



**24th ANNUAL REPORT
2015-2016**

AVAILABLE FINANCE LIMITED

CIN : L67120MP1993PLC007481

**Registered Office : 'Agarwal House', Ground Floor,
5, Yeshwant Colony, Indore (M.P.) – 452 003**

BOARD OF DIRECTORS

- | | | |
|--|---|---------------------------|
| ➤ Mr. Rajendra Sharma (DIN: 00981139) | - | Whole-Time-Director & CEO |
| ➤ Mrs. Neelam Sharma (DIN: 06935934) | - | Non-Executive Director |
| ➤ Mr. Yogendra Narsingh Shukla (DIN: 00379050) | - | Independent Director |
| ➤ Ms. Priyanka Jha (DIN: 07347415) | - | Independent Director |

COMPANY SECRETARY & COMPLIANCE OFFICER

- CS Murtaza Chechatwala (Resigned on 10/08/2016)
- CS Usha Jaswani (Appointed on 11/08/2016)

CHIEF FINANCIAL OFFICER

Ø Mr. Rakesh Sahu

STATUTORY AUDITORS

M/s Mahendra Badjatya & Co.
Chartered Accountants
208, Morya Centre, 16, Race Course Road,
Indore (M.P.)

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', Ground Floor,
5, Yeshwant Colony, Indore (M.P.) – 452 003
Ph.: 91-731-4714040 Fax: 91-731-4714090
E-mail: cs@admanumfinance.in Web-site: www.admanumfinance.in

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.: 0731-4281333, 4065799/97 Fax: 91-731-4065798
E-mail: ankitind@sancharnet.in, ankit_4321@yahoo.com

NOTICE

Notice is hereby given that the 24th Annual General Meeting (AGM) of the members of AVAILABLE FINANCE LIMITED will be held at "Hotel Surya" 5/5, Nath Mandir Road, South Tukoganj, Indore-452001 Madhya Pradesh on Wednesday the 28th Day of September, 2016 at 11:00 AM. To transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Financial Statement (Standalone and Consolidated both) containing the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss & Cash Flow for the year ended 31st March 2016 along with the report of Boards' and Auditors' thereon.
2. To appoint a Director in place of Shri Rajendra Sharma (DIN:00981139) who liable to retire by rotation and being eligible offers himself for re-appointment.
3. Ratification of Auditor:

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

"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."

SPECIAL BUSINESSES:

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

"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."

5. 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 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

Annual Report 2015-2016**Available Finance Limited**

Transaction 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 finalise 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.”

6. 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, 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,

Available Finance Limited
CIN: L67120MP1993PLC007481
Registered Office

“Agarwal House”,
Ground Floor, 5, Yeshwant Colony,
Indore-452003 (M.P.)

Date: 22/08/2016
Place: Indore

For and on Behalf of the Board

Sd/-
(Usha Jaswani)
Company Secretary & Compliance Officer
ACS: 42007

NOTES :

1. The Register of Members and Share Transfer Books will remain closed from Thursday 22nd day of September, 2016 to Wednesday 28th Sept., 2016 [both days inclusive].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.
3. Members seeking any information are requested to write to the Company by email at cs@availablefinance.in at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/ authority, as applicable.
5. At the ensuing Annual General Meeting, Shri Rajendra Sharma director is liable to retire by rotation and Ms. Priyanka Jha has been proposed for the appointment and their brief resume as required under the Companies Act/SEBI (LODR) Regulation 2015 is annexed with the Notice.

6. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution / Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
7. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
8. Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.availablefinance.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:30 a.m. to 1:30 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id cs@availablefinance.in
10. Voting through electronic means: In compliance with provisions of Section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing remote e-Voting facility is annexed to the Notice
11. Mr. D. K. Jain, Practicing Company Secretary [Membership No. FCS 3565] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
13. Members can opt for only one mode of voting i.e. either by remote e-voting or poll paper. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
14. The remote e-voting period commences on Sunday, 25th September, 2016 [9:00 a.m.] and ends on Tuesday 27th September, 2016 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on Wednesday the 21st September, 2016 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
15. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
16. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for remote e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
17. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a

consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.

18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.availablefinance.in and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

REQUEST TO THE MEMBERS :

- Intimate changes, if any, in their registered addresses immediately.
- Quote their ledger folio number in all their correspondence.
- Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- Bring their Annual Report and Attendance Slips with them at the AGM venue.
- Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

- The voting period begins on Sunday, 25th September, 2016 [9:00 a.m.] and ends on Tuesday 27th day of September, 2016 [5:00 p.m.]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday the 21st September, 2016, being the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the remote e-voting website www.evotingindia.com
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- Note: Please keep the sequence number in safe custody for future remote e-Voting.

- (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 remote 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 remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of AVAILABLE FINANCE LIMITED 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone Store users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a 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 linked in the login should be mailed to 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.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Contact Details: Deputy Manager, CDSL 17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001. Email: wenceslausf@cdslindia.com, Tel: 022-22723333/8588

Brief profile of the directors seeking re-appointment as per Item No. 4 and 6 of the notice at the ensuing Annual General Meeting as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 are as under.

Name of Director	Shri Rajendra Sharma	Ms. Priyanka Jha
Designation	Whole-Time-Director & CEO	Independent Director
Date of Birth	09/10/1959	18/10/1991
Date of Appointment	24/09/2015	25/11/2015
Expertise / Experience in specific functional areas	Marketing, Accounts & Finance	Finance
Qualification	M.Com & LLB	MBA in Finance
No. & % of Shares held	--	--
List of outside Company's directorship held	--	--
Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director	--	--

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

Item No.: 4

Mr. Rajendra Sharma (DIN: 00981139) is Post Graduate (M.Com) and Law Graduate (LLB) as well and is a Whole-Time-Director & CEO and his tenure has expired on 23/09/2015. He is having adequate experience in industries and is acquainted with through knowledge of business. His experience, commitment and capabilities are playing a crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 24th September, 2015 has re-appointed him for a further period of 24/09/2015-30/06/2017. The Board considered that the terms and conditions the salary and perquisites as given in the Item No.4 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No.4 of the notice.

The Appointment of Shri Rajendra Sharma is within the provisions of the Schedule V of the Companies Act, 2013 therefore, the Company has appointed him as the Whole-Time-Director & CEO under the category of the Key Managerial Personal subject to the approval of members at the next general meeting.

Mr. Rajendra Sharma (DIN: 00981139), being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to him.

Further, Mrs. Neelam Sharma, the Non-Executive Director being his relatives may 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. Mr. Rajendra Sharma do not hold shares of the Company.

Item No.:5

Further to the applicable provision of Section 188 and any other applicable provision of the Companies Act 2013 and rules framed thereunder as per regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, all Related Party Transactions shall require prior approval of the audit committee and all material Related Party Transaction shall require prior approval of the Members.

The Company is giving/taking property of any kind to/from the Related Party and rendering/availing loan to/from the Related Party from time to time, whether material or otherwise, already entered by the Company prior to the date of the notification of the SEBI (LODR) Regulations, 2015 i.e. 2nd September, 2015 is ratified and further approval is granted for a further period of 5 year 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 etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Director of the Company and the Related Party.

In the light of the above, Your Company has been dealing through such transactions with the said Related Party. The individual transaction values would be commercially agreed based on Mutual discussions/negotiations with Related

party. As per Regulation 23 of Listing Regulations, transactions with a related party shall be considered material, if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the Last audited Financial Statements of the Company. All material Related Party transactions shall require approval of the Members.

In the Compliance of the said regulations, the Audit Committee of the company has reviewed and approved the said ongoing transactions. These transaction may be considered as material/immaterial for the coming financial years in terms of provisions of Regulation 23 of the Listing Regulations and therefore, the Board has approved the same to be placed before the members for their approval as an Ordinary Resolution. The said approval would be effective for the period of Five years with effect from October 2016. Looking at the nature of business of the Company and the Transactions, such approval of Members for the period of 5 (Five) years would be essentially required at this point of time.

The disclosure as required under the Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 are as under:

Name of the related party	Name of the Director or KMP who is related	Nature of relationship	Nature, material terms and particulars of contracts or arrangements	Amount (₹) & Other information relevant or important for the members to take decision on the proposed resolution
Archana Coal Pvt. Ltd.	Mr. Y. N. Shukla	Holding Company	Rent to be paid as per agreement	Upto ₹ 20 Lakh per annum
Mr. Vinod Kumar Agarwal	None	Control of Holding Company	Rent to be paid as per agreement	Upto ₹ 30 Lakh per annum
Mrs. Neena Devi Agarwal	None	Control of Holding Company	Rent to be paid as per agreement	Upto ₹ 50 Lakh per annum
Agarwal Coal Corporation Pvt. Ltd.	None	Associate Company	Loan taken/given as per the agreement	Upto ₹ 12 Crore per annum
Agarwal Transport Corporation Pvt. Ltd.	None	Associate Company	Loan taken/given as per the agreement	Upto ₹ 20 Crore per annum
Ad-Manum Finance Limited	None	Related Concern	Loan taken/given as per the agreement	Upto ₹ 57 Crore per annum

Except as mentioned in Notes to Accounts in Balance sheet (Accounting Standard 18) none of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution. Except that Shri Vinod Kumar Agarwal, Mrs. Neena Devi Agarwal and Shri Yogendra Narsingh Shukla being the Directors of the holding/associate companies as disclosed above.

The Board recommends an Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No:6

As per provisions of Section 149, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rule, 2014 and Listing Agreement with BSE from time to time & along with the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Board of Director in their meeting held on 24th September, 2015 has appointed Ms. Priyanka Jha Additional Director (in the category of Independent Director) w.e.f. 25/11/2015 for a term of 5 years and to hold the office of the Director till the date of the ensuing Annual General Meeting.

The Board of Directors at their meeting held on 24th September, 2015 has appointed her as the Independent Director upon the recommendation of the Nomination and Remuneration Committee of the Board.

The Company has received notice from the member in writing u/s 160 of the Companies Act, 2013 along with deposit of ₹ 1,00,000 for proposal for her appointment as the Independent Director at the ensuing general meeting.

Ms. Priyanka Jha MBA in Finance and has furnished a declaration confirming that She fulfils the criteria laid under section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and in the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a Independent Director. The Board recommends to pass necessary resolution as set out in Item No. 6 of the notice.

Except Ms. Priyanka Jha the appointee, none of the other directors are concerned or interested financially or otherwise in the aforesaid resolution.

The Board recommends to pass necessary Ordinary Resolution as set out in Item No. 6 of the notice.

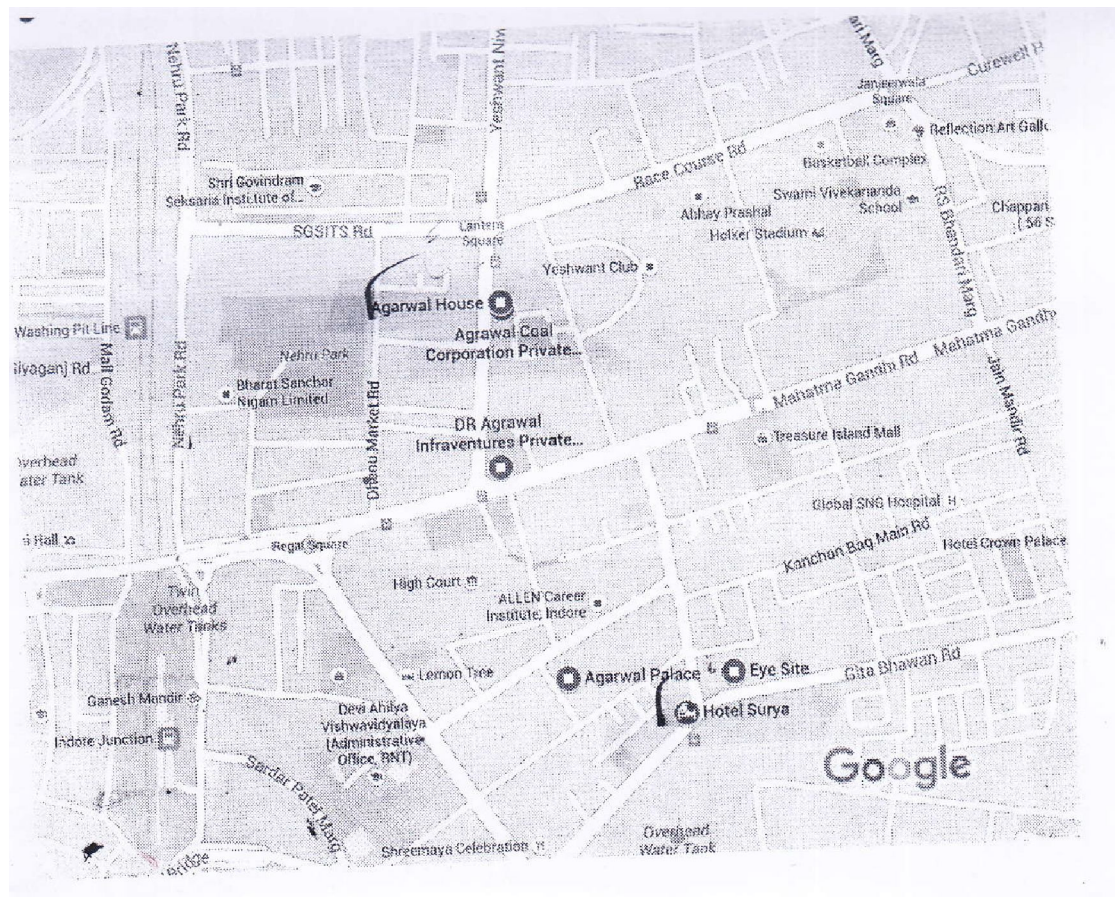
Available Finance Limited
CIN: L67120MP1993PLC007481
Registered Office
"Agarwal House",
Ground Floor, 5, Yeshwant Colony,
Indore-452003 (M.P.)

For and on Behalf of the Board

Sd/-
(Usha Jaswani)
Company Secretary & Compliance Officer
ACS: 42007

Date: 22-08-2016
Place: Indore

MAP



BOARD'S REPORT

Dear Members,
of Available Finance Limited
Indore

Your Directors are Pleased to present the 24th Annual Report and the Company's Audited financial statement for the Financial Year ended March 31st, 2016.

1. FINANCIAL RESULTS

The Company's Financial Performance for the year ended 31st March 2016 is summarized below:

PARTICULARS	2015-16(₹)	2014-15(₹)
Profit before Depreciation, Interest & other adjustments	30646691	22042019
Less : Finance Cost	27358351	19966712
: Depreciation	555131	933649
Profit Before Tax	2733209	1141658
Less : Provision for current Income Tax	902,760	468,600
: Deferred Tax Provision Written Back	(6636)	(164881)
: Income Tax excess provision Written Back	2538	(219973)
: Provision for NPA	467373	0
: Exceptional Item	0	(110300)
Profit for the year	1367174	1168212
Add : Balance of Profit B/F From Previous Year	25153472	24218902
Amount available for appropriation	26520646	25387114
APPROPRIATIONS :		
Proposed dividend @10%	0	0
Corporate Tax on proposed dividend	0	0
Transfer to NBFC Reserve	273435	233642
Transfer to General Reserve	0	0
Balance carried to Balance Sheet	26247211	25153472
TOTAL	61613598	60246424

2. PERFORMANCE

During the year the Company has achieved a turnover of ₹ 3.29 Crore as against turnover of ₹ 2.43 Crore in the previous year registering a growth of 26.20%. The overall performance remains satisfactory.

