

# AVAILABLE FINANCE LIMITED

Date: 03/10/2018

To,  
**BSE Limited,**  
Department of Corporate Services,  
Floor, 25, P J. Towers, Dalal Street,  
Mumbai 400 001

[online filing at listing.bseindia.com](http://listing.bseindia.com)

**REF: SCRIP CODE 531310**

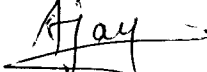
**SUBJECT: SUBMISSION OF APPROVED AND ADOPTED ANNUAL REPORT OF THE COMPANY.**

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing the Annual Report, which has approved and adopted in the Annual General Meeting was held on Thursday the 27<sup>th</sup> day of September, 2018.

Thanking You!

Yours Faithfully,  
**For AVAILABLE FINANCE LIMITED**

  
**(CS AJAY SODANI)**  
**COMPLIANCE OFFICER**

Encl: As above

**26<sup>th</sup> ANNUAL REPORT  
2017-2018**

**AVAILABLE FINANCE LIMITED**

**CIN : L67120MP1993PLC007481**

**Registered Office : 'Agarwal House', Ground Floor,  
5, Yeshwant Colony, Indore (M.P.) – 452 003**

**BOARD OF DIRECTORS**

- |  |   |                           |
|--|---|---------------------------|
| ➤ Mr. Rajendra Sharma (DIN: 00981139)          | - | Whole-Time-Director & CEO |
| ➤ Mrs. Neelam Sharma (DIN: 06935934)           | - | Non-Executive Director    |
| ➤ Ms. Priyanka Jha (DIN: 07347415)             | - | Independent Director      |
| ➤ Mr. Yogendra Narsingh Shukla (DIN: 00379050) | - | Independent Director      |

**COMPANY SECRETARY & COMPLIANCE OFFICER**

- CS Usha Jaswani (Resigned on 30/05/2018)
- CS Ajay Sodani (Appointed on 30/05/2018)

**CHIEF FINANCIAL OFFICER**

Ø Mr. Rakesh Sahu

**STATUTORY AUDITORS**

M/s Mahendra Badjatya & Co.  
Chartered Accountants  
208, Morya Centre, 16, Race Course Road,  
Indore (M.P.) - 452 003 (MP) IN

**SECRETARIAL AUDITOR**

Ishan Jain, Practicing Company Secretary  
401-402, 4<sup>th</sup> Floor Silver Ark Plaza, Janjirwala Chouraha,  
Near Curewell Hospital Indore-452001 (MP)

**BANKERS**

UCO Bank

**REGISTERED OFFICE**

'Agarwal House', Ground Floor,  
5, Yeshwant Colony, Indore (M.P.) – 452 003  
Ph.: 91-731-4714040 Fax: 91-731-4714090  
E-mail: [cs@availablefinance.in](mailto:cs@availablefinance.in) Web-site: [www.avao:an:efomance.in](http://www.avao:an:efomance.in)

**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.: 0731-4281333, 4065799/97, 2551745 Fax: 91-731-4065798  
E-mail: [rtaindore@gmail.com](mailto:rtaindore@gmail.com), [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com), [support@ankitonline.com](mailto:support@ankitonline.com)

**NOTICE**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting (AGM) of the Members of **AVAILABLE FINANCE LIMITED (CIN: L67120MP1993PLC007481)** will be held on Thursday the 27<sup>th</sup> day of September, 2018 at Hotel Surya 5/5, NathMandir Road, South Tukoganj, Indore-452001 (MP) at 11:00 AM to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements, containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the statement of profit and loss and cash flow for the year ended 31<sup>st</sup> March, 2018 along with the report of the Board's and Auditor's along with their all annexure thereon.
2. To appoint Director in place of Neelam Sharma (DIN: 06935934) who liable to retire by rotation and being eligible herself for re-appointment.
3. **Ratification of Auditor:**

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

**"RESOLVED THAT** pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, pursuant to recommendation of the Audit Committee and pursuant to the resolution passed by the members at the 23<sup>rd</sup> Annual General Meeting held on Tuesday the 22<sup>nd</sup> day of September, 2015 the appointment of M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI Firm Registration No. 001457C) as the Auditors of the Company to hold office till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company to be held in the year 2020 be and is hereby ratified for the year 2017-18. Further the approval of members be and is hereby accorded to dispense off the requirement of ratification of auditors upto their remaining term of appointment as per the amendment made in Section 139 of the Companies Act, 2013 and the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31<sup>st</sup> March, 2019 and onwards as may be approved by the Audit Committee and the Board of directors in consultation with the Auditors."

**SPECIAL BUSINESS:**

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

**"RESOLVED THAT** as recommended by the Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the company be and is hereby granted for re-appointment of Rajendra Sharma (DIN: 00981139) be as the Whole-Time-Director & CEO of the Company on the following terms and conditions:-

Period of Appointment - w.e.f. 01/07/2018-30/09/2018

Salary - ₹ 46,500/- per month

Perks and Allowances - Reimbursement of conveyance expenses, Bonus, Gratuity etc. as per the rules of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all the acts, things, deed in order to give effect to the above resolution for and on behalf of the Board of Directors of the Company."

5. To Consider, and if through fit to pass with or without modification(s), the following resolution as an **Special Resolution:**

**"Resolved That** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Company Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provision of the SEBI (LODR) Regulation, 2015 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force,) Yogendra Narsingh Shukla (DIN:00379050), who

was appointed as an Independent Director and who hold office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointment as an Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March ,2024."

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

Date: 30/07/2018  
Place: Indore

**For and on Behalf of the Board  
of Available Finance Limited**

**Sd/-  
(CS Ajay Sodani)  
Compliance Officer**

**BBRIEF PROFILE OF DIRECTORS PROPOSED FOR RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Name of Director	Mr. Rajendra Sharma	Mrs. Neelam Sharma	Mr. Yogendra Narsingh Shukla
Designation	Whole Time Director	Women Director	Independent Director
Category	Executive	Women and Non-Executive	Independent & Non-Executive
Date of Birth	09/10/1959	07/10/1968	02/02/1954
Date of Appointment	01/04/2002	24/07/2014	10/12/1999
Qualification	M.Com & LLB	B.A	Graduate
Experience	He is having a vast experience of more than 15 years in the field of Marketing, Finance and Accounts	She is having experience in the field of Finance.	He is having experience in the field of Finance & Accounts.
No. of Share held	0	0	0
List of outside Director Ship	0	0	Archana Coal Private Limited
Chairman /Member of the Committees of the Board of Directors of the Company	Member of 1.Audit Committee 2.Stakeholder Relation Ship Committee	Member 1.Nomination & Remuneration Committee	Member of 1.Audit Committee 2.Stakeholder Relation Ship Committee 3.Nomination & Remuneration Committee
Chairman /Member of the Committees of the Board, Directors of other Companies in which he is director	N.A	N.A	N.A
Disclosure of relationships between directors inter-se.	Mrs. Neelam Sharma is wife.	Mr. Rajendra Sharma is husband	N.A

**NOTES :**

1. The Register of Members and Share Transfer Books will remain closed from Friday 21<sup>st</sup> day of September, 2018 to Thursday 27<sup>th</sup> day of September, 2018 [both days inclusive] for the purpose of 26<sup>th</sup> Annual General Meeting [the meeting].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board's Report.
3. Members seeking any information are requested to write to the Company by email at [cs@availablefinance.in](mailto:cs@availablefinance.in), [complianceofficer@availablefinance.in](mailto:complianceofficer@availablefinance.in), at least 7 days before the date of the Annual General Meeting to enable the management to reply appropriately at the Annual General Meeting.
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 i.e. by 11.00 am on Monday 25<sup>th</sup> day of September, 2018. 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. 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.
6. 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.
7. Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
8. 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 [cs@availablefinance.in](mailto:cs@availablefinance.in)
9. 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 Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing remote 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 remote e-Voting. The detailed process, instructions and manner for availing remote e-Voting facility is annexed to the Notice.
10. CS (Dr.) D. K.Jain, Practicing Company Secretary [Membership No. FCS 3565, C.P. 2382] has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
11. 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.

12. Members can opt for only one mode of voting i.e. either by remote e-Voting or poll paper. In case Members cast their votes through both the modes, voting done by remote e-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
13. The remote e-Voting period commences on **Monday, 24<sup>th</sup> day of September, 2018 [9:00 A.M.] and ends on Wednesday 26<sup>th</sup> day of September, 2018 [5:00 P.M.]**. During this period, Members holding shares either in physical form or demat form, **as on Thursday the 20<sup>th</sup> September, 2018 i.e. cut-off date**, may cast their vote electronically. The remote 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.
14. 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.
15. 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 remote e-Voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if members are already registered with CDSL for remote e-Voting, can use their existing User ID and password for casting your vote.
16. The Scrutinizer shall, 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.
17. 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.
18. As per SEBI Circular dated 20<sup>th</sup> April, 2018 the shareholders having shares of the company in the physical form is required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent First letters to all the shareholders by the Registered Post and further two letters will also be sent by the Ordinary Post for requiring the aforesaid details. 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 on or before 17<sup>th</sup> October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company.
19. As per Amendment made w.e.f. 8<sup>th</sup> June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation 2015 the shares shall be transferable only in the Demat form w.e.f. 5<sup>th</sup> December, 2018. Therefore, as per requirement of the Rule, the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising the get the shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5<sup>th</sup> December, 2018 to avoid hardship in transfer of shares thereafter.

**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.
- f) Members holding shares in physical mode:

- Ø are required to submit their Permanent Account Number(PAN) and bank account details to the Company / Ankit, if not registered with the Company as mandated by SEBI.
- Ø Are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website.
- Ø Are requested to register/ update their e-mail address with the Company/Ankit for receiving all communications from the Company electronically.

#### Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

- (i) The voting period begins on **Monday, 24<sup>th</sup> September, 2018 [9:00 am] and ends on Wednesday 26<sup>th</sup> September, 2018 [5:00 pm]**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Thursday the 20<sup>th</sup> September, 2018, being the Cut-Off date** may cast their vote electronically. The remote 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 remote e-Voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders/Member.
- (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

Note: Please keep the sequence number in safe custody for future remote e-Voting.



- (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 remote 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 remote 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.
- (xx) In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote 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).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 4:**

Shri Rajendra Sharma (DIN: 00981139) is Post Graduated in commerce and Law Graduate (LLB) as well and is a Whole-Time-Director & CEO and his tenure has expired on 30/06/2018. He is having adequate experience in industries and is acquainted with through knowledge of business. His experience, commitment and capabilities are playing a crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30<sup>th</sup> June, 2018 has re-appointed him for a further period of 01/07/2018-30/09/2018. The Board considered that the terms and conditions the salary and perquisites as given in the Item No. 4 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary **Ordinary Resolution** as set out in Item No.4 of the notice.

The re-appointment of Shri Rajendra Sharma is within the provisions of the Schedule V of the Companies Act, 2013 therefore, the Company has appointed him as the Whole-Time-Director & CEO under the category of the Key Managerial Personal subject to the approval of members at the General Meeting.

Shri Rajendra Sharma (DIN: 00981139), being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to him. Further that Neelam Sharma, being his relative may also be concerned or interested otherwise. Except that none of the other director and KMPs and their relatives are concerned or interested in the aforesaid resolution.

Rajendra Sharma do not hold shares of the Company.

**I. General Information:**

(1)	Nature of industry	Financial intermediation, except insurance and pension funding.
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	As Board's Report
(5)	Foreign investments or collaborations, if any.	N.A.

**II. Information about the appointee:**

S. No.	Particulars	Shri Rajendra Sharma
(1)	Background details	Whole-Time-Director & CEO
(2)	Past remuneration	46500/-PM+Perquisites
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Overall Controlling of Finance, Marketing and he has vast experience in his field.
(5)	Remuneration proposed	46500/-PM+Perquisites
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	N.A
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He is husband of Mrs. Neelam Sharma, Women Director.

**III. Other information:**

(1) Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits as the Company is dealing in the seeds products based on the climatic conditions of the reasons, and due to adverse market position and matter of demand and supply, the profits may be inadequate in a particular period.
(2) Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3) Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.

**ITEM NO.5:**

Mr. Yogendra Narsingh Shukla (DIN:00379050), who was appointed as an Independent Director and to hold office as an Independent Director upto March 31, 2019 ("first term"). The Nomination and Remuneration Committee of the Board has recommended re-appointment of Mr. Yogendra Narsingh Shukla (DIN:00379050) as the Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of them would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Director. Accordingly, it is proposed to reappoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company. Mr. Yogendra Narsingh Shukla (DIN:00379050) are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director.

The Company has also received declaration from Mr. Yogendra Narsingh Shukla (00379050) that they meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Yogendra Narsingh Shukla (00379050) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Yogendra Narsingh Shukla (DIN:00379050) may be deemed to be interested in the respective resolution set out at Item No. 5 to the extent of fee as be drawn by them.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Your Directors recommend that the **Special Resolution** should be passed as set out in Item No.5 of the notice.

Except Shri Yogendra Narsingh Shukla, being the appointee, None of the Directors and KMPs and their relatives is interested or concerned in the said resolution.

**Registered Office**

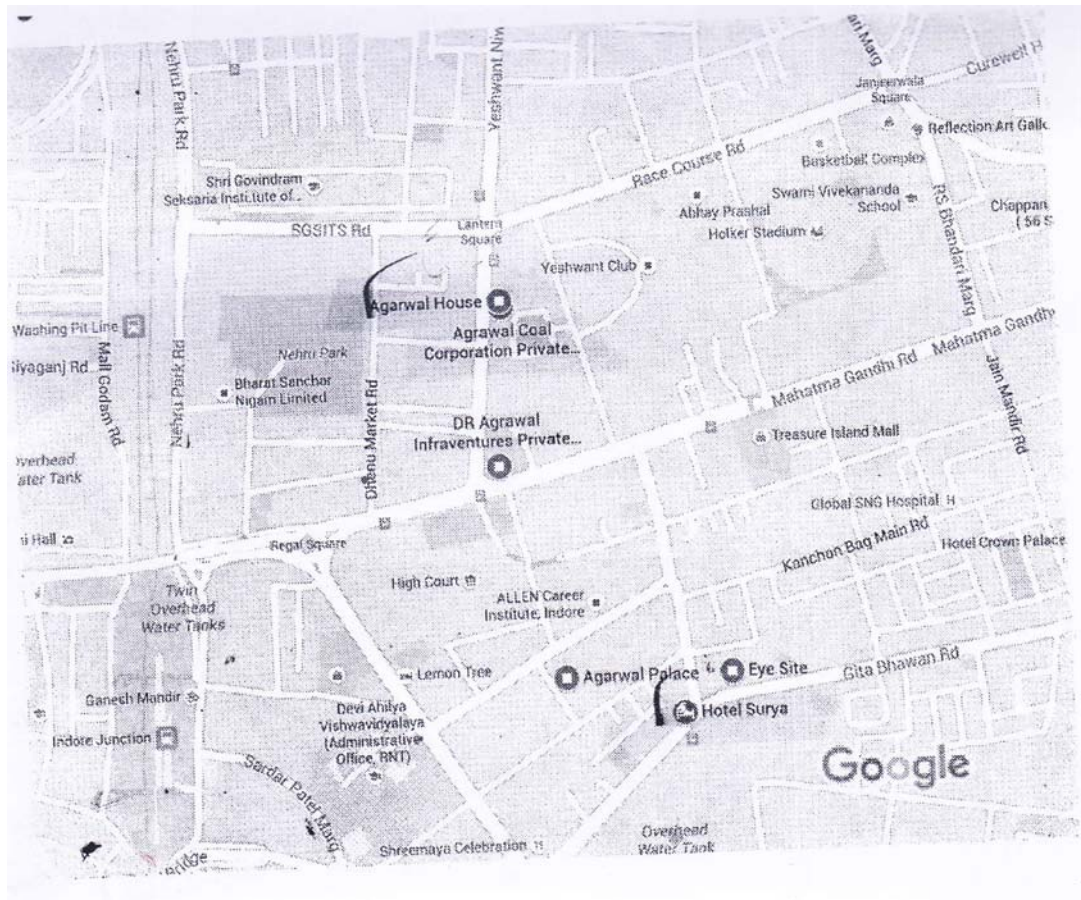
"Agarwal House",  
Ground Floor, 5, Yeshwant Colony,  
Indore-452003 (M.P.)

