

# **AVAILABLE FINANCE LIMITED**



**AVAILABLE FINANCE LIMITED**

CM-23, Sukhliya, INDORE - 452 008 Madhya Pradesh

**ANNUAL REPORT**

**2010-11**

**BOARD OF DIRECTORS**

Mr. Ajay Mittal  
Mr. Sudama Tiwari  
Mr. Y.P. Shukla  
Mr. Rajendra Sharma

**COMPANY SECRETARY**

Mr. Murtaza Bohara

**AUDITORS**

Rakesh Narendra Kumar & Co.,  
Chartered Accountants

**BANKERS**

Uco Bank

**REGISTERED OFFICE**

CM-23, Sukhalia,  
INDORE. 452 008,  
MADHYA PRADESH.

**SHARE TRANSFER AGENT**

(For Physical & Electronic Mode)

M/s Ankit Consultancy Pvt.Ltd.

Plot No.60, Electronic Complex,

Pardeshipura, Indore (M.P.) 452 010

Ph. 3198601-602 Fax: 0731- 4065798 E-Mail: Ankit\_4321 @ yahoo.com

**NOTICE**

Notice is hereby given that the 19th Annual General Meeting of the members of **AVAILABLE FINANCE LIMITED** will be held at Registered office: CM-23, Sukhlia, Indore 452 008, Madhya Pradesh on Thursday, 29 September, 2011 at 11.00 A. M. To transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2011 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint auditors and fix their remuneration.
3. To re-appoint Director Shri Sudama Tiwari, who retires by rotation and offer himself for reappointment.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution;

"RESOLVED THAT pursuant to the provisions of section 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956 ("the act") read with Schedule XIII, consent of the company be and is hereby given for the appointment of Mr. Ajay Mittal as a whole time director of the company designated as "Executive Director" w.e.f. 01.03.2011 for a period of one year on the terms and condition mentioned below:-

Period of appointment	-	1 year (From 01.03.2011 to 29.02.2012)
Date of appointment	-	01.03.2011
Salary	-	Rs.35000/- Per Month
Perks	-	Reimbursement of conveyance expenses, P.F., Bonus & Gratuity as per the rules of the company.

"RESOLVED FURTHER THAT Mr. Rajendra Sharma, Director of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 81(1A) and other provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, the listing agreement entered into by the Company with the Bombay Stock Exchange Limited where the equity shares of the Company are listed and the Regulations for preferential issues issued by the Securities and Exchange Board of India ("SEBI") under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("Regulations") and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and as amended till date and subject to the requisite approvals or consents, if any, of the Central Government, Reserve Bank of India, Stock Exchange, SEBI, Banks and Financial Institutions and any other appropriate authorities, institutions, bodies under any other applicable laws, statutes, rules and Regulations for the time being and from time to time in force and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or

suggested by any of them while granting such approvals which the Board of Directors (which terms shall include any Committee or Managing Director or Officer authorized by the Board) be and is hereby authorized to accept and subject to such conditions and modifications as may be considered appropriate by the Board, consent of the Company be and is hereby accorded to the Board (with powers to delegate all, or any of the powers hereby conferred to any duly authorized committee thereof) to re-issue and allot on preferential basis, at its sole and absolute discretion, 936,700 (Nine Lacs Thirty Six Thousand Seven Hundred) forfeited Equity Shares of Rs.10/- each at a price of Rs. 25/- per equity Share

(including a premium of Rs.15/- per share) which price is not less than the price calculated as per SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2009 with 30<sup>th</sup> August, 2011, as the reference date, of an amount aggregate Rs. 23,417,500 (Rupees Two Crores Thirty Four Lacs Seventeen Thousand Five Hundred Only) to following entities:-

Sr. No.	Name of the Proposed Allottee	Equity Shares Proposed to be allotted	Category
1	Archana Coal Private Limited	476,900	Promoter Group
2	Aereo Dealcomm Private Limited	459,800	Non-Promoter
	<b>Total</b>	<b>936,700</b>	

**"RESOLVED FURTHER THAT** the Equity Shares shall be re-issued and allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity Shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI (Issue Of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time."