3. DIVIDEND

In the absence of adequate profits the directors regret their inability to recommend any dividend for the year 2015-16. There is no obligation to transfer any amount to Investor Education and Protection Fund for the current year.

4. TRANSFER OF AMOUNT TO THE RESERVES

The Company has transferred ₹ 273435/- (Rupees Two Lacs Seventy Three Thousand Four Hundred Thirty Five only) to the NBFC Reserves as per requirement of the Directions of the RBI to the NBFC Companies {Previous year ₹ 233642/- (Rupees Two Lacs Thirty Three Thousand Six Hundred Forty Two only)} except that no amount has been transferred or withdrawn from the reserves by the Company.

5. NON-PERFORMING ASSETS AND PROVISIONS

The company has ascertained Non Performing Assets under Non Banking Financial (Non deposit accepting or holding) Company's Prudential norms (Reserve Bank) Directions, 2007, as amended from time to time, and made adequate provisions there against. The company did not recognize interest income on such Non Performing Assets.

6. HOLDING/ASSOCIATE/SUBSIDIARY/JOINT VENTURE COMPANIES

The company does not have any subsidiary and joint venture, But the Company is subsidiary Company of Archana Coal Private Ltd. (CIN: U01122MP1991PTC006664). The company has three Associate Companies i.e. Agarwal Coal Corporation Pvt. Ltd. (CIN: U23109MP2000PTC014351), Agarwal Transport Corporation Pvt. Ltd. (CIN: U60210MP2003PTC015665) and Agarwal Fuel Corporation Pvt. Ltd. (CIN: U45203MP1980PTC001674) within the meaning of Section 2(46) and 2(6) of the Companies Act, 2013. The details thereof are as per form no AOC-1 attached herewith as per Annexure - I.

7. DISCLOSURE U/S 134 (3)

Pursuant to the provisions of sec 134 (3) read with companies (Accounts) rules, 2014. The required information's & disclosures, to the extent applicable to the company are discussed elsewhere in this report and their relevant information's are as under:-

- 7.1 An extract of Annual Return in Form MGT-9 as per **Annexure – II.**
- 7.2 Policy of company for the appointment of Directors and their remuneration as per **Annexure – III.**
- 7.3 The particulars of related party contracts as per u/s 188 are enclosed herewith in form AOC-2 as per **Annexure –IV**
- 7.4 The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of u/s 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as per **Annexure -V.**

There is no employee drawing remuneration of ₹ 500000/- per month or ₹ 6000000/- per year, therefore the particulars of employees as required U/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company.

8. BOARD MEETING

During the FY 2015-16, 6(Six) Board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standard and the SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015. The details of the Board meetings held during the year along with the attendance of the respective directors there at are set out in the Corporate Governance Report forming part of this annual report.

9. DISCLOSURE OF CODES, STATNDARDS, POLICIES AND COMPLIANCES THEREUNDER**a) Know Your Customer and Anti money laundering measure policy.**

Your company has a board approved Know Your Customer and Anti Money Laundering measure policy (KYC and AML Policy) in place and adheres to the said policy. The said policy is in line with the RBI Guidelines.

Company also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There are however, no cash transactions of the value of more than ₹ 10,00,000/- or any suspicious transactions whether or not made in cash noticed by the company in terms of the said policy.

b) Fair Practice Code

Your company has in place a fair practice Code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC.

c) Code of Conduct for Board of Directors and the Senior Management Personnel

Your company has adopted a code of conduct as required under clause 49 of the Listing Agreement and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for its Board of Directors and the senior management personnel. The code requires the Directors and employees of the company to act honestly, ethically and with integrity and in a professional and respectful manner. A certificate of the Management is attached with the Report in the Corporate Governance section.

d) Code for Prohibition of Insider Trading Practices

Your company has in place a code for prevention of insider trading practices in accordance with the model code of conduct, as prescribed under SEBI (prohibition of insider trading) regulations, 2015, as amended and has duly complied with the provisions of the said code.

e) Whistle blower policy

Pursuant to the provisions of section 177(9) and (10) of the Companies Act 2013 read with rule 7 of Companies (Meeting of Boards and its powers) Rules, 2014 and clause 49 of the Listing Agreement and Regulation 22 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company had adopted a whistle blower policy which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the chairman of audit committee in exceptional cases. Policy of the whistle blower of the Company has been given at the website of the Company at <http://www.availablefinance.in/Whistle%20Blower%20Policy%20&%20Vigil%20Mechanism.pdf> and attached the same as Annexure VI to this report.

f) Prevention, Prohibition and Redressal of Sexual Harassment of women at work place

The company has in place a policy on prevention, prohibition and redressal of sexual harassment of women at workplace. The primary objective of the said policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. No complaint, however is received by the company under the said policy in FY 2015-16.

g) Nomination, Remuneration and Evaluation policy (NRE Policy)

The Board has, on the recommendation of the nomination and remuneration committee framed a remuneration policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of Directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and clause 49 of the Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Policy of the Company has been given at the website of the Company at <http://www.availablefinance.in/Policy%20for%20remuneration%20to%20Director%20and%20KMP.pdf> and attached the same as **Annexure III** to this report. The details of the same are also covered in Corporate Governance Report forming part of this annual report.

h) Related Party Transactions Policy

There were no materially significant related party transactions held during the FY 2015-16 that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 during the financial year were mainly in the ordinary course of business and on an arm's length basis. The related party transaction policy as formulated by the company defines the materiality of related party and lays down the procedures of dealing with related party transactions. The details of the same are posted on the company's web-site (<http://www.availablefinance.in/Related%20Party%20Transaction%20Policy.pdf>).

i) Corporate Social Responsibility Policy

As per the provisions of section 135 of Companies Act, 2013 and rules made there under, the company does not fall under the threshold limit to constitute Corporate Social Responsibility Committee.

10. LISTING OF SHARES OF THE COMPANY

The equity shares of the company continue to remain listed on BSE limited (code: 531310). The company has paid the due listing fees to BSE Limited for the financial year 2016-17 on time.

11. DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended March 31st 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there is no material departures from the same;

- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at March 31st 2016 and of the profit and loss of the company for the year ended on that date;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a "going concern" basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your company consists of 4 directors. During the period Mr. Rajendra Sharma (DIN 00981139) continued to hold the office as Whole-Time-Director & CEO. Mrs. Neelam Sharma (DIN 06935934) continued to hold the office as Non-Executive Director.

Mr. Yogendra Narsingh Shukla (DIN: 00379050), Independent Director of the Company for a term of 5 years w.e.f. 1st April, 2014. And Ms. Priyanka Jha (DIN: 07347415) appointed as Additional Director under the category of Independent Director w.e.f. 25/11/2015. Mr. Sudama Tiwari (DIN: 01103738) has resigned from the post of Directorship w.e.f. 01/07/2015.

In accordance with the provisions of Section 152 of the companies Act 2013 read with relevant provisions of Articles of Association of the company there are none of any directors is liable to retire by rotation.

The brief resume of Directors proposed to be appointed/reappointed, nature of their expertise in specific functional areas and names of the companies in which they hold Directorship along with their membership/ chairmanship of committees of the board as stipulated under Clause 49 of Listing Agreement of stock exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, or provided in the Corporate Governance section along with the Annual Report.

Based on the confirmations received, none of the Directors are disqualified from being appointed, reappointed as directors in terms of section 164 of the Companies Act, 2013.

Mr. Rajendra Sharma (DIN 00981139) Whole-Time-Director & CEO, CS Usha Jaswani had been appointed w.e.f. 11th August 2016, in place of CS Murtaza Chechatwala resigned w.e.f. 10th August, 2016 and Mr. Rakesh Sahu, Chief Financial Officer of the company are designated as key managerial personnel of the company w.e.f. 1st April, 2014 as per the provisions of section 203 of the Companies Act, 2013.

13. PERFORMANCE EVALUATION

Pursuant to the provision of Companies Act, 2013 and clause 49 of the Listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the performance of the Board, its committee's and individual Directors are evaluated by number of meetings held, time spent in each meeting deliberating the issues, quality of information/data provided to the members, the time given to them to study the details before each meeting, quality of deliberation in each meeting, contribution of each directors, the details of decisions taken and measures adopted in implementing the decision and feedback to the board.

14. ANNUAL EVALUATION

Pursuant to the provisions of the companies Act, 2013 and Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, an Annual Performance evaluation of the Board, the Directors individually as well as the evaluation of the working of the board committees including audit committee and other committees of the Board of Directors of the company was carried out during the year and is covered under the corporate governance report forming part of this annual report.

15. SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATOR OR COURT OR TRIBUNALS

There were no significant/material orders passed by any regulator or court or tribunal which would impact the going concern status of the company and its future operations.

16. EXPLANATION TO OBSERVATION OF STATUTORY & SECRETARIAL AUDIT AS PER U/S 134(3)(f) OF THE COMPANIES ACT, 2013.

The Notes to the Accounts referred in Auditor Report and Secretarial Audit Report are self explanatory and do not call any further comments. The Secretarial Auditor M/s. Ishan Jain & Co. , Practicing Company Secretaries, Indore undertaken Secretarial Audit for the year 2015-2016 The Secretarial Audit Report for the financial year ended March 31. 2016 is annexed as **Annexure -VII**. The said Report does not contain any material qualification, reservation or adverse remark except the delay caused in the filling of some documents, which are already filed with the adequate additional filling fees and has been approved by the ROC/MCA, therefore do not calls for any further comments etc.

17. RISK MANAGEMENT COMMITTEE

The company has voluntary constituted Risk Management Committee and the policy is disclosed on the website of the company http://www.availablefinance.in/afl_risk.pdf.

18. COMMITTEE OF THE BOARD.

The company has duly constituted the following committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

- a) Audit Committee as per section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation And Disclosure Requirements) Regulations 2015.
- b) Stakeholder Relationship Committee as per section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation And Disclosure Requirements) Regulations 2015.
- c) Nomination and Remuneration Committee as per section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation And Disclosure Requirements) Regulations 2015.
- d) Risk Management Committee Regulation 21 of SEBI (Listing Obligation And Disclosure Requirements) Regulations 2015.
- e) Internal Committee for Sexual Harassment of woman at the work place.

The detail of the composition of all the committees and their respective terms of reference are included in the Corporate Governance Report forming the part of this annual report. The committees meet at the regular interval prescribed in the Companies Act, SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015, Secretarial Standard and any other Act applicable, if any.

19. DEPOSITS

The Company is a non-deposit taking category - B NBFC Company. The company does not have any public deposit within the meaning of Section 73 of the Companies Act, 2013.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required u/s 134 (3)(m) of the Companies Act, 2013 read with rule 8(3) of Companies (Account) Rules, on conservation of energy and technology absorption are NIL. There is no foreign exchange earnings and outgoing during the year.

21. COMPLIANCE OF RESERVE BANK OF INDIA GUIDELINES

The company is complying circulars and directions issued by the Reserve Bank of India from time to time.

22. INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL SYSTEM

The company has appointed an independent firm of Chartered Accountants for conducting the audit as per the internal audit standards and regulations. The internal auditor reports to the audit committee of the board. The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism with interaction of KMP and functional staff. The company has taken stringent measures to control the quality of disbursement of loan and its recovery to prevent fraud.

23. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Agreement with BSE, Regulation 34 read with Schedule V of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the corporate governance report, management discussion and analysis and the auditor's certificate regarding compliance of conditions of corporate governance is enclosed herewith as per **Annexure - VIII**.

24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company has an adequate internal financial control backed by sufficient qualified staff, system software and special software's. The company has also an internal audit system by the external agency.

25. DISCLOSURE AS PER TERMS OF PARAGRAPH 9BB OF NON BANKING FINANCIAL COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 1998.

The desired disclosure is enclosed herewith as per attached financial statement.

26. AUDITOR AND AUDITOR'S REPORT

At the 23rd Annual General Meeting (AGM) held on 22nd September, 2015, the members had appointed M/s Mahendra Badjatya & Co (ICAI Firm Registration Number 001457C) Chartered Accountants as statutory auditors of the company, by way of ordinary resolution u/s 139 of the Companies Act, 2013 to hold office for a term of 5 years from the conclusion of 23rd AGM until the conclusion of the 28th AGM of the company subject to ratification of appointment by the members of the company at every AGM as per the provisions of the Companies Act, 2013.

27. ACKNOWLEDGEMENT

The Board of Directors places its sincere gratitude for the assistance and co-operation received from Banks, Customers and Shareholders. The Directors take this opportunity to express their sincere appreciation for the dedicated services of the Executives and staffs for their contribution to the overall performance of the company.

**For and on Behalf of the Board
of Available Finance Limited
(CIN: L67120MP1993PLC007481)**

**Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139**

**Sd/-
(Neelam Sharma)
Director
DIN: 06935934**

Registered Office:
"Agarwal House" Ground Floor 5,
Yeshwant Colony, Y.N. Road
Indore-452003

Date: 22/08/2016
Place: Indore

Form AOC-1

ANNEXURE-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries (Not Applicable)

S N	Name of the Subsidiary	
1	Reporting period for the subsidiary	
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
3	Share capital	
4	Reserves & surplus	
5	Total assets	
6	Total Liabilities	
7	Investments	
	Turnover	
	Profit before taxation	
	Provision for taxation	
	Profit after taxation	
	Proposed Dividend	
	% of shareholding	

- The Company has no subsidiary/ies which is/are yet to commence operations
- The Company has no subsidiary/ies which has/have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

SN	Name of the Associate Company	Agarwal Coal Corporation Pvt. Ltd. (ACCPL)	Agarwal Transport Corporation Pvt. Ltd. (ATCPL)	Agarwal Fuel Corporation Pvt. Ltd. (AFCPL)
1	Latest Audited Balance Sheet Date	31/03/2016	31/03/2016	31/03/2016
2	Shares of Associate/Joint Ventures held by the Company on the year end (a) No. (b) Amount of Investment in Associates/Joint Venture (c) Extend of Holding %	8,00,000 (out of 2872800) Rs. 80,00,000 27.85%	3,50,000 (Out of 9,66,200) Rs. 35,00,000 36.22%	148750 (Out of 492000) Rs. 1487500 30.23%
3	Description of how there is significant influence	27.85% Holding in Equity shares of ACCPL	36.22% Holding Equity shares in ATCPL	30.23% Holding Equity shares in AFCPL
4	Reason why the associate/joint venture is not consolidated	-	-	-
5	Net worth attributable to Share holding as per latest audited Balance Sheet (₹)	7183.64	1491.60	1641.16
6	Profit / Loss for the year (a) Considered in Consolidation (₹ in Lakh) (b) Not Considered in Consolidation	394.96	181.90	244.46

- The Company has no associates or joint ventures which are yet to commence operations.
- The Company has no associates or joint ventures which have been liquidated or sold during the year.

