

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

**Annual Return**  
(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

(i) \* Corporate Identification Number (CIN) of the company

L67120MP1993PLC007481

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACF1264Q

(ii) (a) Name of the company

AVAILABLE FINANCE LIMITED

(b) Registered office address

Agarwal House,  
5 Yeshwant Colony  
Indore  
Indore  
Madhya Pradesh  
452002

(c) \*e-mail ID of the company

cs@availablefinance.in

(d) \*Telephone number with STD code

07314714000

(e) Website

www.availablefinance.in

(iii) Date of Incorporation

03/02/1993

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74140MP1985PTC003074

Pre-fill

Name of the Registrar and Transfer Agent

ANKIT CONSULTANCY PVT LTD

Registered office address of the Registrar and Transfer Agents

60, PARDESHIPURA  
ELECTRONIC COMPLEX

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

20/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AGARWAL COAL CORPORATION	U23109MP2000PTC014351	Associate	32.63
2	AGARWAL FUEL CORPORATION	U45203MP1980PTC001674	Associate	39.84

3	ARCHANA COAL PRIVATE LIMITED	U01122MP1991PTC006664	Holding	57.22
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,500,000	10,203,700	10,203,700	10,203,700
Total amount of equity shares (in Rupees)	105,000,000	102,037,000	102,037,000	102,037,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares carrying Voting Rights of Rs. 10 each				
Number of equity shares	10,500,000	10,203,700	10,203,700	10,203,700
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	105,000,000	102,037,000	102,037,000	102,037,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
At the beginning of the year	1,135,700	9,068,000	10203700	102,037,000	102,037,000	
Increase during the year	0	99,300	99300	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		99,300	99300			
Due to Dematerialization						
Decrease during the year	99,300	0	99300	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	99,300		99300			
At the end of the year	1,036,400	9,167,300	10203700	102,037,000	102,037,000	
<b>Preference shares</b>						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0



iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

6,345,970

(ii) Net worth of the Company

142,873,140

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	316,774	3.1	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,990,046	58.7	0	
10.	Others	0	0	0	
	<b>Total</b>	6,306,820	61.8	0	0

Total number of shareholders (promoters)

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,938,029	28.79	0	
	(ii) Non-resident Indian (NRI)	8,864	0.09	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	924,516	9.06	0	
10.	Others      Clearing Members	25,471	0.25	0	
	<b>Total</b>	<b>3,896,880</b>	<b>38.19</b>	<b>0</b>	<b>0</b>

Total number of shareholders (other than promoters) 2,370

Total number of shareholders (Promoters+Public/  
Other than promoters) 2,374

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	795	2,370
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**


**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	3	1	5	0	0
(i) Non-Independent	1	1	1	2	0	0
(ii) Independent	0	2	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Rakesh Sahu	08433972	Whole-time director	0	
Priyanka Jha	07347415	Director	0	
Sahive Alam Khan	09179685	Director	0	
Aseem Trivedi	01244851	Additional director	0	
Rajendra Kumar Sohan 	00379042	Director	0	
Vikas Gupta	09438941	Additional director	0	
Rakesh Sahu	AUIPS4830J	CFO	0	
Suyash Choudhary	BELPC8584F	Company Secretary	0	
Mahesh Nirmal	AJDPN4530E	CEO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Dwarkadas Kushwa	00242759	Director	03/04/2021	Cessation
Mr. Sahive Alam Khan	09179685	Additional director	22/06/2021	Appointment
Mr. Sahive Alam Khan	09179685	Director	30/09/2021	Change in Designation
Mr. Rajendra Kumar So	00379042	Director	30/09/2021	Change in Designation
Mr. Aseem Trivedi	01244851	Additional director	28/12/2021	Appointment
Mr. Vikas Gupta	09438941	Additional director	28/12/2021	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2021	1,643	20	74

### B. BOARD MEETINGS

\*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/04/2021	3	3	100
2	22/06/2021	3	3	100
3	10/08/2021	4	4	100
4	19/08/2021	4	3	75
5	08/10/2021	4	3	75
6	13/11/2021	4	4	100
7	28/12/2021	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
8	14/02/2022	6	6	100
9	28/03/2022	6	6	100

#### C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/04/2021	2	2	100
2	Audit Committee	22/06/2021	2	2	100
3	Audit Committee	10/08/2021	3	3	100
4	Audit Committee	19/08/2021	3	3	100
5	Audit Committee	13/11/2021	3	3	100
6	Audit Committee	14/02/2022	3	3	100
7	Stakeholder R	22/06/2021	2	2	100
8	Stakeholder R	10/08/2021	3	3	100
9	Stakeholder R	13/11/2021	3	3	100
10	Stakeholder R	10/01/2022	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Rakesh Sahu	9	9	100	0	0	0	
2	Priyanka Jha	9	9	100	17	17	100	
3	Sahive Alam k	7	5	71.43	12	12	100	
4	Aseem Trivedi	2	2	100	1	1	100	

