) Short-term borrowings          | "5"      | 223170041  | 140205807  |
| (b) Other Current Liabilities      | "6"      | 2007671  | 899053   |
| (c) Short-Term Provisions          | "7"      | 529201   | 1157650  |
| <b>Total</b>                       |          | <b>387996972</b>   | <b>303549238</b>                                       |
| <b>II. ASSETS</b>                  |          |  |  |
| (1) Non-current assets             |          |  |  |
| (a) Fixed assets                   | "8"      |  |  |
| (i) Tangible assets                |          | 2282252  | 3215901  |
| (b) Non-current investments        | "9"      | 160441614  | 160146222  |
| (2) Current assets                 |          |  |  |
| (a) Cash and Cash Equivalents      | "10"     | 639027   | 150328   |
| (b) Short-Term Loans and Advances  | "11"     | 222214642  | 137617349  |
| (c) Other current assets           | "12"     | 2419438  | 2419438  |
| <b>Total</b>                       |          | <b>387996972</b>   | <b>303549238</b>                                       |

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES**

"1-20"

See accompanying notes referred hereinabove and other notes forming an integral part of these financial statements

For and on behalf of board

Sd/-  
Rajendra Sharma  
(Whole Time Director & CEO)  
DIN - 00981139

Sd/-  
Neelam Sharma  
(Woman Director)  
DIN - 06935934

Sd/-  
Rakesh Sahu  
(Chief Financial Officer)

Sd/-  
(CS. Mr. Murtaza Chechatwala)  
Company Secretary  
Place: Indore  
Date : 28<sup>th</sup> May, 2015

In terms of our report attached  
For M/s Jain Doshi & Co.  
Chartered Accountants  
Firm Reg. No. : 007365C

Sd/-  
Dipendra Kumar Jain  
(Partner)  
Memb. No. 076875

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH-2015**

Amount in ₹

| PARTICULARS   | Note No. | Figure as at the end of current reporting period 2014-15 | Figure as at the end of current end of current 2013-14 |
|---|----------|--|--|
| <b>INCOME</b>   |          |  |  |
| Revenue from operations                                   | "13"     | 24055389   | 14809039   |
| Other Income  | "14"     | 270110   | 270120   |
| <b>Total</b>  |          | <b>24325499</b>  | <b>15079159</b>  |
| <b>Expenses</b>   |          |  |  |
| Finance costs   | "15"     | 19966712   | 8841366  |
| Employee benefit expense                                  | "16"     | 828467   | 760755   |
| Depreciation and amortization expense                     |          | 933649   | 450425   |
| Other expenses  |          | 1455012  | 1157419  |
| <b>Total</b>  | "17"     | <b>23183840</b>  | <b>11209965</b>  |
| Profit before exceptional and extraordinary items and tax |          | 1141658  | 3869194  |
| Exceptional Items   |          |  |  |
| - Exceptional & Extra Ordinary Items                      |          | -110300  | 0  |
| Profit before extraordinary items and tax                 |          | <b>1251958</b>   | <b>3869194</b>   |
| Tax expense:  |          |  |  |
| (1) Current tax   |          | 468600   | 1119016  |
| (2) Deferred tax provision written back                   |          | -164881  | 5643   |
| (3) Excess Provision written back/Refunds                 |          | -219973  | -61275   |
| <b>Profit for the Year</b>                                |          | <b>1168212</b>   | <b>2805810</b>   |
| Earning per equity share:                                 |          |  |  |
| (1) Basic   |          | 0.11   | 0.27   |
| (2) Diluted   |          | 0.11   | 0.27   |

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES**

"1-20"

See accompanying notes referred hereinabove and other notes forming an integral part of these financial statements

For and on behalf of board

Sd/-  
Rajendra Sharma  
(Whole Time Director & CEO)  
DIN - 00981139

Sd/-  
Neelam Sharma  
(Woman Director)  
DIN - 06935934

Sd/-  
Rakesh Sahu  
(Chief Financial Officer)

Sd/-  
(CS. Mr. Murtaza Chechatwala)  
Company Secretary  
Place: Indore  
Date : 28<sup>th</sup> May, 2015

In terms of our report attached  
For M/s Jain Doshi & Co.  
Chartered Accountants  
Firm Reg. No. : 007365C

Sd/-  
Dipendra Kumar Jain  
(Partner)  
Memb. No. 076875

**NOTE NO. -1 : SIGNIFICANT ACCOUNTING POLICIES:**

**1.01 BASIS OF ACCOUNTING**

The accounts of the Company are prepared under the historical cost convention and in accordance with applicable accounting standards except where otherwise stated. Accounting Policies not specifically referred to are consistent with generally accepted accounting policies. The Company follows the mercantile system of accounting and recognises Income and Expenditure on accrual basis except otherwise specified.

**1.02 REVENUE RECOGNITION**

Expenses and income considered payable and receivable respectively have been accounted for on accrual basis. Where the ability to assess the ultimate collection with reasonable certainty is lacking at the time of raising any claim, revenue recognition is postponed to the extent of uncertainty involved.