Date: 30/07/2018  
Place: Indore

**For and on Behalf of the Board  
of Available Finance Limited**

Sd/-  
(CS Ajay Sodani)  
Compliance Officer

MAP



**BOARD'S REPORT**

To

Dear Members,  
of Available Finance Limited  
Indore

Your Director's are pleased to present their 26<sup>th</sup> Annual Report and the Company's Audited Financial Statement for the Financial Year ended March 31<sup>st</sup>, 2018.

**FINANCIAL RESULTS**

The Company's Financial Performance for the year ended 31<sup>st</sup> March, 2018 is summarized below:

PARTICULARS	Standalone		Consolidated	
	2017-18 ( )	2016-17 (₹)	2017-18 (₹)	2016-17 (₹)
Profit before Depreciation, Interest & other adjustments	(6686406)	17678445	(6686032)	17675663
Less : Finance Cost	7560764	14965592	7560764	14962810
: Depreciation	1045	466654	1045	466654
<b>Profit Before Tax</b>	<b>(14248215)</b>	<b>2246199</b>	<b>(14247841)</b>	<b>2246199</b>
Less : Provision for current Income Tax	0	900000	0	900000
: Deferred Tax Provision Written Back	0	0	0	0
: Income Tax excess provision Written Back	(195474)	(74030)	(195474)	(74030)
: Provision for NPA	(27754)	(289736)	(27754)	(289736)
: Exceptional Item	0	0	0	0
<b>Profit for the year</b>	<b>(14024987)</b>	<b>1709965</b>	<b>(14024613)</b>	<b>1709965</b>
Earning Per Share	1.41	0.17	43.27	29.42
Add : Balance of Profit B/F From Previous Year	27615183	26247211	27615183	26247211
Amount available for appropriation	₹3590196	27957176	469121208	326408760
APPROPRIATIONS :				
Proposed dividend @10%	0	0	0	0
Corporate Tax on proposed dividend	0	0	0	0
Transfer to NBFC Reserve	0	341993	0	(341993)
Transfer to General Reserve	0	0	0	0
Balance carried to Balance Sheet	<b>13590196</b>	<b>27615183</b>	<b>469121208</b>	<b>326750753</b>
<b>TOTAL</b>	<b>13590196</b>	<b>27957176</b>	<b>469121208</b>	<b>326408760</b>

**Performance of the Company**

During the year the Company has suffered Loss for the year of ₹ 140.24 Lakh as against profit ₹ 17.10 Lakh in the previous year registering a growth decline of 720.11%. The overall performance remains satisfactory.

**Dividend**

In the absence of adequate profits your Director's regret their inability to recommend any dividend for the year 2017-18. (Previous year Nil). There is no obligation to transfer any amount to Investor Education and Protection Fund for the current year.

**Transfer of Amount to the Reserves**

The Company does not have any amount this year to be transferred to the NBFC Reserves as per requirement of the Directions of the RBI to the NBFC Companies {Previous year ₹ 341993/- (Rupees Three Lakh Forty One Thousand Nine Hundred Ninety Three only)}.

**Non-Performing Assets and Provisions**

The company has 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 there against. The company did not recognize interest income on such Non Performing Assets.

**Holding/Associate/Subsidiary/Joint Venture Companies**

The Company does not have any subsidiary and joint venture, But the Company is Subsidiary Company of **Archana Coal Private Limited** (CIN: U01122MP1991PTC006664). The company has three Associate Companies i.e. **Agarwal Coal Corporation Private Limited** (CIN: U23109MP2000PTC014351), **Agarwal Transport Corporation Private Limited** (CIN: U60210MP2003PTC015665) and **Agarwal Fuel Corporation Private Limited** (CIN: U45203MP1980PTC001674) within the meaning of Section 2(46) and 2(6) of the Companies Act, 2013. The Company has also prepared the consolidated financial statement and included in the annual report The details thereof in Form no AOC-1 attached herewith as per **Annexure - I**.

**Disclosure U/S 134 (3) of the Companies Act, 2013 (the Act)**

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:-

-The extracts of Annual Return in Form MGT-9 as per **Annexure-II**.

- Policy of company for the appointment of Directors and their remuneration is hosted on the website ([www.availablefinance.in](http://www.availablefinance.in)) of the company as per the requirement of the section 178 of the company Act, 2013. The Company in its Board Meeting held on 03/04/2018, has changed the nomination and remuneration policy of the company looking to various amendments made in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

-The particulars of related party contracts as per u/s 188 of the Companies Act, 2013 are enclosed in form AOC-2 **Annexure -III**

- 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 ₹ 8,50,000/- per month or ₹ 1,02,00,000/- per year, therefore, the disclosure of 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.

**Name of the top 10 employees in terms of remuneration drawn in the financial year 2017-18:**

A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed with the report as **Annexure- V**.

**Board Meeting**

During the FY 2017-18, **6 (Six)** Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 along with their rules, Secretarial Standard and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the Board meetings held during the year along with the attendance of the respective directors there at are set out in the Corporate Governance Report forming part of this annual report.

**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 (KYC) and Anti Money Laundering measure policy (AML) in place and adheres to the said policy. The said policy is in line with the RBI Guidelines.

The Company 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 of more than ₹ 10,00,000/- 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 Regulation 17 of SEBI (LODR) Regulations 2015, for its Board of Directors 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. A certificate of the Management is attached with the Report in the Corporate Governance section.

**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, 2015, as amended and has duly complied with the provisions of the said code.

**e) 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 Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company had 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' 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 <http://www.availablefinance.in/Whistle%20Blower%20Policy%20&%20Vigil%20Mechanism.pdf> and attached the same as **Annexure VI** to this report.

**f) Prevention, Prohibition and Redressal of Sexual Harassment of women at work place**

The company has in place a policy on prevention, prohibition and redressal of sexual harassment of women at workplace and has also constituted an Internal Committee as per law. The primary objective of the said policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. No complaint however is received by the company under the said law in FY 2017-18.

**g) Nomination, Remuneration and Evaluation policy (NRE Policy)**

The Board has, on the recommendation of the nomination and remuneration committee framed a remuneration policy as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. Policy of the Company is available at the website of the Company at <http://www.availablefinance.in/Policy%20for%20remuneration%20to%20Director%20and%20KMP.pdf>

**h) Related Party Transactions Policy**

Transactions entered with related parties as defined under section 188(1) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 during the financial year were mainly in the ordinary course of business and on an arm's length basis and were not material. The related party transaction policy as formulated by the company defines the materiality of related party and lays down the procedures of dealing with related party transactions. The details of the same are posted on the Company web-site (<http://www.availablefinance.in/Related%20Party%20Transaction%20Policy.pdf>).

All related Party Transaction are placed before the Audit Committee and obtained prior approval. Prior omnibus approval of the Audit Committee is also obtained for the transaction which are repetitive in nature. A statement of all Related Party Transaction is placed before the Audit Committee for its review on a quarterly basis, specifying the nature and value of the transaction.

**i) Corporate Social Responsibility (CSR) 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, thereof was no requirement to constitute CSR Committee.

**Listing of Shares of the Company**

The equity shares of the company continue to remain listed on BSE Limited (Security Code: 531310). The company has paid the due listing fees to BSE Limited for the financial year 2018-19 on time.

**Director's Responsibility Statement**

The Director's Responsibility Statement referred to Section 134(3)(c) and 134(5) of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended March, 31<sup>st</sup> 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there is no material departures from the same;
- b) The directors had 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 March 31<sup>st</sup> 2018 and of the profit and loss account of the company for the year ended on that date;

- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a "going concern" basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### Directors

The Board of Directors of your company consists of 4(Four) directors During the period Rajendra Sharma (DIN 00981139) continued to hold the office as Whole-Time-Director & CEO, Neelam Sharma (DIN 06935934) continued to hold the office as Women and Non-Executive Director.

Yogendra Narsingh Shukla (DIN: 00379050), Independent Director of the Company for a term of 5 years w.e.f. 1<sup>st</sup> April, 2014 and Priyanka Jha (DIN: 07347415) continued to hold the office as Independent and Women Director w.e.f. 25/11/2015.

In accordance with the provisions of Section 152 of the Companies Act 2013 read with relevant provisions of Articles of Association of the company Neelam Sharma, the Director is liable to retire by rotation.

#### Re-Appointment of Independent Directors for the second Term of 5 years

The terms of the appointment of Yogendra Narsingh Shukla (DIN: 00379050) as the Independent Director's, will expire on March 31, 2019. The Board of Directors, on recommendation of Nomination and Remuneration Committee has recommended re-appointment of Mr. Yogendra Narsingh Shukla (DIN:00379050) , as the Independent Directors of the Company for a second terms of 5(five) consecutive years on the expiry of their current term i.e., w.e.f. 1<sup>st</sup>, April 2019 and recommend for approval of members in the ensuing General Meeting by way of Special Resolution.

Independent Director have given their declaration that they meet the criteria of Independence as laid down under section 149(6) of the Company, Act, 2013 and SEBI (LODR) Regulation 2015 and forms parts of this report. In the opinion of the Board they fulfill the criteria of Independency.

The brief resume of Directors proposed to be appointed/ reappointed , nature of their expertise in specific functional areas and names of the companies of which they hold directorship along with their membership/chairmanship of committees of the Board as stipulated under SEBI (LODR) Regulation 2015 or provided in the Corporate Governance section along with the Annual Report.

Based on the confirmations received, none of the Directors are disqualified from being appointed, reappointed as directors in terms of section 164 of the Companies Act, 2013.

#### Key Managerial Personnel

Rajendra Sharma (DIN 00981139) is a Whole-Time-Director & CEO and Rakesh Sahu, Chief Financial Officer of the company are designated as key Managerial Personnel of the company.

CS Ajay Sodani had been appointed in place of CS Usha Jaswani w.e.f 30<sup>th</sup> May, 2018 as a Company Secretary, KMP and Compliance Officer

#### Performance Evaluation

The Company has devised a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business,

Communicating inter se board members, effective participation, domain knowledge, compliance which code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairperson. The Chairman of the respective Committees hared the report on evaluation with the respective committees members. The performance of each committees was evaluated by the Board, Based on report on evaluation receive committees.

The report on performance evaluation of the Individuals Directors was reviewed by the Chairman of the Board and feedback was given to Directors.



**Annual Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, an Annual Performance evaluation of the Board, the Directors individually as well as the evaluation of the working of the board committees including audit committee and other committees of the Board of Directors of the company was carried out during the year and is covered under the corporate governance report forming part of this annual report.

**Significant/ Material Orders passed by the Regulator or Court or Tribunals**

There were no significant/material orders passed by any regulator or court or tribunal which would impact the going concern status of the company and its future operations.

**Secretarial Auditors and their report**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the BOD of the company had appointed M/s Ishan Jain & Co., Practicing Company Secretaries, Indore to undertake the Secretarial Audit of the company for the FY 2017-18. The Secretarial Audit Report for the FY ended March 31<sup>st</sup>, 2018 is annexed as **Annexure – VII**.

The said Report does not contain any material qualification, reservation or adverse remark.

**Risk Management Committee**

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

**Committee of the Board**

The company has duly constituted the following committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- a) **Audit Committee** as per section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **Stakeholder Relationship Committee** as per section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- c) **Nomination and Remuneration Committee** as per section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- d) **Risk Management Committee** Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- e) **Internal Committee** for Sexual Harassment of woman at the work place.

The detail of the composition of all the committees and their respective terms of reference are included in the Corporate Governance Report forming the part of this Annual Report. The committees meet at the regular interval prescribed in the Companies Act, SEBI (LODR) Regulations, 2015, Secretarial Standard and any other Act applicable, if any.

**Deposits**

The Company is a non-deposit taking **Category - B, NBFC Company**. The company does not have any public deposits within the meaning of section 73 of the Companies Act, 2013. Further that the Company has not accepted any deposit in contravention of the provisions of the Companies Act, 2013 as well as RBI directions.

**Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo**

Particulars required u/s 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of Companies (Account) Rules, on conservation of energy and technology absorption are **NIL** as the Company is not having any manufacturing trading and service. Further that there are no foreign exchange earnings and outgoing during the year.

**Compliance of Reserve Bank of India Guidelines**

The company continues to comply with all the requirement's prescribed by the Reserve Bank of India from time to time.

**Internal Audit and Internal Financial Control System**

The company has appointed an independent firm of Chartered Accountants for conducting the audit as per the internal audit standards and regulations. The internal auditor reports their findings to the audit committee of the board. The

audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism with interaction of KMP and functional staff.

The company has taken stringent measures to control the quality of disbursement of loan and its recovery to prevent fraud. The company has also taken steps to check the performance of the functional employees of the company at branch level.

#### **Corporate Governance & Management Discussion and Analysis**

Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the corporate governance report, management discussion and analysis and the auditor's certificate regarding compliance of conditions of corporate governance is enclosed herewith as per **Annexure - VIII**.

#### **Adequacy of Internal Financial Controls**

The company has an adequate internal financial control backed by sufficient qualified staff, system software and special software's. The company has also an internal audit system by the external agency.

#### **Disclosure as per terms of paragraph 13 of "Non –Systemically Important Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015**

The desired disclosure is enclosed herewith as per attached financial statement.

#### **Auditor and Auditor's Report**

At the 23<sup>rd</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> September, 2015, the members had appointed M/s Mahendra Badjatya & Co (ICAI Firm Registration Number 001457C) Chartered Accountants as statutory auditors of the company, by way of ordinary resolution u/s 139 of the Companies Act, 2013 to hold office for a term of 5 years from the conclusion of 23<sup>rd</sup> AGM until the conclusion of the 28<sup>th</sup> AGM of the company subject to ratification of appointment by the members of the company at every AGM as per the provisions of the Companies Act, 2013.

