



AVAILABLE FINANCE LIMITED

www.availablefinance.in

AFL/BSE/2024-2025

Date: 28th August, 2024

Online Filing at listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
P.J. Tower, Dalal Street, Fort
Mumbai – 400001, MH

BSE CODE: 531310

Sub.: Filing of the Notice of 32nd Annual General Meeting to be held on September 20, 2024.

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Notice of the **32nd Annual General Meeting** of the Company scheduled to be held on **Friday, the 20th day of September, 2024 at 12:30 P.M.** through Video Conferencing ('VC') or Other Audio Video Means ('OAVM') for which purposes the Registered Office of the company situated at **Agarwal House, 5 Yeshwant Colony Indore 452003 MP** shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.

We are also in the process of filing the aforesaid Notice of 32nd Annual General Meeting in XBRL format within the stipulated time and same shall also be hosted at the website of the company.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You
Yours faithfully

For, Available Finance Limited

Suyash Choudhary
Company Secretary & Compliance Officer
Mem. No.: A57731

Encl.: Notice of 32nd Annual General Meeting.



Regd. Office: Agarwal House, 5 Yeshwant Colony Indore 452003 MP
Phone: 0731-4714000 | Fax: 0731-2531388 | Email: cs@availablefinance.in
CIN : L67120MP1993PLC007481

AVAILABLE FINANCE LIMITED

www.availablefinance.in

NOTICE **FOR THE 32ND ANNUAL GENERAL MEETING**

Notice is hereby given that the 32nd Annual General Meeting of the members of **AVAILABLE FINANCE LIMITED (CIN: L67120MP1993PLC007481)** will be held on **Friday, the 20th day of September, 2024 at 12:30 P.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) for which purposes the registered office of the company situated at **Agarwal House, 5 Yeshwant Colony, Indore 452003 M.P.** shall be deemed as the venue for the 32nd Annual General Meeting (AGM) and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt;
 - (a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial statement of the Company for the financial year ended 31st March, 2024 and the report of the Auditors thereon.
2. To appoint a director in place of **Mr. Vikas Gupta (DIN: 09438941)**, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To approve the transactions/contracts/arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015:
To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021 and further amendment if any, read with the provisions of section 188 and 185 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts / arrangement, in the ordinary course of its business and on arm’s length basis, for Transfer of Resources including receiving/providing loans and advances or such other transactions, on such terms and conditions as may be mutually



agreed upon between the company and the concerned related party for an amount upto **Rs. 25.00 Crore (Rupees Twenty-Five Crores only)** in Calander year 2025;

RESOLVED FURTHER THAT the Board of directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.”

4. **To confirm the appointment of Mr. Dhawal Bagmar (DIN: 10217380) as a Non-Executive Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 12, 2024, to August 11, 2029 not liable to retire by rotation:**

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment And Qualification of Directors) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment for the time being in force and the Articles of Association of the Company; **Mr. Dhawal Bagmar (DIN: 10217380)**, who was appointed by the Board as an Additional Director under the **category of Non-Executive Independent Director of the Company w.e.f. 12th August, 2024** in terms of Section 161 of the Act and Article of Association of the company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and the SEBI (LODR), 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for a first term of 5 (Five) consecutive years w.e.f. 12th August, 2024 up to 11th August, 2029 and he shall not be liable to retire by rotation.”

5. **To confirm the appointment of Mr. Pradhumn Pathak (DIN: 10697083) as a Non-Executive Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 12, 2024, to August 11, 2029 not liable to retire by rotation:**

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment And Qualification of Directors) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment for the time being in force and the Articles of Association of the Company; **Mr. Pradhumn Pathak (DIN:**



10697083) who was appointed by the Board as an Additional Director under the **category of Non-Executive Independent Director of the Company w.e.f. 12th August, 2024** in terms of Section 161 of the Act and Article of Association of the company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and the SEBI (LODR), 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for a first term of 5 (Five) consecutive years w.e.f. 12th August, 2024 up to 11th August, 2029 and he shall not be liable to retire by rotation.”

