

HELD AT.....ON.....TIME.....

MINUTES OF THE 24th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AVAILABLE FINANCE LIMITED HELD ON WEDNESDAY THE 28th DAY OF SEPTEMBER, 2016 AT "HOTEL SURYA", 5/5 NATH MANDIR ROAD, SOUTH TUKOGANJ INDORE- 452001 (M.P.) AT 11.00 A.M. AND CONCLUDED AT 11:20 AM

DIRECTORS/KMP PRESENT:

- | | |
|------------------------|---|
| 1. Mr. Rajendra Sharma | : Whole-Time-Director & CEO. |
| 2. Mrs. Neelam Sharma | : Director. |
| 3. Ms. Priyanka Jha | : Independent Director & Chairman of Audit Committee. |
| 4. CS Usha Jaswani | : Company Secretary & Compliance officer. |
| 5. Mr. Rakesh Sahu | : Chief Financial Officer. |

SPECIAL INVITEE:

- | | |
|-----------------|--|
| CS D. K. Jain | : Scrutinizer. |
| CA Aditya Patni | : Representative of Statutory Auditor. |

Total 6(Six) Members were present in person and none of the member was present through Proxy.

PROCEEDINGS OF THE MEETING:**CHAIRMAN:**

Mr. Rajendra Sharma, the Chairman of the Board & he occupied the Chair for the Meeting.

QUORUM:

CS Usha Jaswani informed that the adequate quorum for the meeting is present, and then she declared that the meeting to be in order and the proceedings of the meeting was commenced.

CHAIRMAN SPEECH:

The Chairman welcomed all the Members, Proxy Holders, Directors/KMP and invitees present in the meeting. And said that, as we all are aware about the applicability of Companies Act 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Secretarial Standards etc. accordingly company continuously (i.e. ongoing basis) complying all the provisions of the same and respectively given and giving all the required disclosures. The Chairman further informed that, as per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the company has executed fresh Listing Agreement with BSE Ltd. and also formulated various new policies as required and we are submitting all quarterly/annually online and in XBRL format.

He further informed to the members that apart from the Companies Act, 2013, the company is also adhering RBI Act 1934, SEBI Act 1992, all the Regulations of SEBI, Listing Agreement, and Depositories Act 1996, Labour Laws etc.

NOTICE OF THE 24th ANNUAL GENERAL MEETING:

CS Usha Jaswani informed to the members that the Notice attached in Annual Report convening the 24th Annual General Meeting along with the Audited (Standalone & Consolidated) Balance Sheet and the Statement of Profit & Loss and Cash Flow for the year ended 31st March, 2016, the Board's Report, Auditor's Report and Corporate Governance Report have already been dispatched to the members in physical mode by the Company. With the permission of the Members present at the Meeting the same were taken as read and move on further to proceed the meeting.

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BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director's Shareholding, Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013, Secretarial Standard etc. have been kept at the meeting and open for inspection of the members.

PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per the requirement of the Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard the Remote e-Voting has been already conducted which starts from 25/09/2016 at 9:00 p.m. ends on 27/09/2015 at 5:00 pm and now voting in the 24th Annual General Meeting shall be conducted by way of poll and therefore requested to the members as well as proxies to kindly fill the required detail like name, address, LF/Client ID, number of shares held in the poll paper (in Form MGT-12) provided to them and mark their assent or dissent accordingly and said that those who casted their vote through remote e-voting will not be entitle to vote through poll paper, if they cast their vote through poll paper that would be considered as invalid. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

The Chairman also informed that the Company has appointed CS D. K. Jain, Practicing Company Secretary (FCS-3565, CP-2382) as scrutinizer for this meeting, to scrutinize the remote e-voting as well as voting through poll.

Thereafter, the Company Secretary read the agenda items given in the notice of Annual General Meeting one by one as per notice of the AGM and thereafter arranged for the Poll Box, which was locked by the Scrutinizer, after showing that it is empty.

Further the Company Secretary asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question was raised.

Then the Company Secretary after taking the permission of Chairman requested the Members and Proxies to cast their votes by Poll and drop their Poll Papers in Poll box.