The Company has obtained a confirmation letter regarding their eligibility and your board proposes for ratification of their appointment for the year 2018-19.

The Auditors Report is the self explanatory and needs to comments by the Board.

#### **Change in the nature of business**

During the year under review, there were no changes in the nature of business of the company and there is no material changes and/or commitment, affecting the financial position of the company, during the period from 31<sup>st</sup> March, 2018.

#### **Acknowledgement**

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

**For and on Behalf of the Board  
of Available Finance Limited  
(CIN: L6712OMP1993PLC007481)**

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

**Sd/-  
(Priyanka Jha)  
Director  
DIN: 07347415**

Registered Office:  
"Agarwal House" Ground Floor 5,  
Yeshwant Colony, Y.N. Road  
Indore-452003 (M. P.)

Date: 30/07/2018  
Place: Indore

## Form AOC-1

## ANNEXURE-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 or associate companies or joint ventures Part "A": Subsidiaries (Not Applicable)**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. SL. No.
  2. Name of the subsidiary
  3. The date since when subsidiary was acquired
  4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.
  5. Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.
  6. Share capital
  7. Reserves and surplus
  8. Total assets
  9. Total Liabilities
  10. Investments
  11. Turnover
  12. Profit before taxation
  13. Provision for taxation
  14. Profit after taxation
  15. Proposed Dividend
  16. Extent of shareholding (in percentage)
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

SN	Name of the Associate Company	Agarwal Coal Corporation Pvt. Ltd. (ACCPL)	Agarwal Transport Corporation Pvt. Ltd. (ATCPL)	Agarwal Fuel Corporation Pvt. Ltd. (AFCPL)
1	Latest Audited Balance Sheet Date	31/03/2018	31/03/2018	31/03/2018
2	Date on which the Associate or Joint Venture was associated or acquired	23/06/2001 & 09/02/2004	30/04/2003	22/02/2007 & 12/10/2011
3	Shares of Associate/Joint Ventures held by the Company on the year end			
	No.	8,00,000	3,50,000	148750
	Amount of Investment in Associates/Joint Venture	50000000	29750000	25300000
	Extend of Holding (in percentage)	27.85	36.22	30.23
4	Description of how there is significant influence	27.85% Holding in Equity shares of ACCPL	36.22% Holding Equity shares in ATCPL	30.23% Holding Equity shares in AFCPL
5	Reason why the associate/joint venture is not consolidated	Consolidation made	Consolidation made	Consolidation made
6	Net worth attributable to Share holding as per latest audited Balance Sheet (₹)	3937686075	491898378	725717240
7	Profit / Loss for the year			
	i. Considered in Consolidation	275184171	17796117	31180710
	ii. Not Considered in Consolidation	712909800	31337282	71964211

1. The Company has no associates or joint ventures which are yet to commence operations.
2. The Company has no associates or joint ventures which have been liquidated or sold during the year.

**For Available Finance Limited**

Sd/-  
**(Rajendra Sharma)**  
Whole-Time-Director & CEO  
DIN: 00981139  
Date: 30.07.2018  
Place: Indore

Sd/-  
**(Priyanka Jha)**  
Director  
DIN: 07347415

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

Sd/-  
**(Ajay Sodani)**  
Company Secretary

## ANNEXURE-II

**EXTRACT OF ANNUAL RETURN -FORM MGT - 9**

As on the financial year ended on 31st March, 2018

[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	<b>L67120MP1993PLC007481</b>
Registration Date	<b>03/02/1993</b>
Name of the Company	<b>Available Finance Limited</b>
Category / Sub-Category of the Company	<b>Company Limited by Shares/ Indian Non Government Company</b>
Address of the Registered Office and contact details	<b>"Agarwal House" Ground Floor, 5, Yeshwant Colony Indore MP- 452003 India E-mail: <a href="mailto:cs@availablefinance.in">cs@availablefinance.in</a>, Web-site: <a href="http://www.availablefinance.in">www.availablefinance.in</a> Phone: 0731-4714000 Fax 0731-4714090.</b>
Whether listed company	<b>Listed</b>
Name, address and contact details of Registrar and Transfer Agent, if any	<b>M/s Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic complex, Pardeshipura, Indore M.P. 452010. Ph.0731-4281333,4065797/99 Fax: 0731-4065798, email id: <a href="mailto:support@ankitonline.com">support@ankitonline.com</a> <a href="mailto:rtaindore@gmail.com">rtaindore@gmail.com</a> , <a href="mailto:ankit_4321@yahoo.com">ankit_4321@yahoo.com</a> , web-site: <a href="http://www.ankitonline.com">www.ankitonline.com</a></b>

**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 <b>providing of loans or advances or otherwise for any activity other than its own</b> )	<b>65923</b>	<b>100%</b>

**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	57.72	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>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	6041046	0	6041046	59.20	6041046	0	6041046	59.20	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>6041046</b>	<b>0</b>	<b>6041046</b>	<b>59.20</b>	<b>6041046</b>		<b>6041046</b>	<b>59.20</b>	<b>-</b>
(2) Foreign	-	-	-	-	-	-	-	-	-
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>6041046</b>	<b>0</b>	<b>6041046</b>	<b>59.20</b>	<b>6041046</b>		<b>6041046</b>	<b>59.20</b>	<b>-</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
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>
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1017150	1200	1018350	9.98	980345	1200	981545	9.62	(0.36)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Share holders holding nominal share capital upto Rs.2 lakh	435048	314900	749948	7.35	427802	312000	739802	7.25	(0.10)
ii) Individual Share holders in excess of Rs.2 lakh	1520739	871100	2391839	23.44	1569140	871100	2440240	23.92	0.48
c) Others (specify)									
i) NRI / OCBs	1567	0	1567	0.02	1067	0	1067	0.01	(0.01)
ii) Clearing Members / Clearing House	950	-	950	0.01	-	-	-	-	(0.01)
<b>Sub-Total (B)(2):</b>	<b>2975454</b>	<b>1187200</b>	<b>4162654</b>	<b>40.80</b>	<b>2978354</b>	<b>1184300</b>	<b>4162654</b>	<b>40.80</b>	<b>-</b>
<b>Total Public Share holding (B)=(B) (1)+ (B)(2)</b>	<b>2975454</b>	<b>1187200</b>	<b>4162654</b>	<b>40.80</b>	<b>2978354</b>	<b>1184300</b>	<b>4162654</b>	<b>40.80</b>	<b>-</b>
<b>Grand Total (A+B)</b>	<b>9016500</b>	<b>1187200</b>	<b>10203700</b>	<b>100.00</b>	<b>9019400</b>	<b>1184300</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/en-cumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/En-cumbered to total shares	
Archana Coal Private Limited	5889946	57.72	0.00	5889946	57.72	0.00	0.00
Deepali Finance (P) Limited	151100	1.48	0.00	151100	1.48	0.00	0.00
Total	6041046	59.20	0.00	6041046	59.20	0.00	0.00

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

Shareholders Name	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
At the beginning of the year	6041046	59.20		
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):	No Changes			
At the end of the year			6041046	59.20

## 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	-	-	-	-	-	-
Shiv kumar Agrawal	346991	3.40	346991	3.40	*Note	-	-	Increase	-	Purchase
K. K. Patel Finance Limited	339375	3.33	339375	3.33	-	-	-	-	-	-
Hitesh Pravin chandra Kapadia	189400	1.86	189400	1.86	-	-	-	-	-	-
Rampratap Tayal	182700	1.79	182700	1.79	-	-	-	-	-	-
Prem Chand Jain	141029	1.38	141029	1.38	-	-	-	-	-	-
Aditi Patni	162610	1.59	154889	1.52	**Note	-	-	-	Decrease	Sale
Vinod B. Gandhi	100000	0.98	100000	0.98	-	-	-	-	-	-
Jyoti Shiv kumar Agarwal	99495	0.98	99495	0.98	-	-	-	-	-	-

\*Note - Purchase of Shares on 03/11/17

\*\*Note- Sold Shares on 07/04/17, 14/04/17, 21/04/17, 12/05/17 and 09/06/2017.

## 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 &amp; CEO</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>Mrs. Neelam Sharma, Non-Executive 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. Yogendra Narsing Shukla, Independent 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>Ms. Priyanka Jha, Independent 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>Ms. Usha Jaswani, 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

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

(₹ in Lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	626.35	-	626.35
ii) Interest due but not paid	-	100.08	-	100.08
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>726.43</b>	-	<b>726.43</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	687.72	-	687.72
ii) Interest due but not paid	-	59.33	-	59.33
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>747.05</b>	-	<b>747.05</b>

## VI. REMUNERATION OF DIRECTOR AND KMP

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

(₹ in Lakhs)

S.N.	Particular of Remuneration	Mr. Rajendra Sharma, Whole-time-Director & CEO	Total
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	607275	607275
	(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>	607275	607275
	Ceiling as per the Act	106,00,000	106,00,000

\* Minimum remuneration payable at per Schedule V of in case of inadequacy of profits

## B. Remuneration to other Directors:

## 1. Independent Directors:

S.No.	Particular of Remuneration	Ms. Priyanka Jha	Mr. Y. N. Shukla	Total
1	-Fee for attending Board/ Committee Meetings	12000	8000	20000
2	-Commission	-	-	-
3	- Others, please specify	-	-	-
	<b>Total B.1</b>	12000	8000	20000

## 2. Other Non Executive Directors:

S.No.	Particular of Remuneration	Mrs. Neelam Sharma	Total
1	-Fee for attending Board/ Committee Meetings	60000	60000
2	-Commission	-	-
3	- Others, please specify	-	-
	<b>Total B.2</b>	60000	60000
	<b>Total (B1+B2)</b>	26000	26000
	<b>Total Managerial Remuneration</b>	-	607275
	<b>Overall Ceiling as per the Act</b>	-	106,00,000

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

S.No.	Particular of Remuneration	Usha Jaswani, Company Secretary	Rakesh Sahu, CFO	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	218548	120000	338548
	(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>	218548	120000	338548



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)  
Whole-Time-Director & CEO  
DIN: 00981139  
Date: 30/07/2018  
Place: Indore

(Priyanka Jha)  
Independent Director  
DIN: 07347415

## ANNEXURE-III

## Particulars of contracts/arrangements entered into by the Company with related parties

## Form AOC-2

(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 ©	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 (Amount in ₹)

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transaction (b)	Duration of the contracts/ arrangements / transactions ©	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)
Vinod Kumar Agarwal	Rent Agreement	As per terms of the contract	Rent Paid ₹ 92916	26/05/2018	-
Ad-Manum Finance Limited	Unsecured Loan Agreement	As per terms of the Agreement	Loan Taken - ₹ 7150000 Loan Repaid - ₹ 37035000 Interest to be paid - ₹ 1942187	26/05/2018	-

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

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

Sd/-  
(Priyanka Jha)  
Independent Director  
DIN: 07347415

Date: 30/07/2018  
Place: Indore

**ANNEXURE – IV**

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (Appointment and remuneration of Managerial Personal) Rules, 2016.

- 1) The % increase in remuneration of each director, chief financial officer, Chief Executive Officer, Company Secretary or Manager, if any, in the FY 2017-18, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2017-18 and the comparison of the remuneration of each Key Managerial Personal (KMP) against the performance of the company are as under: -

S. No	Name of Director/KMP for financial year 2017-18 (₹)	Remuneration of Director/KMP for the financial Year 2017-18 (₹ in Lacs)	% increase in Remuneration in the Financial year 2017-18	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Rajendra Sharma	607275	(+) 2.78	1.78x	Profit after tax decreased 720.17% for the FY 2017-18
2	Rakesh Sahu	120000	0.00	0.45X	
3	Miss Usha Jaswani	218548	(+)45.08	NA	
4	Mr Yogendra Narsingh Shukla	8000	NA	NA	
5	Mrs Neelam Sharma	6000	NA	NA	
6	Miss Priyanka Jha	12000	NA	NA	

- 2) The median remuneration of the employees of the company during the financial year 2017-18 was ₹ 2.19 Lacs.
- 3) In the Financial Year, there was a decrease of 45.03% in the median remuneration of employees.
- 4) There were 3 permanent employees on the rolls of the company as on 31/03/2018.
- 5) Average % increase made in the salaries in the financial year 2017-18 KMP 2.64%.
- 6) It is hereby affirmed that the remuneration paid is as per the remuneration policy of directors KMP and other employees.

**Registered Office:**

**Available Finance Limited**  
CIN- L67120MP1993PLC007481

"Agarwal House", Ground Floor  
5, Yeshwant Colony, YN Road  
INDORE – 452003 (M.P.)

Date: 30/07/2018

Place: Indore

**By Order of the Board**

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

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

**ANNEXURE – V****NAME OF THE TOP 10 EMPLOYEE OF THE COMPANY**

S. No	Branch	Employee Name	Department / Domain	Designation	Employee-Category
1.	Indore	Mr. Rajendra Sharma	Whole-Time-director & CEO	Whole- Time-Director & CEO	Grade II
2.	Indore	CS Ajay Sodani	Company Secretary	Compliance officer	Grade IV
3.	Indore	Mr. Rakesh Sahu	Chief Finance Officer	Chief Finance Officer	Grade IV

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

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

sd/-  
**(Priyanka jha)**  
Independent Director  
DIN: 07347415

Date: 30/07/2018

Place: Indore

**AVAILABLE FINANCE LIMITED**  
**Whistle Blower Policy & Vigil Mechanism**

**1. Preface**

Pursuant to Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and as per applicable provision of section 177(9) 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 as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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:  
Ms. Priyanka Jha  
250, Sunder Nagar ,  
Main Sukhliya Indore-452010 (MP)
- 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.
- e. 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.
- f. 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.
- g. 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 of  
Available Finance Limited***

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

***(Priyanka Jha)  
Chairman & Director  
DIN: 07347415***

Date: 30/07/2018  
Place: Indore

Form MR-3

ANNEXURE-VII

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup>MARCH, 2018**

*[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 governance practice by **Available Finance Ltd.** (hereinafter called "**the Company**"). The 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, Minutes 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 audit period covering the **Financial Year ended on 31<sup>st</sup> March, 2018** ('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, 2018, 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) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
  - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
  - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
  - (e) The SEBI (Buyback of Securities) Regulations, 1998

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure I**. Further, the Company is having business activities related to Non-Banking Financial Company (Non-Deposit Accepting or holding) business and has obtained registration from the RBI to that effect.



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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The SEBI (LODR) Regulations, 2015.

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

**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. Further that, no changes in the composition of the Board of directors have taken place during the period under review, except the reappointment of Whole-time Director at the Board Meeting held on 30.06.2017.