**1.03 FIXED ASSETS:**

Fixed Assets are stated at cost of acquisition inclusive of freight, duties, taxes and incidental expenses less depreciation.

**1.04 DEPRECIATION**

Depreciation on Tangible Assets has been provided on the straight-line method over the useful lives as prescribed in schedule II of the Companies Act, 2013 and on additions on Pro-rata basis.

**1.05 INVESTMENTS**

Long Term Investments are stated at cost.

**1.06 STOCK -IN -TRADE:**

Current Investments in the nature of stock in trade are valued at cost.

**1.07 DECREASE IN VALUE OF INVESTMENTS**

Decreases in value of Current Investments in the nature of stock in trade are provided at in aggregate for each category at difference between cost and market value (if lower than cost), at the balance sheet date. And decrease in value of unquoted Investments are ascertained either from the latest balance sheet of the company, if available or value shares at ₹ 1/-, as the case may be in accordance with Reserve Bank of India guidelines.

**1.08. GRATUITY & RETIREMENT BENEFITS**

Retirement benefits, gratuity liability, medical reimbursement and Leave Payments to employees shall be accounted as and when company becomes statutory liable.

**1.09 CONTINGENT LIABILITIES**

Contingent liabilities are not provided and are disclosed by way of notes to accounts.

**NOTES TO THE FINANCIAL STATEMENTS****NOTE - 2 : Share Capital**

| Particulars                           | Amount in ₹         |                  |                     |                  |
|---------------------------------------|---------------------|------------------|---------------------|------------------|
|                                       | As at 31 March 2015 |                  | As at 31 March 2014 |                  |
|                                       | Number              | ₹                | Number              | ₹                |
| <b>Authorised</b>                     |                     |                  |                     |                  |
| Equity Shares of ₹10 each             | 10500000            | 105000000        | 10500000            | 105000000        |
| <b>Issued</b>                         |                     |                  |                     |                  |
| Equity Shares of ₹ 10 each            | 10203700            | 102037000        | 10203700            | 102037000        |
| <b>Subscribed &amp; Paid up</b>       |                     |                  |                     |                  |
| Equity Shares of ₹ 10 each fully paid | 10203700            | 102037000        | 10203700            | 102037000        |
| <b>Total</b>                          | <b>10203700</b>     | <b>102037000</b> | <b>10203700</b>     | <b>102037000</b> |

**i) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share.

Member of the company holding equity share capital therein have a right to vote on every resolution placed before the company and right to receive dividend.

Each holder of equity shares is entitled to one vote per share.

The Company declares dividend (If any) in Indian rupees. The dividend proposed by the Board of Directors (If any) is subject to approval of the shareholder in the Annual General Meeting except in case of interim dividend.

**ii) Reconciliation of Issued Share Capital.**

| Particulars                                     | Current Year |           | Previous Year |           |
|---|--------------|-----------|---------------|-----------|
|   | Number       | ₹         | Number        | ₹         |
| Shares outstanding at the beginning of the year | 10203700     | 102037000 | 10203700      | 102037000 |
| Shares Issued during the year                   | 0            | 0         | 0             | 0         |
| Shares bought back during the year              | 0            | 0         | 0             | 0         |
| Shares outstanding at the end of the year       | 10203700     | 102037000 | 10203700      | 102037000 |

**iii) Details of shareholding more than 5% shares in the company.**

| Name of Shareholder    | At at 31 <sup>st</sup> March 2015 |              | At at 31 <sup>st</sup> March 2014 |              |
|------------------------|-----------------------------------|--------------|-----------------------------------|--------------|
|                        | No. of Shares Held                | % of Holding | No. of Shares Held                | % of Holding |
| Vandana Tayal          | 5,40,600                          | 5.30         | 5,40,600                          | 5.30         |
| Archana Coal Pvt. Ltd. | 55,39,946                         | 54.29%       | 50,44,090                         | 49.43        |

**c. Disclosure as to subsidiary Co.**

By virtue of holding 51% or more Archana Coal Pvt Ltd has become holding Co.(Parent Co.) of The Co. Available Finance Ltd.

| Name of Holding Co     | No of Shares | % of Total Holding |
|------------------------|--------------|--------------------|
| Archana Coal Pvt. Ltd. | 5539946      | 54.29%             |