6. **To Confirm the appointment of Ms. Apoorva Jain (DIN: 10714927) as a Women Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 12, 2024, to August 11, 2029 not liable to retire by rotation:**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment And Qualification of Directors) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment for the time being in force and the Articles of Association of the Company; **Ms. Apoorva Jain (DIN: 10714927)** who was appointed by the Board as an Additional Director under the category of **Non-Executive Women Independent Director of the Company w.e.f. 12th August, 2024** in terms of Section 161 of the Act and Article of Association of the company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and the SEBI (LODR), 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for a first term of 5 (Five) consecutive years w.e.f. 12th August, 2024 up to 11th August, 2029 and she shall not be liable to retire by rotation.”

Date: 12th August, 2024
Place: Indore
Available Finance Limited
CIN: L67120MP1993PLC007481
Registered Office:
Agarwal House, 5 Yeshwant Colony
Indore 452003 M.P.

By order of the Board



SUYASH CHOUDHARY
COMPANY SECRETARY
& COMPLIANCE OFFICER
ACS: 57731



NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 32nd AGM is not annexed to the notice.
6. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at cs@availablefinance.in.
7. In accordance with the aforesaid MCA Circulars and Master Circular No. SEBI/HO/ CFD/ POD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/ 167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice calling the AGM alongwith complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice alongwith Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the 32nd AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/ OAVM) i.e. www.evotingindia.com. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.availablefinance.in as soon as possible after the Meeting is concluded.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.



10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business i.e. Items No. 3 to 6 set out in the Notice, is annexed thereto.
12. The company has notified closure of Register of Members and Share Transfer Books from **Saturday, 14th September, 2024 to Friday, 20th September, 2024** (both days inclusive) for the Annual General Meeting.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. 13th September, 2024 (Friday)**.
14. **CS Ishan Jain** Proprietor of Ishan Jain & Co., Company Secretaries (F.R. No. S2021MP802300, M. No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its E-Mail ID cs@availablefinance.in so that the information required may be made available at the Meeting.
16. The Members are requested to:
 - Intimate changes, if any, in their registered addresses immediately
 - Quote their ledger folio number in all their correspondence.
 - Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
17. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the STA having email id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
18. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to cs@availablefinance.in
20. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the RTA having E-Mail ID investor@ankitonline.com; compliance@ankitonline.com. The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
21. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
22. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the



Company's records which will help the Company and its RTA provide efficient and better service to the Members.

- **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website www.availablefinance.in under Standard documents for Investors and is also available on the website of the RTA.
23. Members may please note that SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.availablefinance.in and is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 24. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access www.availablefinance.in or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
 25. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
 26. In compliance with SEBI guidelines, the Company sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.
 27. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
 28. It has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. It has prescribed freezing of folios by Registrar and Share Transfer Agents, wherein any of the cited documents / details are not available on or after October 1, 2023. Folios in which PAN is missing or is not valid, i.e., PAN is not linked to Aadhaar, as on the cut-off date notified by the Central Board of Direct Taxes ('CBDT') vide its press release dated March 28, 2023, or any other subsequent date as may be notified by CBDT, shall be frozen by the R&T Agent.
 29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.availablefinance.in.



30. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

31. The R&T Agent may revert the frozen folios to normal status upon:

- receipt of all the aforesaid documents / details or
- dematerialization of all the securities in such folios.

32. **Voting through electronic means:**

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a. The voting period begins on 17th September, 2024 (Tuesday), 09:00 A.M. (IST) and ends on 19th September, 2024 (Thursday), 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13th September, 2024 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.



	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once</p>



in demat mode) login through their Depository Participants (DP)	you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) 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.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN for “**Available Finance Limited**” to vote.
- j. 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.
- k. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l. 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.
- m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. 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.
- p. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- q. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@availablefinance.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. The procedure for attending meeting& e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It



is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- j. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cs@availablefinance.com /RTA at investor@ankitonline.com.
- b. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

33. Other Instructions

- a. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. August 23, 2024 (Friday) may obtain the login ID and password by sending a request at compliance@ankitonline.com.
- c. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 13th September, 2024 (Friday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
- d. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes



cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.

- f. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.availablefinance.in and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
- g. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents (STA) at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel:0731-4281333,4065797/99 E-mail:compliance@ankitonline.com
- h. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to STA in case the shares are held by them in physical form.
- i. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to STA, in case the shares are held in physical form.
- j. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- k. Members may also note that the Annual Report for year 2023-24 is also available on Company's website www.availablefinance.in
- l. As the 32nd AGM is being held through VC/OAVM, the route maps are not annexed to this Notice.
- m. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.