Adequate notice is given to all directors to schedule the Board/Committee Meeting, Agenda and Detailed notes on Agenda were sent at least seven days in advance, along with the respective notices 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.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, 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, Disclosure of quarterly financial results u/r 33 of the SEBI (LODR) Regulations, 2015, compliance of the RBI for the registered NBFC Companies and the annual financial statements, along with notes attached therewith, has not been reviewed, since the same have been subject to the statutory auditor or by other designated professionals. Therefore, we do not offer any comment. This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

**We further report that** during the audit period of the Company, there was 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**

For, **ISHAN JAIN & CO.**  
**COMPANY SECRETARIES**

Sd/-  
**CS ISHAN JAIN**  
**PROPRIETOR**  
**ACS 29444**  
**CP 13032**

**Date : 15th June, 2018**  
**Place : Indore**

**Annexure - I to the Secretarial Audit Report**

**List of specific/other laws generally applicable to the business activities of the Company**

1. Reserve Bank of India Directions/Regulations as applicable to a Non-Banking Financial Company (Non Deposit Accepting or holding)
2. Acts as prescribed under Direct Tax and Indirect Taxation
3. Local laws as applicable to the Registered office at Madhya Pradesh.

**For, ISHAN JAIN & CO.  
COMPANY SECRETARIES**

**Sd/-  
CS ISHAN JAIN  
PROPRIETOR  
ACS 29444  
CP 13032**

**Date : 15th June, 2018  
Place : Indore**

**Annexure - II to the Secretarial Audit Report**

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 treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever 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, guidelines, standards etc., are 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.
7. We do not take any responsibility for any person, if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.

**For, ISHAN JAIN & CO.  
COMPANY SECRETARIES**

**Sd/-  
CS ISHAN JAIN  
PROPRIETOR  
ACS 29444  
CP 13032**

**Date : 15th June, 2018  
Place : Indore**

**ANNEXURE-VIII****CORPORATE GOVERNANCE REPORT (For the year ended 31/03/2018)****(Annexed with the Board's Report)**

In accordance Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 along with rules made there under and some of the best practices followed 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 Available Finance Limited (Available) is committed to the adoption of best governance practices. The Company recognizes the ideals and importance of Corporate Governance believe on the **Four Pillar of the Corporate Governance i.e. Accountability, Responsibility, Fairness and Transparency** and followed fair business & corporate practices/acknowledges its responsibilities while dealing with/towards all stakeholders including customers, employees, regulatory authorities, shareholders and society at large.

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.

Your Company is compliant with the all the provisions of SEBI (LODR) Regulations, 2015 applicable to the company since 1<sup>st</sup> December 2015.

**2. BOARD OF DIRECTORS**

**(a) Composition & Category of Directors:** The Board is duly constituted as prescribed in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Name of Directors	Designation	Category	Position	Shareholding
Rajendra Sharma	Whole-Time-Director & CEO	Executive	Chairman	---
Neelam Sharma	Director	Non-Executive & Woman Director	Member	---
Yogendra Narsingh Shukla	Director	Independent & Non-Executive	Member	---
Priyanka Jha	Director	Independent & Non-Executive	Member	---

**(b) 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***
Rajendra Sharma	6	6	Yes	-	2
Neelam Sharma	6	3	No	-	1
Yogendra Narsingh Shukla	6	4	No	1	3
Priyanka Jha	6	6	Yes	-	3

During the financial year 2017-18 the Board of Directors meeting held 6 (**Six**) times 26/05/2017, 30/06/2017, 28/07/2017, 21/08/2017, 07/11/2017 and 31/01/2018.

\*\*\*As per Regulation 26 of SEBI (LODR) Regulations, 2015 for the purpose of determination of limit chairmanship and membership of the Audit Committee and Stake Holder Relationship Committee alone shall be considered.

**(c) None of the above Directors** is related inter-se, except Neelam Sharma, the Non-Executive & Woman Director; wife of Rajendra Sharma, the Whole-Time-Director & CEO of the Company.

**(d) Induction and Familiarization Programme for Independent Directors.**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments the same are posted on the website of the company <http://www.availablefinance.in/Disclosures.php> Detail of Familiarization Programmes imparted to Independent Director can be accessed from the website of the company and the web link for the same is: ([http://www.availablefinance.in/Familiarization\\_programme\\_detail.pdf](http://www.availablefinance.in/Familiarization_programme_detail.pdf))

**(e) Separate Meeting of Independent Director**

As stipulated by the code of Independent Director under Schedule IV of the Companies Act, 2013 a separate meeting of the independent Director of the company held on 7<sup>th</sup> **November, 2017** 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 timeliness 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.

**(f) Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Company believes in "Zero Tolerance" to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the CEO & Director is attached and forms part of the Annual Report of the Company.

**(g) Prevention of Insider Trading Code:**

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, designated employees and the connected persons such as auditors, secretarial auditor and consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. During the year under review there has been due compliance with the said code.

**3. AUDIT COMMITTEE**

(A) During the year there is no change in constitution of Audit Committee. The Composition of the committee has been given elsewhere in the report.

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations, 2015 and Provisions of the Companies Act, 2013 read with the rules made there under, major of which are as follows:

1. oversight of the Available financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors 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. modified opinion(s) 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 listed entity with related parties;
9. scrutiny of inter-corporate loans and investment;
10. valuation of undertakings or assets of the listed entity, 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 non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
20. carrying out any other function as in the terms of reference of the Audit Committee.

**(B) Constitution and Composition:**

The terms of reference of the audit committee are extensive and include all that is mandated in Regulations 18 of SEBI (LODR) Regulations, 2015 and Provisions of the Companies Act, 2013. The Company has complied with the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015 as regards composition of the Audit Committee.

During the year, the Committee has met 5 (Five) times (i.e 26/05/2017, 28/07/2017, 21/08/2017, 07/11/2017 and 31/01/2018). The details of attendance of the members of the Audit Committee in the meetings are as follows

The details of Composition and attendance of the members of the Audit Committee in the meetings are as follows:

Name	Position	Meetings Held	Meetings Attended
Priyanka Jha	Chairman	5	5
Rajendra Sharma	Member	5	5
Yogendra Narsingh Shukla	Member	5	5

Company Secretary act as the Secretary to the committee.

Priyanka Jha, the Chairman of the Audit Committee was present at the Last Annual General Meeting to answer the shareholder queries.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

**A) Terms of Reference of the Nomination & Remuneration Committee:**

The Committee is empowered to -

- (i) Formulate criteria for determining qualifications, positive attributes and independence of Directors and oversee the succession management process for the Board and senior management employees.

- (ii) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- (iii) Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.
- (iv) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.
- (v) Conduct Annual performance review of CEO and Senior Management Employees;

**B) Composition:**

In compliance with the provisions of Section 178 of the Companies Act, 2013 along with their rules and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details are as follows:

Name	Position	Designation
Priyanka Jha	Chairman	Independent and Non Executive Director
Yogendra Narsingh Shukla	Member	Independent and Non Executive Director
Neelam Sharma	Member	Non Executive Director

All the three members of the remuneration committee are non-executive. 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.

**C) Attendance:**

The Nomination and Remuneration Committee met 2 (**Two**) times in the financial year 2017-18 (i.e. on 30/06/2017 and 21/08/2017). The detail of the Meeting and attendance during the year 2017-18 is as follows:

Name	Meeting Held	Meeting Attended
Priyanka Jha	2	2
Yogendra Narsingh Shukla	2	2
Neelam Sharma	2	2

**D) Performance Evaluation for Independent Directors:**

Pursuant to the Provisions of the Companies Act, 2013 along with their rules and as stipulated under Regulation 25 of SEBI (LODR) Regulations, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

**5. REMUNERATION OF DIRECTORS.****Criteria of making payment to Non-executive Directors**

The company formulated Policy for remuneration to Directors and KMP and the same is disclosed on the website: <http://www.availablefinance.in/Nomination%20&%20Remuneration%20policy.pdf>.

**Details of the remuneration paid to the Non-Executive Directors during the year under review are as under:**

Name	Sitting Fee (Rs.)	Other Payment	Total (Rs.)
Yogendra Narsingh Shukla	8000	-	8000
Neelam Sharma	6000	-	6000
Priyanka Jha	12000	-	12000

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

Name of Directors	Amount	Period of appointment
Rajendra Sharma (Whole-Time-Director & CEO)	607275	Re-appointed upto 30/09/2018
Remuneration and Perquisites		

**6. STAKEHOLDER RELATIONSHIP COMMITTEE:**

**A) Terms of Reference of the Stakeholder Relationship Committee:**

The Committee is empowered to -

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee also looks into share kept in abeyance, if any. In compliance with the provisions of Section 178 of the Companies Act, 2013 along with their rules and regulation 20 of SEBI (LODR) Regulations, 2015.

During the year, the Committee has met 4 (Four) times (**26/05/2017, 28/07/2017, 07/11/2017 & 31/01/2018**). The details of composition and attendance of the members of the Stakeholder Relationship Committee in the meetings are as follows:

Name of the Committee Member	Position	Meetings Held	Meetings Attended
Priyanka Jha	Chairman	4	4
Rajendra Sharma	Member	4	4
Yogendra Narsingh Shukla	Member	4	4

During the year 2017-18 1 (one) complaints was received and the same has been resolved within time. Outstanding complaints as on 31<sup>st</sup> March, 2018 were **NIL**. The Company Secretary is the secretary of the Committee.

**7. GENERAL BODY MEETINGS**

Year	Meetings held	Location	Date	Time	No. of Special Resolution passed
2014-15	Annual General Meeting	Hotel Surya, 5/5 Nath Mandir Road, Indore-452003	22/09/2015	11:00 am	None
2015-16	Annual General Meeting	Hotel Surya, 5/5 Nath Mandir Road, Indore-452003	28/09/2016	11:00 am	1
2016-17	Annual General Meeting	Hotel Surya, 5/5 Nath Mandir Road, Indore - 452 003	27/09/2017	11:00 am	1

During the year ended on 31<sup>st</sup> March 2018, 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.

**8. MEANS OF COMMUNICATION**

The quarterly and half yearly financial results of the Company are, in compliance of Regulation 33/47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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.

#### 9. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue Annual General Meeting	Thursday, the 27 <sup>th</sup> September, 2018 at 11:00 A.M. At Hotel Surya, 5/5 Nath Mandir Road Indore-452001 M.P.
Financial Year	31 <sup>st</sup> March 2018.
FE-voting Period	24/09/2018(9:00AM) to 26/09/2018 (5:00 PM)
Date Book Closure	21/09/2018 to 27/09/2018 (both days inclusive)
Financial Calendar Results	
For the quarter ending 30th June, 2018	On or before 15 <sup>th</sup> August, 2018
For the quarter ending 30 <sup>th</sup> Sept., 2018	On or before 15 <sup>th</sup> November, 2018
For the quarter ending 31 <sup>st</sup> Dec.,2018	On or before 14 <sup>th</sup> February 2019
For the quarter ending 31 <sup>st</sup> March, 2019	On or before 30 <sup>th</sup> May 2019
Cutoff date for E-voting	20/09/2018
Last date for receipt of proxy	Sunday 25 <sup>th</sup> Day of September 2018 by 11:00 AM.
Listing on Stock Exchange	BSE (Bombay Stock Exchange Limited)
Compliance officer and Company Secretary	CS Ajay Sodani
Scrutinizer for E-voting	CS (Dr.) D.k.Jain
Scrip Code	531310
ISIN NO	INE325G01010
The financial year covered by this Annual Report	April 1,2017 to March 31, 2018

#### Market Price Data

Month	The Stock Exchange, Mumbai (BSE) (Rs. Per share)	
	Month's High Price	Month's Low Price
April' 2017	8.41	5.36
May' 2017	8.41	8.14
June' 2017	7.98	6.99
July' 2017	7.32	6.65
August' 2017	7.68	7.68
September' 2017	9.39	8.06
October' 2017	8.75	7.35
November' 2017	7.66	7.30
December' 2017	7.30	7.30
January' 2018	10.00	7.05
February' 2018	8.99	7.75
March' 2018	8.13	8.13

\*Data source from the website of the BSE, Mumbai.

#### Registrar and Transfer Agents

For Physical & De-mat Shares :Ankit Consultancy Pvt. Ltd., at Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452010 (MP) IN Phone No.: 91-731-4281333, 4065797/99 Fax:91-731-4065798 E-mail: [support@ankitonline.com](mailto:support@ankitonline.com) [rtaindore@gmail.com](mailto:rtaindore@gmail.com) [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com) Web-site: [www.ankitonline.com](http://www.ankitonline.com)

#### Share Transfer System

Share transfers are processed and share certificates duly endorsed are delivered within a period of seven days from The date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority



for approving transfer, transmission, and so on of the Company's securities to the Registrar and Share Transfer Agent of the company. A summary of transfer /transmission of securities of the Company so approved by the RTA is placed at quarterly Board Meeting and Stakeholders' Relationship Committee.

The Company obtains from a Company Secretary in Practice Half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgment of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges. SEBI has decided that securities of listed companies can be transferred only in demeterialised form, from a cut-off date i.e. 05<sup>th</sup> Dec., 2018.

#### Distribution of shareholding as on 31/03/2018\*

No. of shares	No. of Holders	%	Share Amount in Rs.	%
UPTO 1000	154	19.90	89680	0.09
1001- 2000	61	7.88	111440	0.11
2001- 3000	38	4.91	108560	0.11
3001- 4000	34	4.39	128810	0.13
4001- 5000	156	20.16	776030	0.76
5001- 10000	175	22.61	1488310	1.46
10001- 20000	59	7.62	991830	0.97
20001 -30000	22	2.84	550070	0.54
30001-40000	4	0.52	150000	0.15
40001-50000	8	1.03	375300	0.37
50001-100000	23	2.97	1629630	1.60
100000 & Above	40	5.17	95637340	93.73
<b>TOTAL</b>	<b>774</b>	<b>100</b>	<b>102037000</b>	<b>100.00</b>

\*Data source from our Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd.

#### Dematerialization 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 CDSL	1385357	13.58
Held in Dematerialized form in NSDL	7634043	74.82
Physical	1184300	11.60
<b>Total</b>	<b>10203700</b>	<b>100.00</b>

\*Data source from our Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd.

#### Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Independent practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board's in their Meeting. No discrepancies were noticed during these audits.

#### Address For Correspondence and Investor Grievance Redressal

"Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore – 452 003 (MP) Ph.: 91-731-4714040 Fax: 91-731-4714090 E-mail: [cs@availablefinance.in](mailto:cs@availablefinance.in), [complianceofficer@availablefinance.in](mailto:complianceofficer@availablefinance.in) Web-Site: [www.availablefinance.in](http://www.availablefinance.in).

#### 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 Regulation 33 of SEBI (LODR) Regulations, 2015 read with Schedule IV: -

The Non Banking Finance Company (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 2018.

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. Government policies and other incidental factors.

**Segment-wise performance:**

The Company belongs to only one segment. The details of performance are given under respective head in Financial Statement.