For Available Finance Limited

Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139
Date: 22/08/2016
Place: Indore

Sd/-
(Neelam Sharma)
Woman Director
DIN:06935934

Sd/-
(Rakesh Sahu)
CFO

Sd/-
(Usha Jaswani)
Company Secretary

ANNEXURE-II

EXTRACT OF ANNUAL RETURN -FORM MGT - 9

As on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details

CIN	L67120MP1993PLC007481
Registration Date	03/02/1993
Name of the Company	Available Finance Limited
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non Government Company
Address of the Registered Office and contact details	"Agarwal House" Ground Floor, 5, Yeshwant Colony Indore MP- 452003 India E-mail: cs@availablefinance.in, Web-site: www.availablefinance.in Phone: 0731-4714000 Fax 0731-4714090.
Whether listed company	Listed
Name, address and contact details of Registrar and Transfer Agent, if any	M/s Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic complex, Pardeshipura, Indore (M.P.) 452010. Ph. 0731-4281333,4065797/99 email id. ankitind@sancharnet.in

II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company is as stated below:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Activities of commercial loan companies. (included are the activities of the company which is carrying on as its principal business providing of loans or advances or otherwise for any activity other than its own)	65923	100%

III. Name and Address of the Holding/Subsidiary/Associate/Joint Venture Companies:

S.N	Name of the Companies	CIN	Holding/ Subsidiary etc.	% of shares held	Applicable Under Section
01	Archana Coal Private Limited	U01122MP1991PTC006664	Holding Company	57.72	2(46) of Companies Act, 2013
02	Agarwal Coal Corporation Pvt. Ltd.	U23109MP2000PTC014351	Associate Company	27.85	2(6) of Companies Act, 2013
03	Agarwal Fuel Corporation Pvt. Ltd.	U45203MP1980PTC001674	Associate Company	30.23	2(6) of Companies Act, 2013
04	Agarwal Transport Corporation Pvt. Ltd.	U60210MP2003PTC015665	Associate Company	36.22	2(6) of Companies Act, 2013

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)

i) Category-wise Shareholding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	5691046	0	5691046	55.77	6041046		6041046	59.20	3.43
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	5691046	0	5691046	55.77	6041046		6041046	59.20	3.43
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A)(1)+ (A)(2)	5691046	0	5691046	55.77	6041046		6041046	59.20	3.43
B. Public Shareholding	-	-	-	-	-	-	-	-	-
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):									
(2) Non-Institutions									
a) Bodies Corporate	1637550	1700	1639250	16.07	963245	1200	964445	9.45	(6.62)
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual Share holders holding nominal share capital upto Rs.1 lakh	327017	294700	621717	6.09	340706	293300	634006	6.21	0.12
ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	1356220	893700	2249920	22.05	1668936	893700	2562636	25.11	3.06
c) Others (specify)									
i) NRI / OCBs	1567	0	1567	0.02	1567	0	1567	0.02	0.00
ii) Clearing Members / Clearing House	200	0	200	0.00	-	-	-	-	0.00
Sub-Total (B)(2):	3322554	1190100	4512654	44.23	2974454	1188200	4512654	40.80	(3.43)
Total Public Share holding (B)=(B)(1)+ (B)(2)	3322554	1190100	4512654	44.23	2974454	1188200	4512654	40.80	(3.43)
Grand Total (A+B)	9013600	1190100	10203700	100.00	9015500	1188200	10203700	100.00	0.00

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/en-cumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/En-cumbered to total shares	
Archana Coal Private Limited	5539946	54.29	0.00	5889946	57.72	0.00	3.43
Deepali Finance (P) Limited	151100	1.48	0.00	151100	1.48	0.00	0.00
Total	5691046	55.77	0.00	6041046	59.20	0.00	3.43

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Archana Coal Private Limited				
At the beginning of the year	5539946	54.29	-	-
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/ transfer/ bonus/ sweat equity etc):	Date	Increase/Decrease	Reason	No. of shares
	08/05/2015	Increase	Purchase	350000
At the end of the year	31/03/2016	-	5889946	57.72

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Changes during the year					Reason
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares after Change	Increase	Decrease	
Vandana Tayal	540600	5.30	540600	5.30	-	-	-	-	-	-
Aereo Dealcomm Private Limited	459800	4.51	459800	4.51	-	-	-	-	-	-
Sukant Steel Pvt. Ltd. (Orangestone Steel Pvt. Ltd.)	350000	3.43	-	-	08/05/2015	350000	0	-	350000	Sale
J. V. Modi Securities Limited	250000	2.45	0	0		Note-1		-	250000	Sale
Juhi Shiv kumar Agrawal	236683	2.32	346991	3.40	9/10/2015	236683	346991	110008	-	Purchased
K. K. Patel Finance Limited	339375	3.33	339375	3.33	-	-	-	-	-	-
Hitesh Pravin chandra Kapadia	49400	0.48	189400	1.86		Note-2				
Rampratap Tayal	182700	1.79	182700	1.79	-	-	-	-	-	-
Prem Chand Jain	141029	1.38	141029	1.38	-	-	-	-	-	-
Aditi Patni	124150	1.22	124584	1.22		Note-3				
Vinod B. Gandhi	100000	0.98	100000	0.98	-	-	-	-	-	-
Jyoti Shiv kumar Agarwal	99495	0.98	99495	0.98	-	-	-	-	-	-

Note - 1. Sale of Equity Shares on dated 10/07/2015, 17/07/2015, 28/08/2015 & 09/10/2015 no. of shares 30000, 9692, 100000 & 110308 respectively.

2. Purchase of Shares on dated 17/07/2015 & 28/08/2015 no. of shares 40000 & 100000 respectively.

3. Sale of Equity Shares on dated 17/04/2015, 24/04/2015 & 04/09/2015 no. of shares 700, 150 & 15 respectively and Purchase of Shares on dated 01/05/2015 & 17/07/2015 no. of Shares 400 & 899 respectively.

v) Shareholding of Directors and Key Managerial Personnel -NIL

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Mr. Rajendra Sharma, Whole-Time-Director & CEO				
At the beginning of the year				
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				
Mrs. Neelam Sharma, Director				
At the beginning of the year				
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				
Mr. Y. N. Shukla, Director				
At the beginning of the year				
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				
Ms. Priyanka Jha				
At the beginning of the year				
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				
Mr. Murtaza Chechatwala, Company Secretary				
At the beginning of the year				
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				
Mr. Rakesh Sahu, CFO				
At the beginning of the year				
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				

V. INDEBTNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(₹ in Lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		2052.00	-	2052.00
ii) Interest due but not paid		179.70	-	179.70
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2231.70	-	2231.70
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	325.83	-	325.83
Net Change	-	325.83	-	325.83
Indebtedness at the end of the financial year				
i) Principal Amount	-	1726.17	-	1726.17
ii) Interest due but not paid	-	179.70	-	179.70
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1905.87	-	1905.87

VI. REMUNERATION OF DIRECTOR AND KMP

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakhs)

S.N.	Particular of Remuneration	Mr. Rajendra Sharma, Whole-time-Director & CEO	Total
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	551575	551575
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify....	-	-
5	Others, please specify	-	-
	Total	551575	551575
	Ceiling as per the Act	24,00,000	24,00,000

B. Remuneration to other Directors:

1. Independent Directors: No remuneration was paid to independent directors

S.No.	Particular of Remuneration	Ms. Priyanka Jha	Mr. Y. N. Shukla	Total
1	-Fee for attending Board/ Committee Meetings	2000	10000	12000
2	-Commission	-	-	-
3	- Others, please specify	-	-	-
	Total B.1	2000	10000	12000

2. Other Non Executive Directors: No remuneration was paid to other Non Executive directors-(NIL)

S.No.	Particular of Remuneration	Mrs. Neelam Sharma	Total
1	-Fee for attending Board/ Committee Meetings	10000	10000
2	-Commission	-	-
3	- Others, please specify	-	-
	Total B.2	10000	10000
	Total (B1+B2)	22000	22000
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

S.No.	Particular of Remuneration	Mr. Murtaza Chechatwala, Company Secretary	Mr. Rakesh Sahu, CFO	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,80,000	120000	300000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5	Others, please specify	-	-	-
	Total C	1,80,000	120000	300000

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES -(Not Applicable)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	AUTHORITY [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTOR					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICER IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors of
Available Finance Limited

Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139

Date: 22/08/2016
Place: Indore

ANNEXURE-III**REMUNERATION POLICY****REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS:**

1. As per Company's policy, the Company doesn't pay any commission or remuneration to its non executive directors.
2. The Company pays sitting fee of Rs 2000/- (rupees two thousand only) for attending each meeting of the Board of directors including committee meetings thereof.
3. The Company reimburses the actual travelling and lodging expenses to the Non Executive Directors for attending the Board, Committee and members meetings from time to time.
4. The Company do not provides any ESOP, etc to its directors.

REMUNERATION CRITERIA FOR THE EXECUTIVE DIRECTORS AND KMP:

1. The Remuneration of the executive directors including the Chairman and Managing Director is determined and approved by the Nomination and Remuneration Committee of the Board, consisting of the Independent Directors.
2. The Executive directors being appointed for a period of 2/5 years at a time.
3. The Company is not paying any sitting fee as well as do not provide any ESOP, etc to its executive directors.
4. The Company is paying remuneration to its CS and CFO as per the terms of the appointment approved by the Remuneration Committee and they are also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.

For and on behalf of the Board of Directors of
Available Finance Limited

Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139

Date: 22/08/2016
Place: Indore

ANNEXURE-IV

Particulars of contracts/arrangements entered into by the Company with related parties

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis (NOT APPLICABLE)

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions ©	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Justification for entering into such contracts or arrangements or transactions (e)	Date of approval by the Board (f)	Amount paid as advances if any (g)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188 (h)
				NIL			

2. Details of material contracts or arrangement or transactions at arm's length basis (Amount in ₹)

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transaction (b)	Duration of the contracts/ arrangements / transactions ©	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount paid as advances, if any (f)
Vinod Kumar Agarwal	Registered Office Rent	As per terms of the Resolution/Agreement	82000	27/05/2014	-
Archana Coal Private Limited	Corporate Office Rent	As per terms of the Resolution/Agreement	90000	27/05/2014	-
Rajendra Sharma, WTD & CEO	Remuneration	As per terms of the Resolution	5,51,575	24/09/2015	-
Rakesh Sahu, CFO	Remuneration	As per terms of the Resolution	1,20,000	27/05/2014	-
CS Murtaza Chechatwala	Remuneration	As per terms of the Resolution	1,80,000	27/05/2014	-
Neena Devi Agarwal	Rent	As per terms of the Resolution/Agreement	165486	27/05/2014	-
Ad-Manum Finance Limited	Unsecured Loan	As per terms of the Agreement	Loan Taken - 2050000 Loan Repaid- 53100000 Interest to be paid - 21238784	27/05/2014	-
Agarwal Transport Corporation Pvt. Ltd.	Unsecured Loan	As per terms of the Agreement	Loan Given- 10200000 Loan Received - 46900000 Interest to be received- 14560714	27/05/2014	-
Agarwal Coal Corporation Pvt. Ltd.	Unsecured Loan	As per terms of the Agreement	Loan Received - 5200000 Interest to be received - 684195	27/05/2014	-
Yogendra Narsingh Shukla, Independent Director	Sitting Fees	As per Remuneration Policy	10000	-	-
Priyanka Jha, Independent Director	Sitting Fees	As per Remuneration Policy	2000	-	-
Neelam Sharma, Non-Executive Woman Director	Sitting Fees	As per Remuneration Policy	10000	-	-

For and on behalf of the Board of Directors of
Available Finance Limited

Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139

Date: 22/08/2016
Place: Indore

ANNEXURE – V

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the companies (Appointment and remuneration of Managerial Personal) Rules, 2014

- 1) The % increase in remuneration of each director, chief financial officer, Chief Executive Officer, Company Secretary or manager, if any, in the FY 2015-16, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2015-16 and the comparison of the remuneration of each key managerial personal (KMP) against the performance of the company are as under :-

S. No	Name of Director/KMP for financial year 2015-16 (₹)	Remuneration of Director/KMP for the financial Year 2015-16 (₹ in Lacs)	% increase in Remuneration in the Financial year 2015-16	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr Rajendra Sharma	551575	4.35%	3.06x	Profit after tax increased 17.03% for the FY 2015-16
2	Mr Murtuza				
	Chechatwala	180000	0.00%	NA	
3	Mr Rakesh Sahu	120000	0.00%	NA	

- 2) The median remuneration of the employees of the company during the financial year 2015-16 was ₹ 1.80 Lacs.
- 3) In the Financial Year, there was an increase of 0.00% in the median remuneration of employees.
- 4) There were 3 permanent employees on the rolls of the company as on 31/03/2016.
- 5) Relationship between average increase in remuneration and company performance – the profit after tax for the financial year ended 31/03/2016 increased by 17.03% whereas the increase in median remuneration was 0.00%. The average increase in median remuneration is therefore justified.
- 6) Comparison of the remuneration of the key managerial personnel against the performance of the company: The total remuneration of the key managerial personnel increased by 2.79% from ₹ 8.28 Lacs in 14-15 to ₹ 8.51 Lacs in 15-16. Whereas the profit after tax increased by 17.03% to ₹ 13.67 Lacs in 15-16.
- 7) (a) Variations in the market capitalization of the company – The market capitalization 31/03/2016 was ₹ 6.26 Crores (Pr Yr ₹ 4.22 Crores).
- (b) Price earnings ratio of the company as at 31/03/2016 was 47.23 (Pr Yr 37.55).
- (c) The company has not made any public issue or rights issue of securities in the recent past, so comparison has not been made of current share price with public offer price. The company's shares are listed on Bombay Stock Exchange (BSE).
- 8) Average % increase made in the salaries in the financial year 2015-16 – KMP 2.79%,.
- 9) There are no variable component of remuneration availed by the directors.
- 10) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – not applicable; and
- 11) It is hereby affirmed that the remuneration paid is as per the remuneration policy of directors KMP and other employees.

Registered Office:

Available Finance Limited
CIN- L67120MP1993PLC007481

"Agarwal House", Ground Floor
5, Yeshwant Colony, YN Road
INDORE – 452003 (M.P.)

By Order of the Board

Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN:00981139

Sd/-
(Rakesh Sahu)
CFO

Place: Indore
Date: 22/08/2016

ANNEXURE-VI**AVAILABLE FINANCE LIMITED****Whistle Blower Policy & Vigil Mechanism**

1. **Preface:** Pursuant to clause 49 of Listing Agreement Regulation 22 of SEBI (LODR) Regulations, 2015 and as per applicable provisions of section 177 of the Companies Act, 2013 requires every listed company shall establish a Whistle Blower policy/Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.
Under these circumstances, **Available Finance Limited**, being a listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.
2. **Definitions**
The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.
 - a. "Associates" means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
 - b. "Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchange and as per Regulation 18 of SEBI(LODR) Regulations 2015.
 - c. "Employee" means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
 - d. "Code" means the Whistle Blower Policy/ Vigil Mechanism Code of Conduct.
 - e. "Director" means every Director of the Company, past or present.
 - f. "Investigators" mean those persons authorized, appointed, consulted or approached by the Ethics Counselor/Chairman of the Audit Committee and includes the auditors of the Company and the police.
 - g. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
 - h. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
 - i. "Whistleblower" means an Employee or director making a Protected Disclosure under this policy.
3. **Scope of this Policy:** This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.
4. **Eligibility :**All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.
5. **Disqualifications**
 - a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
 - b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
 - c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.
6. **Procedure**
 - a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
 - b. The contact details of the Chairman of the Audit Committee of the Company is as under:
Ms. Priyanka Jha
250, Sunder Nagar , Main Sukhliya Indore-452010 (MP)

- c. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- f. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

7. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counselor/ Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

8. PROTECTION

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 8.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. SECRECY / CONFIDENTIALITY

- 9.1 The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall:
- 9.2 Maintain confidentiality of all matters under this Policy
- 9.3 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 9.4. Not keep the papers unattended anywhere at any time
- 9.5 Keep the electronic mails / files under password.

10. DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

10.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

11. REPORTING

The Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

13. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Therefore, the policy is published on the website of the company.

14. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

15. ADMINISTRATION AND REVIEW OF THE POLICY

A quarterly status report on the total number of compliant received, if any during the period with summary of the findings of Audit Committee and corrective steps taken should be send to the Chairman of the company. The Company Secretary shall be responsible for the administration, interpretation, application and review of this policy.

16. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

**By orders of the Board of
Available Finance Limited**

**Sd/-
(Ms. Priyanka Jha)
Chairman & Additional
Independent Director
DIN: 07347415**

**Date : 22/08/2016
Place: Indore**

Form MR-3

ANNEXURE-VII

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31stMARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Available Finance Ltd.,
Agarwal House, Ground Floor,
5, Yeshwant Colony,
Indore (M.P.) 452003

Dear Sir/s,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Available Finance Ltd.** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the **financial year ended 31stMarch, 2016**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31stMarch, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 1992 and 2015 as may be applicable;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
 - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The SEBI (Buyback of Securities) Regulations, 1998

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure I**. Further, the Company is having business activities related to Non-Banking Financial Company (Non Deposit Accepting or holding) business.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013 (w.e.f. 1st July, 2015); and

- (ii) The Listing Agreements entered into by the Company with BSE Ltd. and the SEBI (LODR) Regulations, 2015 as may be applicable.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) *That the Company has filed the following some forms to the Registrar of Companies after prescribed period with the adequate additional filing fees, and has complied with the requirement of the law. However, this has reported as compliance by reference of payment of additional fees;*
- (b) *That the Company has complied with all the requirements of the Listing Agreement/SEBI (LODR) Regulations, 2015 during the year under review except the followings;*
- (i) *That the Company has filed Limited Review Report as required under Clause 41 of Listing Agreement except, for the submission of Auditors Report for the quarter ended on 31st March, 2015. However, it has submitted the Annual Report along with the complete auditors report as per Companies Act, 2013.*
- (ii) *That the company filed outcome of the AGM held on 22nd Sept., 2015, however, the Minutes/Proceeding of the AGM not filed as required under Clause 31 of the Listing Agreement.*
- (iii) *The Company has complied with the requirement of the related party transaction as per section 188 of the Companies Act, 2013. The Company is NBFC registered with the RBI and has provided loans to the entities covered under the related parties and other in the ordinary course of business and on arm's length basis as per existing agreement. The Company needs to take approval of members at the next AGM, after 2nd Sept., 2015 and since the notice of the AGM was issued on 27th July, 2015 to hold AGM on 22nd Sept., 2015 it could not obtain required approval of the AGM under Regulation 23 of the SEBI (LODR) Regulation, 2015.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was changes in the Independent Directors but there was no change in the composition of the Board of directors during the period under review.

Adequate notice is given to all directors to schedule the Board/Committee Meeting, Agenda and Detailed notes on Agenda were sent at least seven days in advance, along with the respective notices and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, Disclosure of quarterly financial results under Clause 41 of the Listing Agreement and/or Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith, has not been reviewed, since the same have been subject to the statutory auditor or by other designated professionals. Therefore, we do not offer any comment. This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

We further report that during the audit period of the Company, there was no specific events/action having a major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

**For, ISHAN JAIN & CO.
COMPANY SECRETARIES**

**Sd/-
CS ISHAN JAIN
PROPRIETOR
ACS 29444
CP 13032**

**Place: Indore
Date: 25th July, 2016**

Annexure - I to the Secretarial Audit Report
List of specific/other laws generally applicable to the Company

1. Reserve Bank of India Directions/Regulations as applicable to a Non-Banking Financial Company (Non Deposit Accepting or holding)
2. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on it payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
3. Acts as prescribed under Direct Tax and Indirect Taxation
4. Local laws as applicable to the Registered office at Madhya Pradesh.

Annexure - II to the Secretarial Audit Report

To,
The Members,
Available Finance Ltd.,
Agarwal House, Ground Floor,
5, Yeshwant Colony,
Indore (M.P.) 452003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records placed before us for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, which provides a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts, financial results disclosed to the BSE Ltd. and applicability of the various direct and indirect taxation on the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc. and relied on the same.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, ISHAN JAIN & CO.
COMPANY SECRETARIES

Place: Indore
Date: 25th July, 2016

Sd/-
CS ISHAN JAIN
PROPRIETOR
ACS 29444
CP 13032

ANNEXURE-VIII**CORPORATE GOVERNANCE REPORT (For the year ended 31/03/2016)****(Annexed with the Board's Report)**

In accordance with Clause 49 of Listing Agreement with BSE, Regulation 34 read with Schedule V of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Companies Act, 2013 along with rules made the reunder and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Available Finance Limited is as under:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Available Finance Limited is committed to the adoption of best governance practices. The Company recognizes the ideals and importance of Corporate Governance believe on the Four Pillar of the Corporate Governance i.e. Accountability, Responsibility, Fairness and Transparency and acknowledges its responsibilities towards all stakeholders including customers, employees, regulatory authorities and shareholders.

Good Corporate Governance acts as a catalyst for consistent growth of an organization. It is the adoption of best business practices which ensure that the Company operates not only within regulatory framework, but is also guided by ethics.

Your Company is compliant with the all the provisions of Clause 49 of the Listing Agreement of the Stock Exchange as well as SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as applicable to the company since 1st December 2015.

2. BOARD OF DIRECTORS

(a) Composition & Category of Directors: The Board is duly constituted as prescribed in the Companies Act, 2013, Clause 49 of the Listing Agreement with BSE and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015:

Name of Directors	Designation	Category	Position	Shareholding
Mr. Rajendra Sharma	Whole-Time-Director & CEO	Executive	Chairman	—
Mrs. Neelam Sharma	Director	Non-Executive & Woman Director	Member	—
Mr. Yogendra Narsingh Shukla	Director	Independent & Non-Executive	Member	—
Mr. Sudama Tiwari*	Director	Independent & Non-Executive	Member	—
Ms. Priyanka Jha**	Director	Independent & Non-Executive	Member	—

(b) Attendance Record of Directors:

Name of Directors	No. of Board Meetings held	No. of Board Meetings Attended	Last AGM whether attended	Other Directorships	Committee Membership/Chairman***
Mr. Rajendra Sharma	6	6	Yes	-	2
Mrs. Neelam Sharma	6	5	No	-	-
Mr. Yogendra Narsingh Shukla	6	5	No	1	2
Mr. Sudama Tiwari*	6	0	No	-	-
Ms. Priyanka Jha**	6	1	No	-	-

* Mr. Sudama Tiwari resigned from the Directorship w.e.f. 01/07/2015.

**And Ms. Priyanka Jha appointed as Additional Director under the category of Independent Director w.e.f 25/11/2015.

***As per Regulation 26 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 for the purpose of determination of limit chairmanship and membership of the Audit Committee and Stake Holder Relationship Committee alone shall be considered.

During the financial year 2015-16 the Board meet 6 (Six) times 28/05/2015, 01/07/2015, 27/07/2015, 24/09/2015, 27/10/2015 and 02/02/2016.

(c) None of the above Directors is related inter-se, except Mrs. Neelam Sharma, the Non-Executive & Woman Director; she is wife of Mr. Rajendra Sharma, the Whole-Time-Director & CEO of the Company.

(d) Induction and Familiarization Programme for Independent Directors.

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments the same are posted on the website of the company <http://www.availablefinance.in/Disclosures.php> Detail of Familiarization Programmes imparted to Independent Director can be accessed from the website of the company and the web link for the same is: (http://www.availablefinance.in/Familiarization_programme_detail.pdf)

(e) Separate Meeting of Independent Director

As stipulated by the code of Independent Director under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the independent Director of the company held on **18th December, 2015** to review the performance of Non-Independent Director (including the Chairman) and the Board as whole. The Independent Director also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

(f) Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Company believes in "Zero Tolerance" to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the CEO & Director is attached and forms part of the Annual Report of the Company.

(g) Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has a whole Time Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

3. AUDIT COMMITTEE

(A) During the year Audit Committee has been reconstituted by the Board of Directors with their Meeting held on 02/02/2016. The detail is as follows:

S. N	Name of the Committee Member	Designation	Position
1	Ms. Priyanka Jha	Additional Independent Director	Chairman
2	Mr. Rajendra Sharma	Whole-Time-Director & CEO	Member
3	Mr. Yogendra Narsingh Shukla	Independent Director	Member

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Clause 49 of Listing Agreement with BSE as well as the Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Provisions of the Companies Act, 2013 read with the rules made thereunder, major of which are as follows:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters, required to be included in the Director's Responsibility Statements to be included in the Board's report in terms of clause (C) of sub section 3 of section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirement relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. review and Monitor the auditor's independence and performance, and effectiveness of audit process;
8. approval or and subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investment;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud of irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, share holders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
20. carrying out any other function as in the terms of reference of the Audit Committee.

(B) Constitution and Composition:

The terms of reference of the audit committee are extensive and include all that is mandated in regulations 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange and Provisions of the Companies Act, 2013. The Company has complied with the requirements of regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as regards composition of the Audit Committee.

During the year, the Committee has met 4 (Four) times (**i.e 28/05/2015, 27/07/2015, 27/10/2015 and 02/02/2016**). The details of attendance of the members of the Audit Committee in the meetings are as follows

The detail of the Meeting and attendance during the year 2015-16 is as follows:

Name	Meetings Held	Meetings Attended
Mr. Sudama Tiwari	4	0
Mr. Rajendra Sharma	4	4
Mr. Yogendra Narsingh Shukla	4	4
Ms. Priyanka Jha	4	1

CS Murtaza Chechatwala Company Secretary act as the Secretary to the committee.

Mr. Yogendra Narsingh Shukla, former Chairman of the Audit Committee was present at the Last Annual General Meeting to answer the shareholder queries.

4. **NOMINATION AND REMUNERATION COMMITTEE:**

A) Terms of Reference of the Nomination & Remuneration Committee:

The Committee is empowered to -

- (i) Formulate criteria for determining qualifications, positive attributes and independence of Directors and oversee the succession management process for the Board and senior management employees.
- (ii) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- (iii) Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.
- (iv) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.
- (v) Conduct Annual performance review of MD and CEO and Senior Management Employees;

B) Composition:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement. During the year the Nomination and Remuneration Committee has been reconstituted. The details are as follows:

Name	Position	Designation
Ms. Priyanka Jha	Chairman	Additional & Independent Director
Mrs. Neelam Sharma	Member	Non-Executive Director
Mr. Yogendra Narsingh Shukla	Member	Independent and Non-Executive Director

All the three members of the remuneration committee are non-executive and Independent Directors except Mrs. Neelam Sharma. The Broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of the Board of Directors of the Company and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for Executive Director.

C) Attendance:

The Nomination and Remuneration Committee met in the financial year 2015-16, 4 (four) times in the financial year 2015-16 (i.e. on 01/07/2015, 27/07/2015, 24/09/2015 and 02/02/2016). The detail of the Meeting and attendance during the year 2015-16 is as follows:

Name	Meeting Held	Meeting Attended
Mr. Sudama Tiwari	4	0
Mr. Yogendra Narsingh Shukla	4	4
Mrs. Neelam Sharma	4	4
Ms. Priyanka Jha	4	1

D) Performance Evaluation for Independent Directors:

Pursuant to the Provisions of the Companies Act, 2013 and as stipulated under regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

5. REMUNERATION OF DIRECTORS.**Criteria of making payment to Non-executive Directors**

The company formulated Policy for remuneration to Directors and KMP and the same is disclosed on the website: <http://www.availablefinance.in/Policy%20for%20remuneration%20to%20Director%20and%20KMP.pdf>

Details of the remuneration paid to the Non-Executive Directors during the year under review are as under:

Name	Sitting Fee (Rs.)	Other Payment	Total (Rs.)
Mr. Yogendra Narsingh Shukla	10,000	-	10,000
Mr. Sudama Tiwari	-	-	-
Mrs. Neelam Sharma	10,000	-	10,000
Ms. Priyanka Jha	2000	-	2000

Details of the remuneration paid to the directors during the year under review are as under:

Name of Directors	Amount	Period of appointment
Mr. Rajendra Sharma (Whole-Time-Director & CEO) Remuneration and Perquisites	5,51,575	Re-appointed upto 30/06/2017

6. STAKEHOLDER RELATIONSHIP COMMITTEE:

Based on the revised scope, this Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into shares kept in abeyance, if any. In compliance with the provisions of Section 178 of the Companies Act, 2013, Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and of the Listing Agreement with BSE:

During the year, the committee has been reconstituted, the detail are as follows:

S.N	Name of the Committee Member	Designation	Position
1	Ms. Priyanka Jha	Additional Independent Director	Chairman
2	Mr. Rajendra Sharma	Whole-Time-Director & CEO	Member
3	Mr. Yogendra Narsingh Shukla	Independent Director	Member

During the financial year 2015-16 the Committee meet on 4 (Four) times (**28/05/2015, 27/07/2015, 27/10/2015 & 02/02/2016**).

The detail of the Meeting and attendance during the year 2015-16 is as follows:

Name of the Committee Member	Meetings Held	Meetings Attended
Mr. Sudama Tiwari	4	0
Mr. Rajendra Sharma	4	4
Mr. Yogendra Narsingh Shukla	4	4
Ms. Priyanka Jha	4	1

During the year no complaints were received. Outstanding complaints as on 31st March, 2016 were **NIL**. The Company Secretary is the secretary of the Committee.

7. GENERAL BODY MEETINGS

Year	Meetings held	Location	Date	Time	No. of Special Resolution passed
2012-13	Annual General Meeting	CM-23, Sukhliya, Indore 452010	13/08/2013	11:00 am	2 (Two).
2013-14	Annual General Meeting	CM-23, Sukhliya, Indore 452010	24/09/2014	11:00 am	None
2014-15	Annual General Meeting	Hotel Surya, 5/5 Nath Mandir Road, Indore-452003	22/09/2015	11:00 am	None

During the year ended on 31st March 2016, there has/ have been no resolution/s passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

8. **MEANS OF COMMUNICATION**

The quarterly and half yearly financial results of the Company are, in compliance of Regulation 33/47 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, published in the Free Press (English edition) and Choutha Sansar (Hindi edition), a local vernacular news edition at the place where the registered office of the Company is situated.

The Company's Quarterly and Half yearly results in addition to being published in the newspapers are also provided on receipt of an individual request from the shareholders.

Results and Annual Reports of the Company are displayed on the Company's Website : www.availablefinance.in

The Annual Report is posted individually to all the members entitled to receive a copy of the same.

9. **GENERAL SHAREHOLDER INFORMATION**

Annual General Meeting Day, Date, Time and Venue		On Wednesday the 28 th September 2016 at 11.00 A.M. Hotel Surya, 5/5 Nath Mandir Road, Indore-452003.
Financial Year	:	2016-2017
Financial Calendar (tentative)		
Results for the 1 st Quarter	:	Last week July, 2016
Results for the 2 nd Quarter	:	Last Week of October, 2016
Results for the 3 rd Quarter	:	Last week of January, 2017
Results for the 4 th Quarter	:	On or Before 30 th May, 2017
Date of Book closure	:	22/09/2016 to 28/09/2016 (both days inclusive).
Remote e-Voting Date	:	25/09/2016 (Starts from 9.00 AM) to 27/09/2016 (Upto 5.00 PM).
Registered office	:	"Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore-452003 (M.P.)
Listing on Stock Exchanges & Code	:	BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
Demat ISIN Number	:	INE 325G01010

Market Price Data

Month	The Stock Exchange, Mumbai (BSE) (Rs. Per share)	
	Month's High Price	Month's Low Price
April' 2015	4.34	3.57
May' 2015	-	-
June' 2015	3.40	3.40
July' 2015	3.57	3.15
August' 2015	3.15	3.00
September' 2015	3.15	3.15
October' 2015	3.00	2.72
November' 2015	-	-
December' 2015	3.53	2.61
January' 2016	4.58	3.70
February' 2016	5.85	4.80
March' 2016	-	-

Data source from the website of the Stock Exchange, Mumbai.

Registrar and Transfer Agents

For Physical & Demat Shares: M/s Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore – 452 010 (M.P.) Ph.: 91-731-4281333, 4065797/99, Fax: 91-731-4065798, E-mail: ankitind@sancharnet.in, ankit_4321@yahoo.com.

Share Transfer System

The shares lodged for transfer in physical form are processed and the share certificates returned after transfer within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days.

Distribution of shareholding as on 31/03/2016

No. of shares	No. of Holders	%	Share Amount in Rs.	%
UPTO 1000	152	19.82	90000	0.09
1001- 2000	62	8.08	114420	0.11
2001- 3000	38	4.95	108250	0.11
3001- 4000	29	3.78	110740	0.11
4001- 5000	158	20.60	786530	0.77
5001- 10000	172	22.43	1461920	1.43
10001- 20000	54	7.04	906670	0.89
20001 -30000	24	3.13	594200	0.58
30001-40000	3	0.39	110580	0.11
40001-50000	7	0.91	334600	0.33
50001-100000	28	3.65	2040850	2.00
100000 & Above	40	5.22	95378240	93.47
TOTAL	767	100	102037000	100.00

Dematerialization of Shares

The Company's shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form.

The number of shares held in dematerialized and physical mode is as under:

Particulars	No. of Shares	% of total capital issued
Held in Dematerialized form in CDSL	1411281	13.83
Held in Dematerialized form in NSDL	7604219	74.52
Physical	1188200	11.65
Total	10203700	100.00

Reconciliation of Share Capital Audit :

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

Address For Correspondence and Investor Grievance Redressal

"Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore – 452 003 (M.P.) Ph.: 91-731-4714000 Fax: 91-731-4714090 E-mail: cs@availablefinance.in, info@availablefinance.in Web-Site: www.availablefinance.in.

Management Discussion & Analysis

The Management of the company presents its analysis report covering performance and outlook of the company. The report has been prepared in compliance with corporate governance requirement as laid down in the listing agreement : -

The Non banking financial services (NBFC) in private sector in India is represented by a large number of small and medium sized companies with regional focus. Over the years, our company has steadily broadened its business activities to cover a wide spectrum of services in the financial intermediation space with the basic focus on investment & finance.

Your company has reduced its operational cost and carefully evaluating investments. The company has no NPA account and no bad debts for the period ended on 31st March 2016.

The Company has a proper and adequate system of internal control to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets. The audit committee of the Board of Directors reviews the adequacy of internal control.

Considering company's current business activities enterprise resource planning Module-SAP is not practically feasible and financially viable for the company. Company's current business activity does not require any technology up gradation or modernization.

Statements in Management Discussion and Analysis, describing the company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions. Govt. policies and other incidental factors.

Company's Corporate Website

The Company's website is a comprehensive reference on Available's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on 'Investors' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars & transfer agents and frequently asked questions. Investors can also submit their queries and get feedback through online interactive forms. The section on 'Media' includes all major press reports and releases, awards, campaigns

10. OTHER DISCLOSURE :

a) Disclosure regarding materially significant related party transactions:

None of the transaction with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes on Accounts, forming part of the Annual report. None of the transactions with any of the related parties were in conflict with the interest of the Company.

b) Disclosure of non-compliance by the Company:

There has been no instance of non-compliance on any matter related to the capital markets, during the last two years.

c) The company had constituted the Vigil Mechanism and the details of its establishment are disclosed on the website of the company which can be accessed through : <http://www.availablefinance.in/Whistle%20Blower%20Policy%20&%20Vigil%20Mechanism.pdf> and affirmation that no personnel have been denied access to the Audit Committee.

d) Details of compliance with mandatory requirement and adoption of the non mandatory requirement. The Company has made all the compliances of mandatory requirements as required under the Listing Agreement as well as the SEBI (LODR) Regulations, 2015 as may be applicable to the company from time to time. The Company also complying with certain non mandatory requirements wherever the management considers appropriate in the best corporate governance practice.

e) The company do not have any Material Subsidiary, hence the company has not formulated policy for the same.

f) Discretionary Requirements under Regulation 27 of Listing Regulation

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

1. Non-Executive Chairman's Office: Chairman's office is separate from that of the CEO.
2. Shareholders' Rights: As the quarterly and half yearly Unaudited Financial Statement are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.

3. Modified Opinion in Auditors Report: The Company's financial statement for the year 2015-16 does not contain any modified audit opinion.
4. Separate posts of Chairman and CEO: The Chairman of the Board is a Non-executive Director and his position is separate from that of the CEO.
5. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

g) Policy on Related Party Transaction disclosed on the website of the company can be accessed through Web link: <http://www.availablefinance.in/Related%20Party%20Transaction%20Policy.pdf>.

11. CEO & CFO CERTIFICATION

The CEO & CFO have issued Certificate pursuant to the provision of regulation 17(8) of the Listing Regulations certifying that the financial statement do not contain any materially untrue statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

By order of the Board

Sd/-

(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139

Place: Indore
Date: 22/08/2016

CEO/CFO CERTIFICATION

To the Board of Directors of the
Available Finance Ltd.

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 Listing Agreement with the Stock Exchange, I hereby certify that:

- A. We have reviewed Financial Statements and the cash flow of Available Finance Ltd. for the year ended on 31st March 2016 and to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity's during the year 2015-16 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - (iii) that no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Indore
Date: 22/08/2016

Sd/-
(Rajendra Sharma)
Whole-Time-Director & CEO
DIN: 00981139

Sd/-
(Rakesh Sahu)
Chief Financial Officer

CODE OF CONDUCT – DECLARATION

This is to certify that :

In pursuance of the provisions of in Regulation 34 (3) read with Point No. D of Schedule V of SEBI (listing Obligations And Disclosure Requirements) Regulations, 2015. A Code of Conduct for the Board members and the Senior Management personnel of the Company has been approved by the Board in its meeting held on 27th day of May, 2016.

The said Code of Conduct has been uploaded on the website of the Company and has also been circulated to the Board members and the Senior Management Personnel of the Company.

All Board members and Senior Management Personnel have affirmed compliance with the said Code of Conduct, for the period ended 31st March, 2016.

For Available Finance Limited

Sd/-

(Rajendra Sharma)

Whole-Time-Director & CEO

DIN: 00981139

Date: 22/08/2016

Place: Indore

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Available Finance Ltd.

We have examined the compliance of condition of Corporate Governance by the Available Finance Limited for the year ended on 31st March, 2016 as stipulated in Chapter IV and Regulation 34 (3) read with Point No. E of Schedule V of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in chapter IV of SEBI (Listing obligations and Distosure Requirements) Regulation, 2015 pursuant to listing agreement of the said company with stock exchange.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Statutory Auditors

For : **Mahendra Badjatya & Co.**
Chartered Accountants
ICAI FRN001457C

Sd/-

CA. M.K. Badjatya
Partner

ICAI M. No. 070578

Place: Indore

Date: 22/08/2016

Independent Auditor's Report

To the Members of Available Finance Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying Standalone financial statements of **Available Finance Limited** (the Company), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on records by the Board of Directors, None of the directors disqualified as on 31st March 2016 from being appointed as a director in terms of section 164(2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 17 (B)(1) to the financial statements;
 - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable laws or accounting standards;
 - iii. There is no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Mahendra Badjatya & Co
Chartered Accountants**

ICAI FRN 001457C

**CA M.K Badjatya
Partner
ICAI MNO 070578**

**Indore
27 May, 2016**

Annexure – “A” to the Independent Auditors’ Report

The Annexure required under CARO, 2016 referred to in our Report to the members of the **Available Finance Limited** (“the Company”) for the year ended 31 March 2016, and according to information and explanations given to us, we report as under:

- (i) (a) The company has maintained adequate records showing general particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification which were not material have been properly dealt with in the books of account.
- (c) The company does not have any immovable property; therefore the requirement of this clause is not applicable to the company.
- (ii) The nature of the company’s business is such that it is not required to hold any inventories.
- (iii) The company is a registered Non Banking Financial company (NBFC) and during the ordinary course of its business the company has granted certain unsecured loans during the year amounting in aggregate ₹ 10200000/- (Outstanding as at 31/03/2016 ₹ 61254643/-) to a party covered in the register maintained U/s 189 of the companies act, 2013 and
- (a) The terms and conditions of the grant of such loans are not prejudicial to the interest of the company.
- (b) The schedule of repayment of principal and payment of interest has not been stipulated however the repayment of such loans is received on the basis of mutual understanding.
- (c) In the absence of any stipulation as to repayment, the element of overdue amount cannot be ascertained.
- (iv) The company is a registered Non Banking Financial company (NBFC) and provided loans in its ordinary course of business and in respect of such loans the interest is charged over and above the bank rate declared by Reserve Bank of India (RBI). Accordingly, in our opinion, the provisions of section 185 of the companies act, 2013 are complied with. The provisions of the section 186 of the companies act, 2013 are not applicable to the company.
- (v) The company has neither invited nor accepted any deposits from the public during the period under audit. As such requirement of clause (v) of the aforesaid order is not applicable.
- (vi) Since the company is a registered NBFC company and is carrying on the business of financial services therefore the requirement of maintenance of cost records under sub section (1) of section 148 of the Companies Act 2013 are not applicable to the company.
- (vii) (a) According to the records of the Company, it is generally regular in depositing undisputed statutory dues including Provident Fund, Employees state insurance, Income Tax, Sales tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues, whichever is applicable to the company with the appropriate authorities during the year and no undisputed amounts were outstanding as at 31st March, 2016 for a period of more than six months, from the date they become payable.
- (b) The following dues of Income Tax have not been deposited by the company on account of disputes :-

Name of The Act	Nature of Dues	Amount (In ₹)	Period to which Amount Relates (F.Y.)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	60051	2006-07	ITAT, Mumbai
Income Tax Act, 1961	Income Tax	11958	2007-08	ITAT, Mumbai
Income Tax Act, 1961	Income Tax	1217365	2012-13	CIT Appeals, Mumbai
Income Tax Act, 1961	Income Tax	1972100	2013-14	CIT Appeals, Mumbai
Total		3261474/-		

- (viii) The company has not taken any loan from any financial institution or bank or from debenture holders.

- (ix) During the year under report the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and also not obtained any term loan.
- (x) Based upon the audit procedures performed, during the year no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit;
- (xi) To the best of our knowledge and belief and according to the information and explanation given to us, managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the act.
- (xii) In our opinion the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable and the details of such transaction have been disclosed in the standalone financial statement as required by the applicable standards.
- (xiv) To the best of our knowledge and belief, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the order are not applicable.
- (xv) In our opinion, the company has not entered into any non cash transaction with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) The company is a registered NBFC company U/s 45IA of the Reserve Bank of India Act, 1934 vide registration no **B-03.00034 dated 26/02/1998** in category **Non-Banking Financial Institution without accepting public deposit** and accordingly, the company is carrying on financial Services business.

For Mahendra Badjatya & Co
Chartered Accountants
ICAI FRN 001457C

CA M.K Badjatya
Partner
ICAI MNO 070578

Place : Indore
Dated : 27 May 2016

Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Available Finance Limited** ("the Company") as of 31 March 2016 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be

prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mahendra Badjatya & Co
Chartered Accountants
ICAI FRN 001457C**

**Place : Indore
Dated : 27 May, 2016**

**CA M.K Badjatya
Partner
ICAI MNO 070578**

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

Particulars	Note No.	2015-16	2014-15
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	"1"	102037000	102037000
(b) Reserves and Surplus	"2"	61613598	60246424
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	"3"	41975404	0
(b) Deferred Tax Liability (Net)		0	6636
(3) Current Liabilities			
(a) Short-Term Borrowings	"4"	148611632	223170041
(b) Other Current Liabilities	"5"	2822997	2068271
Total		357060631	387528372
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	"6"	1732620	2282252
(b) Non-Current Investments	"7"	160441614	160441614
(c) Other Non-Current Assets	"8"	2419438	2419438
(2) Current Assets			
(a) Cash and Cash Equivalents	"9"	287460	639027
(b) Short-Term Loans and Advances	"10"	186481937	218853103
(c) Other Current Assets	"11"	5697562	2892938
Total		357060631	387528372

Significant Accounting Policies and Additional Notes on Accounts Forming an Integral part of These Financial Statements

"17"

For and on behalf of Board of Directors

Sd/-
Rajendra Sharma
 (Whole Time Director)
 (DIN - 00981139)

Sd/-
Neelam Sharma
 (Woman Director)
 (DIN - 06935934)

Sd/-
Rakesh Sahu
 (Chief Financial Officer)

Sd/-
CS Murtaza Chechatwala
 (Company Secretary)

Place: Indore
 Date : 27 May, 2016

As per our report of even date Attached
Statutory Auditors
FOR: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

Sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016
(Amount in ₹)

Particulars	Note No.	2015-16	2014-15
INCOME			
Revenue From Operations	"12"	32672901	24055389
Other Income	"13"	270110	270110
Total Revenue		32943011	24325499
EXPENSES			
Finance Costs	"14"	27358351	19966712
Employee Benefit Expenses	"15"	853729	828467
Depreciation	"6"	555131	933649
Other Expenses	"16"	1442591	1455012
Total Expenses		30209802	23183840
Profit Before Exceptional and Extraordinary items and Tax		2733209	1141658
- Exceptional Items		0	(110300)
Profit Before Extraordinary Items and Tax		2733209	1251958
Extraordinary Items			
- Provision For NPA		467373	0
Profit Before Tax		2265836	1251958
Tax expense:			
(1) Current tax		902760	468600
(2) Deferred Tax liability written back		(6636)	(164881)
(3) Excess Provision of Income tax written back		2538	(219973)
Profit for the Year		1367174	1168212
Earning per equity share per `10 each:			
(1) Basic (^)		0.13	0.11
(2) Diluted (^)		0.13	0.11

Significant Accounting Policies and Additional Notes on Accounts Forming an Integral part of These Financial Statements

"17"

For and on behalf of Board of Directors

Sd/-
Rajendra Sharma
(Whole Time Director)
(DIN - 00981139)

Sd/-
Neelam Sharma
(Woman Director)
(DIN - 06935934)

As per our report of even date Attached
Statutory Auditors
FOR: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

Sd/-
CS Murtaza Chechatwala
(Company Secretary)

Sd/-
Rakesh Sahu
(Chief Financial Officer)

Place: Indore
Date : 27 May, 2016

Sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2016		
(Amount in ₹)		
PARTICULARS	2015-16	2014-15
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Interest, Income Tax & Extraordinary Items	30091560	21108371
Add : Adjustment for		
Depreciation	555131	933650
Item Considered Separately		
Dividend Income	(270110)	(270110)
Operating Profit before Working Capital Changes	30376581	21771912
Add: Adjustment for Change in Working Capital		
Decrease in Short term Loans & Advances	(32371166)	(84597293)
Increase in Other Current liabilities	(754729)	1108618
Increase in Long term borrowings	(41975404)	0
Increase in Short term provisions	0	21967
	(75101299)	(83466708)
Less: Adjustment for Change in Working Capital		
Increase in Other Current assets	2804624	0
Decrease in Short term borrowings	74558409	82964235
Decrease Long term Loans & Advances	467374	0
	77830407	82964235
Cash Generated from Operations	27647474	(144659031)
Interest paid	(27358351)	(19966712)
Direct Taxes	(896124)	(1105967)
Deffered Tax	(6636)	0
Cash Flow before Extra Ordinary Items	(613637)	196760
Extra Ordinary Item	(2538)	317221
Net Cash Inflow/(outflow) from Operating Activities [A]	(616175)	513981
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment	0	(295392)
Purchase/Sale of Fixed Assets	(5500)	0
Dividend Income	270110	270110
Net Cash Inflow/(outflow) from Investing Activities [B]	264610	(25282)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash Inflow from Financing Activities [C]	0	0
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(351565)	488699
Cash & Cash Equivalents at the Beginning of the Year	639027	150328
Cash & Cash Equivalents at the Close of the Year	287460	639027

For and on behalf of Board of Directors

Sd/-
Rajendra Sharma
(Whole Time Director)
(DIN - 00981139)

Sd/-
Neelam Sharma
(Woman Director)
(DIN - 06935934)

Sd/-
CS Murtaza Chechatwala
(Company Secretary)

Sd/-
Rakesh Sahu
(Chief Financial Officer)

As per our report of even date Attached
Statutory Auditors
FOR: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

Sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

Place: Indore
Date : 27 May, 2016

NOTE - 1**SHARE CAPITAL**

(Amount in ₹)

Particulars	2015-16		2014-15	
	Number	₹	Number	₹
Authorised Equity Shares of `10 each	10500000	105000000	10500000	105000000
Issued, Subscribed & Paid up Equity Shares of ` 10 each fully paid	10203700	102037000	10203700	102037000
Total	10203700	102037000	10203700	102037000

Note:- The Company has only one class of Shares i.e. Equity Share. Each Equity Share is entitled for one vote.

