



# Avail Holding Limited

Regd. Office : 209, Bhanot Plaza - II, 3, D.B. Gupta Road, Paharganj, New Delhi - 110055  
Phone : +91-11-23582393, Mobile : +91-9818251317, CIN : L67190DL1985PLC020953  
E-mail : availholding@gmail.com, tigerelectronics1985@gmail.com. Website : availholding.in

Date: 06.10.2017

To,  
The Head-Listing & Compliances  
Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 098

Sub- Submission of Annual Report (including Notice of AGM) under Regulation 34 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial year  
2016-17. (SYMBOL: AVAIL)

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Annual Report (including AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year 2016-17.

You are requested to take the above on your records and acknowledge the same.

For Avail Holding Limited

**Deepak Tyagi**

Director

DIN: 02760361

Address: Village Bankhanda Post Bankhanda  
Ghaziabad 245201

Place: New Delhi

Encl: a/a



***AVAIL HOLDING LIMITED***

***31<sup>st</sup> ANNUAL REPORT  
(2016-2017)***

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Narender Kumar, Managing Director  
Mr. Deepak Tyagi, Director  
Ms. Moni, Director

### **STATUTORY AUDITORS**

M/s Akash Tibrewal & Associates  
Chartered Accountants  
AD- 39B, Maurya Enclave, Pitampura,  
New Delhi

### **SECRETARIAL AUDITORS**

M/s Chirag & Associates  
(Company Secretaries)  
C4C-356 (GF), Janakpuri,  
New Delhi- 110058

### **INTERNAL AUDITORS**

Mr. Randhir Maurya

### **BOARD COMMITTEES**

#### **Audit Committee:**

Ms. Moni, Chairperson  
Mr. Narender Kumar, Member  
Mr. Deepak Tyagi, Member

#### **Stakeholders Relationship Committee:**

Ms. Moni, Chairperson  
Mr. Narender Kumar, Member  
Mr. Deepak Tyagi, Member

#### **Nomination & Remuneration Committee:**

Ms. Moni, Chairperson  
Mr. Narender Kumar, Member  
Mr. Deepak Tyagi, Member

#### **Risk Management Committee:**

Ms. Moni, Chairperson  
Mr. Narender Kumar, Member  
Mr. Deepak Tyagi, Member

### **REGISTERED OFFICE**

209, Bhanot Plaza - II, 3, D.B. Gupta Road,  
New Delhi- 110055

### **BANKERS**

IDBI Bank, Punjabi Bagh, New Delhi

### **STOCK EXCHANGES WHERE COMPANY'S SECURITIES ARE REGISTERED**

Metropolitan Stock Exchange of India  
Limited (MSEI)  
Delhi Stock Exchange Limited (DSE)

### **REGISTRAR AND TRANSFER AGENT**

Bigshare Services Pvt. Ltd.  
E4/8, First Floor, Jhandewalan  
Extension, New Delhi-110055

### **INVESTORS HELPDESK**

Mr. Deepak Tyagi,  
Compliance officer  
E-mail Id: [availholding@gmail.com](mailto:availholding@gmail.com),  
[tigerelectronics1985@gmail.com](mailto:tigerelectronics1985@gmail.com)  
Phone No.: 011-23582393

### **WEBSITE**

[www.availholding.in](http://www.availholding.in)

### **CIN**

L67190DL1985PLC02095

## **AVAIL HOLDING LIMITED**

Regd. Office: 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi 110055

CIN: L67190DL1985PLC020953

E-mail Id: [availholding@gmail.com](mailto:availholding@gmail.com), [tigerelectronics1985@gmail.com](mailto:tigerelectronics1985@gmail.com)

Website: [www.availholding.in](http://www.availholding.in); Ph. No.: 011-23582393

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### **NOTICE**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the Company will be held on Wednesday, 20<sup>th</sup> Day of September, 2017 at 2:00 P.M. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit and Loss for the year ended on that date, together with the Director’s Report and Auditor’s Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

2. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** Mr. Narender Kumar (DIN: 06807289), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139 to 142 of the Companies Act, 2013 and other applicable provisions if any of the act and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force M/s Deepak Rajesh & Associates, Chartered Accountants (FRN -028018N) be and is hereby appointed as Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

***“RESOLVED THAT*** pursuant to the provisions of section 149, 152 and other applicable sections, if any of Companies Act, 2013 (“the Act”) read with schedule IV to the Act and the Companies (Appointment and qualification of Directors) Rules, 2014 (‘rules’), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Moni (DIN: 07827689), who was appointed as an Additional Director by the Board on 22nd May, 2017, pursuant to Section 161(1) of the Companies Act 2013 & who hold the office up to the date of this Annual General Meeting who is eligible for appointment as a Director pursuant to the Companies Act, 2013, be and is hereby appointed as Director of the Company subject to the approval of members in the Annual General meeting.

***RESOLVED FURTHER THAT*** any director of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

***By Order of the Board of Directors  
For Avail Holding Limited***

***Deepak Tyagi  
Director  
DIN: 02760361***

***Date: 05.08.2017  
Place: New Delhi***

## NOTES

- (i) *The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed herewith.*
- (ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- (iii) *Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.*
- (iv) *In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.*
- (v) *Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from 13<sup>th</sup> September, 2017 to 20<sup>th</sup> September, 2017 (both days inclusive).*
- (vi) *To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e Bigshare Services Pvt. Ltd., E4/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.*
- (vii) *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.*
- (viii) *Electronic copy of the Annual Report for financial year 2016-17 along with the Notice of the 31<sup>st</sup> Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of*

the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-17 along with Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.