**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 governance report, corporate benefits, information relating to stock exchanges, registrars & transfer agents and frequently asked questions etc. 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

**10. OTHER DISCLOSURE:**

**a) Disclosure regarding materially significant related party transactions:**

None of the transaction with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes on Accounts, forming part of the Annual report. None of the transactions with any of the related parties were in conflict with the interest of the Company.

**b) Disclosure of non-compliance by the Company:**

There has been no instance of non-compliance on any matter related to the capital markets, during the last two years.

**c) The company had constituted the Vigil Mechanism and the details of its establishment are disclosed on the website of the company which can be accessed through: <http://www.availablefinance.in/Whistle%20Blower%20Policy%20&%20Vigil%20Mechanism.pdf> 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.** The Company has made all the compliances of mandatory requirements as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be applicable to the company from time to time. The Company also complying with certain non mandatory requirements wherever the management considers appropriate in the best corporate governance practice.

**e) The company do not have any Material Subsidiary, hence the company has not formulated policy for the same.**

**f) Discretionary Requirements under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The status of compliance with discretionary recommendations of the Regulation 27 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Shareholders' Rights: As the quarterly and half yearly Unaudited Financial Statement are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.
  2. Modified Opinion in Auditors Report: The Company's financial statement for the year 2017-18 does not contain any modified audit opinion.
  3. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.
  4. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.
- g) **Policy on Related Party Transaction** disclosed on the website of the company can be accessed through Web link: <http://www.availablefinance.in/Related%20Party%20Transaction%20Policy.pdf>

#### **11. CEO & CFO CERTIFICATION**

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. That the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**By order of the Board**

Date: 30 July, 2018  
Place: Indore

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

Sd/-  
**(Priyanka Jha)**  
Director  
DIN: 07347415

#### **CEO/CFO CERTIFICATION**

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We hereby certify that:

- A. We have reviewed Financial Statements and the cash flow of **Available Finance Limited** for the year ended on 31<sup>st</sup> March 2018 and to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity's during the year 2017-18 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal control s, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. 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 that the same have been disclosed in the notes to the financial statements; except changes made by the Government from time to time; and
  - (iii) that no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Date: 30 July, 2018  
Place: Indore

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

Sd/-  
**(Rakesh Sahu)**  
Chief Financial Officer

**CODE OF CONDUCT – DECLARATION**

This is to certify that :

In pursuance of the provisions of in Regulation 34 (3) read with Point No. D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 30<sup>th</sup> day of May, 2018.

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, 2018.

**For Available Finance Limited**

Sd/-

**(Rajendra Sharma)**

**DIN: 00981139**

Date: 30 July, 2018

Place: Indore

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of

**Available Finance Ltd.**

We have examined the compliance of condition of Corporate Governance by the Available Finance Limited for the year ended on 31<sup>st</sup> March, 2018 as stipulated in Chapter IV & Regulation 34(3) read with Point No. E of Schedule V of SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in Chapter IV of SEBI (LODR) Regulations, 2015 pursuant to Listing Agreement of the said Company with Stock Exchange.

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.

Statutory Auditors

For : **Mahendra Badjatya & Co.**  
**Chartered Accountants**  
**ICAI FRN001457C**

Sd/-

**CA. M.K. Badjatya**  
**Partner**

**ICAI M. No. 070578**

Date: 30 July, 2018

Place: Indore

### Independent Auditors Report

To,  
The Members of  
**Available Finance Limited**

#### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying Standalone financial statements of **Available Finance Limited** (‘the Company’), which comprise the balance sheet as at 31<sup>st</sup> March 2018, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### MANAGEMENT’S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (‘the Act’) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### AUDITOR’S 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 Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the Standalone 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.

#### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 the state of affairs of the Company as at 31 March 2018 and its profit and its cash flows for the year ended on that date.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor’s Report) Order, 2016 (‘the Order’) 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**’, a statement on the matters specified in the paragraph 3 and 4 of the order.
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 purposes of our audit.

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March 2018 taken on records by the Board of Directors, none of the directors disqualified as on 31<sup>st</sup> March 2018 from being appointed as a director in terms of section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- (g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer to Note 17 (B)(2) to the Standalone financial statements;
  - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable laws or accounting standards;
  - iii. There is no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

Statutory Auditors  
**For Mahendra Badjatya & Co**  
Chartered Accountants

ICAI FRN 001457C

Date: 30 May, 2018  
Place: Indore

**CA M.K Badjatya**  
Partner  
ICAI MNO 070578

**Annexure "A" to Independent Auditor's Report**

The Annexure required under CARO, 2016 referred to in our Report to the members of the **Available Finance Limited** ("the Company") for the year ended 31<sup>st</sup> March 2018, and according to information and explanations given to us, we report as under:

- (i) (a) The company has maintained adequate records showing general particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification which were not material have been properly dealt with in the books of account.
- (c) The company does not have any immovable property; therefore the requirement of this clause is not applicable to the company.
- (ii) The nature of the company's business is such that it is not required to hold any inventories.
- (iii) The company is a registered Non Banking Financial company (NBFC) and during the ordinary course of its business the company has not granted any unsecured loans during the year to a party covered in the register maintained U/s 189 of the companies act, 2013 and
- (a) The terms and conditions of the grant of such loans are not prejudicial to the interest of the company.
- (b) The schedule of repayment of principal and payment of interest has not been stipulated however the repayment of such loans is received on the basis of mutual understanding.
- (iv) The company is a registered Non-Banking Financial company (NBFC) and provided loans in its ordinary course of business and in respect of such loans the interest is charged over and above the bank rate declared by Reserve Bank of India (RBI). Accordingly, the provisions of section 185 of the companies act, 2013 are complied with. The provisions of the section 186 of the companies act, 2013 are not applicable to the company.
- (v) The company has neither invited nor accepted any deposits from the public during the period under audit. As such requirement of clause (v) of the aforesaid order is not applicable.
- (vi) Since the company is a registered NBFC company and is carrying on the business of financial services therefore the requirement of maintenance of cost records under sub section (1) of section 148 of the Companies Act 2013 are not applicable to the company.
- (vii) (a) According to the records of the Company, it is generally regular in depositing undisputed statutory dues including Provident Fund, Employees state insurance, Income Tax, Goods & Service Tax, Duty of Custom, Duty of Excise , Value Added tax , Cess and any other statutory dues, whichever is applicable to the company with the appropriate authorities during the year and no undisputed amounts were outstanding as at 31<sup>st</sup> March, 2018 for a period of more than six months, from the date they become payable.

- (b) The following dues of Income Tax have not been deposited by the company on account of disputes: -

Name of statute	Nature of Dues	Demand (in ₹)	Deposit (in ₹)	Balance Outstanding (in ₹)	Period to which Amount Relates (A.Y.)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	227040	0	227040	2014-15	CIT
Income Tax Act, 1961	Income Tax	6472090	1872920	4598170	2015-16	CIT Appeals, Indore
	Total	<b>6699130</b>	<b>1872920</b>	<b>4825210</b>		

- (viii) The company has not taken any loan from any financial institution or bank or from debenture holders or from Government.

- (ix) During the year under report the company has not raised any money by way of initial public offer or further public offer (including debt instruments) year and also not obtained any term loan.
- (x) Based upon the audit procedures performed, during the year no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit;
- (xi) To the best of our knowledge and belief and according to the information and explanation given to us, managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the act.
- (xii) In our opinion the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable and the details of such transaction have been disclosed in the standalone financial statement as required by the applicable standards.
- (xiv) To the best of our knowledge and belief, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the order are not applicable.
- (xv) In our opinion, the company has not entered into any non cash transaction with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) The company is a registered NBFC company U/s 45IA of the Reserve Bank of India Act, 1934 vide registration no **B-03.00034 dated 26/02/1998** in category **Non-Banking Financial Institution without accepting public deposit** and accordingly, the company is carrying on financial Services business.

Statutory Auditors  
**For Mahendra Badjatya & Co**  
Chartered Accountants

ICAI FRN 001457C

Date: 30 May, 2018  
Place: Indore

**CA M.K Badjatya**  
Partner  
ICAI MNO 070578

### **Annexure - B to the Independent Auditors' Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Available Finance Limited** ("the Company") as of 31<sup>st</sup> March 2018 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.



**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Statutory Auditors  
**For Mahendra Badjatya & Co**  
Chartered Accountants  
ICAI FRN 001457C

Date: 30 May, 2018  
Place: Indore

**CA M.K Badjatya**  
Partner  
ICAI MNO 070578

<b>STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018</b>			
(Amount in ₹)			
Particulars	Note No.	2017-18	2016-17
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	"1"	102037000	102037000
(b) Reserves and Surplus	"2"	49298576	63323563
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	"3"	19964669	17984557
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	"4"	54740019	54658960
(b) Other Current Liabilities	"5"	949742	1769848
<b>Total</b>		<b>226990006</b>	<b>239773928</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	"6"	8974	10019
(b) Non-Current Investments	"7"	162858052	162858052
(c) Long-Term Loans and Advances	"8"	3197493	4819738
<b>(2) Current Assets</b>			
(a) Cash and Cash Equivalents	"9"	144267	160203
(b) Short-Term Loans and Advances	"10"	59803143	70877055
(c) Other Current Assets	"11"	978077	1048361
<b>Total</b>		<b>226990006</b>	<b>239773928</b>
<b>III. CONTINGENT LEABILITIES &amp; COMMITMENTS</b>	<b>"17 B (2)"</b>	<b>As per Note 17 B (2)</b>	
Significant Accounting Policies and Additional Notes on Accounts Forming an Intergral part of These Financial Statements	<b>"17"</b>		
<b>For and on behalf of Board of Directors</b>			
Sd/-			
<b>Rajendra Sharma</b>			
<b>(Whole Time Director &amp; CEO)</b>			
(DIN - 00981139)			
Sd/-			
<b>Priyanka Jha</b>			
<b>(Director)</b>			
(DIN - 07347415)			
Sd/-			
<b>Rakesh Sahu</b>			
<b>(Chief Financial Officer)</b>			
Sd/-			
<b>(CS Usha Jaswani)</b>			
<b>(Company Secretary)</b>			
ACS : 42007			
Date: 30 May, 2018			
Place: Indore			
		As per our report of even date Attached	
		<b>Statutory Auditors</b>	
		<b>FOR: MAHENDRA BADJATYA &amp; CO.</b>	
		<b>CHARTERED ACCOUNTANTS</b>	
		<b>ICAI FRN 001457C</b>	
		Sd/-	
		<b>CA M.K BADJATYA</b>	
		<b>PARTNER</b>	
		<b>ICAI MNO 070578</b>	

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018**  
(Amount in ₹)

Particulars	Note No.	2017-18	2016-17
<b>INCOME</b>			
Revenue From Operations	"12"	9668262	19483606
Other Income	"13"	115659	421680
<b>Total Revenue</b>		<b>9783921</b>	<b>19905286</b>
<b>EXPENSES</b>			
Finance Costs	"14"	7560764	14965592
Employee Benefit Expenses	"15"	945823	929395
Depreciation	"6"	1045	466654
Other Expenses	"16"	15524504	1297446
Provision on Standard Assets		(27754)	(289736)
<b>Total Expenses</b>		<b>24004382</b>	<b>17369351</b>
<b>Profit Before Tax</b>		<b>(14220461)</b>	<b>2535935</b>
Tax expense:			
(1) Current tax		0	900000
(2) Excess Provision of Income tax written back		(195474)	(74030)
<b>Profit for the Year</b>		<b>(14024987)</b>	<b>1709965</b>
Earning per equity share per ₹ 10 each:			
(1) Basic (₹)		(1.37)	0.17
(2) Diluted (₹)		(1.37)	0.17

Significant Accounting Policies and Additional Notes on Accounts Forming an Intergral part of These Financial Statements

"17"

**For and on behalf of Board of Directors**

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

Sd/-  
**Priyanka Jha**  
(Director)  
(DIN - 07347415)

Sd/-  
**CS Usha Jaswani**  
(Company Secretary)  
ACS : 42007

Sd/-  
**Rakesh Sahu**  
(Chief Financial Officer)

As per our report of even date Attached  
**Statutory Auditors**  
**FOR: MAHENDRA BADJATYA & CO.**  
**CHARTERED ACCOUNTANTS**  
ICAI FRN 001457C

Place: Indore  
Date : 30 May, 2018

Sd/-  
**CA M.K BADJATYA**  
**PARTNER**  
ICAI MNO 070578

<b>STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2018</b> (Amount in ₹)		
PARTICULARS	2017-18	2016-17
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	(14220461)	2535935
<b>Add : Adjustment for</b>		
Depreciation	1045	466654
<b>Item Considered Separately</b>		
Dividend Income	0	0
Profit on sale of Asset	0	(244053)
<b>Operating Profit before Working Capital Changes</b>	<b>(14219416)</b>	<b>2758536</b>
<b>Add: Adjustment for Change in Working Capital</b>		
Decrease/(Increase) in Short term Loans & Advances	11073912	115604882
Increase/(Increase) in Other Current Assets	70284	1336623
	11144196	116941505
<b>Less: Adjustment for Change in Working Capital</b>		
Increase/(Decrease) in Long term Loans & Advances	(1622245)	1504160
Decrease/(Increase) in Short term borrowings	(81059)	93952672
Decrease/(Increase) in Other Current liabilities	820105	1053149
Decrease/(Increase) in Long term borrowings	(1980112)	23990846
	(2863311)	120500828
<b>Cash Generated from Operations before Tax</b>	<b>(211909)</b>	<b>(800787)</b>
Direct Taxes	195473	(825970)
<b>Net Cash Inflow/(outflow) from Operating Activities [A]</b>	<b>(16436)</b>	<b>(1626757)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase/Sale of Fixed Assets	0	1500000
Dividend Income	0	0
<b>Net Cash Inflow/(outflow) from Investing Activities [B]</b>	<b>0</b>	<b>1500000</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>Net Cash Inflow from Financing Activities [C]</b>	<b>0</b>	<b>0</b>
Net Decrease in Cash & Cash Equivalents (A+B+C)	(16436)	(126757)
Cash & Cash Equivalents at the Beginning of the Year	160703	287460
Cash & Cash Equivalents at the Close of the Year	<b>144267</b>	<b>160703</b>

**For and on behalf of Board of Directors**

As per our report of even date Attached  
**Statutory Auditors**  
**FOR: MAHENDRA BADJATYA & CO.**  
**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**

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

Sd/-  
**Priyanka Jha**  
(Director)  
(DIN - 07347415)

Sd/-  
**CS Usha Jaswani**  
(Company Secretary)  
(ACS : 42007)

Sd/-  
**Rakesh Sahu**  
(Chief Financial Officer)

Sd/-  
**CAM.K BADJATYA**  
**PARTNER**  
**ICAI MNO 070578**

Place: Indore  
Date : 30 May, 2018

**NOTE - 1****SHARE CAPITAL**

(Amount in ₹)

Particulars	2017-18		2016-17	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of ₹ 10 each	10500000	105000000	10500000	105000000
<b>Issued, 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>

Note:- The Company has only one class of Shares i.e. Equity Share. Each Equity Share is entitled for one vote.

