

# AVAILABLE FINANCE LIMITED



## NOTICE FOR THE 28<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of AVAILABLE FINANCE LIMITED (CIN: L67120MP1993PLC007481) will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 12:30 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purposes the registered office of the company situated at "Agarwal House", Ground Floor, 5, Yeshwant Colony, Indore (MP)-452003 shall be deemed as the venue for the Annual General Meeting, to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements containing the Audited Balance Sheets as at 31<sup>st</sup> March, 2020, Profit & Loss the Statement of and Cash Flow and Changes in Equity, and the Reports of the Boards and Auditors thereon as on that date.
2. To Re-appoint M/s Mahendra Badjatya & Co. Chartered Accountants (Firm Registration No. 001457C) for Second consecutive Term of 5 (Five) Years, as the Statutory Auditors of the Company and to fix their remuneration and to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Mahendra Badjatya & Co, (FRN 001457C) Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second consecutive term of 5 (Five) year from the conclusion this Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting to be held in year 2025, on such remuneration and terms and conditions as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors."

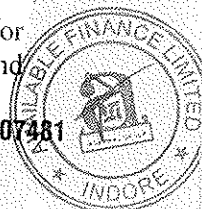
### SPECIAL BUSINESSES:

**3. For 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:**

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 Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, and the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/contracts/ agreements, in the ordinary course of its business and on arm's length basis, for purchase, sale or deal in the products, stock in trade or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount not exceeding aggregating **Rs.800.00 Crore (Rupees Eight Hundred Crores only)** in each financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and



things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.

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

**RESOLVED THAT** pursuant to the provisions of Section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and the SEBI (LODR) Regulations, 2015 as may be applicable, the approval of members of the company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loan/Guarantee/Provide Securities of **Rs.800 Crore (Rupees Eight Hundred Crore only)** at any point of time.

**5. Re-Appointment of Ms. Priyanka Jha (DIN: 07347415) as an Independent Director:**  
To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Ms. Priyanka Jha (DIN: 07347415)**, who was appointed as an Independent Director upto the 1<sup>st</sup> term of 5 years ending on 24<sup>th</sup>Nov., 2020 and being eligible, and has submitted a declaration for her independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 25<sup>th</sup> Nov., 2020 to 24<sup>th</sup> Nov., 2025."

Place: Indore  
Date: 19<sup>th</sup> August, 2020

Registered Office:  
CIN: L67120MP1993PLC007481  
"Agarwal House", Ground Floor,  
5, Yeslawant Colony, Indore (MP)-452003

By order of the Board

  
**ANKUR SEN**  
COMPANY SECRETARY  
ACS: 47684



Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup>April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.

2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM hence the proxy form and attendance slip are not annexed to this notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by email through its registered email address to [ishan1619@yahoo.co.in](mailto:ishan1619@yahoo.co.in) with a copy of the same marked to the Company at [www.availablefinance.in](http://www.availablefinance.in).
4. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
5. The Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company at [www.availablefinance.in](http://www.availablefinance.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.availablefinance.in](http://www.availablefinance.in) as soon as possible after the Meeting is over.
7. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
9. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Ordinary Business for Item No. 2 and Special Business i.e. Items No. 3 to 5 set out in the Notice, is annexed thereto.
10. The company has notified closure of Register of Members and Share Transfer Books from Thursday, 24<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive) for the Annual General Meeting.
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> September, 2020 (Wednesday).
12. CS Ishan Jain & Co. Company Secretary in Whole Time Practice (F.R. No. 12014MP1139600, M. No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
13. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email ID [cs@availablefinance.in](mailto:cs@availablefinance.in) so that the information required may be made available at the Meeting.
14. The Members are requested to:
  - a) Quote their ledger folio number in all their correspondence.
  - b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
15. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in



respect of shares held in physical form to the STA having email Id [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com); [rtaindore@gmail.com](mailto:rtaindore@gmail.com) to receive the soft copy of all communication and notice of the meetings etc., of the Company.

16. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to [cs@availablefinance.in](mailto:cs@availablefinance.in).
18. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the RTA having email Id [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com); [rtaindore@gmail.com](mailto:rtaindore@gmail.com). The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

**19. Voting through electronic means::**

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- i. The voting period begins on 27<sup>th</sup> September, 2020 (Sunday) and ends on 29<sup>th</sup> September, 2020 (Tuesday). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23<sup>rd</sup> September, 2020) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again  
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.



c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Your password details are given below:

(a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

(c) **How to retrieve your 'initial password'?**

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

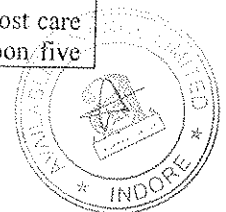
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ishan1619@vahoo.co.in](mailto:ishan1619@vahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five



unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

20. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@availablefinance.in](mailto:cs@availablefinance.in), [rtaindore@gmail.com](mailto:rtaindore@gmail.com).
- ii. For Demat shareholders - please provide Demat account details (NSDL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) [cs@availablefinance.in](mailto:cs@availablefinance.in)/[rtaindore@gmail.com](mailto:rtaindore@gmail.com).
- iii. The company/RTA shall co-ordinate with NSDL and provide the login credentials to the abovementioned shareholders.