**"RESOLVED FURTHER THAT** the forfeited Equity Shares so re-issued and allotted shall rank pari passu in all respects with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the entire pre-issue shareholding of the above allottees, if any, shall be under lock-in from the relevant date up to a period of six months from the date of preferential allotment or such other period as may be applicable under the applicable SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle all questions and matters arising out of, and incidental to the proposed offer and re-issue of forfeited equity shares and to take all steps which the Board, in its absolute discretion, considers necessary, proper or expedient for implementing this resolution."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to make on its own accords or to accepts such amendments, modifications, variations and alterations and to amend, modify, or vary or alter all or any of the terms of the re-issue of forfeited equity shares on such terms as the Board may in its absolute discretion decide."

**REGISTERED OFFICE**

CM-23, SUKHLIA,  
INDORE. 452 008,  
MADHYA PRADESH

Place: Mumbai  
Date: 30-08-2011

**For and on behalf of the Board**

Sd/-  
(Ajay Mittal)  
Director

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a member. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Register of Members shall be closed from 27th September 2011 to 29th September 2011 (Both days inclusive).
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the office of the Company well in advance that the same are received at least Ten days before the date of the meeting to enable the Management to keep the information readily available at the meeting to the best extent possible.
4. Members are requested to bring at the meeting with them the printed Annual Accounts & Reports being sent to them along with the notice to avoid inconvenience.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Company or to their concern depository.
6. Members are requested to notify immediately any change in their address to the Company or to their concern depository with their respective folio numbers and number of shares held details.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 FORMING PART OF THE NOTICE CONVENING ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY.****Item No. 4**

Mr. Ajay Mittal, is appointed as whole time director of the company on 01.03.2011, he is commerce graduate, CA(Inter.) and DCA aged about 42 years having wide knowledge of finance, accounts etc. and having an experience of 22 years. Keeping in view his long experience, your board of directors has recommended at its meeting held on 01.03.2011 appointment of Mr. Ajay Mittal as a whole time director for a period of one year w.e.f. 01.03.2011 subject to your approval.

None of the director of the company is interested in the above resolution except Mr. Ajay Mittal.

You are requested to consider and pass with or without modification the resolution as an "Ordinary Resolution".

**Item No. 5**

Article 46 of the Articles of Associations of your Company provides that any shares forfeited shall be deemed to be the property of the Company and may be sold or otherwise disposed of either to the original holder thereof or to any other person, upon, such manner as the Board shall think fit.

In accordance with the authority contained in the said article, the Board of Directors of your company at their meeting held on August 30, 2011 proposed to re-issue 936,700 forfeited equity shares of the face value of Rs. 10/- each on preferential basis to following entities:

Sr. No.	Name of the Proposed Allottee	Equity Shares Proposed to be allotted	Category
1	Archana Coal Private Limited	476,900	Promoter Group
2	Aereo Dealcomm Private Limited	459,800	Non-Promoter
	<b>Total</b>	<b>936,700</b>	

Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, any offer or issue of shares in a company made to persons other than the holders of the equity shares of a company requires prior approval of the shareholders in a general meeting by a Special Resolution. The listing Agreements executed by the Company with the Bombay Stock Exchange Limited also provides that the Company shall, in the first instance, offer all forfeited Securities for subscription on pro rate basis to the existing shareholders unless the shareholders in general meeting decided otherwise.

**Information as required under regulation 73 of the SEBI (ICDR) Regulations, 2009 is as under:**

**a) Objects of the Issue**

Since the number of forfeited equity shares available for re-issue, being less and not adequate to offer to all the shareholders on rights basis, it is proposed to re-issue the said shares on preferential basis to following entities

Sr. No.	Name of the Proposed Allottee	Equity Shares Proposed to be allotted	Category
1	Archana Coal Private Limited	476,900	Promoter Group
2	Aereo Dealcomm Private Limited	459,800	Non-Promoter
	<b>Total</b>	<b>936,700</b>	

Further, the issue proceeds will be utilized towards working capital requirements of the Company's.

**b) Relevant Date & Price:**

As per Chapter VII of the SEBI ICDR Regulations, issue of equity shares on a preferential basis to an investor, shall be made at a price not less than higher of the following:

The average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the twenty six weeks preceding the relevant date or

The average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the relevant date.

The "Relevant Date" for determining the issue price of the preferential issue of equity shares shall be 30<sup>th</sup> August, 2011 being the date which is 30 days prior to the date on which the Annual General Meeting is to be held to consider the proposed re-issue under Section 81(1A) of the Companies Act, 1956. As the date of Annual General Meeting of shareholders is on 29<sup>th</sup> September, 2011 the "relevant date" is 30<sup>th</sup> August, 2011.

The Stock Exchange means Bombay Stock Exchange Ltd. being the exchange where the shares of the Company traded during the preceding six months prior to the Relevant Date.

The average price as computed on the above basis during the six months preceding the Relevant Date is Rs.21.28 per Equity Share where as during the two weeks preceding the Relevant Date is Rs.20.75 per Equity Share. Hence the floor price is Rs.21.28 per Equity Share.

The price at which the preferential issue is being made i.e. 25/- per equity share is higher than the floor price computed on the basis of the SEBI (ICDR) Regulations.

**c) Intention of Promoters / Directors / Key Management Persons to subscribe to the Offer:**

The Promoter group intends to subscribe to the extent of 476,900 Equity shares being 4.67% of the post issue capital of the Company.

**d) Shareholding Pattern before and after the re-issue of forfeited shares:**

CATEGORY	PRE-ISSUE		POST ISSUE	
	No. of shares Held	% of shares held	No. of Shares Held	% of shares Held
<b>PROMOTERS' HOLDING</b>				
<b>Indian Promoters</b>				
Individuals	100	0.00	100	0.00
Bodies Corporate	4,718,290	50.92	5,195,190	50.92
<b>Sub-total A(1)</b>	<b>4,718,390</b>	<b>50.92</b>	<b>5,195,290</b>	<b>50.92</b>
<b>Foreign Promoters'</b>				
Foreign Company	-	-	-	-
<b>Sub-total A(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total A (1+2)</b>	<b>4,718,390</b>	<b>50.92</b>	<b>5,195,290</b>	<b>50.92</b>
<b>PUBLIC SHAREHOLDING</b>				
Institutional Investors				
Mutual Fund/UTI	-	-	-	-
Financial Institutions/Banks	-	-	-	-
Foreign Institutional Investors	-	-	-	-
<b>Sub-total B (1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Non- Institutions</b>				
Bodies Corporate	2,579,210	27.83	3,039,010	29.78
Individuals				
Individual shareholders holding nominal share capital up to Rs. 1 lakh	459,753	4.96	459,753	4.51
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,509,647	16.29	1,509,647	14.80
Any Others:				
Clearing Members	-	-	-	-
NRIs/OCBs	-	-	-	-
NRN	-	-	-	-
<b>Sub-total B (2)</b>	<b>4,548,610</b>	<b>49.08</b>	<b>5,008,410</b>	<b>49.08</b>
<b>Total B (1+2)</b>	<b>4,548,610</b>	<b>49.08</b>	<b>5,008,410</b>	<b>49.08</b>
<b>Total (A+B)</b>	<b>9,267,000</b>	<b>100.00</b>	<b>10,203,700</b>	<b>100.00</b>
<b>Shares held by custodians and against which Depository Receipts have been issued</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total C</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total ( A+B+C)</b>	<b>9,267,000</b>	<b>100.00</b>	<b>10,203,700</b>	<b>100.00</b>

**e) Proposed time within which allotment shall be completed**

The allotment of Shares pursuant to this resolution will be completed within 15 days from the passing of this resolution. Provided that if the approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission, as the case may be.

**f) Identity and details of the proposed allottees :-**

S. No	Name	Category	Address	Pre-Issue Holding	% of Pre-Issue Holding	No. of Shares (Proposed for Allotment)	Post Issue Holding	% Post Issue Holding
1	Archana Coal Private Limited	Promoter Group	"Agarwal House" II Floor, 5, Yeshwant Colony Indore 452003 MP	4,567,190	49.28	476,900	5,044,090	49.43
2	Aereo Dealcomm Private Limited	Non-Promoter	78, Bentick Street, 4 <sup>th</sup> Floor, Kolkata 700001-WB.	NIL	-	459,800	459,800	4.51

**g) Change in Control or composition of the Board:**

The allotment would not result in any change in control over the Company or the management of the affairs of the Company and the existing Promoters/Directors of the Company will continue to be in control of the Company.