5	Rajendra Kum	9	9	100	16	16	100	
6	Vikas Gupta	2	2	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rakesh Sahu	Whole-Time Director	44,000	0	0	8,800	52,800
	Total		44,000	0	0	8,800	52,800

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Suyash Choudhary	Company Secretary	300,978	0	0	18,787	319,765
2	Mr. Mahesh Nirmal	CEO	225,149	0	0	21,801	246,950
	Total		526,127	0	0	40,588	566,715

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajendra Kuma	Director	0	0	0	16,000	16,000
2	Ms. Priyanka Jha	Director	0	0	0	16,000	16,000
3	Mr. Sahive Alam Kh	Director	0	0	0	12,000	12,000
4	Mr. Aseem Trivedi	Additional Director	0	0	0	4,000	4,000
	Total		0	0	0	48,000	48,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Pratima Jain

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

6202

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

02

dated

28/05/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

AFL\_HOLDING\_31032022.pdf  
AFL\_TRF\_Register\_01042021-31032022.

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



## Form MGT-8

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CIN : L67120MP1993PLC007481

Nominal Capital : Rs. 10,50,00,000/-

We have examined the registers, records and books and papers of **Available Finance Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2022 (1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022)**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. the company is having a status of a Listed Public Company with BSE Ltd. and incorporated under the provisions of the Companies Act, 1956;
    - 1.1 The company is a subsidiary company of Archana Coal Private Limited which holds 58,38,946 equity shares of Rs. 10/- each (57.22%) of the total paid-up capital of the company.
    - 1.2 The company is having 2 (Two) Associate Companies as defined u/s 2(6) of the Act, **Agarwal Coal Corporation Private Limited** (holding 32.63% of the total voting rights) and **Agarwal Fuel Corporation Private Limited** (holding 39.84% of the total voting rights).
  2. maintenance of registers/records as stated in **Annexure 'A'** to this certificate and making entries therein within the time prescribed therefor.
  3. filing of forms and returns, with the Registrar of Companies under the Act and the Rules, details of forms which were filed given here under:

S. No.	Particulars of Form	Purpose	Authority to which filed	Date of event	Timely or delayed	SRN and Date
1.	Form BEN- 2	Change in Beneficial ownership of Mrs. Neenadevi Agarwal	RoC	31.03.2021	Timely	T13122577 10.04.2021
2.	Form CFSS 2020	Application for issue of immunity certificate under the Companies Fresh Start Scheme (CFSS), 2020	RoC	31/12/2020	Timely	T25080391 24.06.2021
3.	Form DIR-12	Cessation of Mr. Dwarkadas Kushwah as Director	RoC	03.04.2021	Timely	T15187065 21.04.2021
4.	Form DIR-12	Appointment of Mr. Sahive Alam Khan as Additional Director	RoC	22.06.2021	Timely	T29902285 07.07.2021
5.	Form DIR-12	Confirmation of Mr. Sahive Alam Khan and Mr. Rajendra Kumar Sohani as Director	RoC	30.09.2021	Timely	T54623426 18.10.2021
6.	Form DIR-12	Appointment of Mr. Vikas Gupta and Mr. Aseem	RoC	28.12.2021	Timely	T72100233 14.01.2022

		Trivedi				
7.	Form MGT-14	<ul style="list-style-type: none"> <li>• Approval of Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2021</li> <li>• Approval of Consolidated financial Statements for the year ended 31<sup>st</sup> March, 2021</li> <li>• Appointment of M/s VSK &amp; Co. as Internal Auditor or the Financial Year 2021-22.</li> <li>• Appointment of M/s Ishan Jain &amp; Co. as Secreterial Auditor for the Financial Year 2021-22.</li> </ul>	RoC	22.06.2021	Timely	T30239040 09.07.2021
8.	Form MGT-14	Approval of Board's Report for FY 2020-21	RoC	19.08.2021	Timely	T40756223 06.09.2021
9.	Form MGT-14	AGM Resolution <ul style="list-style-type: none"> <li>• Adoption of Audited Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2021</li> <li>• Appointment of Mr. Rajendra Kumar Sohani (DIN: 00379042) as a Director of the Company.</li> <li>• Appointment of Mr. Sahive Alam Khan (DIN: 09179685) as an Independent Director of the company for a First Term of 5 (five) consecutive years w.e.f. 22nd June, 2021 till 21st June, 2026</li> <li>• Approval of Transactions/Contracts/Arrangements With Related Parties Under Section 188 of the Companies Act 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015</li> <li>• Approval For Authority to the Board to Give Loans and Advances, Give Guarantee and Provide Securities to Other Companies/Body Corporate Under Section 185 And 186 of the Companies Act, 2013</li> </ul>	RoC	30.09.2021	Timely	T54623103 18.10.2021
10.	Form MGT-15	Report of 29 <sup>th</sup> AGM held on 30.09.2021	RoC	30.09.2021	Timely	T54165873 13.10.2021
11.	Form AOC-4 NBFC	Submission of Standalone Financial Statement	RoC	30.09.2021	Timely	T55185979 21.10.2021
12.	Form MGT-7	Annual Return for FY 2020-21	RoC	30.09.2021	Timely	T57413932 02.11.2021
13.	Form AOC-4 CFS NBFC	Submission of Consolidated Financial Statement	RoC	30.09.2021	Timely	T56378938 27.10.2021
14.	Form INC-22	Correction/ Updation of Registered Office Address	RoC	14.02.2022	Timely	T81048209 15.02.2022