Reconciliation of the number of Shares outstanding at the beginning of the year and at the end of the year.

Particulars	2015-16		2014-15	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	10203700	102037000	10203700	102037000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	10203700	102037000	10203700	102037000

Details of shareholding more than 5% shares in the company.

Name of Shareholder	2015-16		2014-15	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Archana Coal Pvt. Ltd.	5889946	57.72	5539946	54.29
Vandana Tayal	540600	5.30	540600	5.30

Disclosure as to Holding Company

By virtue of holding of more than 50% share capital of the company, Archana Coal Pvt Ltd has become Holding Company (Parent Company) of Available Finance Ltd.

Name of Holding Co	No of Shares	% of Total Holding
Archana Coal Pvt. Ltd.	5889946	57.72

NOTE - 2**RESERVES AND SURPLUS**

(Amount in ₹)

Particulars	2015-16	2014-15
a. Capital Reserves		
Balance as per last year	15822000	15822000
b. Share Premium Account		
Balance as per Last Year	14050500	14050500
c. NBFC Reserves		
Balance as per last year	5220452	4986810
Add: Transferred From P&L A/c during the year	273435	233642
Closing Balance	5493887	5220452

(Amount in ₹)		
Particulars	2015-16	2014-15
d. Surplus in the statement of Profit and Loss		
Balance as per Last Financial Statement	25153472	24218902
Add: Net Profit for the year	1367174	1168212
Less: Appropriations		
Transfer to NBFC Reserves	273435	233642
Closing Balance	26247211	25153472
Total (a+b+c+d)	61613598	60246424
NOTE - 3		
LONG TERM BORROWINGS		
(Amount in ₹)		
Particulars	2015-16	2014-15
Unsecured		
Inter Corporate Loans		
- From Others	41975404	0
(Including interest amount of ₹ 3725404)		
Total	41975404	0
NOTE - 4		
SHORT TERM BORROWINGS		
Particulars	2015-16	2014-15
Unsecured		
Inter Corporate Loans		
- From Related Concern	127714906	174029804
(Including interest amount of ₹ 19114906)		
- From Others	20896726	49140237
(Including interest amount of ₹ 1496726)		
Total	148611632	223170041
NOTE - 5		
OTHER CURRENT LIABILITIES		
Particulars	2015-16	2014-15
Outstanding Liabilities for Expenses		
- Audit Fees	75000	31500
- Others	26566	29100
TDS Payable	2721431	2007671
Total	2822997	2068271

Particulars		Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1/04/2015	Additions	Deductions	Balance as at 31/03/2016	Balance upto 1/04/2015	Depreciation charged for the year	Adjustment	Balance upto 31/03/2016	Balance as at 31/03/2016	Balance as at 31/03/2015
a)	<u>Tangible Assets</u>										
1	Furniture and Fixtures	75142	0	0	75142	71385	0	0	71385	3757	3757
2	Vehicles - Car	4668662	0	0	4668662	2392290	554816	0	2947106	1721556	2276372
3	Computer	42450	0	0	42450	40328	0	0	40328	2122	2122
4	Mobile	0	5500	0	5500	0	315	0	315	5185	0
	Current Year ₹	4786254	5500	0	4791754	2504003	555131	0	3059134	1732620	2282252
	Previous Year ₹	4786254	0	0	4786254	1570353	554404	379246	2511317	2282252	3215901

NOTE - 6

FIXED ASSETS

NOTE - 7					
NON-CURRENT INVESTMENTS					
(Amount in ₹)					
Particulars	FACE VALUE	NO. OF SHARES		Amount	
		2015-16	2014-15	2015-16	2014-15
I. UNDER D-MAT MODE					
A) Quoted Equity Shares					
Ad-Manum Finance Ltd.	10	270110	270110	1138816	1138816
B) Unquoted Equity Shares					
Kay Vee Aar Ltd.	10	15000	15000	357406	357406
TOTAL (A+B)		—	285110	1496222	1496222
II. UN-QUOTED EQUITY SHARE (In Physical Mode)					
A) In Associates					
Agarwal Coal Corporation pvt ltd.	10	800000	800000	50000000	50000000
Agarwal Transport Corporation Pvt Ltd.	10	350000	350000	29750000	29750000
Agarwal Fuel Corporation Pvt. Ltd.	10	148750	148750	25300000	25300000
B) In Others					
Sanjana Cold Storage Pvt Ltd	10	144000	144000	3600000	3600000
Gourisut Vyappar Pvt Ltd	10	912	912	70042	70042
Shradha Vanijya Pvt Ltd	10	960	960	72374	72374
Natraj Vanijya Pvt. Ltd	10	912	912	71420	71420
Jagdamba Enclave Pvt Ltd	10	840	840	81556	81556
TOTAL (A+B)		—	1446374	108945392	108945392
III. Project Participation Investment					
(Agarwal Real City Pvt. Ltd. - Related Party)				50000000	50000000
TOTAL				50000000	50000000
GRAND TOTAL (I+II+III)				160441614	160441614
Aggregate Cost Of Quoted Investment ₹				1138816	1138816
Aggregate Market Value Of Quoted Investment ₹				7495553	6686717
NOTE - 8					
OTHER NON-CURRENT ASSETS					
(Amount in ₹)					
Particulars	2015-16	2014-15			
Accrued Interest on Debentures (Related Party)	2416438	2416438			
Telephone Deposit	3000	3000			
Total	2419438	2419438			
NOTE - 9					
CASH AND CASH EQUIVALENTS					
Particulars	2015-16	2014-15			
a. Balances with Banks					
In Current account with Schedule Banks	273823	614709			
b. Cash on Hand	13637	24318			
Total	287460	639027			

NOTE - 10**SHORT TERM LOANS & ADVANCES**

(Amount in ₹)

Particulars	2015-16	2014-15
Unsecured, Considered good unless otherwise Stated		
- Related Parties	61870418	109459404
- Others	125078892	109393699
Less : Provision On Standard Assets	467373	0
Total	186481937	218853103

NOTE - 11**OTHER CURRENT ASSETS**

Particulars	2015-16	2014-15
Prepaid Expenses	20454	46307
Income Tax	3312578	909693
TDS Receivable	3267290	
Less: Provision for Income Tax	902760	
	2364530	1936938
Total	5697562	2892938

NOTE - 12**REVENUE FROM OPERATIONS**

Particulars	2015-16	2014-15
Income from Finance Activities		
Interest on Loans		
- From Related Parties	15244909	17333129
- From Others	17427992	6722260
Total	32672901	24055389

NOTE - 13**OTHER INCOME**

Particulars	2015-16	2014-15
Dividend Income from Related Party	270110	270110
Total	270110	270110

NOTE-14**FINANCE COSTS**

Particulars	2015-16	2014-15
Interest Expense		
To Related Parties	21238784	15977560
To Others	6119567	3989152
Total	27358351	19966712

NOTE-15**EMPLOYEE BENEFIT EXPENSES**

Particulars	2015-16	2014-15
Salaries, Bonus and Incentives		
- Director	551575	528467
- Others	300000	300000
- Staff Welfare	2154	0
Total	853729	828467

NOTE-16

(Amount in ₹)

OTHER EXPENSES

Particulars	2015-16	2014-15
Advertisement	30997	36385
Annual Listing Fee	224720	112360
Audit Fees		
-Audit Fee	65000	30000
-Tax Audit Fee	10000	5000
Bank Charges	1979	1834
Car Insurance	45117	62898
Computer Maintenance	3420	9743
Legal & Professional Charges	363616	201543
Office Rent (Related Party)	337488	709061
Office Genreal Expenses	9223	4647
Registration & Filling Fees	51051	33027
Repair & Maintenance	17111	66615
Director Sitting Fees	22000	0
Stationeries & Printing	27052	14565
Telephone & Postage	18067	4525
Vehicle Running Expenses	215750	162809
Total	1442591	1455012

NOTE - 17**SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS:****(A) SIGNIFICANT ACCOUNTING POLICIES:****1. BASIS OF ACCOUNTING:**

These Financial Statements have been prepared in accordance with generally accepted accounting principles and specified standards in India under the historical cost convention generally on accrual basis and in accordance with applicable accounting standards as prescribed U/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 along with the applicable guidelines issued by Reserve Bank of India ("RBI").

2. REVENUE RECOGNITION

Revenue is recognized to the extent it is probable that the economic benefits flows to the company and the revenue can be reliably measured.

3. USE OF ESTIMATES:

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumption that affect reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

4. FIXED ASSETS:

Fixed assets are stated at cost less accumulated depreciation.

5. DEPRECIATION:

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule II part C of the Companies Act, 2013, and accordingly the depreciation is charged on straight line method basis.

6. RECOGNITION OF NPA:

Non Performing Assets (NPA), if any, is recognized as per the prudential norms of NBFC Rules and Regulations of Reserve Bank of India.

7. INVESTMENTS:

Investments classified as Long Term Investments are stated at cost. Adequate provision against diminution in the value of Investment is made wherever applicable.

8. TAXATION:

Provision for current tax, if any, is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961. Deferred tax liability is calculated and provided, if any, in accordance with AS-22, deferred tax asset, if any, is ignored as a matter of prudence.

9. SEGMENT REPORTING:

The company operates only in the financial services therefore there is no reportable segment.

(B) ADDITIONAL NOTES ON ACCOUNTS**1. CONTINGENT LIABILITIES :**

Disputed demand of Income-tax pending appeals against which an amount of ₹ 468485/- paid under protest but not provided for ₹ 3729959/- (Previous Year ₹ 1685850/-)

2. DEFERRED TAX LIABILITY AS PER AS-22

Particulars	2015-16 (₹)	2014-15 (₹)
WDV as per Company Law	1732620	2282252
Less:- WDV as Per Income Tax	1926276	2260133
Difference	(193655)	22119
Income Tax @ 30.90%	(59839)*	6636
Less: Earlier Year Liability	6636	0
Deferred Income Tax For the year Written Back	0	6636

*Deferred tax asset of ₹ 53203/- is ignored as a matter of prudence.

3. AUDITOR'S REMUNERATION : (EXCLUDING SERVICE TAX)

Particulars	2015-16 (₹)	2014-15 (₹)
Statutory Audit fees	65000	30000
Tax Audit Fees	10000	5000
Total	75000	35000

4. RELATED PARTY TRANSACTION : AS PER ACCOUNTING STANDARD – 18

The information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.

Names of related parties:1. Key management personnel :-

S.No	Name of KMP	Designation of KMP
1	Mr Rajendra Sharma	Whole Time Director & CEO
2	Miss Priyanka Jha	Woman Director
3	Mr YP Shukla	Director
4	Mrs Neelam Sharma	Woman Director

2. Relative(s) of Key management Personnel :- NA3. Holding Company: - Archana Coal Pvt. Ltd.4. Associates

S.No	Name of Associate	% Holding
1	Agarwal Coal Corporation Pvt Ltd	27.85%
2	Agarwal Fuel Corporation Pvt Ltd	30.23%
3	Agarwal Transport Corporation Pvt Ltd	36.22%

5. Related Concern: - Ad-Manum Finance Limited, Agarmin Coalwashery Pvt. Ltd. and Agarwal Real City Pvt Ltd.**Transactions with related parties for the year ended 31/03/16 (Transaction have taken place on arm's length basis)**

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
ARCHANA COAL PVT. LTD	HOLDING COMPANY	RENT	90000	-
SHRI VINOD KUMAR AGARWAL	CONTROL OF HOLDING COMPANY	RENT	82000	-
NEENA DEVI AGARWAL	CONTROL OF HOLDING COMPANY	RENT	165486	-
SHRI RAJENDRA SHARMA	WHOLE TIME DIRECTOR & CEO	REMUNERATION	551575	-
SHRI RAKESH SHAHU	CFO	REMUNERATION	120000	-
MURTAZA CHECHATWALA	CS	REMUNERATION	180000	-
SHRI Y.P. SHUKLA	DIRECTOR	DIRECTOR'S SITTING FEES	10000	-
SMT. NEELAM SHARMA	DIRECTOR	DIRECTOR'S SITTING FEES	10000	-
MS. PRIYANKA JHA	DIRECTOR	DIRECTOR'S SITTING FEES	2000	-

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
AGARWAL COAL CORPORATION PVT.LTD. (Asset)	ASSOCIATE	LOAN GIVEN	-	-
		LOAN RECEIVED BACK	5200000	-
		INTEREST TO BE RECEIVED	684195	615775
AGARWAL TRANSPORT CORPORATION PVT. LTD. (Asset)	ASSOCIATE	LOAN GIVEN	10200000	48150000
		LOAN RECEIVED BACK	46900000	-
		INTEREST TO BE RECEIVED	14560714	13104643
AD-MANUM FINANCE LTD. (Liability)	RELATED CONCERN	LOAN TAKEN	2050000	108600000
		LOAN REPAYED	53100000	-
		INTEREST TO BE PAID	21238784	19114906

5. BASIC AND DILUTED EPS :

Particulars	2015-16 (₹)	2014-15 (₹)
Net (Loss)/Profit attributable to equity shareholders	1367174	1168212
Number of equity shares issued (basic)	10203700	10203700
Number of equity shares issued (Weighted)	10203700	10203700
Basic and Diluted earnings per share	0.13	0.11

6. The Company is holding more than 20% Equity Shares in Agarwal Coal Corporation Pvt. Ltd. (27.85%), Agarwal Fuel Corporation Pvt. Ltd. (30.23%) & Agarwal Transport Corporation Ltd. (36.22%) and are therefore Associate companies within the meaning of section 2(6) of the Companies Act, 2013 and as per AS - 23. Accordingly as per AS - 21 the consolidated financial statements shall be separately prepared.
7. The company is a subsidiary within the meaning of section 2(87) of the Companies Act, 2013 of Archana Coal Pvt. Ltd. holding 57.72% (Previous Year 54.29%) equity shares of the company.
8. The project participation investment in Agarwal Real City Pvt. Ltd., a related party is made on the following terms:
- The company will receive 30% lump sum payment of compensation on 31/03/2018.
 - The company to receive additional 10% share of profit of ARCPL, if any, over and above minimum assured return of 30% as above.
 - The investment to receive back/redeemed on or before 31/03/2018.
9. As per the information on records, the company does not have any overdue outstanding to micro and small scale industrial enterprises under MSMED Act, 2016.

10. Directors Remuneration

The company has paid director's remuneration as per the provisions of schedule V to the companies act, 2013 and complied all the provisions of the said act.

The Breakup of remuneration is as under :

S.no	Name of Director	Nature of payment	Amount (₹)
1	Rajendra Sharma	Salary & Allowance	551575/-

11. Balances of sundry debtors and loans & advances are subject to respective consent, confirmations, reconciliation and consequential adjustment, if any.

12. Disclosure to the extent applicable in the Balance Sheet under Non-Banking Financial Company as required by RBI as per their Circular RBI/2008-09116 DNBS(PD).CC.No.125/03.05.002/2008-2009, Guidelines for NBFC-ND as regards capital adequacy, liquidity and disclosure norms is enclosed as per **Statement-"A"**.
13. Previous year's figures have been regrouped, rearranged and recast wherever necessary
14. Additional information pursuant to the provisions of Part – II of schedule III to the Companies Act, 2013 are - NIL
15. Figures are rounded off to the nearest multiple of a ₹ {Rupee}.
16. According to AS - 3 the desired Cash flow statement is enclosed herewith.

For and on behalf of Board of Directors

Sd/-
Rajendra Sharma
(Whole Time Director)
(DIN - 00981139)

Sd/-
Neelam Sharma
(Woman Director)
(DIN - 06935934)

As per our report of even date Attached
Statutory Auditors
FOR: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

Sd/-
CS Murtaza Chechatwala
(Company Secretary)

Sd/-
Rakesh Sahu
(Chief Financial Officer)

Sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

Place: Indore
Date : 27 May, 2016

STATEMENT – "A"**1. Capital Risk Adequacy Ratio:**

Items	2015-16	2014-15
i) CRAR (%)	46.36	42.16
ii) CRAR – Tier I Capital (%)	46.36	42.16
iii) CRAR – Tier II Capital (%)	NIL	NIL

2. Exposure to Real Estate Sector:

a)	Direct Exposure	2015-16	2014-15
i)	Residential Mortgages- Lending secured by mortgages on residential Property that is or will be occupied by the borrower or that is rented; (Individual housing loans up to Rs.15 lacks may be shown separately)	NIL	NIL
ii)	Commercial Real Estate- Lending secured by mortgage on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits;	NIL	NIL
iii)	Investments in Mortgage Baked Securities (MBS) and other securitized exposures- a) Residential b) B) Commercial Real Estate	NIL NIL	NIL NIL
b)	Indirect Exposure		
	Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	NIL	NIL

3. Asset Liability Management

Maturity pattern of certain items of assets and liabilities: (₹ in Crores)

Liabilities:	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Borrowings from banks	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	14.86	4.20	-	-
Assets:									
Advances	-	-	-	-	-	18.65	-	-	-
Investments	-	-	-	-	-	-	16.04	-	-

Independent Auditor's Report**To the Members of Available Finance Limited****REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying Consolidated financial statements of **Available Finance Limited** (the Holding Company), and its associate (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("The Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2016 and their consolidated profit and their consolidated cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
- (c) The consolidated balance sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on records by the Board of Directors of the Holding Company, None of the directors of Holding Company and its Associates is disqualified as on 31st March 2016 from being appointed as a director in terms of section 164(2) of the Act;

With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**", which based on the auditor's report of the holding company and its associate ; and

with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on consolidated financial position of the holding company in these consolidated financial statements - Refer Note 17(B)(1).
- ii. Subject to the additional notes on accounts, the Holding Company and its associates has made adequate provision as at March 31st 2016, as required under the applicable law or accounting standards, for material foreseeable losses acknowledged by the Holding company and its associate, if any, on long-term contracts including derivative contracts.
- iii. There is no amount, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its associate.

Statutory Auditors

**FOR: MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C**

Sd/-
**CAM.K BADJATYA
PARTNER
ICAI MNO 070578**

**PLACE: INDORE
DATE: 22/08/2016**

Annexure - A to the Independent Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Available Finance Limited** ("the Holding Company") and its associate as of 31 March 2016 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its associates are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves, performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion to the best of our information and according to the explanation given to us, the Holding Company and its associates have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Statutory Auditors

**FOR: MAHENDRA BADJATYA & CO
CHARTERED ACCOUNTANTS
ICAI FRN 001457C**

**Sd/-
CAM.K BADJATYA
PARTNER
ICAI MNO 070578**

**PLACE: INDORE
DATE: 22/08/2016**

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

Particulars	Note No.	2015-16
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	"1"	102037000
(b) Reserves and Surplus	"2"	1051384675
(2) Non-Current Liabilities		
(a) Long-Term Borrowings	"3"	41975404
(b) Deferred Tax Liability (Net)		0
(3) Current Liabilities		
(a) Short-Term Borrowings	"4"	148611632
(b) Other Current Liabilities	"5"	2822997
Total		1346831708
II. ASSETS		
(1) Non-Current Assets		
(a) Fixed Assets	"6"	1732620
(b) Non-Current Investments	"7"	1150212690
(c) Other Non-Current Assets	"8"	2419438
(2) Current Assets		
(a) Cash and Cash Equivalents	"9"	287460
(b) Short-Term Loans and Advances	"10"	186481937
(c) Other Current Assets	"11"	5697562
Total		1346831708

Significant Accounting Policies and Additional Notes on Accounts Forming an Integral part of These Financial Statements

"17"

For and on behalf of Board of Directors

Sd/-
Rajendra Sharma
(Whole Time Director)
(DIN - 00981139)

Sd/-
Neelam Sharma
(Woman Director)
(DIN - 06935934)

As per our report of even date Attached
Statutory Auditors
FOR: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

Sd/-
CS Usha Jaswani
(Company Secretary)

Sd/-
Rakesh Sahu
(Chief Financial Officer)

Sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

Place: Indore
Date : 22/08/ 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016		
(Amount in ₹)		
Particulars	Note No.	2015-16
INCOME		
Revenue From Operations	"12"	32672901
Other Income	"13"	270110
Total Revenue		32943011
EXPENSES		
Finance Costs	"14"	27358351
Employee Benefit Expenses	"15"	853729
Depreciation	"6"	555131
Other Expenses	"16"	1442591
Total Expenses		30209802
Profit Before Exceptional and Extraordinary items and Tax		2733209
Extraordinary Items - Provision For NPA		467373
Profit Before Tax		2265836
Tax expense:		
(1) Current tax		902760
(2) Deferred Tax liability written back		(6636)
(3) Excess Provision of Income tax written back		2538
Profit for the Year		1367174
Add : Share in Profit of Associate		82132130
Consolidated Profit For the Year		83499304
Earning per equity share per ₹ 10 each:		
(1) Basic (₹)		8.18
(2) Diluted (₹)		8.18
Significant Accounting Policies and Additional Notes on Accounts Forming an Integral part of These Financial Statements	"17"	
For and on behalf of Board of Directors		
Sd/- Rajendra Sharma (Whole Time Director & CEO) (DIN - 00981139)	Sd/- Neelam Sharma (Woman Director) (DIN - 06935934)	As per our report of even date Attached Statutory Auditors FOR: MAHENDRA BADJATYA & CO. CHARTERED ACCOUNTANTS ICAI FRN 001457C
Sd/- CS Usha Jaswani (Company Secretary)	Sd/- Rakesh Sahu (Chief Financial Officer)	Sd/- CA M.K BADJATYA PARTNER ICAI MNO 070578
Place: Indore		
Date : 22/08/2016		

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2016	
(Amount in ₹)	
PARTICULARS	2015-16
A) CASH FLOW FROM OPERATING ACTIVITIES	
Profit before Interest, Income Tax & Extraordinary Items	30091560
Add : Adjustment for	
Depreciation	555131
Item Considered Separately	
Dividend Income	(270110)
Operating Profit before Working Capital Changes	30376581
Add: Adjustment for Change in Working Capital	
Decrease in Short term Loans & Advances	(32371166)
Increase in Other Current liabilities	(754728)
Increase in Long term borrowings	(41975404)
Increase in Short term provisions	0
	(75101298)
Less: Adjustment for Change in Working Capital	
Increase in Other Current assets	2804624
Decrease in Short term borrowings	74558409
Decrease Long term Loans & Advances	467374
	77830407
Cash Generated from Operations	27647474
Interest paid	(27358351)
Direct Taxes	(896124)
Deffered Tax	(6636)
Cash Flow before Extra Ordinary Items	(613639)
Extra Ordinary Item	(2538)
Net Cash Inflow/(outflow) from Operating Activities [A]	(616177)
B) CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Investment	0
Purchase/Sale of Fixed Assets	(5500)
Dividend Income	270110
Net Cash Inflow/(outflow) from Investing Activities [B]	264610
C) CASH FLOW FROM FINANCING ACTIVITIES	
Net Cash Inflow from Financing Activities [C]	0
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(351567)
Cash & Cash Equivalents at the Beginning of the Year	639027
Cash & Cash Equivalents at the Close of the Year	287460

For and on behalf of Board of Directors

<p style="text-align: center;">Sd/- Rajendra Sharma (Whole Time Director) (DIN - 00981139)</p>	<p style="text-align: center;">Sd/- Neelam Sharma (Woman Director) (DIN - 06935934)</p>	<p style="text-align: right;">As per our report of even date Attached Statutory Auditors FOR: MAHENDRA BADJATYA & CO. CHARTERED ACCOUNTANTS ICAI FRN 001457C</p>
<p style="text-align: center;">Sd/- CS Usha Jaswani (Company Secretary)</p> <p>Place: Indore Date : 22/08/2016</p>	<p style="text-align: center;">Sd/- Rakesh Sahu (Chief Financial Officer)</p>	<p style="text-align: right;">Sd/- CA M.K BADJATYA PARTNER ICAI MNO 070578</p>

NOTE - 1**SHARE CAPITAL**

(Amount in ₹)

Particulars	2015-16	
	Number	₹
Authorised Equity Shares of ₹ 10 each	10500000	105000000
Issued, Subscribed & Paid up Equity Shares of ₹ 10 each fully paid	10203700	102037000
Total	10203700	102037000

Note:- The Company has only one class of Shares i.e. Equity Share. Each Equity Share is entitled for one vote.

Reconciliation of the number of Shares outstanding at the beginning of the year and at the end of the year.

Particulars	2015-16	
	Number	₹
Shares outstanding at the beginning of the year	10203700	102037000
Shares Issued during the year	0	0
Shares bought back during the year	0	0
Shares outstanding at the end of the year	10203700	102037000

Details of shareholding more than 5% shares in the company.

Name of Shareholder	2015-16	
	No. of Shares held	% of Holding
Archana Coal Pvt. Ltd.	5889946	57.72
Vandana Tayal	540600	5.30

Disclosure as to Holding Company

By virtue of holding of more than 50% share capital of the company, Archana Coal Pvt Ltd has become Holding Company (Parent Company) of Available Finance Ltd.

Name of Holding Co	No of Shares	% of Total Holding
Archana Coal Pvt. Ltd.	5889946	57.72

NOTE - 2**RESERVES AND SURPLUS**

(Amount in ₹)

Particulars	2015-16
a. Capital Reserves	15822000
b. Share Premium Account	
Balance as per Last Year	14050500
Add : Share in Security Premium (Associate Companies)	71641833
	85692333
c. NBFC Reserves	
Balance as per last year	5220452
Add: Transferred From P&L A/c during the year	16699861
Closing Balance	21920313

(Amount in ₹)	
Particulars	2015-16
d. Surplus in the statement of Profit and Loss	
Balance as per Last Financial Statement	25153472
Add: Net Profit for the year	83499304
Less: Appropriations	
Transfer to NBFC Reserves	16699861
Add : Share in Revenue Profit (Associate Companies)	835997113
Closing Balance	927950029
Total (a+b+c+d)	1051384675
NBFC Reserves has been created as required by guidelines issued by Reserve Bank of India	
NOTE - 3	
LONG TERM BORROWINGS	
(Amount in ₹)	
Particulars	2015-16
Unsecured	
Inter Corporate Loans	
- From Others	41975404
(Including interest amount of ₹ 3725404)	
Total	41975404
NOTE - 4	
SHORT TERM BORROWINGS	
Particulars	2015-16
Unsecured	
Inter Corporate Loans	
- From Related Concern	127714906
(Including interest amount of ₹ 19114906)	
- From Others	20896726
(Including interest amount of ₹ 1496726)	
Total	148611632
NOTE - 5	
OTHER CURRENT LIABILITIES	
Particulars	2015-16
Outstanding Liabilities for Expenses	
- Audit Fees	75000
- Others	26566
TDS Payable	2721431
Total	2822997

NOTE - 6
FIXED ASSETS
(Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 1/04/2015	Additions	Deductions	Balance as at 31/03/2016	Balance upto 1/04/2015	Depreciation charged for the year	Deduction/ Adjustment	Balance upto 31/03/2016	Balance as at 31/03/2016	Balance as at 31/03/2015
a) Tangible Assets										
1 Furniture and Fixtures	75142	0	0	75142	71385	0	0	71385	3757	3757
2 Vehicles - Car	4668662	0	0	4668662	2392290	554816	0	2947106	1721556	2276372
3 Computer	42450	0	0	42450	40328	0	0	40328	2122	2122
4 Mobile	0	5500	0	5500	0	315	0	315	5185	0
Current Year ₹	4786254	5500	0	4791754	2504003	555131	0	3059134	1732620	2282252
Previous Year ₹	4786254	0	0	4786254	1570353	554404	379246	2511317	2282252	3215901

NOTE - 7**NON-CURRENT INVESTMENTS****I Investment in Equity Instruments**

(Amount in ₹)

Investment In Associates			
Share in Net Assets		41870266	
Add : Goodwill on consolidation		63179734	
		<hr/>	
Equity Investment in Associate at cost		105050000	
Add : Share in Profit/Reserves of Associates		989771076	1094821076

I Investment in Equity Instruments of Other Companies

Particulars	FACE VALUE	NO.OF SHARES	Amount
		2015-16	2015-16
(A) UNDER D-MAT MODE			
a) Quoted Equity Shares			
Ad-Manum Finance Ltd.	10	270110	1138816
b) Unquoted Equity Shares			
Kay Vee Aar Ltd.	10	15000	357406
TOTAL (A+B)		---	1496222
B) In Others			
Sanjana Cold Storage Pvt Ltd	10	144000	3600000
Gourisut Vyappar Pvt Ltd	10	912	70042
Shradha Vanijya Pvt Ltd	10	960	72374
Natraj Vanijya Pvt. Ltd	10	912	71420
Jagdamba Enclave Pvt Ltd	10	840	81556
TOTAL (A+B)		---	3895392
III. Project Participation Investment			
(Agarwal Real City Pvt. Ltd. - Related Party)			50000000
TOTAL			50000000
GRAND TOTAL (I+II+III)			1150212690
Aggregate Cost Of Quoted Investment ₹			1138816
Aggregate Market Value Of Quoted Investment ₹			7495553

NOTE - 8**OTHER NON-CURRENT ASSETS**

(Amount in ₹)

Particulars	2015-16
Accrued Interest on Debentures (Related Party)	2416438
Telephone Deposit	3000
Total	2419438

NOTE - 9**CASH AND CASH EQUIVALENTS**

Particulars	2015-16
a. Balances with Banks	
In Current account with Schedule Banks	273823
b. Cash on Hand	13637
Total	287460

NOTE - 10**SHORT TERM LOANS & ADVANCES****(Amount in ₹)**

Particulars	2015-16
Unsecured, Considered good unless otherwise Stated	
- Related Parties	61870418
- Others	125078892
Less : Provision On Standard Assets	467373
Total	186481937

NOTE - 11**OTHER CURRENT ASSETS**

Particulars	2015-16
Prepaid Expenses	20454
Income Tax	3312578
TDS Receivable	
Less: Provision for Income Tax	2364530
Total	5697562

NOTE - 12**REVENUE FROM OPERATIONS**

Particulars	2015-16
Income from Finance Activities	
Interest on Loans	
- From Related Parties	15244909
- From Others	17427992
Total	32672901

NOTE - 13**OTHER INCOME**

Particulars	2015-16
Dividend Income from Related Party	270110
Total	270110

NOTE-14**FINANCE COSTS**

Particulars	2015-16
Interest Expense	
To Related Parties	21238784
To Others	6119567
Total	27358351

NOTE-15**EMPLOYEE BENEFIT EXPENSES**

Particulars	2015-16
Salaries, Bonus and Incentives	
- Director	553729
- Others	300000
Total	853729

NOTE-16**OTHER EXPENSES****(Amount in ₹)**

Particulars	2015-16
Advertisement	30997
Annual Listing Fee	224720
Audit Fees	
-Audit Fee	65000
-Tax Audit Fee	10000
Bank Charges	1979
Car Insurance	45117
Computer Maintenance	3420
Legal & Professional Charges	363616
Office Rent (Related Party)	337488
Office Genreal Expenses	9223
Registration & Filling Fees	51051
Repair & Maintenance	17111
Director Sitting Fees	22000
Stationeries & Printing	27052
Telephone & Postage	18067
Vehicle Running Expenses	215750
Total	1442591

NOTE - 17**SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS:****(A) SIGNIFICANT ACCOUNTING POLICIES:****1. BASIS OF ACCOUNTING:**

These Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles and specified standards in India under the historical cost convention generally on accrual basis and in accordance with applicable accounting standards as prescribed U/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 along with the applicable guidelines issued by Reserve Bank of India ("RBI").

