

HELD AT ON TIME

MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AVAILABLE FINANCE LIMITED HELD ON TUESDAY THE 22nd DAY OF SEPTEMBER, 2015 AT "HOTEL SURYA", 5/5 NATH MANDIR ROAD, SOUTH TUKOGANJ INDORE- 452001 (M.P.) AT 11.00 A.M.

PRESENT: -

1. Mr. RAJENDRA SHARMA - ON THE CHAIR, CHAIRMAN, WHOLE-TIME-DIRECTOR & CHIEF EXECUTIVE OFFICER
2. CS MURTAZA - COMPANY SECRETARY

SPECIAL INVITEE:

- DR. D. K. JAIN - SCRUTINIZER
 CA RAKESH JAIN - AUDITOR OF THE COMPANY
 CA M.K. BADJATYA - APPOINTEE AUDITOR

OFFICERS FOR ASSISTANCE

- Mr. RAKESH SAHU - CHIEF FINANCIAL OFFICER

Total 5 (Five) Members were present in person and One (1) members present by proxy as per attendance Register.

PROCEEDING OF THE MEETING:**CHAIRMAN:**

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

QUORAM:

Mr. Rajendra Sharma, the Whole-Time-Director & CEO informed that the adequate quorum [i.e 5 (Five) members personally] for the meeting is present, then the chairman declared the meeting to be in order and the proceeding of the Meeting was commenced.

CHAIRMAN SPEECH

The Chairman welcomed all the Members, Proxy Holders, Directors and invitees present in the meeting. And said that, as we all are aware about the applicability of Companies Act 2013, accordingly company continuously (i.e. ongoing basis) complying all the provisions of the Companies Act 2013 and respectively given and giving all the required disclosures.

He further informed to the members that the Company also adhering the Regulations of other applicable Acts like RBI Act, SEBI Act, rules and regulation made there under and Listing Agreement and Regulation, etc.

NOTICE OF THE 23rd ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 23rd Annual General Meeting along with the Audited Stand Alone Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss A/c and the Cash Flow Statement for the year ended 31st March, 2015 along with the Notes, Board Repot's, Corporate Governance Report and the Auditor's Report have already been dispatched to the member physically by the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read.

CHAIRMAN'S
INITIALS

HELD AT ON TIME _____

BOOKS & STATUTORY REGISTER:

The Chairman 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 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 the Remote E-Voting has been already conducted which starts from 17/09/2015 at 9:00 p.m. ends on 21/09/2015 at 5:00 pm and now voting in the 23rd 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 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, to scrutinize the e-voting as well as voting through poll.

Thereafter, the Chairman 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 Chairman 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 were raised.

Then the Chairman, requested the Members and Proxies to cast their votes by Poll and drop their Poll Papers in Poll box.

Then the Chairman allowed 15 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.

He also informed in the meeting, that the businesses being placed before the meeting for consideration and the results of Poll along with E-Voting Results would be announced within 2 working days and the same shall be posted at the website of the Company, BSE and CDSL.

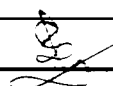
VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair.

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

DECLARATION OF RESULTS ON 22nd SEPT., 2015

The Scrutinizer submitted his consolidated report on 22nd Sept., 2015 and after receipt of consolidated report, the Chairman declared the following results:

CHAIRMAN'S
INITIALS


HELD AT ON TIME

The Chairman further declared that the following results on 22nd Sept., 2015 for the 23rd Annual General Meeting on 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. 22nd Sept., 2015 as under for all the purposes.

1: ORDINARY BUSINESS BY ORDINARY RESOLUTION.

ITEM NO. 1: APPROVAL OF FINANCIAL STATEMENT CONTAINING THE AUDITED FINANCIAL STATEMENT, STATEMENT OF PROFIT AND LOSS AND CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2015, BOARD'S AND AUDITOR'S REPORT THEREON.

“RESOLVED THAT the financial statement containing the audited financial statement, statement of profit and loss and cash flow for the year ended 31st March, 2015 along with the Board's Report & the Auditor's Report (including Corporate Governance Report) thereon as placed before the meeting be and are hereby received, considered, approved and adopted.”

Results of voting were as under:

| Promoter/ Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstandi ng Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Vote s agai nst (5) | % in favour on Votes Polled (6)=[(4)/(2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|--------------------------------------------|-------------------------------------|----------------------------------|-------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------------------|
| Promoter and Promoter Group | 6041046 | 5889946 | 97.49 | 5889946 | 0 | 100.00 | 0 |
| Public Non Institution al Holders | 1292705 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 2869949 | 460958 | 16.06 | 460958 | 0 | 100.00 | 0 |
| Total | 10203700 | 6350904 | | 6350904 | 0 | 100.00 | 0.00 |

The resolution was discussed as passed unanimously by Ordinary Resolution.

ITEM NO. 2: ORDINARY RESOLUTION FOR APPOINTMENT OF M/S MAHENDRA BADJATYA & CO., CHARTERED ACCOUNTANT (FRN 001457C) IN PLACE OF M/s JAIN DOSHI & CO., AS THE AUDITOR FOR A PERIOD OF 5 YEARS UPTO 28th AGM TO BE HELD IN THE YEAR 2020 AND FIXING THEIR REMUNERATION.

“RESOLVED THAT subject to the provisions of Sec 139, 140, 142 and other applicable provision, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Mahendra Badjatiya & Co. Chartered Accountants (ICAI Firm Registration No. 001457C) have confirmed their eligibility to be appointed as Statutory Auditor in the term of the provision of Section 141 of the Companies Act, 2013 and the relevant rule and offered himself to be appointed and is hereby appointed as the Statutory

CHAIRMAN'S
INITIALS

HELD AT ON TIME

Auditors of the Company in place of the existing auditors M/s Jain Doshi & Co. who has expressed their unwillingness for their ratification of their appointment and M/s Mahendra Badjatya & Co. Chartered Accountants shall hold the office of the auditors for a term of 5 years from the conclusion of this Annual General Meeting (AGM), till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2020 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditor.”

Results of voting were as under:

| Promoter/Pu blic | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstan ding Shares | No. of Votes in favour (4) | No. of Vot es aga inst (5) | % in favour on Votes Polled (6)=[(4)/ (2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|----------------------------------------|------------------------------|----------------------------------|------------------------------------------------------------|-------------------------------------|----------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------------------|
| Promoter and Promoter Group | 6041046 | 5889946 | 97.49 | 5889946 | 0 | 100.00 | 0 |
| Public Non Institutional Holders | 1292705 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 2869949 | 460958 | 16.06 | 460958 | 0 | 100.00 | 0 |
| Total | 10203700 | 6350904 | | 6350904 | 0 | 100.00 | 0.00 |

The Resolution was discussed as passed unanimously by Ordinary Resolution.

Date: 22/09/2015
Place: Indore


(RAJENDRA SHARMA)
CHAIRMAN
DIN: 00981139

CHAIRMAN'S
INITIALS