

30TH
ANNUAL REPORT
2021-22

AVAILABLE FINANCE LIMITED

CIN: L67120MP1993PLC007481

Registered Office: Agarwal House, 5 Yeshwant Colony
Indore 452003 MP

E-mail: cs@availablefinance.in

Web-site: www.availablefinance.in

BOARD OF DIRECTORS

- Mr. Rakesh Sahu (DIN: 08433972) : Whole-Time-Director& CFO
- Ms. Priyanka Jha (DIN: 07347415) : Independent & Woman Director
- Mr. Dwarkadas Kushwah (DIN: 00242759) : Independent Director
(Cessation: 3rd April, 2021)
- Mr. Rajendra Kumar Sohani (DIN: 00379042) : Non-Executive Director
- Mr. Sahive Alam Khan (DIN: 09179685) : Independent Director
(Appointed w.e.f. 22nd June, 2021)
- Mr. Vikas Gupta (DIN: 09438941) : Additional Director (Non-Executive)
(Appointed w.e.f. 28th December, 2021)
- Mr. Aseem Trivedi (DIN: 01244851) : Additional Director (Independent)
(Appointed w.e.f. 28th December, 2021)

CHIEF EXECUTIVE OFFICER

- Mr. Mahesh Nirmal

COMPANY SECRETARY & COMPLIANCE OFFICER

- Mr. Suyash Choudhary

CHIEF FINANCIAL OFFICER& DIRECTOR

- Mr. Rakesh Sahu

STATUTORY AUDITORS

- M/s Mahendra Badjatya & Co.
Chartered Accountants
208, Morya Center, 16, Race Course Road,
Indore -452003 (MP) IN

SECRETARIAL AUDITOR

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

BANKERS

- UCO Bank

REGISTERED OFFICE

Agarwal House, 5 Yeshwant Colony
Indore 452003 MP
Ph.: 91-731-4714000, Fax: 91-731-4714090
E-mail: cs@availablefinance.in
Web-site: www.availablefinance.in

SHARE TRANSFER AGENT

(For Physical & Electronic mode)
M/s Ankit Consultancy Private Limited
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) – 452010
Ph.: 0731 – 3198601/602, 2551745 Fax: 0731 - 4065798
E-mail: operation@ankitonline.com, compliance@ankitonline.com, investor@ankitonline.com

AUDIT COMMITTEE MEMBERS

- Ms. Priyanka Jha : Chairperson & Member
- Mr. Rajendra Kumar Sohani : Member
- Mr. Dwarkadas Kushwah : Member (upto 03.04.2021)
- Mr. Sahive Alam Khan : Member (w.e.f. 22.06.2021)

STAKEHOLDER RELATIONSHIP COMMITTEE MEMBERS

- Ms. Priyanka Jha : Chairperson & Member
- Mr. Rajendra Kumar Sohani : Member
- Mr. Dwarkadas Kushwah : Member (upto 03.04.2021)
- Mr. Sahive Alam Khan : Member (w.e.f. 22.06.2021)

NOMINATION AND REMUNERATION COMMITTEE MEMBERS

- Ms. Priyanka Jha : Chairperson & Member
- Mr. Rajendra Kumar Sohani : Member
- Mr. Dwarkadas Kushwah : Member (upto 03.04.2021)
- Mr. Sahive Alam Khan : Member (w.e.f. 22.06.2021)



NOTICE FOR THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the members of **AVAILABLE FINANCE LIMITED (CIN: L67120MP1993PLC007481)** will be held on **Tuesday, the 20th day of September, 2022 at 12:30 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purposes the registered office of the company situated at **Agarwal House, 5 Yeshwant Colony, Indore 452003 MP** shall be deemed as the venue for the Annual General Meeting (AGM) and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

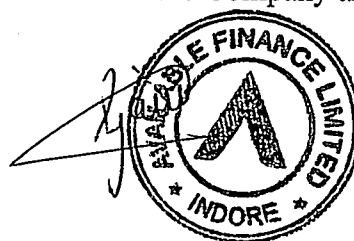
1. To receive, consider and adopt;
 - (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial statement of the Company for the financial year ended 31st March, 2022 and the report of the Auditors thereon.
2. To appoint a director in place of **Mr. Rakesh Sahu (DIN: 08433972)**, who retires from office by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To confirm the appointment of **Mr. Vikas Gupta (DIN: 09438941)** as a **Non-Executive Non- Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Vikas Gupta (DIN: 09438941)**, who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director w.e.f. 28th December, 2021 upon the recommendation of Nomination and Remuneration Committee, who shall hold office upto the date of forthcoming Annual General Meeting in terms of Section 161(1) of the Act and Article of Association of the Company and who has offered himself for appointment as a Director be and is hereby appointed as a Director of the Company and he shall be liable to retire by rotation.”



4. To confirm the appointment of Mr. Aseem Trivedi (DIN: 01244851) as a Non-Executive Independent Director:

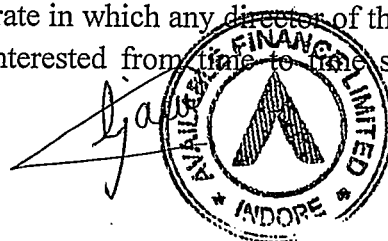
To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment And Qualification of Directors) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment for the time being in force and the Articles of Association of the Company; **Mr. Aseem Trivedi (DIN: 01244851)** who was appointed by the Board of Directors of the Company, as an Additional Director in the category of Non-Executive and Independent Director of the Company with effect from 28th December, 2021, in terms of Section 161 of the Act and Article of Association of the company and in respect thereof a declaration has been received from him confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR), 2015 be and is hereby appointed as an Independent Director of the company to hold office for a first term of 5 (Five) consecutive years w.e.f. 28th December, 2021 up to 27th December, 2026 and he shall not be liable to retire by rotation.”

5. To grant authority to the Board to give loans and advances, give guarantee and provide securities to other companies/Body Corporate under section 186 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 read with other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and the SEBI (LODR) Regulations, 2015 subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the ‘Board’ which expression shall include a Committee of directors duly authorized in this behalf, the approval of members of the company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee and/or to provide security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the



maximum amount of loan/guarantee/provide securities of Rs. 100.00 Crore (Rupees One Hundred Crores only) at any point of time.

6. To approve the transactions/contracts/arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/ contracts/ agreements, in the ordinary course of its business, for purchase, sale or deal in the products, stock in trade, Transfer of Resources including lending, investment, borrowing or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount not exceeding **Rs. 25.00 Crores** for a period upto the conclusion of next Annual General Meeting to be held in the Calendar Year 2023.

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

Date: 10th August, 2022

Place: Indore

Available Finance Limited

CIN: L67120MP1993PLC007481

Registered Office:

Agarwal House, 5 Yeshwant Colony

Indore 452003 MP

By order of the Board



SUYASH CHOUDHARY
COMPANY SECRETARY
& COMPLIANCE OFFICER
ACS: 57731

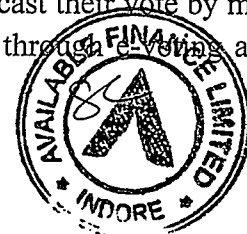


NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 followed by Circular No. 2/2021 dated 13th January, 2021 and Circular No. 2/2022 dated May 05, 2022, The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and no physical presence at the meeting is required.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
5. Pursuant to the Circular No. 14/2020 dated 8th April, 2020 followed by Circular No. 2/2021 dated 13th January, 2021 issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM, hence, the proxy form and attendance slip are not annexed to this notice. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.



6. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at www.availablefinance.in.
7. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company and in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company at www.availablefinance.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e., www.evotingindia.com.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.availablefinance.in as soon as possible after the Meeting is over.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/ 2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated 13th January, 2021 and MCA Circular No. 2/2022 dated 5th May, 2022.
10. In continuation of this Ministry's General Circular No. 20/2020, dated 5th May, 2020, general circular No 02/2021 dated 13th Jan 2021, General Circular No 19/2021 dated 8th December, 2021 & 21/2021 dated 14th Dec 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.
11. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the



AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

12. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business i.e. items No. 3 to 6 set out in the Notice, is annexed thereto.
13. The company has notified closure of Register of Members and Share Transfer Books from **Wednesday, 14th September, 2022** to **Tuesday, 20th September, 2022** (both days inclusive) for the Annual General Meeting.
14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 13th September, 2022 (Tuesday).
15. CS Ishan Jain Proprietor of Ishan Jain & Co., Company Secretaries (F.R. No. S2021MP802300, M. No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
16. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its E-Mail ID cs@availablefinance.in so that the information required may be made available at the Meeting.
17. The Members are requested to:
 - Intimate changes, if any, in their registered addresses immediately
 - Quote their ledger folio number in all their correspondence.
 - Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the STA having email Id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
19. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements

