

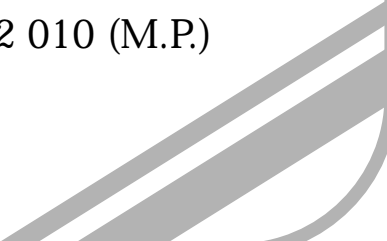


AVAILABLE FINANCE LIMITED

22<sup>nd</sup> Annual Report  
2013-2014

**Available Finance Limited**

CIN : L67120MP1993PLC007481  
CM-23, Sukhliya, Indore - 452 010 (M.P.)



# 22<sup>nd</sup> ANNUAL REPORT 2013-2014

## BOARD OF DIRECTORS

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

## COMPANY SECRETARY

Mr. Murtaza Chechatwala

## CHIEF FINANCIAL OFFICER

Mr. Rakesh Sahu

## AUDITORS

Jain Doshi & Co.,  
Chartered Accountants

## BANKERS

Uco Bank

## REGISTERED OFFICE

**Available Finance Limited**

CIN:L67120MP1993PLC007481

CM-23, Sukhliya,

INDORE-452 010,

MADHYA PRADESH

Web-Site: [www.availablefinance.in](http://www.availablefinance.in)

E-mail: [available\\_fin@rediffmail.com](mailto:available_fin@rediffmail.com)

## SHARE TRANSFER AGENT

(For Physical & Electronic Mode)

M/s Ankit Consultancy Pvt.Ltd.

Plot No.60, Electronic Complex,

Pardeshipura, Indore (M.P.) 452 010

Ph.3198601-602, 2551745-46Fax:0731-4065798

E-Mail: [Ankit\\_4321@yahoo.com](mailto:Ankit_4321@yahoo.com)

## NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of **AVAILABLE FINANCE LIMITED** will be held at Registered office CM-23, Sukhliya, Indore 452 010, Madhya Pradesh on Wednesday, the 24<sup>th</sup> day of September, 2014 at 11:00 AM. To transact the following business:

### ORDINARY BUSINESS:

1. To receive consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profits and Loss and the Cash Flow for the year ended 31st March, 2014, and the report of the Board of Directors' and Auditor's thereon.
2. To appoint Director in place of Mr. Sudama Tiwari, (DIN: 01103738) who is liable to retire by rotation and being eligible, offer himself for re-appointment.
3. To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Jain Doshi & Co., Chartered Accountants (ICAI Firm Registration No. 007365C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

### SPECIAL BUSINESSES:

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

**“RESOLVED THAT** pursuant to the provisions of sections 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Mrs. Neelam Sharma (DIN- 06935934), who was appointed as an additional director pursuant to the provisions of section 160 of the Companies Act, 2013 by the Board w.e.f. 24th July, 2014 to hold the office of the director till the date of the annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her as a candidate for the office of director, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Yogendra Narsing Shukla (DIN- 00379050), who was holding positions of the Independent Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Sudama Tiwari (DIN- 01103738), who was holding positions of the Independent Directors and also liable to retire by rotation at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

**Place: Mumbai**

**Date: 24-07-2014**

**Available Finance Limited**

CIN: L67120MP1993PLC007481

**REGISTERED OFFICE**

CM-23, SUKHLIYA,

INDORE-452010-MP

**For and on Behalf of the Board**

Sd/-

**Rajendra Sharma**

**Director**

**DIN-00981139**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
3. A member holding more than ten percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
5. Register of Members and Share Transfer Book of the company shall remain closed from 22nd September, 2014 to 24th September, 2014 (Both days inclusive).
6. The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over 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 us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
7. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
8. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company / Depository Participants unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.

10. Members may also note that the Annual Report for FY 2013-14 will also be available for downloading on Company’s website [www.availablefinance.in](http://www.availablefinance.in)
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M upto the date of the meeting.
13. 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.
14. 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.
15. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. 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.
17. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their D-Mat accounts. Members holding shares in physical form can submit their PAN to the company.
18. The Ministry of Corporate Affairs (MCA) has taken a “**Green Initiative in Corporate Governance**” recently, allowing paperless compliances by companies and has issued a circular to this effect stating that the service of documents/ notices of the Company can be made through electronic mode. With a view to participate in the initiative, we request you to provide your e-mail address, if you wish to receive the documents/ notices etc. through electronic mode. You may please send us your e-mail address/s stating clearly your name, Folio No. etc.
19. Particulars and brief profiles of the directors seeking appointment/re-appointment as required under the listing agreement has been appended with the notice.
20. Voting through electronic means:
 

Pursuant to the provisions of section 108 of the companies act, 2013, Rule 20 and 21 of companies (management and administration) Rules, 2014 and clause 35B of the listing agreement, the company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**Instructions for shareholders voting through electronic means:**

1. Voting through electronic means
  - i. The e-voting period begins on Saturday, September 20, 2014 from 9.00 A.M. to 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - iii. Click on “Shareholders” tab.

- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Applicable for both demat shareholder as well as physical shareholders.</p> <ul style="list-style-type: none"> <li>- Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits Folio No. in the PAN field.</li> <li>- In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio No. is 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB Dividend Bank Details	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the dividend bank detail field.</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <company name> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### 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 Corporates.
- 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 they have to create 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 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.

#### In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Saturday, September 20, 2014 from 9.00 A.M. to 6.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions:

- (i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 18<sup>th</sup> July 2014.
- (ii) Dr. Dilip Kumar Jain, Practising Company Secretary (FCS 3565, C.P.No.2382) of M/s. D.K. Jain & Co., Practicing Company Secretaries, 401-402, Silver Arch Plaza, Janjirwala Squire, 20/1, New Palasia, Indore (M.P.) 452001, has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company
- (iv) The results declared alongwith 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) within two days of the passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National stock Exchange of India Limited, where the shares of the Company are listed.

**DETAILS OF THE DIRECTORS & CEO SEEKING APPOINTMENT/RE-APPOINTMENT IN  
THE ENSUING ANNUAL GENERAL MEETING**

<b>Name of Directors</b>	<b>Mr. Y.N. Shukla</b>	<b>Mr. Sudama Tiwari</b>	<b>Mrs. Neelam Sharma</b>
Date of Birth	02/02/1954	04/07/1968	07/10/1968
Date of Appointment	10/12/1999	01/04/2003	24/07/2014
Expertise / Experience in specific functional areas	Finance & Accounts	Accounts & Taxation	Finance
Qualification No. & % of Equity	BA	BA	BA
Shares held	Nil	Nil	Nil
List of outside Company's directorship held	Archana Coal Private Limited	Nil	Nil
Chairman / Member of the Committees of the BOD of the Company	1. Audit Committee 2. Stake Holder Relationship Committee 3. Nomination & Remuneration Committee	1. Audit Committee 2. Stake Holder Relationship Committee 3. Nomination & Remuneration Committee	Nil
Chairman / Member of the Committees of the BOD of other Companies in which he is director	Nil	Nil	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)  
OF THE COMPANIES ACT, 2013**

**Item No. 3:**

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s Jain Doshi & Co., Chartered Accountants (ICAI Firm Registration No.007365C), Indore have been the Auditors of the Company since more than 5 years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement. In view of the above, M/s Jain Doshi & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of directors has, at its meeting held on 27th May, 2014 proposed the re-appointment of M/s Jain Doshi & Co., Chartered Accountants as the statutory auditors for a period of three years up to the conclusion of the 25th annual general meeting to be held in the calendar year 2017 and to hold office from the conclusion of this AGM (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution as set out at Item No. 3 for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in any manner in the Resolution.

**Item No. 4:**

As per the provisions of section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement, which provides that the Company shall have atleast one Women director in the Board. Therefore, the Board of directors at their meeting held on 24<sup>th</sup> July, 2014 has appointed Mrs. Neelam Sharma as an additional director pursuant to the provisions of section 161 of the Companies Act, 2013 to hold the office of the director till the date of this annual general meeting.

Mrs. Neelam Sharma is B.A. and having about 20 years of experience in the field of finance. A notice has been received in writing from a member as required under section 160 along with the deposit of requisite amount proposing Mrs. Neelam Sharma as a candidate for the office of Director. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as a Non Executive Director. The Board recommends to pass necessary resolution as set out in Item No. 4 of the notice. The Board of directors at their meeting held on 24th July, 2014 has also appointed her as a Non Executive Director of the Company.

Mrs. Neelam Sharma, being appointee is considered Mr. Rajendra Sharma, one of the director being her relatives may also be deemed as concerned or interested otherwise in the resolutions. Except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution. Mrs. Neelam Sharma do not hold any share in the Company.

**Item No: 5 to 6**

The Board of directors of the Company comprises of four directors out of which, three are Non-Executive Directors of the Company.

Mr. Y.N. Shukla is B.A and having more than 20 years experience and has joined the Board on 10<sup>th</sup> December, 1999 as an Independent Director and has served as director of the Company for over 15 years. He is having expertisation in the Accounts and finance matters. He does not hold any Equity shares in the Company.

Mr. Sudama Tiwari is B.A and having more than 20 and joined the Board on 1<sup>st</sup> April 2003 as an Independent director and has served as director of the Company for over 11 years. Mr. Tiwari is having thorough experience in the field of accounts and taxation. He does not hold any Equity shares in the Company.

Except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

**Place: Mumbai**  
**Date: 24-07-2014**  
**Available Finance Limited**  
 CIN: L67120MP1993PLC007481

**REGISTERED OFFICE**  
 CM-23, SUKHLIYA,  
 INDORE-452010-MP

**For and on Behalf of the Board**

Sd/-  
**Rajendra Sharma**  
**Director**  
**DIN-00981139**