4. Calling, convening and holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given by hand/by email and the directors have signed the attendance sheets for the respective meetings.
  - 4.1 proceedings have been recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  - 4.2 the Company has held:
    - 4.2.1. 6 (Six) Audit Committee;
    - 4.2.2. 5 (Five) Nomination and Remuneration Committee;
    - 4.2.3. 5 (Five) Stakeholders Relationship Committee;
    - 4.2.4. 1 (One) Independent Directors' meeting;
  - 4.3 the Company was not required to pass any resolutions by Postal Ballot and through Circular.
5. the Company has closed its Register of Members during the financial year 2021-22, from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021, for the purpose of the AGM held on 30<sup>th</sup> Sept., 2021;
6. the Company has not granted any loans and advances to the person or firms or companies referred under section 185 of the Companies Act, 2013, however the company has taken approval from the members upto the limit of Rs. 110.00 Crores in the AGM held on 30<sup>th</sup> Sept., 2021;
7. the company has entered into contracts or made arrangements and as explained by the management, the transactions were on the arm's length basis and in the ordinary course of business with related parties as specified u/s 188 of the Act and has taken approval of its member for entering into the material related party transactions as required u/s 188 of the Companies Act, 2013;
8. the Registrar and Share Transfer Agent of the company has on behalf of the company, confirmed that the company was not required to deliver any share certificates during the financial year.  
The Company has:
  - 8.1 not issued or allotted any shares;
  - 8.2 not transferred any share certificate;
  - 8.3 not made any buy back of any equity share;
  - 8.4 not issued preference shares or debentures;
  - 8.5 not altered or reduced the share capital;
  - 8.6 not done any conversion of shares or securities and;
 Hence, it was not required to issue any security certificate in all the above instances;
9. there was no requirement to keep in abeyance any right of dividend, bonus, right shares pending registration of transfer of shares during the year under review.
10. the company has not declared any dividend during the year 2021-22. Further there was no requirement to transfer any unpaid/unclaimed dividend and shares and other amounts as it was not applicable during the year 2021-22 to the IEPF in accordance with section 125 of the Act;
11. the Standalone and Consolidated Audited Financial Statement was approved and signed in the Board Meeting held on 22<sup>nd</sup> June, 2021. The report of the Boards for the year ended 31<sup>st</sup> March, 2021 was prepared, approved and signed as per provisions of section 134 of the Act.
12. the Board of directors of the company is duly constituted. However, during the year following changes took place in Directors and KMPs:
  - (a) Mr. Dwarkadas Kushwah (DIN: 00242759) has resigned from the post of Director (Non-Executive Independent Director) w.e.f. 3<sup>rd</sup> April, 2021.
  - (b) Mr. Rajendra Kumar Sohani (DIN: 00379042) who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director w.e.f. 12<sup>th</sup> November, 2020 and was confirmed by the members in the AGM held on 30<sup>th</sup> September, 2021.

- (c) Mr. Sahive Alam Khan (DIN: 09179685) who was appointed as an Additional Director in the category of Independent Director w.e.f. 22<sup>nd</sup> June, 2021 and was confirmed by the members in the AGM held on 30<sup>th</sup> September, 2021.
- (d) Mr. Vikas Gupta (DIN: 09438941) was appointed as an Additional Director in the category of Non-Executive Non-Independent Director w.e.f. 28<sup>th</sup> December, 2021 whose appointment will be confirmed by the members in the AGM held on 20<sup>th</sup> September, 2022.
- (e) Mr. Aseem Trivedi (DIN: 01244851) was appointed as an Additional Director in the category of Non-Executive Independent Director w.e.f. 28<sup>th</sup> December, 2021 whose appointment will be confirmed by the members in the AGM held on 20<sup>th</sup> September, 2022.

Other than this, there were no appointment/re-appointment of directors to fill casual vacancy during the financial year. The Company has made proper disclosure of the directors and remuneration paid to them.