21. Instructions for members attending the AGM through VC/OAVM are as under:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders/Members may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@availablefinance.in](mailto:cs@availablefinance.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@availablefinance.in](mailto:cs@availablefinance.in). These queries will be replied by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

22. Instructions for members for E-Voting during the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

23. Note for Non-Individual Shareholders and Custodians

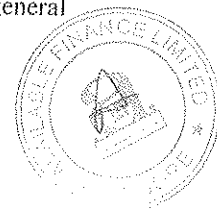
1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evoting.nsdl.com> and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



3. 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.
4. The list of accounts linked in the login should be mailed to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and on approval of the accounts they would be able to cast their vote.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [www.availablefinance.in](http://www.availablefinance.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evoting.nsdl.com>, under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or call toll free no. 1800-222-990. All grievances connected with the facility for voting by electronic means may be addressed to Shri Nitin Ambure Vice President, (NSDL, ) National Securities Depository Limited, Trade World A Wing, Kamla Mills Compounds, Lower Parel Mumbai - 400013 or send an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call toll free no. 1800-222-990.

#### 24. Other Instructions

1. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2020 (Wednesday), may obtain the login ID and password by sending a request at [rtaindore@gmail.com](mailto:rtaindore@gmail.com).
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23<sup>rd</sup> September, 2020 (Wednesday), only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
4. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.availablefinance.in](http://www.availablefinance.in) and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
7. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents (STA) at the following address:  
M/s. Ankit Consultancy Pvt. Ltd.  
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010  
Tel: 0731-4281333, 4065797/99E-mail: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com), [info@ankitonline.com](mailto:info@ankitonline.com)
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to STA in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to STA, in case the shares are held in physical form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members may also note that the Annual Report for year 2019-20 is also available on Company's website [www.availablefinance.in](http://www.availablefinance.in)
12. The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.



13. As the 28<sup>th</sup> AGM is being held through VC/OAVM, the route maps is not annexed to this Notice.  
**PARTICULARS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT/CONTINUANCE  
OF APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING**

Name of the Director	Mrs. Priyanka Jha (Independent Director)
DIN	07347415
Date of Birth	18/10/1991
Date of re-appointment	25/11/2020
Qualification	MBA (Finance)
Expertise in specific area	Financial Activities
List of Outside Directorship held	Ad-Manum Finance Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Chairperson of:- 1. Audit Committee; 2. Nomination and Remuneration Committee; 3. Stakeholder Relationship Committee
No. of Equity Shares held	Nil

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT,  
2013 IN RESPECT OF SPECIAL BUSINESSES:**

**Item No. 2**

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company proposes for the re-appointment of M/s Mahendra Badjatiya & Co., Chartered Accountants (F.R.No. 001457C) and who is having valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the SEBI (LODR) Regulations, 2015 as the Statutory Auditors of the Company for the second term of 5 (Five) consecutive Years upon expiry of the 1<sup>st</sup> Term of five consecutive year on the conclusion of this ensuing annual general meeting. The proposed auditor firm is a partnership concern having more than 2 partners and therefore, eligible to be re-appointed for the second term of 5 (five) years on the remuneration plus applicable taxes and reimbursement of out of pocket expenses at actual as may be approved by the Board of Directors on the recommendation of the Audit Committee. The Statutory Auditors has given their consent and eligibility certificate for their re-appointment as the Statutory Auditors which will be available for inspection of the Members electronically during the 28<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [cs@availablefinance.in](mailto:cs@availablefinance.in), during business hours up to the date of the Meeting.

Your Board of directors recommends passing necessary Ordinary Resolution as set out in the Item No. 2 of the Notice.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

**Item No. 3**

Applicable provision of Section 188 and any other applicable provision of the Companies Act 2013 and rules framed thereunder all the Related Party Transaction(s) shall require prior approval of the Audit Committee of the Board and all Material Related Party Transaction(s) shall require prior approval of the Members.

The Company proposing to enter into transaction(s) with Related Parties for sale/purchase/supply of to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, availing or rendering of any service from/to Related Party etc. whether material or otherwise, approval is granted for a further period of 5 years. Related Party Transaction(s) up to an estimated annual value of **Rs.800.00 Crore (Rupees Eight Hundred Crores only)** Per Annum excluding taxes etc. 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.