## NOTE - 3 : Reserves &amp; Surplus

(Amount in ₹)

| Particulars   | As at 31"<br>March 2015 | As at 31"<br>March 2014 |
|---|-------------------------|-------------------------|
| <b>a. Capital Reserves</b>                            |                         |                         |
| Balance as per last year                              | 15822000                | 15822000                |
| <b>b. Share Premium Account</b>                       |                         |                         |
| Balance as per Last Year                              | 14050500                | 14050500                |
| <b>c. General Reserve</b>                             |                         |                         |
| Balance as per last year                              |                         |                         |
| Add: Trfd. From P&L A/c during the year               |                         |                         |
| Closing Balance                                       | 0                       | 0                       |
| <b>d. NBFC Reserves</b>                               |                         |                         |
| Balance as per last year                              | 4986810                 | 4425648                 |
| Add: Trfd. From P&L A/c during the year               | 233642                  | 561162                  |
| Closing Balance                                       | 5220452                 | 4986810                 |
| <b>e. Surplus in the statement of Profit and Loss</b> |                         |                         |
| Balance as per Last financial statement               | 24218902                | 21974254                |
| Add: Net Profit for the year                          | 1168212                 | 2805810                 |
| Less: Appropriations                                  |                         |                         |
| Tax Provision   |                         |                         |
| - Transfer to General Reserve                         |                         |                         |
| - Transfer to NBFC Reserves                           | 233642                  | 561162                  |
| Closing Balance                                       | 25153472                | 24218902                |
| <b>Total (a+b+c+d+e)</b>                              | <b>60246424</b>         | <b>59078212</b>         |

NBFC Reserves has been created as required by guidelines issued by Reserve Bank of India

## NOTE - 4 : Deferred Tax Liabilities

| Particulars   | As at<br>31.03.2015 | As at<br>31.03.2014 |
|---|---------------------|---------------------|
| <b>Deferred Tax Liabilities</b>                                 |                     |                     |
| On account of timing difference Of Depreciation on Fixed Assets | 6,636               | 1,71,516            |
| <b>Total</b>  | <b>6,636</b>        | <b>1,71,516</b>     |

## NOTE - 5 : Short Term Borrowings

| Particulars              | As at<br>31.03.2015 | As at<br>31.03.2014 |
|--------------------------|---------------------|---------------------|
| <b>Unsecured</b>         |                     |                     |
| Inter Corporate Deposits | 22,31,70,041        | 14,02,05,807        |
| <b>Total</b>             | <b>22,31,70,041</b> | <b>14,02,05,807</b> |

## NOTE - 6 : Other Current Liabilities

| Particulars                                 | As at<br>31.03.2015 | As at<br>31.03.2014 |
|---|---------------------|---------------------|
| <b>Outstanding liabilities for expenses</b> |                     |                     |
| - General                                   | 0                   | 0                   |
| - Statutory (TDS PAYABLE)                   | 20,07,671           | 8,99,053            |
|   | <b>20,07,671</b>    | <b>8,99,053</b>     |

## NOTE - 7 : Short Term Provisions

|                         |                 |                  |
|-------------------------|-----------------|------------------|
| Provision for Taxation  | 4,68,600        | 11,19,016        |
| Provision for Audit Fee | 31,500          | 31,500           |
| Provision for Expenses  | 29,101          | 7134             |
|                         | <b>5,29,201</b> | <b>11,57,650</b> |

## NOTE - 8 : Fixed Assets

| Particulars              | Gross Block                              |          |            | Accumulated Depreciation                  |  |                           |                      | Net Block                                 |   |
|--------------------------|--|----------|------------|---|--|---------------------------|----------------------|---|---|
|                          | Balance as at 1 <sup>st</sup> April 2014 | Addition | Deductions | Balance as at 31 <sup>st</sup> March 2015 | Balance as at 1 <sup>st</sup> April 2014 | Depreciation for the year | Deduction Adjustment | Balance as at 31 <sup>st</sup> March 2015 | Balance as at 31 <sup>st</sup> March 2014 |
| <b>a</b>                 |  |          |            |   |  |                           |                      |   |   |
| Tangible Assets          |  |          |            |   |  |                           |                      |   |   |
| 1 Furniture and Fixtures | 75142                                    | 0        | 0          | 75142                                     | 75042                                    | 0                         | -3657                | 78699                                     | 100                                       |
| 2 Vehicles - Car         | 4668662                                  | 0        | 0          | 4668662                                   | 1470143                                  | 554404                    | 367743               | 2392290                                   | 3198519                                   |
| 3 Computer               | 42450                                    | 0        | 0          | 42450                                     | 25168                                    | 0                         | 15160                | 40328                                     | 17282                                     |
| <b>Total</b>             | <b>4786254</b>                           | <b>0</b> | <b>0</b>   | <b>4786254</b>                            | <b>1570353</b>                           | <b>554404</b>             | <b>379246</b>        | <b>2511317</b>                            | <b>3215901</b>                            |
| <b>b</b>                 |  |          |            |   |  |                           |                      |   |   |
| Intangible Assets        | 0  | 0        | 0          | 0   | 0  | 0                         | 0                    | 0   | 0   |
| <b>Grand Total</b>       | <b>4786254</b>                           | <b>0</b> | <b>0</b>   | <b>4786254</b>                            | <b>1570353</b>                           | <b>554404</b>             | <b>379246</b>        | <b>2511317</b>                            | <b>3215901</b>                            |
| <b>Previous Year</b>     | <b>4786254</b>                           | <b>0</b> | <b>0</b>   | <b>4786254</b>                            | <b>1119928</b>                           | <b>455160</b>             | <b>0</b>             | <b>1570353</b>                            | <b>4121486</b>                            |

## NOTE - 9 : Non Current Investments

(Amount in ₹)

| Particulars   | NO.OF SHARES/DEB. |            | CURRENT            | PREVIOUS           |
|---|-------------------|------------|--------------------|--------------------|
|   | FACE VALUE        | CUR.YEAR   | PRV.YEAR           | YEAR (₹)           |
|   | As At             | As At      | As At              | As At              |
|   | 31-03-2015        | 31-03-2014 | 31-03-2015         | 31-03-2014         |
| <b>UNDER D-MAT MODE (Quoted Equity Shares) Rs. 10/-</b>   |                   |            |                    |                    |
| Ad-Manum Finance Ltd.   | 10                | 270110     | 270110             | 1138816            |
| Kay Vee Aar Ltd.  | 10                | 15000      | 15000              | 357406             |
| <b>TOTAL (A)</b>  |                   |            | <b>1496222</b>     | <b>1496222</b>     |
| <b>UN-QUOTED EQUITY SHARE (In Physical Mode)</b>  |                   |            |                    |                    |
| Agarwal Coal Corporation pvt ltd.   | 10                | 800000     | 800000             | 50000000           |
| Agarwal Transport Corporation Pvt Ltd.  | 10                | 350000     | 350000             | 29750000           |
| Agarwal Fuel Corporation Pvt. Ltd.  | 10                | 148750     | 148750             | 25300000           |
| Sanjana Cold Storage Pvt Ltd  | 10                | 144000     | 144000             | 3600000            |
| Gourisut Vyappar Pvt Ltd  |                   | 912        | --                 | 70042              |
| Shradha Vanijya Pvt Ltd   |                   | 960        | --                 | 72374              |
| Natraj Vanijya Pvt. Ltd   |                   | 912        | --                 | 71420              |
| Jagdamba Enclave Pvt Ltd  |                   | 840        | --                 | 81556              |
| <b>TOTAL (B)</b>  |                   |            | <b>108945392</b>   | <b>108650000</b>   |
| Project Participation Investment<br>Pr Year : Unsecured Debenture of<br>Face Value ₹ 100,000/- each ) |                   | 500        | ,500               | 5,00,00,000        |
| <b>TOTAL (C)</b>  |                   |            | <b>5,00,00,000</b> | <b>5,00,00,000</b> |
| <b>GRAND TOTAL (A+B+C)</b>  |                   |            | <b>160441614</b>   | <b>160146222</b>   |
| Less : Provision for diminution in the value<br>of Investments  |                   |            |                    |                    |
| <b>TOTAL ₹</b>  |                   |            | <b>160441614</b>   | <b>160146222</b>   |
| Aggregate Cost Of Quoted Investment ₹   |                   |            | 1496222            | 1496222            |
| Aggregate Market Value Of Quoted Investment ₹   |                   |            | <b>6686717</b>     | <b>7906981</b>     |

**Note- 9.01 : Project Participation Investment**

The Company have converted 500 fully paid 7% unsecured convertible Debentures in Agarwal Real City Pvt, Ltd of face value of Rs. 100,000/- each aggregating to Rs. 500 lakhs in project participation investment on the following terms.

1. The company to receive 30% lump sum payment of compensation on 31/03/2018.
2. The company to receive additional 10% share of profit of ARCPL over and above minimum assured return.
3. The investment to receive back/redeemed on or before 31/03/2018



## NOTE -10 : Cash and Cash Equivalents

| Particulars   | As at<br>31.03.2015 | As at<br>31.03.2014 |
|---|---------------------|---------------------|
| Balance with Banks – in Current A/c with scheduled bank | 6,14,709            | 1,39,530            |
| Cash on hand  | 24,318              | 10,798              |
|   | <u>6,39,027</u>     | <u>1,50,328</u>     |

## NOTE -11 : Short Term Loans &amp; Advances

| Particulars                       | As at<br>31.03.2015 | As at<br>31.03.2014 |
|-----------------------------------|---------------------|---------------------|
| <b>Unsecured, Considered Good</b> | 218853103           | 135540875           |
| Loan to Parties                   |                     |                     |
| <b>Other loans and advances</b>   | 46307               | 1480904             |
| Advance to other                  | 909693              | 534753              |
| Income Tax Refundable             | 2405538             | 60817               |
| TDS                               |                     |                     |
| <b>Total</b>                      | <u>222214642</u>    | <u>137617349</u>    |

## NOTE -12 : Other Current assets

| Particulars                       | As at<br>31.03.2015 | As at<br>31.03.2014 |
|-----------------------------------|---------------------|---------------------|
| <b>Unsecured, Considered Good</b> | 2419438             | 2419438             |
| Deposit assests                   |                     |                     |
| <b>Total</b>                      | <u>2419438</u>      | <u>2419438</u>      |

