

SCRUTINIZERS' REPORT

***For Consolidated Results of Remote E-voting and E-Voting at
32nd Annual General Meeting***

of

Available Finance Limited

Held on Friday, the 20th day of September, 2024 at 12:30 P.M.

***(at the deemed venue of the Annual General Meeting at the Registered Office at
"Agarwal House", 5 Yeshwant Colony, Indore (M.P.) 452003)***

ISHAN JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001

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IJ/AFL/2024

20th September, 2024

To,
The Chairman of the Board of directors/AGM of
Available Finance Limited
Agarwal House, 5 Yeshwant Colony,
Indore (M.P.) 452003

Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and E-voting at the 32nd Annual General Meeting (AGM) of Available Finance Limited held on Friday, the 20th day of September, 2024 at 12:30 P.M. through Video Conferencing/Other Audio Visual Means ('VC'/OAVM').

Dear Sir,

We refer to our appointment as scrutinizer by the Board of Directors of Available Finance Limited at their meeting held on 12th August, 2024 to Scrutinize the remote E-voting and E-voting at the 32nd Annual General Meeting ("AGM") conducted in a fair and transparent manner in respect of the below mentioned resolutions as per the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule), as amended, and the various Circulars issued by the Ministry of Corporate and SEBI for the 32nd AGM of Available Finance Limited (the Company) held on Friday, September 20, 2024 at 12:30 P.M. through Video Conferencing (VC) and Other Audio Visual Means (OAVM) and for which purposes the Registered Office of the Company situated at Agarwal House, 5 Yeshwant Colony, Indore (M.P.) 452003 was deemed as the venue for the meeting and the proceedings of the 32nd AGM made thereat.

We have carried out the work as Scrutinizer of the 32nd AGM, commenced at 12.30 P.M. and concluded at 12:49 P.M. on Friday, the 20th September, 2024 and we had scrutinized and reviewed the voting through Remote-E voting and Voting by electronic mode at the 32nd AGM through the platform of WEBEX organized by Central Depository Services (India) Ltd. (CDSL) for recording of attendance and voting and other technical support at the 32nd AGM.

The management of the Company is responsible to ensure compliance with the requirements of;

- (i) the Act and the Rules made thereunder;
- (ii) the Circulars issued by MCA and Security and Exchange Board of India, as applicable; and
- (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, relating to e-voting on the resolutions contained in the Notice calling the AGM.

The management of the Company and CDSL are also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Our responsibility as a scrutinizer for the remote e-voting and voting through electronic mode is to make a consolidated scrutinizers' report of the votes casted in "Favour" or "Against" or "Invalid" for the resolution as stated in the Notice of the 32nd AGM, dated 12th August, 2024 which is based on the reports as generated and provided by CDSL, the authorized agency to provide remote e-voting facility and facility at the 32nd AGM and for conducting meeting through VC/OAVM.

I, CS Ishan Jain (FCS 9978 CP: 13032) proprietor of M/s Ishan Jain & Co., Company Secretaries, Indore (FRN: S2021MP802300), submit my consolidated report for remote e-voting and e-voting scrutinized based on the reports as generated and provided by CDSL, and relied upon by me for the 32nd AGM along with the relevant matters as under:



1. Dispatch of Notice convening the AGM:

- a. On the basis of the Register of Members and the details of beneficiaries of the Company as per records of the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively made available by Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agents ("RTA"), CDSL have completed dispatch of the Notice of the 32nd AGM issued on dated 12th August, 2024 alongwith the Annual Report by way of e-mail on 28th August, 2024 to all those Members/beneficiaries who had registered their email ids with the Company/ RTA/ Depositories.
- b. The Company has hosted the notice of 32nd AGM and the Annual Report on its website www.availablefinance.in and also submitted to BSE Ltd.
- c. Pursuant to the relevant circulars issued by the MCA for holding the AGM or other general meetings of Members through Video-Conferencing (VC) or Other-Audio Visual Means (OAVM), the advertisements of notice of the AGM, etc. were published in Free Press Journal (English) and in Choutha Sansar, (Hindi) on Saturday, 29th August, 2024, specifying the date and time of the 32nd AGM, availability of the notice on the website of Company, BSE Ltd., in the manner of registration of email ids by the Members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc. as required.

2. Cutoff Date

For ascertainment for eligibility for the voting rights were reckoned as on **Friday, the 13rd September, 2024** being the cut-off date for the purpose of e-voting by the members though the remote e-voting and voting through electronic mode at the 32nd AGM.

3. Requirement of Quorum:

As on the cut-off date, there were total **3,311 (Three Thousand Three Hundred Eleven) members** holding and aggregate of **1,02,03,700 equity shares** of Rs. 10/- each and there was requirement of having **minimum 15 members present** at the Meeting to have valid quorum. However, **26 (Twenty-Six) members were present at the 32nd AGM through the VC as per the Venue Attendance Report generated from the CDSL Portal.**

4. Remote E-Voting Process:

- a. The Company had appointed CDSL as the agency for providing facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM and allotted EVSN: 240830034 for the same.
- b. The facility was provided for Remote E-voting for the 32nd AGM which commenced on **Tuesday, September 17th, 2024 at 9:00 A.M. [IST] remained open for 3 (Three) days and ended on Thursday, September 19th, 2024 at 5:00 P.M. [IST].** The Remote E-voting facility was blocked by the CDSL thereafter. The Company has also provided e-voting facility to the shareholders who were present at the 32nd AGM through VC, and have not cast their vote earlier, through the Remote E-voting facility.