PARTICULARS OF DIRECTOR SEEKING RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Vikas Gupta	Mr. Dhawal Bagmar	Mr. Pradhumn Pathak	Ms. Apoorva Jain
Designation	Director	Additional Director in the category of Independent Director	Additional Director in the category of Independent Director	Additional Director in the category of Women Independent Director
DIN	09438941	10217380	10697083	10714927
Date of Birth	20-Jul-1977	07-May-1996	25-Dec-1999	05-Aug-1994
Date of appointment	28-Dec-2021	12-Aug-2024	12-Aug-2024	12-Aug-2024
Qualification	Postgraduate	Chartered Accountant and Commerce Graduate	Chartered Accountant and Commerce Graduate	Company Secretary, LLB and Commerce Graduate
Expertise in specific area	Accounts and Taxation	Accounts, Audit and Taxation	Accounts, Audit and Taxation	Company Law and SEBI Regulations
List of Outside Directorship held	Nil	<ul style="list-style-type: none"> • Ad-Manum Finance Limited as an Independent Director • Mid India 	Ad-Manum Finance Limited as an Independent Director	Ad-Manum Finance Limited as an Independent Director



		Industries Limited as an Additional Director (Category: Non-Executive Independent Director)		
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Chairman of:- - Audit Committee; - Nomination and Remuneration Committee; - Stakeholder Relationship Committee	Nil	Member of:- - Audit Committee; - Nomination and Remuneration Committee; - Stakeholder Relationship Committee
No. of Equity Shares held	Nil	Nil	Nil	Nil
Disclosure of relationships between directors inter-se	Nil	Nil	Nil	Nil

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:

Item No. 3:

Details of the proposed RPTs between the Company and Ad-Manum Finance Limited (AMFL) including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 read with various Circulars issued in this respect, are as follows:

S. No.	Description	Details of proposed RPTs between the Company Available Finance Limited (AFL) and Ad-Manum Finance Limited (AMFL)
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	In Both the companies M/s Archana Coal Private Limited is a common promoter. AFL is engaged in the business of lending and investment and having a status of unregistered Core Investment Company (CIC). AMFL is a Related Party as on the date of this Notice (being fellow company of the group concern having common promoter)
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	The AFL and AMFL is having a regular business transaction w.r.t. Transfer of Resources by way of granting Loan and advances to AMFL. The aggregate value of the transaction shall not exceeding Rs.



	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	25.00 Crore (Rupees Twenty-Five Crores Only/-) for a period commencing from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the Calendar year 2025. 4,574.67% on the basis of the proposed transaction of Rs.25.00 Crores and the audited Consolidated turnover as on 31.03.2024.
2.	Justification for the proposed RPTs.	Since, the company is an unregistered CIC and as per the restrictions imposed by the RBI w.r.t. unregistered CIC is, it can provide loan having minimum asset block of 90% in the Group concerns. Since, AMFL is a group company and is also a registered NBFC. Therefore, it will be beneficial for the company and its stakeholders to provide loan to AMFL.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
	a. Details of the source of funds in connection with the proposed transaction. b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure. c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security. d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Own share capital / Internal accruals and liquidity of the Company. Not applicable. Inter-corporate loan given aggregating upto Rs.25.00 Crores. • Interest rate: 9.15% • Repayment Schedule/Tenure: On demand • Nature: Short-term • The above inter-corporate loans are under unsecured category. To meet working capital requirements of AMFL.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	AMFL is paying interest as per provisions of Section 186 of the Companies Act, 2013 which is deemed to be at Arm Length Basis. However, the said transaction does not require any valuation or other external report.
5.	Name of the Director or Key Managerial	N.A.



	Personnel ('KMP') who is related, if any, and the nature of their relationship.	
6.	Any other information that may be relevant.	N.A.
7.	Terms and Conditions of Similar Transactions been entered with the unrelated parties.	Since, the company is an unregistered CIC. There is no transaction entered by the company with unrelated parties. However, as stated in Point No. 4 above, the said transaction is on Arm Length Basis.