Reconciliation of the number of Shares outstanding at the beginning of the year and at the end of the year.

Particulars	2017-18		2016-17	
	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

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

Name of Shareholder	2017-18		2016-17	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Archana Coal Pvt. Ltd.	5889946	57.72	5889946	57.72
Vandana Tayal	540600	5.30	540600	5.30

**Disclosure as to Holding Company**

By virtue of holding of more than 50% share capital of the company, Archana Coal Pvt Ltd has become Holding Company (Parent Company) of Available Finance Ltd.

Name of Holding Co	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Archana Coal Pvt. Ltd.	5889946	57.72	5889946	57.72

**NOTE - 2****RESERVES AND SURPLUS**

(Amount in ₹)

Particulars	2017-18	2016-17
<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. NBFC Reserves</b> Balance as per last year	5835880	5493887
Add: Transferred From P&L A/c during the year	0	341993
Closing Balance	<b>5835880</b>	<b>5835880</b>

(Amount in ₹)		
Particulars	2017-18	2016-17
<b>d. Surplus in the statement of Profit and Loss</b>		
Balance as per Last Financial Statement	27615183	26247211
Add: Net Profit for the year	(14024987)	1709965
Less: Appropriations		
Transfer to NBFC Reserves	0	341993
Closing Balance	<b>13590196</b>	<b>27615183</b>
<b>Total (a+b+c+d)</b>	<b>49298576</b>	<b>63323563</b>
<b>NOTE - 3</b>		
<b>LONG TERM BORROWINGS</b>		
(Amount in ₹)		
Particulars	2017-18	2016-17
<b>Unsecured</b>		
Inter Corporate Loans (Including interest amount of ₹ 1627410 (PY ₹ 1334557))	19964669	17984557
<b>Total</b>	<b>19964669</b>	<b>17984557</b>
<b>NOTE - 4</b>		
<b>SHORT TERM BORROWINGS</b>		
Particulars	2017-18	2016-17
<b>Unsecured</b>		
Inter Corporate Loans		
- From Related Concern (Including interest amount of ₹ 1942187 (PY ₹ 9637733))	1947968	38758960
- From Others (Including interest amount of ₹ 3991167 (PY ₹ 1334557))	52792050	15900000
<b>Total</b>	<b>54740019</b>	<b>54658960</b>
<b>NOTE - 5</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Particulars	2017-18	2016-17
Outstanding Liabilities for Expenses		
- Statutory	765477	1537948
- General (Including Related paraty transaction amount of ₹ 110973 (PY ₹ Nil))	184265	231900
<b>Total</b>	<b>949742</b>	<b>1769848</b>

Particulars		Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1/04/2017	Additions	Deductions	Balance as at 31/03/2018	Balance upto 1/04/2017	Depreciation charged for the year	Adjustment	Balance upto 31/03/2018	Balance as at 31/03/2018	Balance as at 31/03/2017
a)	<u>Tangible Assets</u>										
1	Furniture and Fixtures	75142	0	0	75142	71385	0	0	71385	3757	3757
2	Computer	42450	0	0	42450	40328	0	0	40328	2122	2122
3	Mobile	5500	0	0	5500	1360	1045	0	2405	3095	4140
	Current Year ₹	123092	0	0	123092	113073	1045	0	114118	8974	10019
	Previous Year ₹	4791754	0	4668662	123092	3059134	466654	3412715	113073	10019	1732620

NOTE -6

FIXED ASSETS

(Amount in ₹)

<b>NOTE - 7</b>					
<b>NON-CURRENT INVESTMENTS</b>					
(Amount in ₹)					
Particulars	FACE VALUE	NO.OF SHARES		Amount	
		2017-18	2016-17	2017-18	2016-17
<b>I. UNDER D-MAT MODE</b>					
<b>A) Quoted Equity Shares</b>					
Ad-Manum Finance Ltd. (Related concern)	10	270110	270110	1138816	1138816
Kay Vee Aar Ltd.	10	15000	15000	357406	357406
<b>TOTAL (I)</b>				<b>1496222</b>	<b>1496222</b>
<b>II. UN-QUOTED EQUITY SHARE (In Physical Mode)</b>					
<b>A) In Associates</b>					
Agarwal Coal Corporation pvt Ltd.	10	800000	800000	50000000	50000000
Agarwal Transport Corporation Pvt Ltd.	10	350000	350000	29750000	29750000
Agarwal Fuel Corporation Pvt. Ltd.	10	148750	148750	25300000	25300000
<b>B) In Others</b>					
Sanjana Cold Storage Pvt Ltd	10	144000	144000	3600000	3600000
Gourisut Vyappar Pvt Ltd	10	912	912	70042	70042
Shradha Vanijya Pvt Ltd	10	960	960	72374	72374
Natraj Vanijya Pvt. Ltd	10	912	912	71420	71420
Jagdamba Enclave Pvt Ltd	10	840	840	81556	81556
<b>TOTAL (II)(A+B)</b>				<b>108945392</b>	<b>108945392</b>
<b>III. Project Participation Investment</b>					
(Agarwal Real City Pvt. Ltd. - Related Party) Refer Note No. 17(B)(9)				52416438	52416438
<b>TOTAL III</b>				<b>52416438</b>	<b>52416438</b>
<b>GRAND TOTAL (I + II + III)</b>				<b>162858052</b>	<b>162858052</b>
Aggregate Cost Of Quoted Investment ₹				1496222	1496222
Aggregate Cost of Unquoted Investment ₹				161361830	158945392
Aggregate Market Value Of Quoted Investment ₹				<b>7633580</b>	<b>7349965</b>
<b>NOTE - 8</b>					
<b>LONG-TERM LOANS AND ADVANCES</b>					
(Amount in ₹)					
Particulars	2017-18	2016-17			
Unsecured, Considered good unless otherwise Stated					
a. Deposits & Advance recoverable in cash or in kind or for value to be received	4000	3000			
b. Balances with Income Tax Authority	-	-			
Under protest	1949658	2378178			
Income tax refundable	1243835	2438560			
<b>Total</b>	<b>3197493</b>	<b>4819738</b>			



**NOTE - 9****CASH AND CASH EQUIVALENTS**

(Amount in ₹)

Particulars	2017-18	2016-17
a. Balances with Banks		
In Current account with Schedule Banks	115566	121843
b. Cash on Hand	28701	38860
<b>Total</b>	<b>144267</b>	<b>160703</b>

**NOTE - 10****SHORT TERM LOANS & ADVANCES**

Particulars	2017-18	2016-17
<b>Unsecured, Considered good unless otherwise Stated</b>		
Inter Corporate loans	59953026	71054692
Less : Provision On Standard Assets	149883	177637
<b>Total</b>	<b>59803143</b>	<b>70877055</b>

**NOTE - 11****OTHER CURRENT ASSETS**

Particulars	2016-17	2015-16
Prepaid Expenses	11250	0
TDS Receivable	966827	1948361
Less: Provision for Income Tax	0	900000
<b>Total</b>	<b>978077</b>	<b>1048361</b>

**NOTE - 12****REVENUE FROM OPERATIONS**

Particulars	2017-18	2016-17
<b>Income from Finance Activities</b>		
Interest on Loans		
- From Related Parties	0	3881170
- From Others	9668262	15602436
<b>Total</b>	<b>9668262</b>	<b>19483606</b>

**NOTE - 13****OTHER INCOME**

Particulars	2017-18	2016-17
Other Misc. Income	51000	0
Interest on Income Tax Refund	64659	177627
Profit on sale of Asset	0	244053
<b>Total</b>	<b>115659</b>	<b>421680</b>

**NOTE-14****FINANCE COSTS**

Particulars	2017-18	2016-17
<b>Interest Expenses</b>		
To Related Parties	1942187	9637733
To Others	5618577	5325077
<b>Total</b>	<b>7560764</b>	<b>14965592</b>

**NOTE-15****EMPLOYEE BENEFIT EXPENSES**

(Amount in ₹)

Particulars	2017-18	2016-17
Salaries, Bonus and Incentives		
- Director	607275	590861
- Others	338548	338534
<b>Total</b>	<b>945823</b>	<b>929395</b>

**NOTE-16****OTHER EXPENSES**

Particulars	2017-18	2016-17
Advertisement	29376	23068
Annual Listing Fee	287500	229000
Audit Fees {Refer Note No. 18(B)(4)}	83500	143750
Bank Charges	707	2782
Bad debts written off	14644696	0
Car Insurance	0	53944
Computer Maintenance	3540	3899
Director Sitting Fees	26000	28000
Legal & Professional Charges	235074	399726
Office Rent		
-Related Party	92916	70000
-Other	0	82740
Office General Expenses	7628	17439
Registration & Filing Fees	17217	17608
Stationeries & Printing	39907	49050
Telephone & Postage	12443	11248
Vehicle Running Expenses	44000	167974
<b>Total</b>	<b>15524504</b>	<b>1297446</b>

**NOTE - 17****SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS:****(A) SIGNIFICANT ACCOUNTING POLICIES:****1. CORPORATE INFORMATION:**

Available Finance Limited (The company) is a company limited by shares and is domiciled in India. The company's registered office is at "Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore – 452003 (M.P.), India. The company is primarily engaged in business of Non banking finance. Its equity shares are listed in India on Bombay stock Exchange (BSE).

**2. BASIS OF ACCOUNTING:**

These Financial Statements have been prepared in accordance with generally accepted accounting principles and specified standards in India under the historical cost convention generally on accrual basis and in accordance with applicable accounting standards as prescribed U/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 along with the applicable guidelines issued by Reserve Bank of India ("RBI") from time to time.

**3. REVENUE RECOGNITION**

The company follows the mercantile system of accounting and recognizes incomes and expenditures consistently on accrual basis except interest on NPA asset.

**4. USE OF ESTIMATES:**

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumption that affect reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

**5. FIXED ASSETS:**

Fixed assets are stated at cost less accumulated depreciation.

**6. DEPRECIATION:**

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule II part C of the Companies Act, 2013, and accordingly the depreciation is charged on straight line method basis.

**7. RECOGNITION OF NPA:**

Non Performing Assets (NPA), if any, is recognized as per the prudential norms of NBFC Rules and Regulations of Reserve Bank of India.

**8. INVESTMENTS:**

Investments classified as Long Term Investments are stated at cost. Adequate provision against diminution in the value of Investment is made wherever applicable.

**9. TAXATION:**

Provision for current tax, if any, is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961. Deferred tax liability is calculated and provided, if any, in accordance with AS-22, deferred tax asset, if any, is ignored as a matter of prudence.

**10. CONTINGENT LIABILITIES:**

Contingent liabilities as defined in the accounting standards 29 on "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes on accounts. Disclosure is not made if the possibilities of the future economic benefit/obligations, claims are remote. Provision is made if it is probable that an outflow of future economic benefit/ claims will be required to settle the obligation.

**11. SEGMENT REPORTING:**

The company operates only in the financial services therefore there is no reportable segment.

**(B) ADDITIONAL NOTES ON ACCOUNTS**

1. Notes 1 to 17 referred herein above forms an integral part of these Financial Statements.

**2. CONTINGENT LIABILITIES:**

Disputed demand of Income-tax pending appeals amounting to 8385980/- (PY 6698130/-) against which an amount of 3251098/- (PY 1000000/-) paid under protest but not provided for.

**3. DEFERRED TAX LIABILITY AS PER AS-22**

Particulars	2017-18 (₹)	2016-17 (₹)
WDV as per Company Law	8974	10019
Less:- WDV as Per Income Tax	4322	5330
A. Timing difference in WDV of fixed asset as per Income Tax & Financial Books	4652	4689
B. Provision for NPA	1307028	177637
Deferred tax (Asset) [A-B]@ Tax effect	(335362)*	(53441)*

\*Deferred tax asset of 335362 (PY 53441) is ignored as a matter of prudence.

**4. AUDITOR'S REMUNERATION : (EXCLUDING SERVICE TAX)**

Particulars	2017-18 (₹)	2016-17 (₹)
Statutory Audit fees (Excluding Service tax)	60000	65000
Tax Audit Fees (Excluding Service tax)	10000	10000
Certification and other charges (Including tax)	13500	68750
<b>Total</b>	<b>83500</b>	<b>143750</b>

**5. RELATED PARTY TRANSACTION : AS PER ACCOUNTING STANDARD – 18**

The information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.

**Names of related parties:**1. Key management personnel :-

S.No	Name of KMP	Designation of KMP
1	Mr. Rajendra Sharma	Whole Time Director & Chief Executive Officer (CEO)
2	Mrs. Priyanka Jha	Woman Director
3	Mr. Yogendra Narsingh Shukla	Director
4	Mrs. Neelam Sharma	Woman Director
5	Mr. Rakesh Sahu	Chief Financial Officer (CFO)
6	Miss Usha Jaswani	Company Secretary (CS)

2. Relative(s) of Key management Personnel :- NA3. Holding Company: - Archana Coal Pvt. Ltd.4. Associates

S.No	Name of Associate	% Holding
1	Agarwal Coal Corporation Pvt Ltd	27.85%
2	Agarwal Fuel Corporation Pvt Ltd	30.23%
3	Agarwal Transport Corporation Pvt Ltd	36.22%

**Transactions with related parties for the year ended 31/03/18 (Transaction have taken place on arm's length basis)**

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
SHRI RAJENDRA SHARMA	WHOLE TIME DIRECTOR & CEO	REMUNERATION & BONUS	607275	-
SHRI RAKESH SHAHU	CFO	REMUNERATION	120000	-
MISS USHA JASWANI	CS	REMUNERATION	218548	-
SHRI YOGENDRA N. SHUKLA	DIRECTOR	DIRECTOR'S SITTING FEES	8000	-
SMT. NEELAM SHARMA	DIRECTOR	DIRECTOR'S SITTING FEES	6000	-
MS. PRIYANKA JHA	DIRECTOR	DIRECTOR'S SITTING FEES	12000	-
MR. VINOD KUMAR AGARWAL	RELATED PARTY	RENT	92916	-

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
AD-MANUM FINANCE LTD. (Liability)	RELATED CONCERN	UNSECURED LOAN TAKEN	7150000	1947968
		UNSECURED LOAN REPAYED	37035000	
		INTEREST	1942187	
		INVESTMENT	-	1138816

**6. BASIC AND DILUTED EPS :**

Particulars	2017-18 (₹)	2016-17 (₹)
Net (Loss)/Profit attributable to equity shareholders	14024982	1709965
Number of equity shares issued (basic)	10203700	10203700
Number of equity shares issued (Weighted)	10203700	10203700
<b>Basic and Diluted earnings per share</b>	(1.37)	0.17

7. The Company is holding more than 20% Equity Shares in Agarwal Coal Corporation Pvt. Ltd. (27.85%), Agarwal Fuel Corporation Pvt. Ltd. (30.23%) & Agarwal Transport Corporation Pvt. Ltd. (36.22%) and are therefore Associate companies within the meaning of section 2(6) of the Companies Act, 2013 and as per AS - 23. Accordingly as per AS - 21 the consolidated financial statements shall be separately prepared.
8. The company is a subsidiary within the meaning of section 2(87) of the Companies Act, 2013 of Archana Coal Pvt. Ltd. holding 57.72% (PY 57.72%) equity shares of the company.
9. Investment in the project participatory contribution of Agarwal Real City Pvt. Ltd., a related party was made on 28/05/2014 and which was due for maturity with an amount of 30% compensation on 31st March, 2018. The same is further extended for a period of three years i.e. up to 31/03/2021 with additional compensation of 8% p.a. on original contribution amount it is resulting in to increase in compensation from 30% to 54%. All other terms and condition will remain same.
10. As per the information on records, the company does not have any overdue outstanding to micro and small scale industrial enterprises under MSMED Act, 2006.

**11. Directors Remuneration**

The company has paid director's remuneration as per the provisions of schedule V to the companies act, 2013 and complied all the provisions of the said act.

The Breakup of remuneration is as under :

S.no	Name of Director	Nature of payment	Amount (₹)
1	Rajendra Sharma Salary & Allowance	607275/-	(PY590861/-)

12. Balances of sundry debtors and loans & advances are subject to respective consent, confirmations, reconciliation and consequential adjustment, if any
13. In accordance with AS-13 the long term investments held by the company are to be carried at cost. All the investments of the Company have been considered by the management to be of long-term nature.
14. The company has identified doubtful debt of 1.33/-Crores (PY Nil) against which made a NPA Provision of ' 26.69 /- Lacs (PY Nil) as per prudential norms of RBI Act and rules.
15. Company has sold one car to Ad- Manum finance Ltd. (related party) amount to 15 lacs, but there is pending transfer in the name of Buyer.
16. Previous year's figures have been regrouped, rearranged and recast wherever necessary.
17. Additional information pursuant to the provisions of Part – II of schedule III to the Companies Act, 2013 are - NIL
18. Figures are rounded off to the nearest multiple of a {Rupee}.
19. According to AS - 3 the desired Cash flow statement is enclosed herewith.

**For and on behalf of Board of Directors**

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

Sd/-  
Priyanka Jha  
(Director)  
(DIN - 07347415)

As per our report of even date Attached  
**Statutory Auditors**  
**FOR: MAHENDRA BADJATYA & CO.**  
**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**

Sd/-  
CS Usha Jaswani  
ACS : 42007  
(Company Secretary)

Sd/-  
Rakesh Sahu  
(Chief Financial Officer)

Sd/-  
CAM.K BADJATYA  
PARTNER  
ICAI MNO 070578

Place: Indore  
Date : 30 May, 2018

## INDEPENDENT AUDITOR'S REPORT

**TO  
THE MEMBERS OF  
AVAILABLE FINANCE LIMITED  
REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying Consolidated financial statements of **Available Finance Limited** (‘the Holding Company’), and its associate (collectively referred to as “the Company” or “the Group”), comprising of the consolidated balance sheet as at 31<sup>st</sup> March 2018, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

### **MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (“The Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated 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 consolidated financial statements.

### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 the consolidated state of affairs of the Group as at 31<sup>st</sup> March 2018 and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
- (c) The consolidated balance sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March 2018 taken on records by the Board of Directors of the Holding Company, none of the directors of Holding Company and its Associates is disqualified as on 31<sup>st</sup> March 2018 from being appointed as a director in terms of section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**", which is based on the auditor's report of the holding company and its associate; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on consolidated financial position of the holding company in these consolidated financial statements - Refer Note 17(B)(1).
  - ii. Subject to the additional notes on accounts, the Holding Company and its associates has made adequate provision as at 31<sup>st</sup> March 2018, as required under the applicable law or accounting standards, for material foreseeable losses acknowledged by the Holding company and its associate, if any, on long-term contracts including derivative contracts.
  - iii. There is no amount, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate.

Statutory Auditors  
**FOR: MAHENDRA BADJATYA & CO**

**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**

Sd/-  
**CA M.K BADJATYA**  
**PARTNER**  
**ICAI MNO 070578**

**PLACE: INDORE**  
**DATE: 30 July, 2018**



**Annexure - A to the Independent Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Available Finance Limited** ("the Holding Company") and its associate as on 31<sup>st</sup> March 2018 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The respective Board of Directors of the Holding Company and its associates are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves, performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion to the best of our information and according to the explanation given to us, the Holding Company and its associates have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Statutory Auditors  
**FOR: MAHENDRA BADJATYA & CO**

**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**

Sd/-  
**CA M.K BADJATYA**  
**PARTNER**  
**ICAI MNO 070578**

**PLACE: INDORE**  
**DATE: 30 July, 2018**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018** (Amount in ₹)

Particulars	Note No.	2017-18	2016-17
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	"1"	102037000	102037000
(b) Reserves and Surplus	"2"	2077744575	1718234735
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	"3"	19964669	17984557
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	"4"	54740019	54658960
(b) Other Current Liabilities	"5"	949742	1769848
<b>Total</b>		<b>2255436005</b>	<b>1894685100</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	"6"	8974	10019
(b) Non-Current Investments	"7"	2191303677	1817769224
(c) Long-Term Loans and Advances	"8"	3197493	4819738
<b>(2) Current Assets</b>			
(a) Cash and Cash Equivalents	"9"	144641	160703
(b) Short-Term Loans and Advances	"10"	59803143	70877055
(c) Other Current Assets	"11"	978077	1048361
<b>Total</b>		<b>2255436005</b>	<b>1894685100</b>
<b>III. CONTINGENT LEABILITIES &amp; COMMITMENTS</b>	<b>"17 B (2)"</b>	<b>As per Note 17 B (2)</b>	

Significant Accounting Policies and Additional Notes on Accounts Forming an Integral part of These Financial Statements

"17"

**For and on behalf of Board of Directors**

Sd/-

**Rajendra Sharma**  
(Whole Time Director)  
(DIN - 00981139)

Sd/-

**Priyanka Jha**  
(Director)  
(DIN - 07347415)

Sd/-

**Rakesh Sahu**  
(Chief Financial Officer)

Sd/-

**(CS Ajay Sodani)**  
(Company Secretary)  
ACS : 54967

Place: Indore

Date : 30 July, 2018

As per our report of even date Attached  
**Statutory Auditors**  
**FOR: MAHENDRA BADJATYA & CO.**  
**CHARTERED ACCOUNTANTS**  
ICAI FRN 001457C

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**  
(Amount in ₹)

Particulars	Note No.	2017-18	2016-17
<b>INCOME</b>			
Revenue From Operations	"12"	9668262	19483606
Other Income	"13"	115659	421680
<b>Total Revenue</b>		<b>9783921</b>	<b>19905286</b>
<b>EXPENSES</b>			
Finance Costs	"14"	7560764	14962810
Employee Benefit Expenses	"15"	945823	929395
Depreciation	"6"	1045	466654
Other Expenses	"16"	15524130	1300228
Provision on Standard Assets		(27754)	(289736)
<b>Total Expenses</b>		<b>24004008</b>	<b>17369351</b>
<b>(Loss)/Profit Before Tax</b>		<b>(14220087)</b>	<b>2535935</b>
Tax expense:			
(1) Current tax		0	900000
(2) Excess Provision of Income tax written back		(195474)	(74030)
<b>(Loss)/Profit for the Year</b>		<b>(14024613)</b>	<b>1709965</b>
Add: Share in Profit of Associate		<b>455530638</b>	<b>298451584</b>
<b>Consolidated Profit For the Year</b>		<b>441506025</b>	<b>300161549</b>
Earning per equity share per ₹ 10 each:			
(1) Basic (₹)		43.27	29.42
(2) Diluted (₹)		43.27	29.42

Significant Accounting Policies and Additional Notes on Accounts Forming an Intergral part of These Financial Statements

"17"

**For and on behalf of Board of Directors**

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

Sd/-  
**Priyanka Jha**  
(Director)  
(DIN - 07347415)

As per our report of even date Attached  
**Statutory Auditors**  
**FOR: MAHENDRA BADJATYA & CO.**  
**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**

Sd/-  
**CS Ajay Sodani**  
(Company Secretary)  
(ACS: 54967)

Sd/-  
**Rakesh Sahu**  
(Chief Financial Officer)

Place: Indore  
Date : 30 July, 2018

Sd/-  
**CA M.K BADJATYA**  
**PARTNER**  
**ICAI MNO 070578**

**NOTE - 1****SHARE CAPITAL**

(Amount in ₹)

Particulars	2017-18		2016-17	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of ₹ 10 each	10500000	105000000	10500000	105000000
<b>Issued, 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>

Note:- The Company has only one class of Shares i.e. Equity Share. Each Equity Share is entitled for one vote.

Reconciliation of the number of Shares outstanding at the beginning of the year and at the end of the year.

Particulars	2017-18		2016-17	
	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

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

Name of Shareholder	2017-18		2016-17	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Archana Coal Pvt. Ltd.	5889946	57.72	5889946	57.72
Vandana Tayal	540600	5.30	540600	5.30

**Disclosure as to Holding Company**

By virtue of holding of more than 50% share capital of the company, Archana Coal Pvt Ltd has become Holding Company (Parent Company) of Available Finance Ltd.

Name of Holding Co	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Archana Coal Pvt. Ltd.	5889946	57.72	5889946	57.72

**NOTE - 2****RESERVES AND SURPLUS**

(Amount in ₹)

Particulars	2017-18	2016-17
<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
Add: Share in Security Premium (Associate Companies)	71641833	71641833
	<b>85692333</b>	<b>85692333</b>
<b>c. NBFC Reserves</b>		
Balance as per last year	5835880	5493887
Add: Transferred From P&L A/c during the year	0	341993
Closing Balance	<b>5835880</b>	<b>5835880</b>

(Amount in ₹)		
Particulars	2017-18	2016-17
<b>d. Surplus in the statement of Profit and Loss</b>		
Balance as per Last Financial Statement	27615183	26247211
Add: Net Profit for the year	441506025	300161549
Less: Appropriations		
Transfer to NBFC Reserves	0	(341993)
Add: Share in revenue profit (assosiate company)	1501273154	1284817756
Closing Balance	<b>1970394362</b>	<b>1610884522</b>
<b>Total (a+b+c+d)</b>	<b>2077744575</b>	<b>1718234735</b>

**NOTE - 3****LONG TERM BORROWINGS**

(Amount in ₹)

Particulars	2017-18	2016-17
<b>Unsecured</b>		
Inter Corporate Loans (Including interest amount of ₹ 1627410 (PY ₹ 1334557))	19964669	17984557
<b>Total</b>	<b>19964669</b>	<b>17984557</b>

**NOTE - 4****SHORT TERM BORROWINGS**

Particulars	2017-18	2016-17
<b>Unsecured</b>		
Inter Corporate Loans		
- From Related Concern (Including interest amount of ₹ 1942187 (PY ₹ 9637733))	1947968	38758960
- From Others (Including interest amount of ₹ 3991167 (PY ₹ 1334557))	52792050	15900000
<b>Total</b>	<b>54740019</b>	<b>54658960</b>

**NOTE - 5****OTHER CURRENT LIABILITIES**

Particulars	2017-18	2016-17
Outstanding Liabilities for Expenses		
- Statutory	765477	1537948
- General (Including Related paraty transaction amount of ₹ 110973 (PY ₹ Nil))	184265	231900
<b>Total</b>	<b>949742</b>	<b>1769848</b>

Particulars		Gross Block			Accumulated Depreciation			Net Block			
		Balance as at 1/04/2017	Additions	Deductions	Balance as at 31/03/2018	Balance upto 1/04/2017	Depreciation charged for the year	Adjustment	Balance upto 31/03/2018	Balance as at 31/03/2018	Balance as at 31/03/2017
a)	<u>Tangible Assets</u>										
1	Furniture and Fixtures	75142	0	0	75142	71385	0	0	71385	3757	3757
2	Computer	42450	0	0	42450	40328	0	0	40328	2122	2122
3	Mobile	5500	0	0	5500	1360	1045	0	2405	3095	4140
	Current Year ₹	123092	0	0	123092	113073	1045	0	114118	8974	10019
	Previous Year ₹	4791754	0	4668662	123092	3059134	466654	3412715	113073	10019	1732620

NOTE -6

FIXED ASSETS

(Amount in ₹)

<b>NOTE - 7</b>		(Amount in ₹)			
<b>NON-CURRENT INVESTMENTS</b>					
<b>I. Investment in Equity Instruments</b>		<b>2017-18</b>		<b>2016-17</b>	
<b>Investment In Associates</b>					
Share in Net Assets		69597843		41870266	
Add : Goodwill on consolidation		<b>35452157</b>		<b>63179734</b>	
<b>Equity Investment in Associate at cost</b>		105050000		105050000	
Add : Share in Profit\Reserves of Associates		2028445625	<b>2133495625</b>	1654911172	<b>1759961172</b>
<b>II. Investment in Equity Instruments of Other Companies</b>		(Amount in ₹)			
Particulars	FACE VALUE	NO.OF SHARES		Amount	
		2017-18	2016-17	2017-18	2016-17
<b>A. UNDER D-MAT MODE</b>					
<b>Quoted Equity Shares</b>					
Ad-Manum Finance Ltd. (Related concern)	10	<b>270110</b>	270110	<b>1138816</b>	1138816
Kay Vee Aar Ltd.	10	<b>15000</b>	15000	<b>357406</b>	357406
<b>TOTAL (I)</b>				<b>1496222</b>	<b>1496222</b>
<b>B. IN PHYSICAL MODE (UN-QUOTED EQUITY SHARE)</b>					
Sanjana Cold Storage Pvt Ltd	10	<b>144000</b>	144000	<b>3600000</b>	3600000
Gourisut Vyappar Pvt Ltd	10	<b>912</b>	912	<b>70042</b>	70042
Shradha Vanijya Pvt Ltd	10	<b>960</b>	960	<b>72374</b>	72374
Natraj Vanijya Pvt. Ltd	10	<b>912</b>	912	<b>71420</b>	71420
Jagdamba Enclave Pvt Ltd	10	<b>840</b>	840	<b>81556</b>	81556
<b>TOTAL (B)</b>				<b>3895392</b>	<b>3895392</b>
<b>TOTAL (A+B=II)</b>				<b>5391614</b>	<b>5391614</b>
<b>III. Project Participation Investment</b>					
(Agarwal Real City Pvt. Ltd. - Related Party) Refer Note No. 17(B)(9)				52416438	52416438
<b>TOTAL III</b>				<b>52416438</b>	<b>52416438</b>
<b>GRAND TOTAL (I+II+III)</b>				<b>2191303677</b>	<b>1817769224</b>
Aggregate Cost Of Quoted Investment ₹				1496222	1496222
Aggregate Market Value Of Quoted Investment ₹				<b>7633580</b>	<b>7349965</b>
<b>NOTE - 8</b>		(Amount in ₹)			
<b>LONG-TERM LOANS AND ADVANCES</b>					
Particulars		<b>2017-18</b>		<b>2016-17</b>	
Unsecured, Considered good unless otherwise Stated					
a. Deposits & Advance recoverable in cash or in kind or for value to be received		4000		3000	
b. Balances with Income Tax Authority		-		-	
Under protest		1949658		2378178	
Income tax refundable		1243835		2438560	
<b>Total</b>		<b>3197493</b>		<b>4819738</b>	