## NOTE -13 : Revenue From Operations

| Particulars   | As at<br>31.03.2015 | As at<br>31.03.2014 |
|---|---------------------|---------------------|
| <b>Income from Finance Activities</b>                     | 24055389            | 14809039            |
| - Interest On Loan (Net)                                  |                     |                     |
| - Interest on Loans                                       |                     |                     |
| - TDS on interest ₹ 2405538/- (Previous year ₹ 1480904/-) |                     |                     |
| <b>Total</b>  | <u>24055389</u>     | <u>14809039</u>     |

## NOTE -14 : Other Income

| Particulars     | As at<br>31.03.2015 | As at<br>31.03.2014 |
|-----------------|---------------------|---------------------|
| Dividend Income | 270110              | 270120              |
| <b>Total</b>    | <u>270110</u>       | <u>270120</u>       |

## NOTE- 15 : Finance Cost

| Particulars         | As at<br>31.03.2015 | As at<br>31.03.2014 |
|---------------------|---------------------|---------------------|
| i) Interest Expense | 19966712            | 8841366             |
| <b>Total</b>        | <u>19966712</u>     | <u>8841366</u>      |

## ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

## NOTE- 16 : Employee Benefits Expense

| Particulars                        | As at<br>31.03.2015 | As at<br>31.03.2014 |
|------------------------------------|---------------------|---------------------|
| (a) Salaries, Bonus and Incentives |                     |                     |
| - Director (P)                     | 528467              | 532755              |
| - Others                           | 300000              | 228000              |
| <b>Total</b>                       | <b>828467</b>       | <b>760755</b>       |

## NOTE - 17 : Other Expense

| Particulars                                 | As at<br>31.03.2015 | As at<br>31.03.2014 |
|---|---------------------|---------------------|
| Bank Charges                                | 1834                | 3760                |
| Stationeries & Printing                     | 14565               | 21888               |
| Advertisement                               | 36385               | 36775               |
| Annual Listing Fee                          | 112360              | 44944               |
| Legal & Professional Charges                | 167835              | 83109               |
| Car Insutrance                              | 62898               | 91600               |
| Office Rent                                 | 709061              | 621054              |
| Telephone & Postage                         | 4525                | 3675                |
| Computer Maintenance                        | 9743                | 424                 |
| Vehicle Running exp & Repaire & Maintenance | 162809              | 111609              |
| Repair & Maintenance                        | 66615               | 55590               |
| Dematerialisation Charges                   | 33708               | 16854               |
| Registration & Filling Fees                 | 33027               | 22682               |
| Other Office Genreal Exp                    | 4647                | 8455                |
| For Audit Fee                               | 30000               | 30000               |
| For Tax Audit Fees                          | 5000                | 5000                |
| <b>Total</b>                                | <b>1455012</b>      | <b>1157419</b>      |

|                                      |                |                |
|--------------------------------------|----------------|----------------|
| <b>Earning per Share:-</b>           | <b>2014-15</b> | <b>2013-14</b> |
| Profit After Tax                     | 1168212        | 2805810        |
| Weighted Average No. of Equity Share | 10203700       | 10203700       |
| Earning Per Share Basic              | 0.11           | 0.27           |
| Diluted Earning Per Share            | 0.11           | 0.27           |

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>st</sup> March, 2015**

| PARTICULARS  | Amount in ₹                         |                                     |
|--|-------------------------------------|-------------------------------------|
|  | for the<br>Year ended<br>31-03-2015 | for the<br>Year ended<br>31-03-2014 |
| <b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>              |                                     |                                     |
| Profit before Interest, Income Tax & Extraordinary Items   | 2,11,08,371                         | 1,27,10,560                         |
| Add : Adjustment for :                                     |                                     |                                     |
| Depreciation   | 9,33,650                            | 4,50,425                            |
| Item Considered Separately                                 | -270,110                            | -270,120                            |
| <b>Operating Profit before Working Capital Changes</b>     | <b>2,17,71,912</b>                  | <b>1,28,90,865</b>                  |
| Add : Adjustment for Change in Working Capital             |                                     |                                     |
| Short term Loans & Advances                                | -84,597,293                         | 2,79,67,016                         |
| Other Current assets                                       | -                                   | -24,16,438                          |
| Short term borrowings                                      | 8,29,64,235                         | 2,27,55,435                         |
| Other Current liabilities                                  | 11,08,618                           | 51,027                              |
| Short term provisions                                      | 21,967                              | 8,297                               |
| <b>Cash Generated from Operations</b>                      | <b>2,12,69,439</b>                  | <b>6,12,56,202</b>                  |
| Interest paid  | -1,99,66,712                        | -884,366                            |
| Direct Taxes Paid/Adjusted                                 | -1,10,59,67                         | -2,13,725                           |
| <b>Cash Flow before Extra Ordinary Items</b>               | <b>1,96,760</b>                     | <b>5,02,76,111</b>                  |
| Extra Ordinary Item  | 31,722                              | 0                                   |
| <b>Net Cash Inflow/(outflow) from Operating Activities</b> | <b>[A] 5,13,981</b>                 | <b>5,02,76,111</b>                  |
| <b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>              |                                     |                                     |
| Purchase of Investment                                     | -2,95,392                           | -5,00,00,000                        |
| Sale of Investments  | 0                                   | 0                                   |
| Purchase/Sale of Fixed Assets                              | 0                                   | 0                                   |
| Dividend Income  | 0                                   | 0                                   |
| <b>Net Cash Inflow/(outflow) from Investing Activities</b> | <b>[B] 2,70,110</b>                 | <b>2,70,120</b>                     |
|  | <b>-25,282</b>                      | <b>-4,97,29,880</b>                 |
| <b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>              |                                     |                                     |
| Proceed from Long term Borrowings                          | 0                                   | 0                                   |
| Proceeds from Issue of Shares                              | 0                                   | 0                                   |
| Repayment of Loan  | 0                                   | -6,36,364                           |
| <b>Net Cash Inflow/(outflow) from Financing Activities</b> | <b>[C] 0</b>                        | <b>-6,36,364</b>                    |
| Net Increase in Cash & Cash Equivalents (A+B+C)            | 4,88,699                            | -90,133                             |
| Cash & Cash Equivalents at the Beginning of the Year       | 1,50,328                            | 2,40,461                            |
| Cash & Cash Equivalents at the Close of the Year           | 6,39,027                            | 1,50,328                            |

See accompanying notes referred herein above and other notes forming an integral part of these financial statements

For and on behalf of board

Sd/-  
Rajendra Sharma  
(Whole Time Director & CEO)  
DIN - 00981139

Sd/-  
Neelam Sharma  
(Woman Director)  
DIN - 06935934

Sd/-  
(CS. Mr. Murtaza Chechatwala)  
Company Secretary  
Place: Indore  
Date : 28<sup>th</sup> May, 2015

Sd/-  
Rakesh Sahu  
(Chief Financial Officer)

In terms of our report attached  
For M/s Jain Doshi & Co.  
Chartered Accountants  
Firm Reg. No. : 007365C

Sd/-  
Dipendra Kumar Jain  
(Partner)  
Memb. No. 076875

**Note No-17 : Other Notes & Disclosures \***

- (i) In the opinion of Board, Current Assets, Loans & Advances have a value of realization in the ordinary course of business, at least equal to the amount at which they are stated.
- (ii) Previous year's figures have been rearranged and regrouped wherever considered necessary. Figures have been rounded off to the nearest rupees.
- (iii) Prior year's adjustments are shown net of Income, if any.
- (iv) No transaction was effected during the period ended on 31st March 2015 with the small scale Industrial Undertaking and outstanding to small scale Industrial undertaking as at the year end was Nil
- (v) CIF value of Imports, Earnings in Foreign Exchange, Remittance in Foreign Exchange, Expenditure in Foreign Exchange are NIL
- (vi) Directors Remuneration
- |                           | <u>2014-15</u> | <u>2013-14</u> |
|---------------------------|----------------|----------------|
| a. Salary :               | ₹ 5,28,467/-   | ₹ 5,32,755/-   |
| b. Value of perquisites : | NIL            | NIL            |
- (vii) Contingent Liabilities and commitments (to the extent not Provided for) :
- (a) Contingent liabilities  
Outstanding guarantees and counter guarantees to various banks in respect of the guarantees given by those banks in favor of various government authorities and others - Nil  
Claims against companies not acknowledged as debt - Nil
- (b) Commitments  
Estimated amount of un expected capital contracts - Nil
- (viii) There is no pending litigations on its financial position of the company.
- (ix) Provision for short term regular expenses has been made (refer Note-7). There is no other material foreseeable losses as required under the applicable law or accounting standards, on long term contracts including derivative contracts requiring Company to make provisions thereof.
- (x) There is no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**NOTE NO.-18 : RELATED PARTY DISCLOSURE AS PER ACCOUNTING STANDARD -18:**

- a) Related parties where control exists : Archana Coal Pvt. Ltd.-Holding Co.
- b) Key Management Personnel : Shri Rajendra Sharma, Whole Time Director & CEO  
Shri Sudama Tiwari, Director  
Shri Y.P. Shukla, Director  
Smt. Neelam Sharma, Director
- c) *Associates Related Concern*  
*Associates* : Ad-Manum Finance Ltd.  
Agarwal Fuel Corporation Pvt. Ltd.  
Agarwal Transport Corp. Pvt Ltd  
Agarwal Coal Corp. Pvt. Ltd.
- d) Relative(s) of Key Management Personnel\* : None
- e) The above information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.
- f) Particulars of Transaction and balances with related parties:-