**h) Auditors' Certificate:**

**Rakesh Narendra Kumar & Co. Chartered Accountants**, Statutory Auditors of the company have certified that the proposed preferential issue is being made in accordance with the requirements contained in SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 for Preferential Issue. A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 3 p.m. and 5 p.m. prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

**i) Lock-in of proposed issue of shares:**

The Equity Shares proposed to be issued to above proposed allottees shall be locked in for a period from the date of allotment in terms of Regulation 78 of SEBI Regulations for preferential allotment contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further the entire pre-allotment shareholding of the proposed

period of six months from the date of preferential allotment of shares.

**J) Undertaking:**

The Company hereby undertakes that:

The Company shall re-compute the price of the specified securities in term of the provisions of these Regulations where it is required to do so.

If the amount payable on account of the re-computation of the price is not paid within the time stipulated in the Regulations, the specified securities shall be continue to be locked-in till the time such amount is paid by the proposed allottees.

As per Section 81 of the Companies Act, 1956 and the provisions of the Listing Agreement which have been entered into by the Company with the Bombay Stock Exchange Limited on which the shares of the Company are listed, as and when it is proposed to increase the shares of the Company by allotment of further shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down under Section 81 unless the shareholders in general meeting decide otherwise by passing a special resolution.

Additionally, the SEBI (ICDR) Regulations require matters to be stated in the resolution which is required to be passed under Section 81 (1A) of the Companies Act, 1956 and in the explanatory statement in respect of such resolution.



Hence, the consent of the shareholders by way of special resolution is being sought for re-issue of the forfeited shares on preferential basis.

The Board recommends the resolution for your approval.

Except Mr. Y.P. Shukla being a Director of Archana Coal Private Limited none of the Directors of your Company shall be concerned or deemed to be interested in the said resolution.

**REGISTERED OFFICE**

For and on behalf of the  
Board

CM-23, SUKHLIA,  
INDORE. 452 008,  
MADHYA PRADESH

Sd/-  
(Ajay Mittal)  
Director

Place: Mumbai  
Date: 30-08-2011

**DIRECTORS' REPORT**

Your directors have pleasure in presenting the 19th Annual Report together with the audited financial results for the period ended on 31st March, 2011.

**FINANCIAL PERFORMANCE**

Rs. in Lakhs

Particulars	31.03.2011	31.03.2010
Income	76.60	53.57
Profit/(-)Loss Before Taxation	45.87	46.75
Less: Provision for Tax	12.92	14.90
Less: Income Tax Earlier Year	(1.35)	1.81
Less: Provision for Deferred		
Income Tax	0.72	—
Profit for the year	33.59	30.04
EPS	0.36	0.32

**DIVIDEND**

In the absence of adequate profits the directors regret their inability to recommend any dividend for the year.

**DEPOSITS**

The company has neither invited nor accepted any deposits during the year and also complied with the requirements of Non-Banking Financial Companies, Reserve Bank directives and the rules made there under.

**DISCLOSURES AS PER TERMS OF PARAGRAPH 13 OF NON-BANKING FINANCIAL COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007**

The disclosures as required under Non-Banking Financial Companies Prudential Norms (Reserve Bank) directions, 2007 is enclosed with the balance sheet

**AUDITORS & AUDITORS' REPORT**

The Auditors' Report given elsewhere in the annual report is self-explanatory and does not call any explanation from the Board. M/s. Rakesh Narendra Kumar & Co. Chartered Accountants, auditor of the company hold office until the conclusion of ensuing Annual General Meeting and being eligible and offer themselves for reappointment are recommended for reappointment

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars under Companies (Disclosure of particulars in the report of Directors) Rules, 1988 on conservation of energy and technology absorption are NIL, being the company is a finance and investment company.

**STOCK EXCHANGES**

The company is listed with The Bombay Stock Exchange Ltd., Mumbai

**PERSONNEL**

The Company did not have any employee drawing salary in excess of limit prescribed, as such no particulars as required by provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended is furnished.

**ADDITIONAL INFORMATION**

The Company is not a manufacturing Company and hence part A and part B of the Particulars required to be furnished under the companies (disclosure of particulars in the report of Board of Directors) Rules, 1988 are not applicable. There was no foreign exchange earning and out go during the year.

**COMPLIANCE OF RESERVE BANK OF INDIA GUIDELINES**

The company is complying circulars and directions issued by the Reserve Bank of India from time to time.