Then the Company Secretary after taking the permission of Chairman allowed 10 minutes time for polling and then the Scrutinizer after ensuring that no member or proxy was left for polling, sealed the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

She also informed in the meeting, that the businesses being placed before the meeting for consideration and the results of Poll along with remote e-Voting results would be announced within 48 hours and the same shall be posted on the website of the Company, BSE and CDSL.

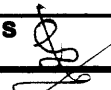
NOTE OF THANKS:

There being no other business the Meeting concluded at 11:20 am with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors, Members present at this meeting for their presence and cooperation for the orderly conduct of the meeting.

DECLARATION OF RESULTS ON 29th SEPTEMBER, 2016:

The Scrutinizer submitted his consolidated report on 28th September 2016 and after receipt of consolidated report, the Chairman declared the following results:

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The Chairman further declared that the following results on 29th September 2016 for the 24th Annual General Meeting held on 28th September 2016 and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 28th September, 2016 as under for all the purposes.

ORDINARY BUSINESS:

ITEM NO. 1: ORDINARY RESOLUTION FOR ADOPTION OF FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED BOTH) CONTAINING THE AUDITED BALANCE SHEET, STATEMENT OF PROFIT AND LOSS A/c AND CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2016, BOARD'S AND AUDITOR'S REPORT THEREON ETC.:

“RESOLVED THAT the financial statements (Standalone & Consolidated both) containing the Audited Balance Sheet, statement of Profit and Loss A/c and Cash Flow for the year ended 31st March, 2016 along with the Board's Report & the Auditor's Report (including Corporate Governance Report) etc. thereon as placed before the meeting be and are hereby received, considered, approved and adopted.”

The Results of the Voting were as under:

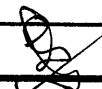
Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2	No. of Votes-in favour (4)	No. of Votes-In against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	6041046	6041046	100	6041046	0	100	0
	Poll		0	0	0	0	0	0
	Total		6041046	6041046	100	6041046	0	100
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institution	remote e-Voting	4162654	808291	19.41	808291	0	100	0
	Poll		222	0.005	222	0	100	0
	Total		4162654	808513	19.415	808513	0	100
TOTAL		10203700	6849559	67.13	6849559	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.1 was passed with requisites majority.

ITEM NO. 2: ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR IN PLACE OF Mr. RAJENDRA SHARMA WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act,2013 Mr. Rajendra Sharma, who retires by rotation at this Annual General Meeting and being eligible,

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offers himself for re-appointment, be and is hereby re-appointed as a director of the company whose period of office will be liable to be retire by rotation .”

Resolution required:					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes-in favor (4)	No. of Votes-In against (5)	% of votes in favor on votes polled = [(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	6041046	6041046	100	6041046	0	100	0
	Poll		0	0	0	0	0	0
	Total	6041046	*6041046	100	6041046	0	100	0
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote e-Voting	4162654	808291	19.41	808291	0	100	0
	Poll		222	0.005	222	0	100	0
	Total	4162654	808513	19.415	808513	0	100	0
TOTAL		10203700	6849559	67.13	6849559	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.2 was passed with requisites majority.

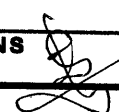
ITEM NO. 3: ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S MAHENDRA BADJATYA & CO., CHARTERED ACCOUNTANTS (FRN-001457C) AS THE STATUTORY AUDITOR FOR THE YEAR 2016-17 AND FIX THEIR REMUNERATION.

“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 23rd Annual General Meeting held on Tuesday the 22nd 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 28th Annual General Meeting of the Company to be held in the year 2020 be and is hereby ratified for the year 2016-17 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending on 31st March, 2017 as may be determined by the Audit Committee in consultation with the Auditors.”

Results of voting were as under:

Resolution required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- in favour (4)	No. of Votes- In against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]* 100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	6041046	6041046	100	6041046	0	100	0
	Poll		0	0	0	0	0	0
	Total	6041046	6041046	100	6041046	0	100	0
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote e-Voting	4162654	808291	19.41	808291	0	100	0
	Poll		222	0.005	222	0	100	0
	Total	4162654	808513	19.415	808513	0	100	0
TOTAL		10203700	6849559	67.13	6849559	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.3 was passed with requisites majority.