5. Counting Process:

Only the voting done through the remote e-voting by the Members for the 32nd AGM were considered as provided by CDSL in preparation of our scrutinizer Report.

6. Results:

- a. As per the data provided by CDSL, Total **26 (Twenty-Six) members** were present through VC/ OAVM in the 32nd AGM;
- b. As per the data provided by CDSL total **25 (Twenty-Five) Members** have casted their votes through remote e-voting and no member have casted their votes through e-voting at 32nd AGM.
- c. **For Item No.3:** Related Party including Promoter and their group holding 67,66,695 shares by 8 (Eight) Members has not exercised their voting rights as per the restrictions of regulation 23 of the SEBI (LODR) Regulations, 2015.



- d. After the closure of e-voting at 32nd AGM, the report on voting done at the 32nd AGM and the votes casted under remote e-voting facility prior to the 32nd AGM were unblocked in the presence of Mr. Kartik Modi and Mr. Kartikey witnesses who are not in the employment of the Company as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014.

7. Report of the Scrutinizer to the Chairman of the Meeting:

- a. I submit the Consolidated Result of the remote e-voting and e-voting at the 32nd AGM in respect of the resolutions placed before the 32nd AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 32nd AGM and votes tendered therein based on the data downloaded from the CDSL e-voting system and I have validated with the list of members as on cut-off date 13th September, 2024 as provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
- c. Based on the aforesaid results, we report that the Ordinary/Special Resolutions as set out in the Notice of the 32nd AGM dated 12th August, 2024 for Item No. 1, 2 and 4 to 6 may be declared as that have been passed with Requisite Majority.
- d. Item No. 3, the Ordinary Resolution was not passed by the members of the company as it could not secured the majority of votes.
- e. The registers, all other papers and other relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and declare the results for 32nd AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 842/2020
UDIN:F009978F001272569
Date: 20th September, 2024
Place: Indore



For, ISHAN JAIN & CO.
COMPANY SECRETARIES
ERN: S2021MP802300

CS ISHAN JAIN
PROPRIETOR
FCS: 9978
CP :13032

Annexure A**Consolidated Results of Remote E-Voting and E-voting done at the 32nd AGM of Available Finance Limited held on 20th September, 2024**

Item No.1: Ordinary Resolution: To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon for that date.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	25	6795240	0	0	25	6795240	99.99996%
Against	1	3	0	0	1	3	0.00004%
Total	26	6795243	0	0	26	6795243	100.0000%

The aforesaid Ordinary Resolution was passed *with a requisite majority*.

Item No.2: Ordinary Resolution: For re-appointment of a director in place of **Mr. Vikas Gupta (DIN: 09438941)**, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	25	6795240	0	0	25	6795240	99.99996%
Against	1	3	0	0	1	3	0.00004%
Total	26	6795243	0	0	26	6795243	100.0000%

The aforesaid Ordinary Resolution was passed *with a requisite majority*.

Item No.3: Ordinary Resolution: To approve the transactions/contracts/arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations, 2015:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	15	897	0	0	15	897	3.1421%
Against	3	27651	0	0	3	27651	96.8579%
Total	18	28548	0	0	18	28548	100.0000%

The aforesaid Ordinary Resolution could not secured the majority of votes in favour of the Resolution hence **COULD NOT BE PASSED**.

Item No.4: Special Resolution: To confirm the appointment of **Mr. Dhawal Bagmar (DIN: 10217380)** as a Non-Executive Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 12, 2024, to August 11, 2029 not liable to retire by rotation:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	25	6795240	0	0	25	6795240	99.99996%
Against	1	3	0	0	1	3	0.00004%
Total	26	6795243	0	0	26	6795243	100.0000%

The aforesaid Special Resolution was passed *with a requisite majority*.

Item No.5: Special Resolution: To confirm the appointment of **Mr. Pradhuma Pathak (DIN: 10697083)** as a Non-Executive Independent Director for a first term of 5 (Five) consecutive years w.e.f. August 12, 2024, to August 11, 2029 not liable to retire by rotation:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	25	6795240	0	0	25	6795240	99.99996%
Against	1	3	0	0	1	3	0.00004%
Total	26	6795243	0	0	26	6795243	100.0000%

The aforesaid Special Resolution was passed *with a requisite majority*.



Item No.6: Special Resolution: To confirm the appointment of Ms. Apoorva Jain (DIN: 10714927) as a **Women Independent Director** for a first term of 5 (Five) consecutive years w.e.f. August 12, 2024, to August 11, 2029 not liable to retire by rotation:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	25	6795240	0	0	25	6795240	99.99996%
Against	1	3	0	0	1	3	0.00004%
Total	26	6795243	0	0	26	6795243	100.0000%

The aforesaid Special Resolution was passed *with a requisite majority*.

Peer Review No.: 842/2020
UDIN: F009978F001272569
Date: 20th September, 2024
Place: Indore



For, ISHAN JAIN & CO.
COMPANY SECRETARIES
ERN: S2021MP802300

[Signature]
CS ISHAN JAIN
PROPRIETOR
FCS: 9978
CP :13032

We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of Central Depository Security (India) Limited (CDSL) (www.evotingindia.com) and the votes were reckoned after the conclusion of the 32nd annual General Meeting of the Company in our presence on 20th September, 2024.

[Signature]
KARTIK MODI

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