In the light of the above, Your Company proposes for dealing through such transaction(s) with the said Related Party.





The individual transaction values would be commercially agreed based on mutual discussions/negotiations with Related Parties.

As per provision of the Companies Act, 2013 along with rules made thereunder, a transaction 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 the limit specified in the provision of the Companies Act, 2013 as per the Last audited Financial Statements of the Company. All material Related Party transaction(s) shall require approval of the Members.

In the Compliance of the said regulations, the Board has reviewed and approved the said ongoing transactions. These transactions may be considered as material/immaterial for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. The said fresh approval would be effective for the period of 5 (Five) years. 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 (Meetings of Board and its powers) Rules, 2014 areas 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
Mr. Vinod Kumar Agarwal	-	Related through the Promoters Body Corporate	Rent	Upto Rs. 30 Lakh Per Annum
Mr. Tapan Agarwal	-	Do	Rent	Upto Rs. 20 Lakh Per Annum
Ad-Manum Finance Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 100 Crore Per Annum
Agarwal Fuel Corporation Private Limited	-	Group Company of the Promoters Body Corporate	Inter-Corporate Loan & Interest	Upto Rs. 150 Crore Per Annum
Archana Coal Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 75 Crore Per Annum
Agarwal Coal Corporation Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 150 Crore Per Annum
Agarmin Coalwashery Private Limited.	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 100 Crore Per Annum
Agarwal Mining Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 75 Crore Per Annum
Agarwal Real City Private Limited.	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 100 Crore Per Annum
Agarwal Real Infra LLP	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 49.50 Crore Per Annum

Promoters, Key Managerial Personnel or their respective relatives of the body corporates standing in the position of the Promoters may concerned or interested, financially or otherwise, directly or indirectly in this Resolution.

The Board recommends an Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.



**Item No.4**

As per section 185 and 186 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 which is effective from 7<sup>th</sup> May, 2018 which empowers the Board of Directors of the company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as directly/indirectly concerned or interested subject to the approval of members by way of Special Resolution. Therefore in view of the requirements of other companies or the body corporate in which one/or more directors may be concerned or interested, directly or indirectly may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them. The Board considered that it may needs to provide the advances, loans or to provide guarantee or security subject to the maximum of Rs. 500.00 Crores (Rupees Five Hundred CroresOnly) to the parties.

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
Ad-Manum Finance Limited	-	Group Company /LLP of the Promoters Body Corporate	Inter-Corporate Loan & Interest	Upto Rs. 100 Crore Per Annum
Agarwal Fuel Corporation Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 150 Crore Per Annum
Archana Coal Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 75 Crore Per Annum
Agarwal Coal Corporation Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 150 Crore Per Annum
Agarmin Coalwashery Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 100Crore Per Annum
Agarwal Mining Private Limited	-	Do	Inter-Corporate Loan & Interest	Upto Rs.75 Crore Per Annum
Agarwal Real City Private Limited.	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 100 Crore Per Annum
Agarwal Real Infra LLP	-	Do	Inter-Corporate Loan & Interest	Upto Rs. 50 Crore Per Annum

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:-

- 1) The said loan will be used by entities in their normal course of business.
- 2) Compliance under section 186 and 188 of the Companies Act, 2013;
- 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

The Board recommends a Special Resolution set out at Item No. 4 of the Notice for approval by the Members.



Promoters, Key Managerial Personnel or their respective relatives of the body corporates standing in the position of the Promoters may concerned or interested, financially or otherwise, directly or indirectly in this Resolution.

**Item No. 5**

**Ms. Priyanka Jha** (DIN: 07347415) was appointed as the Independent Directors of the Company to holds office as Independent Director up to 24<sup>th</sup> November, 2020 ("first term").

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended for her re-appointment as the Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given her background and experience and contributions made by her during her tenure, the continued association would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint her as an Independent Director, not liable to retire by rotation.

Aforesaid independent director proposed for re-appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given her consent to act as a Director. The Company has also received declaration from her stating that she meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, she fulfils the criteria of independency and the conditions for her re-appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further she is also registered under the Independent Directors Databank maintained by IICA.

Copy of draft letter of re-appointment setting out the terms and conditions of the re-appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend to pass the resolution as set out in the Item No. 5 of the Notice by way of special resolution.

Place: Indore

Date: 19<sup>th</sup> August, 2020

Registered Office:

CIN: L67120MP1993PLC007481

"Agarwal House", Ground Floor,

5, Yeshwant Colony, Indore (MP)-452003

By order of the Board



CS ANKUR SEN  
COMPANY SECRETARY  
ACS: 47684