Except as mentioned in Notes to Accounts in the Financial Statements, none of the Director/ Body Corporate, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

Ms. Apoorva Jain, Mr. Pradhumn Pathak, and Mr. Dhawal Bagmar, being the common Independent Directors of Available Finance Ltd. and in Ad-Manum Finance Ltd., therefore they may be considered as deemed to be interested otherwise to the extent of the sitting fee as may be received by them from attending the various meetings, which are not related with the transactions, if any as may be entered by the Company with Available Finance Ltd. except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Ordinary Resolution. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at **Item No. 3** of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at **Item No. 3** of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 4:

On the Recommendation of Nomination and Remuneration Committee **Mr. Dhawal Bagmar (DIN: 10217380)** was appointed by the Board as an Additional Director (Category: Non-Executive Independent) of the Company w.e.f. 12th August, 2024, pursuant to section 161(1), Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association; subject to the approval of members in the ensuing Annual General Meeting. Mr. Dhawal Bagmar has furnished a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. Further, he is also registered under the Independent Directors' databank maintained by IICA.

Section 149(10) of the Act provided that an independent director shall hold office for a first term of upto 5 (five) consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Dhawal Bagmar as an Independent Director of the Company to hold office for a first term of 5 consecutive years w.e.f. 12th August, 2024.

Pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, brief particulars of the proposed appointee Mr. Dhawal Bagmar is provided and forms a part of the Notice.

The Board is of the view that the appointment of Mr. Dhawal Bagmar on the Companies' Board is desirable and would be beneficial to the Company and hence it recommends for approval by the members of the Company and to pass the **Special Resolution at Item No. 4**.

Mr. Dhawal Bagmar, may be considered as financially interested to the extent of the sitting fee for attending meeting as may be drawn by him. None of the other Directors or Key Managerial Personnel



of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 4 of the Notice.

Item No. 5:

On the Recommendation of Nomination and Remuneration Committee **Mr. Pradhumn Pathak (DIN: 10697083)** was appointed by the Board as an Additional Director (Category: Non-Executive Independent) of the Company w.e.f. 12th August, 2024, pursuant to section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association; subject to the approval of members in the ensuing Annual General Meeting. Mr. Pradhumn Pathak has furnished a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management. Further, he is also registered under the Independent Directors' databank maintained by IICA.

Section 149(10) of the Act provided that an independent director shall hold office for a first term of upto 5 (five) consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Pradhumn Pathak as an Independent Director of the Company to hold office for a first term of 5 consecutive years w.e.f. 12th August, 2024.

Pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, brief particulars of the proposed appointee Mr. Pradhumn Pathak is provided and forms a part of the Notice.

The Board is of the view that the appointment of Mr. Pradhumn Pathak on the Companies' Board is desirable and would be beneficial to the Company and hence it recommends for approval by the members of the Company and to pass the **Special Resolution at Item No. 5.**

Mr. Pradhumn Pathak may be considered as financially interested to the extent of the sitting fee for attending meeting as may be drawn by him. None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 5 of the Notice.

Item No. 6:

On the Recommendation of Nomination and Remuneration Committee **Ms. Apoorva Jain (DIN: 10714927)** was appointed by the Board as an Additional Director (Category: Non-Executive Women Independent) of the Company w.e.f. 12th August, 2024, pursuant to section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association; subject to the approval of members in the ensuing Annual General Meeting. Ms. Apoorva Jain has furnished a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act and in the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management. Further, she is also registered under the Independent Directors' databank maintained by IICA.

Section 149(10) of the Act provided that an independent director shall hold office for a first term of upto 5 (five) consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Ms. Apoorva Jain as an Independent Director of the Company to hold office for a term of 5 years w.e.f. 12th August, 2024.



Pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, brief particulars of the proposed appointee Ms. Apoorva Jain is provided and forms a part of the Notice.

The Board is of the view that the appointment of Ms. Apoorva Jain on the Companies’ Board is desirable and would be beneficial to the Company and hence it recommends for approval by the members of the Company and to pass the **Special Resolution at Item No. 6.**

Ms. Apoorva Jain may be considered as financially interested to the extent of the sitting fee for attending meeting as may be drawn by her. None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 6 of the Notice.

By order of the Board



SUYASH CHOUDHARY
COMPANY SECRETARY
& COMPLIANCE OFFICER
ACS: 57731



Date: 12th August, 2024

Place: Indore

Available Finance Limited

CIN: L67120MP1993PLC007481

Registered Office:

Agarwal House, 5 Yeshwant Colony

Indore 452003 MP