**NOTE - 9****CASH AND CASH EQUIVALENTS**

Particulars	2017-18	2016-17
a. Balances with Banks In Current account with Schedule Banks	115940	121843
b. Cash on Hand	28701	38860
<b>Total</b>	<b>144641</b>	<b>160703</b>

**NOTE - 10****SHORT TERM LOANS & ADVANCES**

Particulars	2017-18	2016-17
<b>Unsecured, Considered good unless otherwise Stated</b>		
Inter Corporate loans	59953026	71054692
Less : Provision On Standard Assets	149883	177637
	59803143	70877055
<b>Total</b>	<b>59803143</b>	<b>70877055</b>

**NOTE - 11****OTHER CURRENT ASSETS**

Particulars	2016-17	2015-16
Prepaid Expenses	11250	0
TDS Receivable	966827	1948361
Less: Provision for Income Tax	0	900000
<b>Total</b>	<b>978077</b>	<b>1048361</b>

**NOTE - 12****REVENUE FROM OPERATIONS**

Particulars	2017-18	2016-17
<b>Income from Finance Activities</b>		
Interest on Loans		3881170
- From Related Parties	0	
- From Others	9668262	15602436
<b>Total</b>	<b>9668262</b>	<b>19483606</b>

**NOTE - 13****OTHER INCOME**

Particulars	2017-18	2016-17
Other Misc. Income	51000	0
Interest on Income Tax Refund	64659	177627
Profit on sale of Asset	0	244053
<b>Total</b>	<b>115659</b>	<b>421680</b>

**NOTE-14****FINANCE COSTS**

Particulars	2017-18	2016-17
<b>Interest Expenses</b>		
To Related Parties	1942187	9637733
To Others	5618577	5325077
<b>Total</b>	<b>7560764</b>	<b>14962810</b>

**NOTE-15**  
**EMPLOYEE BENEFIT EXPENSES** (Amount in ₹)

Particulars	2017-18	2016-17
Salaries, Bonus and Incentives		
- Director	607275	590861
- Others	338548	338534
<b>Total</b>	<b>945823</b>	<b>929395</b>

**NOTE-16**

**OTHER EXPENSES**

Particulars	2017-18	2016-17
Advertisement	29376	23068
Annual Listing Fee	287500	229000
Audit Fees {Refer Note No. 18(B)(4)}	83500	143750
Bank Charges	333	2782
Bad debts written off	14644696	0
Car Insurance	0	53944
Computer Maintenance	3540	3899
Director Sitting Fees	26000	28000
Legal & Professional Charges	235074	399726
Office Rent		
-Related Party	92916	70000
-Other	0	82740
Office General Expenses	7628	17439
Registration & Filing Fees	17217	17608
Stationeries & Printing	39907	49050
Telephone & Postage	12443	11248
Vehicle Running / Conveyance Expenses	44000	167974
<b>Total</b>	<b>15524130</b>	<b>1300228</b>

**NOTE - 17****SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS:****(A) SIGNIFICANT ACCOUNTING POLICIES:****1. BASIS OF ACCOUNTING:**

These Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles and specified standards in India under the historical cost convention generally on accrual basis and in accordance with applicable accounting standards as prescribed U/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 along with the applicable guidelines issued by Reserve Bank of India ("RBI").

**2. BASIS OF CONSOLIDATION**

The Consolidated Financial Statements (CFS) comprises the financial statements of Available Finance Limited (The Company), and the investment of the company in Associates

**i) Basis of Accounting**

The Financial Statements of the Associate companies used in the preparation of CFS are drawn up to the same reporting date as that of the company i.e. 31<sup>st</sup> March 2018.

**ii) Principals of Consolidation**

The CFS have been prepared on the following basis:

- a) Investment in associate companies has been accounted for under the equity method as per AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements", whereby the investment is initially recorded at cost, identifying any Goodwill/Capital Reserve arising at the time of acquisition. The carrying amount of the Investment is adjusted thereafter for the post acquisition change in the Company's share of net assets of the associate companies.
- b) The CFS is comprised of the Audited Financial Statements (except as mentioned otherwise) of the Company and its Associates for the year ended 31<sup>st</sup> March, 2018, which are as under:

<b>Name of the Company</b>	<b>Country of Incorporation</b>	<b>Direct Holding %</b>
<b>Associates</b>		
Agarwal Transport Corporation Pvt. Ltd.	India	<b>36.22%</b>
Agarwal Fuel Corporation Pvt. Ltd.	India	<b>30.23%</b>
Agarwal Coal Corporation Pvt. Ltd.	India	<b>27.85%</b>

**3. REVENUE RECOGNITION**

Revenue is recognized to the extent it is probable that the economic benefits flows to the company and the revenue can be reliably measured.

**4. USE OF ESTIMATES:**

The preparation of consolidated financial statements in conformity with GAAP requires the management to make estimates and assumption that affect reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

**5. FIXED ASSETS:**

Fixed assets are stated at cost less accumulated depreciation.

**6. DEPRECIATION:**

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule-II part C of the Companies Act, 2013, and accordingly the depreciation is charged on straight line method basis.

**7. RECOGNITION OF NPA:**

Non-Performing Assets (NPA), if any, is recognized as per the prudential norms of NBFC Rules and Regulations of Reserve Bank of India.

**8. INVESTMENTS:**

Investments classified as Long-Term Investments are stated at cost. Adequate provision against diminution in the value of Investment is made wherever applicable.

**9. TAXATION:**

Provision for current tax, if any, is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961. Deferred tax liability is calculated and provided, if any, in accordance with AS-22, deferred tax asset, if any, is ignored as a matter of prudence.

**10. CONTINGENT LIABILITIES:**

Contingent liabilities as defined in the accounting standards 29 on "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes on accounts. Disclosure is not made if the possibilities of the future economic benefit/obligations, claims are remote. Provision is made if it is probable that an outflow of future economic benefit/ claims will be required to settle the obligation.

**11. SEGMENT REPORTING:**

The company operates only in the financial services therefore there is no reportable segment.

**(B) ADDITIONAL NOTES ON ACCOUNTS**

1. Notes 1 to 17 referred herein above forms an integral part of these Financial Statements.

**2. CONTINGENT LIABILITIES:**

Disputed demand of Income-tax pending appeals amounting to Rs. 8385980/- (PY Rs.6698130/-) against which an amount of Rs. 3251098/- (PY Rs.1000000/-) paid under protest but not provided for.

**3. DEFERRED TAX LIABILITY AS PER AS-22**

Particulars	2017-18 (₹)	2016-17 (₹)
WDV as per Company Law	8974	10019
Less:- WDV as Per Income Tax	4512	5330
A. Timing difference in WDV of fixed asset as per Income Tax & Financial Books	4462	4689
B. Provision for NPA	1307028	177637
Deferred tax (Asset) [A-B]@ Tax effect	(335411)*	(53441)*

\* Deferred tax asset of 335411 (PY Rs.53441) is ignored as a matter of prudence

**4. AUDITOR'S REMUNERATION : (EXCLUDING SERVICE TAX)**

Particulars	2017-18 (₹)	2016-17 (₹)
Statutory Audit fees (Excluding Service tax)	60000	65000
Tax Audit Fees (Excluding Service tax)	10000	10000
Certification and other charges (Including tax)	13500	68750
<b>Total</b>	<b>83500</b>	<b>143750</b>

**5. RELATED PARTY TRANSACTION : AS PER ACCOUNTING STANDARD – 18**

The information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.

**Names of related parties:****1. Key management personnel :-**

S.No	Name of KMP	Designation of KMP
1	Mr. Rajendra Sharma	Whole Time Director & Chief Executive Officer (CEO)
2	Mrs. Priyanka Jha	Woman Director
3	Mr. Yogendra Narsingh Shukla	Director
4	Mrs. Neelam Sharma	Woman Director
5	Mr. Rakesh Sahu	Chief Financial Officer (CFO)
6	Miss Usha Jaswani	Company Secretary (CS)
7.	Mr. Murtaza Chechatwala (Ceased)	Company Secretary (CS)

2. Relative(s) of Key management Personnel :- NA  
 3. Holding Company: - Archana Coal Pvt. Ltd.  
 4. Associates

S.No	Name of Associate	% Holding
1	Agarwal Coal Corporation Pvt Ltd	27.85%
2	Agarwal Fuel Corporation Pvt Ltd	30.23%
3	Agarwal Transport Corporation Pvt Ltd	36.22%

Transactions with related parties for the year ended 31/03/18 (Transaction have taken place on arm's length basis)

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
SHRI RAJENDRA SHARMA	WHOLE TIME DIRECTOR & CEO	REMUNERATION & BONUS	607275	-
SHRI RAKESH SHAHU	CFO	REMUNERATION	120000	-
MISS USHA JASWANI	CS	REMUNERATION	218548	-
SHRI YOGENDRA N. SHUKLA	DIRECTOR	DIRECTOR'S SITTING FEES	8000	-
SMT. NEELAM SHARMA	DIRECTOR	DIRECTOR'S SITTING FEES	6000	-
MS. PRIYANKA JHA	DIRECTOR	DIRECTOR'S SITTING FEES	12000	-
MR. VINOD KUMAR AGARWAL AD-MANUM FINANCE LTD. (Liability)	RELATED PARTY RELATED CONCERN	RENT	92916	-
		UNSECURED LOAN TAKEN	7150000	1947968
		UNSECURED LOAN REPAYED	37035000	-
		INTEREST	1942187	-
		INVESTMENT	-	1138816

6. **BASIC AND DILUTED EPS :**

Particulars	2017-18 (₹)	2016-17 (₹)
Net (Loss)/Profit attributable to equity shareholders	441506025	300161548
Number of equity shares issued (basic)	10203700	10203700
Number of equity shares issued (Weighted)	10203700	10203700
<b>Basic and Diluted earnings per share</b>	<b>43.27</b>	<b>29.42</b>

7. The company is a subsidiary within the meaning of section 2(87) of the Companies Act, 2013 of Archana Coal Pvt. Ltd. holding 57.72% (PY 57.72%) equity shares of the company.
8. Investment in the project participatory contribution of Agarwal Real City Pvt. Ltd., a related party was made on 28/05/2014 and which was due for maturity with an amount of 30% compensation on 31st March, 2018. The same is further extended for a period of three years i.e. up to 31/03/2021 with additional compensation of 8% p.a. on original contribution amount it is resulting in to increase in compensation from 30% to 54%. All other terms and condition will remain same.

9. As per the information on records, the company does not have any overdue outstanding to micro and small scale industrial enterprises under MSMED Act, 2006.
10. Directors Remuneration  
The company has paid director's remuneration as per the provisions of schedule V to the companies' act, 2013 and complied all the provisions of the said act.  
The Breakup of remuneration is as under:
- | S.no | Name of Director | Nature of payment | Amount (₹)              |
|------|------------------|-------------------|-------------------------|
| 1    | Rajendra Sharma  | Salary&Allowance  | '607275/- (PY 590861/-) |
11. Balances of sundry debtors and loans & advances are subject to respective consent, confirmations, reconciliation and consequential adjustment, if any.
12. Company has sold one car to Ad- Manum finance Ltd. (related party) amount to ' 15 lacs, but there is pending transfer in the name of Buyer.
13. Previous year's figures have been regrouped, rearranged and recast wherever necessary.
14. Additional information pursuant to the provisions of Part – II of schedule III to the Companies Act, 2013 are - NIL
15. Figures are rounded off to the nearest multiple of a '{Rupee}.
16. According to AS - 3 the desired Cash flow statement is enclosed herewith.

## For and on behalf of Board of Directors

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

Sd/-  
Priyanka Jha  
(Director)  
(DIN - 07347415)

As per our report of even date Attached  
**Statutory Auditors**  
**FOR: MAHENDRA BADJATYA & CO.**  
**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**

Sd/-  
CS Ajay Sodani  
ACS : 54967  
(Company Secretary)

Sd/-  
Rakesh Sahu  
(Chief Financial Officer)

Sd/-  
CA M.K BADJATYA  
PARTNER  
ICAI MNO 070578

Place: Indore  
Date : 30 July, 2018

**Form No. MGT-11****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, Y.N. Road, Indore- 452003 (MP)**Tel:0731-4714040 Fax: +91-731-4714090, Website: [www.availablefinance.in](http://www.availablefinance.in)Email: [cs@availablefinance.in](mailto:cs@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 | : | .....                      |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the company, to be held on Thursday the 27<sup>th</sup> day of September, 2018 at Hotel Surya 5/5, Nath Mandir Road, South Tukoganj, Indore-452001(MP) at 11:00 AM to transact the following business:

S. N	Resolution	For	Against
<b>Ordinary Business:</b>			
1	Adoption of Financial Statement (Standalone and Consolidated both), containing the Audited Balance Sheet as at, 31 <sup>st</sup> March, 2018 and the statement of profit and loss and cash flow for the year ended 31 <sup>st</sup> March, 2018, along with the report Board's and Auditors including consolidated thereon along with their annexure.		
2	To Appoint a Director in place of Neelam Sharma who liable to retire by rotation and being eligible offer herself for re-appointment.		
3	Ratification of Auditor and fixing their remuneration.		
<b>Special Business:</b>			
4	Re-appointment of Mr. Rajendra Sharma, the Whole-Time-Director & CEO of the Company		
5	Re-appointment of Mr. Yogendra Narsingh Shukla as a Independent Director as per provision of Section 149 and 152 read with IV and other applicable provisions, if any.		

Signed this..... day of.....2018

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 Rs. 1/-
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**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	DP ID*	Client Id*	Folio	No. of Shares held

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company, to be held Wednesday, 27<sup>th</sup> September, 2018 at 11:00 a.m. at Surya Hotel 5/5 Nath Mandir Road Indore-452001(MP) of the Company

**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. DP ID\*, 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

Book - Post

To,

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*If undelivered, Please return to :*  
**AVAILABLE FINANCE LIMITED**  
CIN : L67120MP1993PLC007481  
"AGRAWAL HOUSE", Ground Floor,  
5, Yeshwant Colony, Indore (M.P.) - 452 003  
Ph. : (0731) 471 4040 Fax : (0731) 471 4090  
E-mail ID : complianceofficer@availablefinance.in  
Website : www.availablefinance.in