SPECIAL BUSINESS:

ITEM NO. 4: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF Mr. RAJENDRA SHARMA, THE WHOLE-TIME-DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.

“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 Mr. 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. 24/09/2015-30/06/2017
Salary - Rs. 45000-1500-46500
Perks - Reimbursement of conveyance expenses, Bonus, Gratuity 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, and Mr. Rajendra Sharma or Mr. Yogendra Narsingh Shukla be and is hereby authorized to file the respective e-form if required on MCA Portal on behalf of the Board of Directors of the Company.”

Results of voting were as under:

Resolution required:	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes- in favour (4)	No. of Votes- In against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against or votes polled
Promoter and Promoter Group	remote e-Voting	6041046	6041046	100	6041046	0	100	0
	Poll		0	0	0	0	0	0
	Total	6041046	6041046	100	6041046	0	100	0
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institution	remote e-Voting	4162654	808291	19.41	808291	0	100	0
	Poll		222	0.005	222	0	100	0
	Total	4162654	808513	19.415	808513	0	100	0
TOTAL		10203700	6849559	67.13	6849559	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.4 was passed with requisites majority.

ITEM NO. 5: ORDINARY RESOLUTION FOR APPROVAL OF RELATED PARTY TRANSACTIONS (INCLUDING MATERIAL RELATED PARTY TRANSACTIONS).

“RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of giving/taking property of any kind on lease to/from Related Party, rendering/availing of loan from/to Related Party With or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, for a period of 5(Five) years with effect from October 2016, Related Party Transactions up to an estimated annual value of ` 90.00 Crore (Rupees Ninety Crore) Per Annum excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all the acts, deeds and things including but limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

Results of voting were as under:

Resolution required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	remote e-Voting	6041046	151100	2.50	**151100	0	100	0
	Poll		0	0	0	0	0	0
	Total		6041046	151100	2.50	151100	0	100
Public Institution	remote e-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institution	remote e-Voting	4162654	808291	19.41	808291	0	100	0
	Poll		222	0.005	222	0	100	0
	Total		4162654	808513	19.415	808513	0	100
TOTAL		10203700	959613	9.40	959613	0	100	0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No. 5 was passed with requisites majority.

** No. of vote cast by the interested party were treated as invalid and rejected by the Scrutinizer.

ITEM NO. 6 ORDINARY RESOLUTION FOR CONFIRMATION OF APPOINTMENT OF Ms. PRIYANKA JHA, THE ADDITIONAL DIRECTOR DESIGNATED AS INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152,161 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 Listing Agreement with BSE from time to time along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ms. Priyanka Jha (DIN: 07347415), who was appointed as an Additional Director by the Board of Directors of the Company under the category of Independent Director w.e.f. 25/11/2015 to hold the office till the date of the ensuing General Meeting and Board of Directors proposing her as a candidate for the office of Independent Director, and She has also submitted a declaration confirming that she 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 for a term of 5 years commencing from 25th Nov., 2015 to 24th Nov., 2020 and she will not be liable to retire by rotation.”

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,

Results of voting were as under:

Resolution required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)*100	No. of Votes-in favour (4)	No. of Votes-In against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled	of
Promoter and Promoter Group	remote e-Voting	6041046	6041046	100	6041046	0	100		0
	Poll		0	0	0	0	0		0
	Total	6041046	6041046	100	6041046	0	100		0
Public Institution	remote e-Voting	0	0	0	0	0	0		0
	Poll		0	0	0	0	0		0
	Total	0	0	0	0	0	0		0
Public Non Institution	remote e-Voting	4162654	808291	19.41	808291	0	100		0
	Poll		222	0.005	222	0	100		0
	Total	4162654	808513	19.415	808513	0	100		0
TOTAL		10203700	6849559	67.13	6849559	0	100		0

*Note: On the basis of the above mention voting the Chairman declared the Results that Resolution No.6 was passed with requisites majority.

VOTE OF THANKS:

There being no other business to transact, and then concluded at 11.20 am with a vote of thanks to Chair.

Date: 29/10/2016
Place: Indore

(RAJENDRA SHARMA)
CHAIRMAN
DIN: 00981139

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