| Relationship                |   | Nature Of Transaction * | Volume Of Transaction Rs. (in Crores) | Amount Outstanding Rs. (in Crores) | Amount Written Off |
|-----------------------------|---|-------------------------|---------------------------------------|------------------------------------|--------------------|
| a) Holding Co.              |   | --                      | --                                    | --                                 | --                 |
| b) Key Management Personnel | Whole Time Director & CEO               | Remuneration            | 5.28(5.32)                            | Nil (Nil)                          | Nil (Nil)          |
|                             | CFO                                     | Remuneration            | 1.20 (0.48)                           | Nil (Nil)                          | Nil (Nil)          |
|                             | CS                                      | Remuneration            | 1.80(1.80)                            | Nil (Nil)                          | Nil (Nil)          |
| c) Related Concern          | AD-Manum Finance Ltd                    | <u>Unsecured</u>        |                                       |                                    |                    |
|                             |   | Loan Taken              | 9.11 (17.85)                          | 15.97 (9.82)                       | Nil                |
|                             |   | Loan Payment            | 2.98(10.30)                           |                                    |                    |
|                             |   | Interest to be Paid     | 1.60(.25.48)                          | 1.44 (.23)                         |                    |
| d) Associate                | Agarwal Transport Corporation Pvt. Ltd. | <u>Unsecured</u>        |                                       |                                    |                    |
|                             |   | Loan Given              | 15.10 (2.20)                          | 8.49 (2.20)                        | Nil                |
|                             |   | Loan Repay              | 8.81 (14.90)                          |                                    |                    |
|                             |   | Interest to be received | 1.64 (0.38)                           | 1.48 (0.34)                        | Nil                |
| e) Associate                | Agarwal Coal Cor. Pvt. Ltd.             | <u>Unsecured</u>        |                                       |                                    |                    |
|                             |   | Loan Given              | 2.35 (0.50)                           | 0.52 (0.50)                        | Nil                |
|                             |   | Loan Repay              | 2.33 (0.33)                           |                                    |                    |
|                             |   | Interest to be received | 0.09 (0.04)                           | 0.08 (0.03)                        | Nil                |

\*having any transaction with the company \*\*Figures in brackets are relating to previous year 2013-14



| Assets side :  | Amount<br>outstanding |
|--|-----------------------|
| <b>(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]</b> |                       |
| (a) Secured  | Nil                   |
| (b) Unsecured  | 2188.53(1355.41)      |
| <b>(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>        |                       |
| (i) Lease assets including lease rentals under Sundry Debtors  | Nil                   |
| (a) Financial lease  | Nil                   |
| (b) Operating lease  | Nil                   |
| (ii) Stock on hire including hire charges under Sundry Debtors   |                       |
| (a) Assets on hire   |                       |
| (b) Repossessed Assets   |                       |
| (iii) Other loans counting towards AFC Activities  | Nil                   |
| (a) Loans where assets have been repossessed   | Nil                   |
| (b) Loans other than (a) above   | Nil                   |
| <b>(4) Break-up of Investments</b>   |                       |
| <b>Current Investments :</b>   |                       |
| <b>1. Quoted :</b>   |                       |
| (i) Shares : (a) Equity  | Nil                   |
| (b) Preference   | Nil                   |
| (ii) Debentures and Bonds  | Nil                   |
| (iii) Units of mutual funds  | Nil                   |
| (iv) Government Securities   | Nil                   |
| (v) Others (please specify)  | Nil                   |
| <b>2. Unquoted :</b>   |                       |
| (i) Shares : (a) Equity  | Nil                   |
| (b) Preference   | Nil                   |
| (ii) Debentures and Bonds  | Nil                   |
| (iii) Units of mutual funds  | Nil                   |
| (iv) Government Securities   | Nil                   |
| (v) Others (please specify)  | Nil                   |
| <b>Long Term investments :</b>   |                       |
| <b>1. Quoted :</b>   |                       |
| (i) Shares : (a) Equity  | 14.96(14.96)          |
| (b) Preference   | Nil                   |
| (ii) Debentures and Bonds  | Nil                   |
| (iii) Units of mutual funds  | Nil                   |
| (iv) Government Securities   | Nil                   |
| (v) Others (please specify)  | Nil                   |
| <b>2. Unquoted :</b>   |                       |
| (i) Shares : (a) Equity  | 1089.45(1086.50)      |
| (b) Preference   | Nil                   |
| (ii) Debentures and Bonds  | 500.00                |
| (iii) Units of mutual funds  | Nil                   |
| (iv) Government Securities   | Nil                   |
| (v) Others (Project participation/Deb.) (please specify)   | 500.00(500.00)        |

## (5) Borrower group-wise classification of assets financed as in (2) and (3) above

| Category                        | Amount net of provisions |                  | Total            |
|---------------------------------|--------------------------|------------------|------------------|
|                                 | Secured                  | Unsecured        |                  |
| 1. Related Parties **           |                          |                  |                  |
| (a) Subsidiaries                | Nil                      | Nil              | Nil              |
| (b) Companies in the same group |                          | 1596.50          | 1596.50          |
|                                 |                          | (1355.41)        | (1355.41)        |
| (c) Other related parties       | Nil                      | Nil              | Nil              |
| 2. Other than related parties   | Nil                      | Nil              | Nil              |
| <b>Total</b>                    |                          | <b>1596.50</b>   | <b>1596.50</b>   |
|                                 |                          | <b>(1355.41)</b> | <b>(1355.41)</b> |

## (6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

| Category                        | Market Value / Break up or fair value or NAV | Book Value (Net of Provisions) |
|---------------------------------|--|--------------------------------|
| 1. Related Parties **           |  |                                |
| (a) Subsidiaries                | Nil  | Nil                            |
| (b) Companies in the same group | 1596.50                                      | 1597.89                        |
| (c) Other related parties       | (1597.89)                                    | (1597.89)                      |
| 2. Other than related parties   | Nil  | Nil                            |
| <b>Total</b>                    | <b>1600.07</b>                               | <b>1601.46</b>                 |

## (7) Other information

| Particulars  | Amount |
|--|--------|
| (i) Gross Non-Performing Assets                    |        |
| (a) Related parties                                |        |
| (b) Other than related parties                     | Nil    |
| (ii) Net Non-Performing Assets                     |        |
| (a) Related parties                                |        |
| (b) Other than related parties (Net of Provisions) | Nil    |
| (iii) Assets acquired in Satisfaction of debt      | Nil    |

For and behalf of the Board

Place : Indore  
Date : 28<sup>th</sup> May, 2015Sd/-  
(Rajendra Sharma)  
Whole Time Director & CEO  
DIN : 00981139



# Annual Report 2014-2015

# Available Finance Limited

Form No. MGT-II

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) Of the Companies (Management and Administration) Rules, 2014]

**AVAILABLE FINANCE LIMITED**

CIN: L67120MP1993PLC007481

"AGARWAL HOUSE" GROUND FLOOR, 5, YESHWANT COLONY INDORE-452003 (MP)

TEL-0731-4714040, Fax (0731) 4714090, Email: info@availablefinance.in - Web-Site: www.availablefinance.in

|                       |  |
|-----------------------|--|
| Name of the Member(s) |  |
| Registered Address    |  |
| Email Id              |  |
| Folio No/ Client ID   |  |
| DP ID                 |  |

I/We, being the member (s) of shares of the above named company, hereby appoint:

- |           |   |       |           |   |                            |
|-----------|---|-------|-----------|---|----------------------------|
| 1. Name   | : | ..... | Address   | : | .....                      |
| E-mail Id | : | ..... | Signature | : | ..... or failing him / her |
| 2. Name   | : | ..... | Address   | : | .....                      |
| E-mail Id | : | ..... | Signature | : | ..... or failing him / her |
| 3. Name   | : | ..... | Address   | : | .....                      |
| E-mail Id | : | ..... | Signature | : | ..... or failing him / her |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the company, to be held on Tuesday the 22<sup>nd</sup> day of September, 2015 At 11:00 a.m. at Hotel Surya, 5/5 Nath Mandir Road, South Tukoganj Indore-452001 (MP) and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.No | Resolutions   | For | Against |
|------|---|-----|---------|
| 1    | Ordinary Resolution for Adoption of Audited Financial Statement for the year ended 31 <sup>st</sup> March, 2015, Board's Report and Auditors thereon. |     |         |
| 2    | Ordinary Resolution for appointment of statutory auditor (M/s Mahendra Badjatya & Co.) in place of existing auditor (M/s Jain Doshi & Co.)            |     |         |

Signed this ..... day of ..... 2015

Signature of shareholder .....

Signature of Proxy holder(s) .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix  
Revenue  
Stamp  
Re 1/-

**AVAILABLE FINANCE LIMITED**

CIN: L67120MP1993PLC007481

AGARWAL HOUSE GROUND FLOOR 5, YESHWANT COLONY INDORE-452003

TEL-0731-4714040, Fax (0731) 4714090,

Email: info@availablefinance.in

Web-Site: www.availablefinance.in

### ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE MEETING HALL. Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID\*, Client ID\* & Name of the Shareholder / joint holders/ Proxy in BLOCK LETTERS to be furnished below).

| Shareholder/Proxy holder | DPID* | Client Id* | Folio | No. of Shares held |
|--------------------------|-------|------------|-------|--------------------|
|                          |       |            |       |                    |

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held Tuesday, 22<sup>nd</sup> September, 2015 at 11:00 a.m. at Hotel Surya, 5/5 Nath Mandir Road, South Tukoganj, Indore -452001 (M.P.)

SIGNATURE OF THE  
SHAREHOLDER OR PROXY-----

### NOTES:

- Shareholder/ Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- Shareholders are requested to advise, indicating their Folio Nos. DPID\*, Client ID\*, the change in the address, if any, to the Registrar & share transfer Agents, at M/S ANKIT CONSULTANCY PVT LTD, Plot no. 60, Electronic Complex, Pardeshipura, Indore-452 010 (M.P.)

\*Applicable for investor holding shares in Electronic (Demat) Form