13. the Company has re-appointed M/s Mahendra Badjatya & Co., the Statutory Auditors for the second consecutive term of 5 financial years from the conclusion of 28<sup>th</sup> AGM held on 30<sup>th</sup> Sept., 2020 till the conclusion of the 33<sup>rd</sup> AGM to be held in the year 2025 as per the provisions of section 139 of the Act. There was no casual vacancy of the auditors of the Company.
14. The company has obtained approval from RBI vide its *Order No. PV(BHOPAL)/Sr. No. S728/00.10.149/2021-22 dated 11<sup>th</sup> February, 2022*, for surrendering its NBFC Licence. Now the company is operating as an unregistered Core Investment Company (CIC) and is required to comply with relevant provisions of the Reserve Bank of India Act, 1934 and various directions/ instructions issued by RBI from time to time.  
Other than this, the Company was not required to obtain any approvals of the Central Government, NCLT Regional Director, Registrar, Court or such authorities prescribed under the various provisions of the Act during the financial year.
15. The company has not invited/accepted/renewed/repaid any deposits including any unsecured loans falling within the purview of section 73 & 74 of the Act during the financial year.
16. the Company has not made borrowing from Banks, from its directors, members, public financial institution and not created/modified/satisfied any charges during the year under review. However, the company has taken unsecured loan from various Body Corporates during the year under review.
17. At the time of commencement of the financial year, the company was registered as the NBFC. Therefore, the provisions of section 186 of the Companies Act, 2013 was not applicable. However, after the surrender of the NBFC Licence to the RBI the provisions of section 186 have become applicable, therefore the company has proposed to pass a Special Resolution as under section 186 of the Companies Act, 2013 in the ensuing AGM.
18. the Company has not altered the provisions of the Memorandum and/or Article of Association of the Company.

**Matter of emphasis:**

*As per RBI Order No. PV(BHOPAL)/Sr. No. S728/00.10.149/2021-22 dated 11<sup>th</sup> February, 2022, NBFC license issued to company vide Registration No. B-03.00034 dated 26<sup>th</sup> February, 1998 has been cancelled. Further as per the order, the company will still govern under the relevant provisions of the Reserve Bank of India Act, 1934 and various directions/ instructions issued by RBI from time to time as the company is falling under the category of unregistered Core Investment Company (CIC).*

**Disclaimer**

1. *The compliance by the Company for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, and the annual financial statements along with notes attached therewith has not been reviewed by us, since the same have been subject to the statutory financial auditor or by other designated professionals.*

2. The aforesaid certificate is issued on the basis of the information and according to the random examinations of the documents carried out by us and explanations furnished to us by the company, its officers and agents basis while providing our aforesaid certificate.
3. The above said certificate is not a Secretarial Audit.
4. All the records after examinations have been delivered to the company/ its representative and we do not possess any original records as per our standard practice.
5. Maintenance of the Record are the responsibility of the Company.

For, JAIN GUPTA & CO.  
COMPANY SECRETARIES  
F.R. No.: P2003MP004600  
Peer review: 664/2020

Date:  
Place: Indore

CS (Dr.) PRATIMA JAIN  
PARTNER  
FCS: 5946  
CP: 6202  
UDIN:

#### ANNEXURE-A

For Registers maintained by the Company:

S. No.	Name of Register	Register /Form	Requirement u/s
1.	Register of Issuance of Duplicate Share Certificate (maintained by RTA)	SH-2	46(3)
2.	Register of Shares or other Securities bought back	SH-10	68(9)
3.	Register of Charges	CHG-7	85
4.	Register of Transfer (maintained by RTA)	-	88(1)(a)
5.	Register of Member (maintained by RTA)	MGT-1	88(1)(a)
6.	Register of Debenture and other security holder	MGT-2	88(1)(b)
7.	Register of Loans, Guarantee, Security and acquisition made by the company	MBP-2	186(9)
8.	Register of Investments not held in its own name by the company	MBP-3	187(3)
9.	Register of contracts with related party and contracts and bodies corporate in which directors are interested	MBP-4	189(1)
10.	Minute Book and Attendance Register <ul style="list-style-type: none"> <li>• Board Meeting</li> <li>• Committee Meetings</li> <li>• General Meeting</li> </ul>	-	118
11.	Register of Directors and KMPs and their shareholdings	-	170
12.	Register for Disclosure of Significant Beneficial Ownership	BEN-3	90(2)

For, JAIN GUPTA & CO.  
COMPANY SECRETARIES  
F.R. No.: P2003MP004600  
Peer review: 664/2020

Date:  
Place:

CS (Dr.) PRATIMA JAIN  
PARTNER  
FCS: 5946  
CP: 6202  
UDIN: