

MINUTES OF THE 22nd ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AVAILABLE FINANCE LIMITED HELD ON WEDNESDAY THE 24th DAY OF SEPTEMBER, 2014 AT ITS REGISTERED OFFICE, SITUATED AT "CM-23", SUKHLIYA, INDORE (M.P.) AT 11.00 A.M.

PRESENT: -

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

SPECIAL INVITEE:

- DR. D. K. JAIN - SCRUTINIZER & PCS
- Mr. RAKESH JAIN - AUDITOR OF THE COMPANY

OFFICERS FOR ASSISTANCE

- Mr. RAKESH SAHU - CHIEF FINANCIAL OFFICER

Total 6 (Six) Members were present in person and Two (2) members present by proxy as per attendance Register.

PROCEEDING OF THE MEETING:

1. CHAIRMAN:

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

2. QUORAM:

Mr. Rajendra Sharma, the Whole Time Director informed that the adequate quorum for the meeting is present, then the chairman declared the meeting to be in order and the proceeding of the Meeting was commenced.

3. NOTICE OF THE 22th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 22th Annual General Meeting along with the Audited Stand Alone Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Notes and the Report of the Board of directors and the Corporate Governance and the Auditor's Report have already been dispatched to the member by electronically mode as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read.

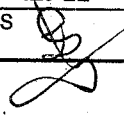
4. BOOKS & STATUTORY REGISTER:

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.

5. 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 electronic voting has already been completed on 20th Sept. 2014 and now voting in the 22th

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Annual General Meeting shall be conducted by way of poll therefore the members as well as proxies were requested to mark their assent or dissent on the Poll paper provided to them. 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.

The Chairman also informed in the meeting that the businesses being placed before the meeting for consideration and vote by Poll and informed that the results of the Meeting would be announced within 2 working days and the same shall be posted at the website of the Company and BSE and NSDL.

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.

Thereafter, Mr. Rajendra Sharma has read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

Mr. Rajendra Sharma arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members and Proxies then provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 and requested to ensure that if any member have casted his vote by E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by e-voting shall be considered as final. Further that the Chairman requested member to fill the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution.

The Chairman allowed 30 minutes time for polling and then the Scrutinizer ascertained that no member or proxy was left for polling. Then, the Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

6. VOTE OF THANKS:

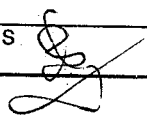
There being no other business the Meeting concluded with a vote of thanks to the Chair.

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 24th SEPT., 2014

Upon the Scrutinizer submitted his consolidated report dated 24th Sept., 2014. He also placed before the Meeting, a copy of the Scrutinizers Report as aforesaid and after consolidation of the Scrutinizers Report for e-voting and Report on Poll Dated 24th Sept., 2014 the Chairman declared the following results:

The Chairman further declared that the following results on 24th Sept., 2014 for the 22nd 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. 24th Sept., 2014 as under for all the purposes.

CHAIRMAN'S INITIALS 

1: ORDINARY BUSINESS BY ORDINARY RESOLUTION**ITEM NO. 1: APPROVAL OF AUDITED ACCOUNTS & DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.**

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date along with the Director's Report & the Auditor's Report (including Corporate Governance Report) thereon as placed before the meeting be and are hereby received, considered and adopted.”

Results of voting were as under:

| Promoter/ Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstand ing Shares (3)=[(2)/ (1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % in favour on Votes Polled (6)=[(4)/(2)]*100 | % of Votes against on Votes Polled (7)=[(5)/ (2)]*100 |
|--|------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Promoter and Promoter Group | 5195190 | 5044090 | 97.09 | 5044090 | 0 | 100.00 | 0 |
| Public Non Institution al Holders | 2817380 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 2191130 | 461148 | 21.05 | 461148 | 0 | 100.00 | 0 |
| Total | 10203700 | 5505238 | | 5505238 | 0 | 100.00 | 0.00 |

The resolution was discussed as passed unanimously by Ordinary Resolution.

ITEM NO. 2: ORDINARY RESOLUTION FOR APPOINTMENT OF Mr. SUDAMA TIWARI (DIN: 01103738) AS DIRECTOR WHO IS LIABLE TO RETIRE BY ROTATION.

“RESOLVED THAT Mr. Sudama Tiwari, the Director of the Company, who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as the Director of the Company.”

Results of voting were as under:

| Promoter/ Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding Shares (3)=[(2)/(1 <th>No. of Votes in favour (4)</th> <th>No. of Votes against (5)</th> <th>% in favour on Votes Polled (6)=[(4)/(2)]*100</th> <th>% of Votes against on Votes Polled (7)=[(5)/(2)]*100</th> | No. of Votes in favour (4) | No. of Votes against (5) | % in favour on Votes Polled (6)=[(4)/(2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|---------------------|------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|--|--|
| | | | | | | | |

CHAIRMAN'S
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| | | | | | | | |
|----------------------------------|----------|---------|-------|---------|---|--------|------|
| Promoter and Promoter Group | 5195190 | 5044090 | 97.09 | 5044090 | 0 | 100.00 | 0 |
| Public Non Institutional Holders | 2817380 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 2191130 | 461148 | 21.05 | 461148 | 0 | 100.00 | 0 |
| Total | 10203700 | 5505238 | | 5505238 | 0 | 100.00 | 0.00 |

The Resolution was discussed as passed unanimously by Ordinary Resolution.

ITEM NO. 3: ORDINARY RESOLUTION FOR APPOINTMENT OF M/S JAIN DOSHI & CO., CHARTERED ACCOUNTANT (FRN 007365C) AS THE AUDITOR FOR A PERIOD OF 3 YEARS AND FIXING THEIR REMUNERATION.

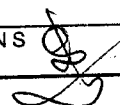
“RESOLVED THAT subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Jain Doshi & Co., Chartered Accountants (ICAI Firm Registration No. 007365C), the retiring Auditors of the Company be and 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.”

Results of voting were as under:

| Promoter /Public | 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) | % in favour on Votes Polled (6)=[(4)/(2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|----------------------------------|------------------------|-------------------------|---|----------------------------|--------------------------|---|--|
| Promoter and Promoter Group | 5195190 | 5044090 | 97.09 | 5044090 | 0 | 100.00 | 0 |
| Public Non Institutional Holders | 2817380 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 2191130 | 461148 | 21.05 | 461148 | 0 | 100.00 | 0 |
| Total | 10203700 | 5505238 | | 5505238 | 0 | 100.00 | 0.00 |

The Resolution was discussed as passed unanimously by Ordinary Resolution.

CHAIRMAN'S INITIALS



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II. SPECIAL BUSINESS AS ORDINARY RESOLUTION:**ITEM NO. 4: APPOINTMENT OF Mrs. NEELAM SHARMA (DIN: 06935934) AS A NON-EXECUTIVE DIRECTOR.**

“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.”

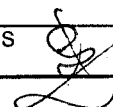
Results of Voting as under:

| Promoter/ Public | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstandin g Shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes again st (5) | % in favour on Votes Polled (6)=[(4)/(2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|--|------------------------------|----------------------------------|---|-------------------------------------|--|---|---|
| Promoter and Promoter Group | 5195190 | 5044090 | 97.09 | 5044090 | 0 | 100.00 | 0 |
| Public Non Institution al Holders | 2817380 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 2191130 | 461148 | 21.05 | 461148 | 0 | 100.00 | 0 |
| Total | 10203700 | 5505238 | | 5505238 | 0 | 100.00 | 0.00 |

The Resolution was declared as passed unanimously by Ordinary Resolution.

ITEM NO. 5: ORDINARY RESOLUTION FOR APPOINTMENT OF Mr. YOGENDRA N. SHUKLA (DIN: 0379050) U/S 160, 149 AND 152 AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“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

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hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

Results of voting as under:

| Promoter/Pu blic | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstand ing Shares (3)=[(2)/ (1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % in favour on Votes Polled (6)=[(4) /(2)]*10 0 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|--|---------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Promoter and Promoter Group | 5195190 | 5044090 | 97.09 | 5044090 | 0 | 100.00 | 0 |
| Public Non Institutional Holders | 2817380 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 2191130 | 461148 | 21.05 | 461148 | 0 | 100.00 | 0 |
| Total | 10203700 | 5505238 | | 5505238 | 0 | 100.00 | 0.00 |

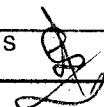
The resolution was discussed as passed unanimously by Ordinary Resolution.

ITEM NO. 6: ORDINARY RESOLUTION FOR APPOINTMENT OF MR. SUDAMA TIWARI (DIN: 01103738) U/S 160, 149 AND 152 AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“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.”

Results of voting as under:

CHAIRMAN'S
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| Promoter/ Public | 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) | % in favour on Votes Polled (6)=[(4)/ (2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|--|---------------------------------|----------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| Promoter and Promoter Group | 5195190 | 5044090 | 97.09 | 5044090 | 0 | 100.00 | 0 |
| Public Non Institution al Holders | 2817380 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Others | 2191130 | 461148 | 21.05 | 461148 | 0 | 100.00 | 0 |
| Total | 10203700 | 5505238 | | 5505238 | 0 | 100.00 | 0.00 |

The Resolution was discussed as passed unanimously by Ordinary Resolution.

Date: 24/09/2014
Place: Indore


(RAJENDRA SHARMA)
CHAIRMAN
DIN: 00981139

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