2. BASIS OF CONSOLIDATION

The Consolidated Financial Statements (CFS) comprises the financial statements of Available Finance Limited (The Company), and the investment of the company in Associates

i) Basis Of Accounting

The Financial Statements of the Associate companies used in the preparation of CFS are drawn upto the same reporting date as that of the company i.e. 31/03/2016.

ii) Principals of Consolidation

The CFS have been prepared on the following basis :

a) Investment in associate companies has been accounted for under the equity method as per AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements", whereby the investment is initially recorded at cost, identifying any Goodwill/Capital Reserve arising at the time of acquisition. The carrying amount of the Investment is adjusted thereafter for the post acquisition change in the Company's share of net assets of the associate companies.

b) The CFS is comprised of the Audited Financial Statements (except as mentioned otherwise) of the Company and its Associates for the year ended 31st March, 2015, which are as under:

Name of the Company	Country of Incorporation	Direct Holding %
Associates		
Agarwal Transport Corporation Pvt. Ltd.	India	36.22%
Agarwal Fuel Corporation Pvt. Ltd.	India	30.23%
Agarwal Coal Corporation Pvt. Ltd.	India	27.85%

3. REVENUE RECOGNITION

Revenue is recognized to the extent it is probable that the economic benefits flows to the company and the revenue can be reliably measured.

4. USE OF ESTIMATES:

The preparation of consolidated financial statements in conformity with GAAP requires the management to make estimates and assumption that affect reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

5. FIXED ASSETS:

Fixed assets are stated at cost less accumulated depreciation.

6. DEPRECIATION:

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule II part C of the Companies Act, 2013, and accordingly the depreciation is charged on straight line method basis.

7. RECOGNITION OF NPA:

Non Performing Assets (NPA), if any, is recognized as per the prudential norms of NBFC Rules and Regulations of Reserve Bank of India.

8. INVESTMENTS:

Investments classified as Long Term Investments are stated at cost. Adequate provision against diminution in the value of Investment is made wherever applicable.

9. TAXATION:

Provision for current tax, if any, is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961. Deferred tax liability is calculated and provided, if any, in accordance with AS-22, deferred tax asset, if any, is ignored as a matter of prudence.

10. SEGMENT REPORTING:

The company operates only in the financial services therefore there is no reportable segment.

(B) ADDITIONAL NOTES ON ACCOUNTS**1. CONTINGENT LIABILITIES :**

Disputed demand of Income-tax pending appeals against which an amount of ₹ 468485/- paid under protest but not provided for ₹ 3729959/- (Previous Year ₹ 1685850/-)

2. DEFERRED TAX LIABILITY AS PER AS-22

Particulars	2015-16 (₹)	2014-15 (₹)
WDV as per Company Law	1732620	2282252
Less:- WDV as Per Income Tax	1926276	2260133
Difference	(193655)	22119
Income Tax @ 30.90%	(59839)*	6636
Less: Earlier Year Liability	6636	0
Deferred Income Tax For the year Written Back	0	6636

*Deferred tax asset of ₹ 53203/- is ignored as a matter of prudence.

3. AUDITOR'S REMUNERATION : (EXCLUDING SERVICE TAX)

Particulars	2015-16 (₹)	2014-15 (₹)
Statutory Audit fees	65000	30000
Tax Audit Fees	10000	5000
Total	75000	35000

4. RELATED PARTY TRANSACTION : AS PER ACCOUNTING STANDARD – 18

The information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.

Names of related parties:**1. Key management personnel :-**

S.No	Name of KMP	Designation of KMP
1	Mr Rajendra Sharma	Whole Time Director & CEO
2	Miss Priyanka Jha	Woman Director
3	Mr YP Shukla	Director
4	Mrs Neelam Sharma	Woman Director

2. Relative(s) of Key management Personnel :- NA
 3. Holding Company: - Archana Coal Pvt. Ltd.
 4. Associates

S.No	Name of Associate	% Holding
1	Agarwal Coal Corporation Pvt Ltd	27.85%
2	Agarwal Fuel Corporation Pvt Ltd	30.23%
3	Agarwal Transport Corporation Pvt Ltd	36.22%

5. Related Concern: - Ad-Manum Finance Limited, Agarmin Coalwashery Pvt. Ltd. and Agarwal Real City Pvt Ltd.

Transactions excluding current account transaction with related parties for the year ended 31/03/16 (Transaction have taken place on arm's length basis)

NAME OF THE PARTY	RELATIONSHIP	NATURE OF TRANSACTION	VOLUME OF TRANSACTION (₹)	AMOUNT OUTSTANDING (₹)
ARCHANA COAL PVT. LTD	HOLDING COMPANY	RENT	90000	-
SHRI VINOD KUMAR AGARWAL	CONTROL OF HOLDING COMPANY	RENT	82000	-
NEENA DEVI AGARWAL	CONTROL OF HOLDING COMPANY	RENT	165486	-
SHRI RAJENDRA SHARMA	WHOLE TIME DIRECTOR & CEO	REMUNERATION	551575	-
SHRI RAKESH SHAHU	CFO	REMUNERATION	120000	-
MURTAZA CHECHATWALA	CS	REMUNERATION	180000	-
SHRI Y.P. SHUKLA	DIRECTOR	DIRECTOR'S SITTING FEES	10000	-
SMT. NEELAM SHARMA	DIRECTOR	DIRECTOR'S SITTING FEES	10000	-
MS. PRIYANKA JHA	DIRECTOR	DIRECTOR'S SITTING FEES	2000	-
AGARWAL COAL CORPORATION PVT.LTD. (Asset)	ASSOCIATE	LOAN GIVEN	-	-
		LOAN RECEIVED BACK	5200000	-
		INTEREST TO BE RECEIVED	684195	615775
AGARWAL TRANSPORT CORPORATION PVT. LTD. (Asset)	ASSOCIATE	LOAN GIVEN	10200000	48150000
		LOAN RECEIVED BACK	46900000	-
		INTEREST TO BE RECEIVED	14560714	13104643
AD-MANUM FINANCE LTD. (Liability)	RELATED CONCERN	LOAN TAKEN	2050000	108600000
		LOAN REPAID	53100000	-
		INTEREST TO BE PAID	21238784	19114906

5. BASIC AND DILUTED EPS :

Particulars	2015-16 (₹)
Consolidated Profit attributable to equity shareholders	83509775
Number of equity shares issued (basic)	10203700
Number of equity shares issued (Weighted)	10203700
Basic and Diluted earnings per share	8.18

6. The company is a subsidiary within the meaning of section 2(87) of the Companies Act, 2013 of Archana Coal Pvt. Ltd. holding 57.72% (Previous Year 54.29%) equity shares of the company.
7. The project participation investment in Agarwal Real City Pvt. Ltd., a related party is made on the following terms :
- The company will receive 30% lump sum payment of compensation on 31/03/2018.
 - The company to receive additional 10% share of profit of ARCPL, if any, over and above minimum assured return of 30% as above.
 - The investment to receive back/redeemed on or before 31/03/2018.
8. As per the information on records, the company does not have any overdue outstanding to micro and small scale industrial enterprises under MSMED Act, 2016.

9. Directors Remuneration

The company has paid director's remuneration as per the provisions of schedule V to the companies act, 2013 and complied all the provisions of the said act.

The Breakup of remuneration is as under :

S.no	Name of Director	Nature of payment	Amount (₹)
1	Rajendra Sharma	Salary & Allowance	551575/-

10. Balances of sundry debtors, creditors, and loans & advances are subject to respective consent, confirmations, reconciliation and consequential adjustment, if any.
11. Disclosure to the extent applicable in the Balance Sheet under Non-Banking Financial Company as required by RBI as per their Circular RBI/2008-09116 DNBS(PD).CC.No.125/03.05.002/2008-2009, Guidelines for NBFC-ND as regards capital adequacy, liquidity and disclosure norms is enclosed as per **Statement-"A"**.
12. Previous year's figures have been regrouped, rearranged and recast wherever necessary.
13. Additional information pursuant to the provisions of Part – II of schedule III to the Companies Act, 2013 are - NIL
14. Figures are rounded off to the nearest multiple of a ₹ {Rupee}.
15. According to AS - 3 the desired Cash flow statement is enclosed herewith.

For and on behalf of Board of Directors

Sd/-
Rajendra Sharma
(Whole Time Director)
(DIN - 00981139)

Sd/-
Neelam Sharma
(Woman Director)
(DIN - 06935934)

As per our report of even date Attached
Statutory Auditors
FOR: MAHENDRA BADJATYA & CO.
CHARTERED ACCOUNTANTS
ICAI FRN 001457C

Sd/-
CS Usha Jaswani
(Company Secretary)

Sd/-
Rakesh Sahu
(Chief Financial Officer)

Sd/-
CA M.K BADJATYA
PARTNER
ICAI MNO 070578

Place: Indore
Date : 22/08/2016

STATEMENT – "A"**1. Capital Risk Adequacy Ratio:**

Items	2015-16	2014-15
i) CRAR (%)	46.36	42.16
ii) CRAR – Tier I Capital (%)	46.36	42.16
iii) CRAR – Tier II Capital (%)	NIL	NIL

2. Exposure to Real Estate Sector:

a)	Direct Exposure	2015-16	2014-15
i)	Residential Mortgages- Lending secured by mortgages on residential Property that is or will be occupied by the borrower or that is rented; (Individual housing loans up to Rs.15 lacks may be shown separately)	NIL	NIL
ii)	Commercial Real Estate- Lending secured by mortgage on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits;	NIL	NIL
iii)	Investments in Mortgage Baked Securities (MBS) and other securitized exposures- a) Residential b) B) Commercial Real Estate	NIL NIL	NIL NIL
b)	Indirect Exposure		
	Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	NIL	NIL

3. Asset Liability Management

Maturity pattern of certain items of assets and liabilities: (₹ in Crores)

Liabilities:	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months upto 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Borrowings from banks	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	14.86	4.20	-	-
Assets:									
Advances	-	-	-	-	-	18.65	-	-	-
Investments	-	-	-	-	-	-	16.04	-	-

**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**AVAILABLE FINANCE LIMITED
CIN: L67120MP1993PLC007481**

"Agarwal House" Ground Floor 5, Yeshwant Colony, Y.N. Road, Indore- 452003 (MP)

Tel:0731-4714040 Fax: +91-731-4714090, Website: www.availablefinance.in

Email: cs@availablefinance.in

Name of the Member(s)	
Registered Address	
Email Id	
Folio No/ Client ID	
DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint:

- | | | | | | |
|-----------|---|-------|-----------|---|----------------------------|
| 1. Name | : | ..... | Address | : | ..... |
| E-mail Id | : | ..... | Signature | : | or failing him / her |
| 2. Name | : | ..... | Address | : | ..... |
| E-mail Id | : | ..... | Signature | : | or failing him / her |
| 3. Name | : | ..... | Address | : | ..... |
| E-mail Id | : | ..... | Signature | : | ..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on Wednesday the 28th day of September, 2016. At 11:00 a.m. at Surya Hotel 5/5 Nath Mandir Road Indore-452001(MP) and at any adjournment thereof in respect of such resolutions as are indicated below:

S. N	Resolution	For	Against
Ordinary Business:			
1	Adoption of Financial Statement (Standalone and Consolidated both), containing the Audited Balance Sheet as at, 31 st March, 2016 and the statement of profit and loss and cash flow for the year ended 31 st March, 2016, along with the report Board's and Auditors thereon.		
2	To Appoint a Director in place of Mr. Rajendra Sharma who liable to retire by rotation and being eligible offer himself for re-appointment.		
3	Ratification of Auditor and fixing their remuneration.		
Special Business:			
4	Re-appointment of Mr. Rajendra Sharma, the Whole-Time-Director & CEO of the Company		
5	Approval of Related party Transactions.		
6	Confirmation of appointment of Ms. Priyanka Jha, Additional Independent Director of the Company as Independent Director.		

Signed this..... day of.....2016

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Revenue Stamp Re1/-

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE MEETING HALL. Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID*, Client ID* & Name of the Shareholder/joint holders/Proxy in BLOCK LETTERS to be furnished below)

Shareholder/Proxy holder	DP ID*	Client Id*	Folio	No. of Shares held

I hereby record my presence at the 24th Annual General Meeting of the Company, to be held Wednesday, 28th September, 2016 at 11:00 a.m. at Surya Hotel 5/5 Nath Mandir Road Indore-452001(MP) of the Company

**SIGNATURE OF THE
SHAREHOLDER OR PROXY**_____

NOTES:

- Shareholder/Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- Shareholders are requested to advise, indicating their Folio Nos. DP ID*, Client ID*, the change in the address, if any, to the Registrar & share transfer Agents, at **M/S ANKIT CONSULTANCY PVT LTD**, Plot no. 60, Electronic Complex, Pardeshipura, Indore 452 010 (M.P.)

*Applicable for investor holding shares in Electronic (Demat) Form

Book - Post

To,

If undelivered, Please return to :
AVAILABLE FINANCE LIMITED
CIN : L67120MP1993PLC007481
"AGRAWAL HOUSE", Ground Floor,
5, Yeshwant Colony, Indore (M.P.) - 452 003
Ph. : (0731) 4714040 Fax : (0731) 47140090
E-mail ID : info@availablefinance.in
Website : www.availablefinance.in

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