- (ix) Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for the Financial Year 2016-17 will also be available on the Company's website [www.availholding.in](http://www.availholding.in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day.
- (x) Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [availholding@gmail.com](mailto:availholding@gmail.com), [tigerelectronics1985@gmail.com](mailto:tigerelectronics1985@gmail.com).
- (xi) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xii) All documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xiii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.
- (xiv) Shareholders who have not dematerialized their shareholding are requested to please dematerialise their holding as it is convenient to trade the shares on the stock exchange and as per listing norms also minimum 50% of the public shareholding is required to be kept in dematerialized form.

### **VOTING THROUGH ELECTRONICS MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.



The Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.availholding.in](http://www.availholding.in). The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**PROCEDURE TO LOGIN TO E-VOTING WEBSITE IS GIVEN BELOW**

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select EVEN (E-Voting Event Number) of Avail Holding Limited. Members can cast their vote online from 17th September, 2017 (9:00 am) till 19th September, 2017 (5:00 pm).
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ([nilhiljain2120@gmail.com](mailto:nilhiljain2120@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **GENERAL INSTRUCTIONS**

- a. **The e-voting period commences on 17<sup>th</sup> September, 2017 (9:00 am) till 19<sup>th</sup> September, 2017 (5:00 pm).** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 13, 2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- e. 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 of September 13, 2017.
- f. M/s Nikhil jain & Associates, Company Secretaries (COP No. 17727) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- h. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The Results shall be declared by the Chairman at the meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.availholding.in](http://www.availholding.in) and on the website of NSDL on or before Saturday, 23<sup>rd</sup> September, 2017.

All the documents referred to in the accompanying Notice and Explanatory Statement of the Annual general Meeting will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 31<sup>st</sup> Annual General Meeting of the Company.

## **OTHER INFORMATION**

- *Login to 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 'Forgot Password' option available on the site to reset the same.*
- *Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.*
- *It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.*
- *Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.*

*In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.*

**MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR**

**EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT,  
2013**

**ITEM No. 4:**

*Ms. Moni (DIN: 07827689) was appointed as an Additional Director of the Company by the Board of Director in accordance with the provisions of the section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting.*

*The Board feels that presence of Ms. Moni (DIN: 07827689) on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.*

*None of the Directors are concerned or interested, directly or indirectly, except Ms. Moni in the resolution.*

*Your Directors recommend the resolution for approval.*

***By Order of the Board of Directors  
For Avail Holding Limited***

***Deepak Tyagi  
Director  
DIN: 02760361***

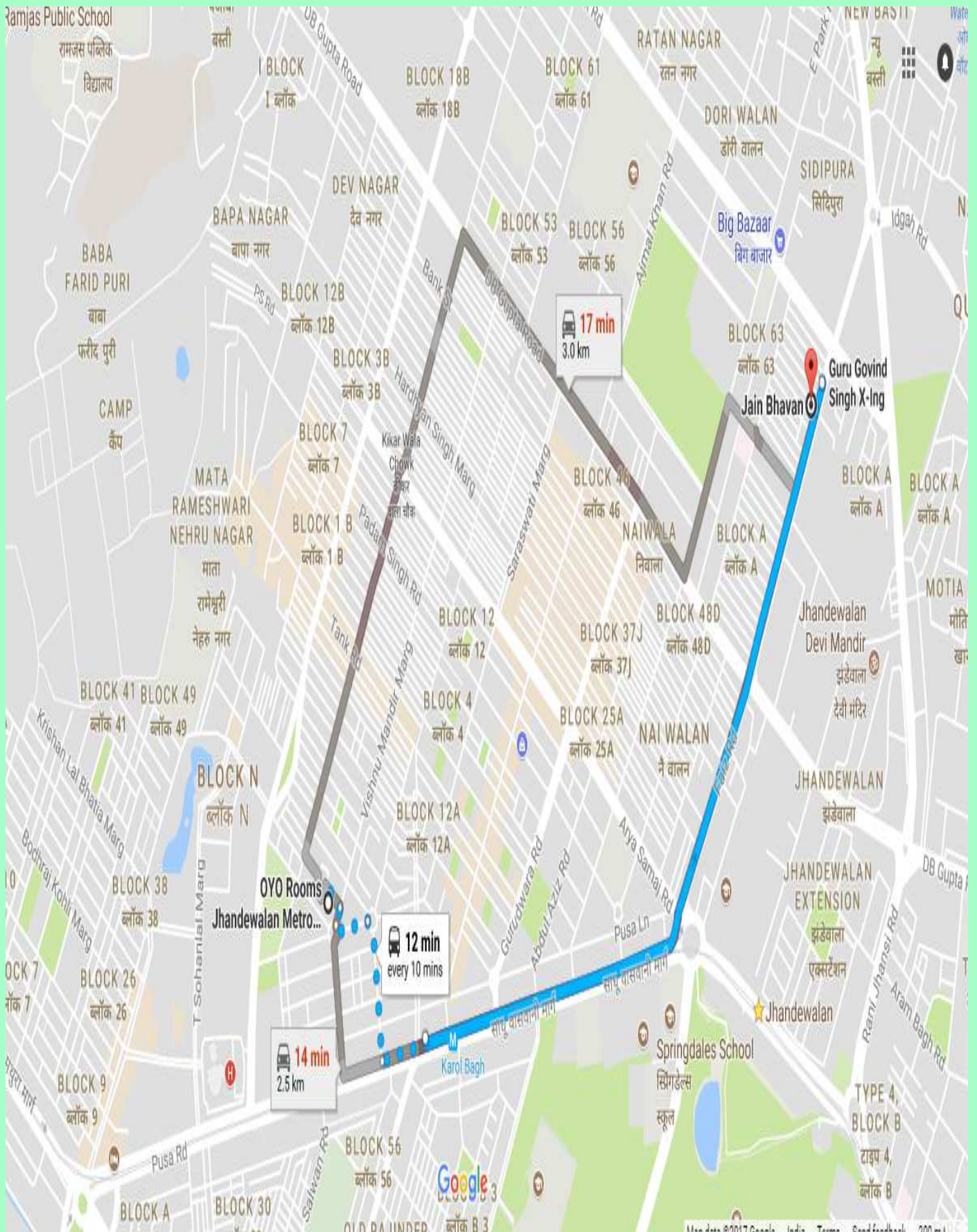
***Date: 05.08.2017  
Place: New Delhi***

**DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-  
APPOINTMENT**

**(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015**

<b><i>Name of director</i></b>	<i>Mr. Narender Kumar</i>	<i>Ms. Moni</i>
<b><i>Nationality</i></b>	<i>Indian</i>	<i>Indian</i>
<b><i>Date of Appointment</i></b>	<i>20/12/2014</i>	<i>22/05/2017</i>
<b><i>Qualifications</i></b>	<i>Graduate</i>	<i>Graduate</i>
<b><i>Number of Shares held in the Company</i></b>	<i>Nil</i>	<i>Nil</i>
<b><i>Expertise in specific Functional areas</i></b>	<i>Business Relation</i>	<i>Finance</i>
<b><i>Director of other Companies (excluding foreign Companies)</i></b>	<ul style="list-style-type: none"><li>• <i>Genesis Developers And Holdings Limited</i></li></ul>	<ul style="list-style-type: none"><li>• <i>Stellar Investments Limited</i></li><li>• <i>Genesis Developers And Holdings Limited</i></li></ul>
<b><i>Relationship between Director Inter se</i></b>	<i>Nil</i>	<i>Nil</i>

# ROUTE MAP



# **DIRECTOR'S REPORT**

To  
The Members,  
**Avail Holding Limited**

The Directors have pleasure in submitting their 31<sup>st</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2017.

## **1. FINANCIAL SUMMARY HIGHLIGHTS**

Financial Result of the Company for the year under review along with the figures for previous year are as follows:

(IN ₹)

<b>PARTICULARS</b>	<b>31<sup>st</sup> MARCH, 2017</b>	<b>31<sup>st</sup> MARCH, 2016</b>
Total Income	-	8,88,650
Profit before Tax	(1,74,815)	(3,42,577)
Less: Provision for Tax	-	-
Current Tax	-	-
MAT Credit Entitlement	-	-
Earlier Year tax	-	-
Deferred Tax	-	-
Net Profit after Tax	(1,74,815)	(3,42,577)

## **2. STATE OF COMPANY AFFAIRS**

During the financial year 2016-17, the Company has recorded loss of ₹ 1,74,815/- during the year as compared to net loss of ₹ 3,42,577/- in the last year. The Directors are optimistic about future performance of the Company.

## **3. CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of business of company.

## **4. DIVIDEND**

As the company has incurred loss, it regrets not to recommend any dividend. But the directors are hopeful better result in ensuring future.

## **5. TRANSFER TO RESERVES**

The company Proposes does not transfer any amount to the General reserves, as company have Losses in the Financial year.

**6. SHARE CAPITAL**

*The paid up share capital as on 31<sup>st</sup> March, 2017 was ₹1,15,00,000/-. There has been no change in the equity share capital of the company during the year.*

**7. DEPOSITS**

*During the year, the Company has not invited/accepted any deposits under Companies Act, 2013.*

**8. SUBSIDIARIES, ASSOCIATED AND JOINT VENTURE COMPANIES**

*The Company does not have any subsidiary, Associate and Joint Venture company.*

**9. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**a) DIRECTORS RETIRES BY ROTATION**

*In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Mr. Narender Kumar, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors recommends their re-appointment.*

**b) REGULARIZATION OF DIRECTORS**

*In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Ms. Moni, was appointed as an Additional Director of the Company on 22<sup>nd</sup> May, 2017 and whose term is expires at this ensuing annual general meeting, being eligible and offers herself for regularize her re- appointment as a director of the company. The Board of Directors recommends their appointment for regularization.*

**c) INDEPENDENT DIRECTORS**

*The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.*

*The Independent Directors have submitted their disclosure to the board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015. Familiarization policy for independent Director is available on company's website.*

*During the Year, one Independent Meeting held for independent Directors i.e. on 22<sup>nd</sup> March, 2017.*

**d) BOARD EVALUATION:**

*Pursuant to the provisions of the Companies Act, 2013 and relevant Regulation of the SEBI (Listing Obligation and Disclosures requirement) Regulations, 2015, the Board has carried*



out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committees.

**e) KEY MANAGERIAL PERSONNEL:**

There has been no change in the Key Managerial Personnel of the Company during Previous year and Mr. Narender Kumar continues to act as Managing Director (KMP) of the Company.

**10. DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits the Director's Responsibility Statement:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31st March, 2017 on a going concern basis.
- 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.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

**11. MEETINGS**

**a) BOARD MEETINGS**

The Board of Directors duly met Five (5) times during the financial year from 1st April, 2016 to 31st March, 2017. The dates on which meetings were held are as follows:

**23<sup>rd</sup> May 2016, 1<sup>st</sup> August 2016, 7<sup>th</sup> November, 2016, 1<sup>st</sup> February, 2017 & 22<sup>nd</sup> March 2017.**

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Agreement / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Ms. Moni**	Director	Non- executive & Independent	0	0	N.A.
Mr. Narender Kumar	Managing Director	Executive & Non-Independent	5	5	Yes
Mr. Deepak Tyagi	Director	Non- executive & Independent	5	5	Yes
Ms. Lovely Kumari*	Director	Non- Executive & Independent	5	5	Yes

\*Ms. Lovely Kumari resigned from the post of Directorship after the closure of Financial Year.

\*\*Ms. Moni appointed as an Additional Director on Board of Directors of Company after the closure of Financial Year.

## b) COMMITTEE MEETINGS

### (i) Audit Committee

The Audit Committee comprises three members out of which two including Chairman of the Committee are Independent Director. During the year four Audit Committee meetings were convened and held.

#### **Meetings of the Committee:**

The Committee met Four (4) times on 23<sup>rd</sup> May, 2016, 1<sup>st</sup> August, 2016, 7<sup>th</sup> November, 2016 and 30<sup>th</sup> January 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors are invited to the meeting as and when required.

The composition of the Audit committee, their attendance at Audit committee Meetings is as under:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Ms. Moni*	Chairperson	0	0
Ms. Lovely Kumari**	Chairperson	4	4
Mr. Narender Kumar	Member	4	4
Mr. Deepak Tyagi	Member	4	4

\*Ms. Moni was appointed as Chairperson after the closure of Financial Year.

\*\*Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

## **(ii) Nomination & Remuneration Committee**

The Nomination & Remuneration Committee comprises three members out of which two including Chairman of the Committee are Independent Director. During the Year two Nomination & Remuneration Committee meetings were convened and held.

### **Meetings of the Committee:**

The Committee met Two (2) times on 23<sup>rd</sup> May, 2016 and 1<sup>st</sup> February, 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors.

The composition of the Nomination & Remuneration Committee, their attendance at Nomination & Remuneration Committee Meetings is as under:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Ms. Moni*	Chairperson	0	0
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2
Ms. Lovely Kumari**	Chairperson	2	2

\*Ms. Moni was appointed as Chairperson after the closure of Financial Year.

\*\*Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

## **(iii) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee comprises three members out of which two including Chairman of the Committee are Independent Director. During the year two (2) Stakeholders Relationship Committee Meetings were convened and held.

### **Scope of the Committee:**

The scope of the Shareholders/ investors Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

### **Meetings of the Committee:**

The Committee met two (2) times on 1<sup>st</sup> August, 2016 and 1<sup>st</sup> February, 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Stakeholders Relationship Committee are discussed and taken note by the board of directors.

The composition of Stakeholders Relationship Committee, their attendance at Stakeholders Relationship Committee Meetings is as under:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Ms. Moni*	Chairperson	0	0
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2
Ms. Lovely Kumari**	Chairperson	2	2

\*Ms. Moni was appointed as Chairperson after the closure of Financial Year.

\*\*Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

### **COMPLIANCE OFFICER**

<b>Name</b>	Mr. Deepak Tyagi
<b>Contact Details</b>	209, Bhanot Plaza- II, 3, D. B. Gupta Road, New Delhi-110055
<b>E- Mail ID</b>	<a href="mailto:availholding@gmail.com">availholding@gmail.com</a> , <a href="mailto:tigerelectronics1985@gmail.com">tigerelectronics1985@gmail.com</a>

### **(iv) Risk Management Committee**

The Risk Management Committee comprises three members out of which two including Chairman of the Committee are Independent Director. During the year two (2) Risk Management Committee meetings were convened and held.

#### **Scope of the Committee:**

The Committee constituted to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

#### **Meetings of the Committee:**

The Committee met Two (2) times on 1<sup>st</sup> August, 2016 and 1<sup>st</sup> February, 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Risk Management Committee are discussed and taken note by the board of directors.

The composition of Risk Management Committee, their attendance at Risk Management Committee Meetings is as under:

Name of Members	Category/ Designation	No. of Meetings	
		Held	Attended
Ms. Moni*	Chairperson	0	0
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2
Ms. Lovely Kumari**	Chairperson	2	2

\*Ms. Moni was appointed as Chairperson after the closure of Financial Year.

\*\*Ms. Lovely Kumari ceased as Chairperson after the closure of Financial Year.

**c) SHAREHOLDERS MEETING**

*There is only one Share Holder Meeting (Annual General Meeting) of members held on 27<sup>th</sup> June, 2016 at 12.00 PM at 16/122-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi – 110005.*

**12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

*Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.*

**13. INTERNAL FINANCIAL CONTROL SYSTEM**

*The company has in place well defined and adequate internal controls commensurate with the size of the company and same were operating throughout the year. The company has in house internal audit functions.*

**14. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:**

*Pursuant to the provision of section 177(9) & (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.*

*The Whistle Blower Policy is available on the website of the Company i.e. [www.availholding.in](http://www.availholding.in).*

**15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

*The particulars of contracts or arrangements with related parties for the financial year 2016-17 is annexed herewith to the financial statements in Form No. AOC-2.*

*The company has also placed related party transaction policy on company's website  
The Whistle Blower Policy is available on the website of the Company i.e. [www.availholding.in](http://www.availholding.in).*

**16. CORPORATE GOVERNANCE:**

*As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is within the prescribed limit that the paid up Share Capital of the Company is ₹ 1,15,00,000/- (Rupees One Crore Fifteen Lakhs Only) and Net worth is ₹ 1,15,89,557/- (Rupees One Crore Fifteen Lakhs Eighty Nine Thousand Five Hundred Fifty Seven only) as on 31st March, 2017.*

**17. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

*The Management Discussion and Analysis Report is a integral part of this Report, Hence, annexed thereto under the Annexure- I.*

## **18. AUDITORS**

### **(i) Statutory Auditors**

*M/s Deepak Rajesh & Associates, Chartered Accountants, New Delhi, (FRN. 028018N), have been proposed to be Appointed as the Statutory Auditors of the company pursuant to the provisions of Section 139 to 142 of the Companies act, 2013 and other applicable provisions, if any, to hold office from the conclusion of this Annual general meeting till the conclusion of next Annual general meeting, on such remuneration to be decided by the Board of Directors of the Company.*

*In this regard, written consent have submitted by Statutory Auditors for their eligibility and qualification to be appointment as Statutory Auditors of the company in terms of Section 139 of the Companies act, 2013 and also satisfy the criteria provided in section 141 of the Companies Act, 2013.*

*M/s Akash Tibrewal & Associates, Chartered Accountants (FRN -028236N), Chartered Accountant of the Company has shown its desire to discontinue its services as statutory auditors of the Company for the financial year ended on 31<sup>st</sup> March, 2018, due to its pre-occupation. As per requirement of Companies Act, 2013, Company proposed to appoint M/s Deepak Rajesh & Associates, Chartered Accountants (FRN -09112N), as Statutory Auditor of the company for the said period.*

#### **a. Statutory Auditor's Report**

*The Auditors have given an audit report on financial of 2016-17 and annexed herewith marked as **Annexure- II**.*

#### **b. Statutory Auditor's Observations**

*The observations made by Auditor with reference to notes to account are self explanatory and need no comments.*

### **(ii) Secretarial Auditors:**

*The Company has appointed M/s Chirag & Associates, Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit.*

#### **a. Secretarial Auditor's Report**

*The Secretarial Audit Report is annexed herewith marked as **Annexure- III** to this report in Form No. MR-3.*

#### **b. Secretarial Auditor's Observations**

*There is a qualification in the report that company did not appoint Chief Financial Officer and Company Secretary.*

*The Management, Clarified that, it is in the search of suitable candidate for the post of Chief Financial Officer and Company Secretary.*

**(iii) Internal Auditors:**

*The Company has appointed Mr. Randhir Maurya, as an Internal Auditor of the Company for the financial year 2016-17.*

**a. Internal Auditor's Report & Observations**

*Mr. Randhir Maurya placed the internal audit report to the Company.*

**b. Internal Auditor's Observations**

*Internal audit report self explanatory and need no comments.*

**19. EXTRACT OF ANNUAL RETURN:**

*The extract of the Annual return for the Financial Year 2016-2017, is being attached with the Directors report in Form No MGT-9 marked as **Annexure- IV.***

**20. ENHANCING SHAREHOLDER VALUE:**

*Your Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders. For this purpose the Management has listed its shares on MSEI Limited having nationwide trading platform.*

**21. PARTICULARS OF EMPLOYEES**

*None of the employee was drawing in excess of the limits by the Companies act, 2013 and rules made there under which needs to be disclosed in the Director's report.*

**22. DEMATERIALIZATION OF SHARES:**

*The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No INE616R01019 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates but till now the Company's Paid-up Share Capital is in 100% is in physical form.*

**23. HEALTH, SAFETY AND ENVIRONMENT PROTECTION:**

*The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.*

**24. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

*The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress*

complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The policy is available on the website of the company i.e. [www.availholding.in.in](http://www.availholding.in.in)

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17.

- No of complaints received : NIL
- No of complaints disposed off : N.A.

**25. DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is continuously reviewed by Management of the Company.

**26. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

**28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

The Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

<b>S. No.</b>	<b>Particulars</b>	<b>Current Year 2016-17</b>	<b>Previous Year 2015-2016</b>
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil



**ACKNOWLEDGEMENT:**

*The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.*

*The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.*

*The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.*

***By Order of the Board of Directors  
For Avail Holding Limited***

***Date: 05.08.2017  
Place: New Delhi***

***Deepak Tyagi  
Director  
DIN: 02760361***

***Moni  
Director  
DIN: 07827689***

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **A. ECONOMIC OUTLOOK**

*The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.*

### **B. COMPANY OVERVIEW:**

*The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.*

### **C. FINANCIAL PERFORMANCE**

*The Company has incurred a net loss of ₹ 1,74,815/- during the year. The Directors are optimistic about future performance of the Company.*

### **D. OPPORTUNITIES & THREATS:**

#### **Opportunities**

- *Increase in Income levels will aid greater penetration of financial products.*
- *Positive regulatory reforms.*
- *Increase in corporate growth & risk appetite.*
- *Greater efficiency in debt market operations which will also help greater penetration.*
- *Increased securitization.*
- *Focus on selling new product/services.*

#### **Threats**

- *Inflation could trigger increase in consumer price inflation, which would dampen growth.*
- *Increased competition in both local & overseas markets.*
- *Unfavorable economic development.*
- *Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.*

### **E. RISK MANAGEMENT AND CONCERNS**

*The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.*

**F. HUMAN RESOURCE**

*The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices.*

*The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.*

**G. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

*The employees are satisfied and having good relationship with the Management.*

**H. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

*This is to confirm that the Company has adopted a Code of conduct for its employees including the director. I confirm that the Company has in respect of the financial Year ended 31<sup>st</sup> March, 2017, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.*

**I. DISCLOSURE OF ACCOUNTING TREATMENT**

*The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis.*

*The Company has follows to continue with the period of 1<sup>st</sup> day of April to 31<sup>st</sup> day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.*

**J. CAUTIONARY STATEMENT**

*Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.*

## **INDEPENDENT AUDITORS' REPORT**

To the Members of  
**AVAIL HOLDING LIMITED**

### **Report on the Financial Statements**

*We have audited the accompanying financial statements of AVAIL HOLDING LIMITED, which comprise the Balance Sheet as at 31 March 2017 and the Statement of Profit and Loss for the year then ended and Cash Flow Statement for the year 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 with respect to the preparation and presentation of these 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, 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 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 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 true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on*

*whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 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 –*

- (i) In the case of Balance Sheet, of the State of Affairs of the Company as at 31st March 2017.*
- (ii) In the case of Profit and Loss Account, of the loss of ₹1,74,815/- for the year ended on that date and*
- (iii) In case of Cash Flow Statements, on the Cash Flow 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" statement on the matters Specified in paragraphs 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 and the Statement of Profit and Loss 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 written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.*
  - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:*

- i. The Company has no pending litigations on its financial position in its financial statements.*
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.*
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.*
- iv. The Company provide proper disclosure in financial statement for holding and dealing in Specified Bank Notes (SBN) in notes to account during the period 08.11.2016 to 30.12.2016. In our opinion they are in accordance with the books of accounts of the company.*

**FOR AKASH TIBREWAL & ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
FIRM REGISTRATION NO. : 028236N**

**CA. AKASH TIBREWAL  
(PROP.)  
(MEMBERSHIP NO.: 530771)**

**PLACE: NEW DELHI  
DATE: 22.05.2017**

## **Annexure A**

*The annexure a referred to in paragraph 1 of the our Report of Even date to the members of AVAIL HOLDING LIMITED on the Accounts of the Company for the year ended 31<sup>st</sup> March, 2017*

### **(i) Fixed Assets**

*There is no Fixed Assets in the company during the financial year*

### **(ii) Inventories**

*In our opinion and explanation given to us company has regularly verified its inventory at reasonable intervals by the management and there is no material discrepancies were noticed.*

### **(iii) Secured or unsecured Loans**

*The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. So Further provisions of clause do not apply.*

*(iv) The company has complied with the provision of section 185 & 186 in respect of loans, investments, guarantees, and security.*

*(v) In our opinion and according to the Information & Explanation given to us, The Company has not accepted deposits under the provisions of sections 73 to 76 are not applicable or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.*

*(vi) We have been informed that the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.*

*(vii) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.*

*(viii) Since the company has not taken any loan or borrowing from a financial institution, bank, Government or dues to debenture holders hence the default in repayment of dues to banks, financial institutions, and Government does not arise.*

*(ix) In our opinion and according to the Information & Explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans so the clause is not applicable for the company.*

*(x) Based on the procedure performed and the information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such cases by the management.*

*(xi) In our opinion and according to the information and Explanation given to us company has pays or provides managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act.*

- (xii) *The company is not a Nidhi company hence the provision related to the Nidhi Company is not applicable.*
- (xiii) *In our opinion and according to the information and Explanation given to us company has complied the provision of related party transaction refer in sections 177 and 188 of Companies Act, 2013, and the detail have been disclosed in the financial statement as required by the applicable Accounting Standard.*
- (xiv) *The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.*
- (xv) *The company has not entered into any non-cash transactions with directors or persons connected with him.*
- (xvi) *The company is not an NBFC hence the company is not to be registered under section 45-IA of the Reserve Bank of India Act, 1934.*

***FOR AKASH TIBREWAL & ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
FIRM REGISTRATION NO. : 028236N***

***CA. AKASH TIBREWAL  
(PROP.)  
(MEMBERSHIP NO.: 530771)***

***PLACE: NEW DELHI  
DATE: 22.05.2017***



**AVAIL HOLDING LIMITED**  
**BALANCE SHEET AS AT 31-03-2017**

(IN ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
<b>I</b>			
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>1 Shareholders Funds</b>			
(A) Share Capital	1	1,15,00,000	1,15,00,000
(B) Reserves And Surplus	2	89,557	2,64,372
(C) Money Received against share warrants	3	-	-
<b>2 Share application money pending allotment</b>	4	-	-
<b>TOTAL SHAREHOLDER'S FUND</b>		<b>1,15,89,557</b>	<b>1,17,64,372</b>
<b>3 Non-Current Liabilities</b>			
(A) Long-term Borrowings	5	-	-
(B) Deferred Tax Liabilities	6	-	-
(C) Other Long-term Liabilities	7	-	-
(D) Long term Provisions	8	-	-
<b>TOTAL NON CURRENT LIABILITIES</b>		<b>-</b>	<b>-</b>
<b>4 Current Liabilities</b>			
(A) Short Term Borrowings	9	-	-
(B) Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises; and	10	-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises;			
(C) Other Current Liabilities	11	55,574	50,030
(D) Short- term provisions	12	-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>55,574</b>	<b>50,030</b>
<b>TOTAL</b>		<b>1,16,45,131</b>	<b>1,18,14,402</b>
<b>II</b>			
<b><u>ASSETS</u></b>			
<b>1 Non-Current Assets</b>			
(A) Fixed Assets	13		
(i) Tangible Assets		-	-
(ii) Intangible Assets		-	-
(iii) Capital work-in-progress	14	-	-
(iv) Intangible assets under development	15	-	-
(B) Non-current Investments	16	38,60,000	38,60,000
(C) Deferred Tax Assets	17	-	-
(D) Long term loans and advances	18	70,10,678	70,10,678
(E) Other non-current assets	19	-	-
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,08,70,678</b>	<b>1,08,70,678</b>
<b>2 Current Assets</b>			
(A) Current Investments	20	-	-
(B) Inventories	21	-	-
(C) Trade Receivables	22	-	-
(D) Cash And Cash Equivalentents	23	7,74,453	9,43,724
(E) Short-term loans and advances	24	-	-
(F) Other current assets	25	-	-
<b>TOTAL CURRENT ASSETS</b>		<b>7,74,453</b>	<b>9,43,724</b>
<b>TOTAL</b>		<b>1,16,45,131</b>	<b>1,18,14,402</b>

*Schedules referred to above and notes attached there to form an integral part of Balance Sheet*

*Significant Accounting policies and Notes on Financial* 36

**IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED**

**FOR AKASH TIBREWAL & ASSOCIATES**  
**(CHARTERED ACCOUNTANTS)**  
FRN NO: 028236N

**FOR AVAIL HOLDING LIMITED**

**CA. AKASH TIBREWAL**  
**(PROP.)**  
M.No. 530771

**MONI**  
**(DIRECTOR)**  
DIN: 07827689

**DEEPAK TYAGI**  
**(DIRECTOR)**  
DIN : 02760361

**PLACE : NEW DELHI**  
**DATE: 22.05.2017**

**AVAIL HOLDING LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2017**

(IN ₹)

PARTICULARS	NOTE NO.	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Revenue From Operations	26	-	8,88,650
Other Income	27	-	-
<b>Total Revenue</b>		-	<b>8,88,650</b>
Cost of Material Consumed	28	-	7,82,500
Change in Inventories	29	-	70,000
Work in progress and Stock in trade	30	-	-
Employee Benefit expense finance cost	31	-	24,000
Depreciation and amortisation expense	32	-	-
Other Expenses	33	1,74,815	3,54,727
<b>Total Expenses</b>		<b>1,74,815</b>	<b>12,31,227</b>
<b>Profit Before Exceptional and Extraordinary items</b>		<b>(1,74,815)</b>	<b>(3,42,577)</b>
Exceptional Items	34	-	-
<b>Profit Before Extraordinary items</b>		<b>(1,74,815)</b>	<b>(3,42,577)</b>
Extraordinary Items	35	-	-
<b>Profit Before Tax</b>		<b>(1,74,815)</b>	<b>(3,42,577)</b>
<b>Tax Expense</b>			
Current Tax		-	-
MAT Credit		-	-
Deferred Tax		-	-
<b>Profit/ (Loss) For The Period from continuing operations</b>		<b>(1,74,815)</b>	<b>(3,42,577)</b>
Profit/ (Loss) from Discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
<b>Profit/ (Loss) from Discontinuing operations after tax</b>		<b>-</b>	<b>-</b>
<b>Profit for the Period</b>		<b>(1,74,815)</b>	<b>(3,42,577)</b>
Earning Per Equity Share			
Basic		(0.15)	(0.30)
Diluted		(0.15)	(0.30)

*Schedules referred to above and notes attached there to form an integral part of Balance Sheet*

*Significant Accounting policies and Notes on Financial*

36

**IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED**

FOR AKASH TIBREWAL & ASSOCIATES  
 (CHARTERED ACCOUNTANTS)  
 FRN NO: 028236N

**FOR AVAIL HOLDING LIMITED**

CA. AKASH TIBREWAL  
 (PROP.)  
 M.No. 530771

MONI  
 (DIRECTOR)  
 DIN: 07827689

DEEPAK TYAGI  
 (DIRECTOR)  
 DIN : 02760361

PLACE : NEW DELHI  
 DATE: 22.05.2017

**AVAIL HOLDING LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2017**

(₹ In Lacs)

	PARTICULARS	2016-2017	2015-2016
<b>A.</b>	<b><u>CASH FLOWS FROM OPERATING ACTIVITIES :</u></b>		
	Net Profit Before Tax And Extraordinary Items	(1.75)	(3.43)
	<b>Adjustments For :</b>		
	Increase/Decrease In Current Assets	-	0.70
	Increase/Decrease In Current Liabilities	0.06	0.13
	<b>Net Cash From Operating Activities</b>	<b>(1.69)</b>	<b>(2.60)</b>
	<b>Adjustments For :</b>		
	Direct Tax paid	0.00	(0.37)
		(1.69)	(2.97)
<b>B.</b>	<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>		
	<b>Net Cash From Investment Activities</b>	<b>0.00</b>	<b>0.00</b>
<b>C.</b>	<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>		
	Receiving of Calls-in -Arrear	0.00	0.00
	<b>Net Cash From Financing Activities</b>	<b>0.00</b>	<b>0.00</b>
	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>(1.69)</b>	<b>(2.97)</b>
	CASH & CASH EQUIVALENTS (Opening Balance)	9.44	12.41
	<b>CASH &amp; CASH EQUIVALENTS (Closing Balance)</b>	<b>7.75</b>	<b>9.44</b>

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

**FOR AKASH TIBREWAL & ASSOCIATES**  
**(CHARTERED ACCOUNTANTS)**  
**FRN NO: 028236N**

**FOR AVAIL HOLDING LIMITED**

**CA. AKASH TIBREWAL**  
**(PROP.)**  
**M.No. 530771**

**MONI**  
**(DIRECTOR)**  
**DIN: 07827689**

**DEEPAK TYAGI**  
**(DIRECTOR)**  
**DIN : 02760361**

**PLACE : NEW DELHI**  
**DATE: 22.05.2017**

## Notes to Financial Statements

### NOTE 1. SHARE CAPITAL

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<b>Authorised Share Capital</b> 1,900,000 ( Previous Year 1,900,000) Equity Share of ₹ 10 Each	1,90,00,000	1,90,00,000
	<u>1,90,00,000</u>	<u>1,90,00,000</u>
<b>Issued, Subscribed &amp; Paid up Share Capital</b> Shares at the end of the Accounting Period 1,150,000 (Previous Year 1,150,000 ) Equity Shares of ₹10/- Less: Calls in Arrear	1,15,00,000 -	1,15,00,000 -
	<u>1,15,00,000</u>	<u>1,15,00,000</u>

- 1.1 The company has only one class of equity Shares having Par Value of ₹ 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.
- 1.2 There is no Shareholders' having more than 5% Shares of the share capital.
- 1.3 The reconciliation of the number of Shares outstanding is set out Below:

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<b>Equity Shares at the beginning of the year</b>	11,50,000	11,50,000
Add : Issued during the year	-	-
Equity Shares at the end of the Year	<u>11,50,000</u>	<u>11,50,000</u>

### NOTE 2: RESERVES & SURPLUS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<b>Surplus</b> At The Beginning Of The Accounting Period	2,64,372	6,06,949
Additions During The Year (Balance In Statement Of Profit & Loss)	(1,74,815)	(3,42,577)
<b>Total</b>	<b>89,557</b>	<b>2,64,372</b>

## Notes to Financial Statements

### CURRENT LIABILITES:

#### NOTE 11 : OTHER CURRENT LIABILITIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Expenses Payable	55,574	50,030
<b>Total</b>	<b>55,574</b>	<b>50,030</b>

#### NOTE 16 : NON CURRENT INVESTMENT

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<b>Investment in Quoted Equity Shares</b>		
260000 Sunshine Capital Ltd. of ₹ 10 /- each	38,60,000	38,60,000
<b>Total</b>	<b>38,60,000</b>	<b>38,60,000</b>

\* Market value of the company can not be mentioned as the company do not have market value.

\*\* Fair Book Value of the Investment 2,10,08,000 2,09,79,400

#### NOTE :18 LONG TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<b>Unsecured Loans</b>		
Loans at agreement values less instalment Standard Assets	21,37,139	21,37,139
<b>Capital Advances</b>		
Advances Against Property	48,33,500	48,33,500
<b>Other Loans &amp; Advances</b>		
MAT Credit Entitlement	40,039	40,039
<b>Total</b>	<b>70,10,678</b>	<b>70,10,678</b>

#### NOTE : 23 CASH & CASH EQUIVALENTS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Cash in Hand	29,182	4,02,622
Bank balance with Current Account	7,45,271	5,41,102
<b>Total</b>	<b>7,74,453</b>	<b>9,43,724</b>

#### NOTE : 26 REVENUE FROM OPERATION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Sale of Trading Goods	-	8,88,650
<b>Total</b>	<b>-</b>	<b>8,88,650</b>

## Notes to Financial Statements

### NOTE : 28 COST OF TRADING GOODS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Purchases of Trading goods	-	7,82,500
<b>Total</b>	<b>-</b>	<b>7,82,500</b>

### NOTE : 29 CHANGE IN STOCK IN TRADE

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Balance at the beginning of the year	-	70,000
Balance at the Closing of the year	-	-
<b>Total</b>	<b>-</b>	<b>70,000</b>

### NOTE : 31 EMPLOYEE BENEFITS EXPENSES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Salary Expenses	-	24,000
<b>Total</b>	<b>-</b>	<b>24,000</b>

### NOTE : 33 OTHER EXPENSES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Advertisement Expenses	22,649	78,256
Audit Remuneration	20,225	20,225
Bank Charges	115	229
Conveyance	5,625	8,841
Interest on taxes	-	4,062
Legal & Professional charges	41,175	1,32,141
Listing Compliance Charges	49,280	50,423
Meeting expenses	6,000	18,312
General Expenses	4,090	5,834
Postal charges	10,656	16,173
Printing & Stationery	12,000	13,686
ROC Compliance Charges	3,000	5,400
Trading expenses	-	1,145
<b>Total</b>	<b>1,74,815</b>	<b>3,54,727</b>

## **NOTE 36: SIGNIFICANT ACCOUNTING POLICIES**

### **(a) Basis for preparation of Accounts:**

*The Financial Statements of the Company are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") in India, mandatory accounting standards, as specified in the Companies (Accounting Standards) Amendment Rules, 2016 and the provisions of the Companies Act, 2013, to the extent applicable, and as adopted consistently by the Company.*

*All assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule VI to the Companies Act, 2013. Based on the nature business the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.*

### **(b) Use of Estimates:**

*The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.*

### **(c) Investment**

*Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if; such a decline is other than temporary in the opinion of the management. As in case of company such decline is presumed to be temporary hence no provision has been created.*

### **(d) Accounting of Inventories:**

*Stock in trade should be valued at cost or market price whichever is lower, so that the company has valued its currently purchased all stock in trade at less value than is cost.*

### **(e) Employee Benefits**

*Company do not follow the provision of the accounting Standard-15 "Employee benefits" as the company do not have employee more than 10 personnel's. So it is the policy of the company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also.*

*In case the company's employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.*

**(f) Revenue Recognition**

**(i) Loan Income**

*In respect of loan agreements, the income is accrued by applying the impact rate in the transaction on declining balance on the amount financed for the period of the agreement.*

*(ii) Dividend income on investments is accounted for as and when the right to receive the same is established.*

**(g) Provisions, contingents Liabilities and contingent Assets**

*(i) A Provision is recognized when the company has present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.*

*(ii) Contingent Liabilities are disclosed separately by way of note to financial statements after careful evaluation by the managements of the facts and legal aspects of the matter involved in case of:*

*(a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.*

*(b) A possible obligation, unless the probability of outflow of resources is remote.*

*(c) There is a penalty of Rs. 14,00,000/- of SEBI, which is due to pay in next financial year.*

*(iii) Contingent Assets are neither recognized, nor disclosed in the financial statements.*

**(h) Taxation**

*Provisions for current tax is made in accordance with and at the rates specified under the Income Tax Act, 1961, in accordance with Accounting Standard 22- 'Accounting for taxes on Income', issued by the Institute of Chartered Accountant of India.*

**(i) Earning per share**

*Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted averages number of equity shares outstanding during the year.*

*For the purpose of calculating diluted earning per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.*

**(j) Cash and Cash Equivalents**

*Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.*



**NOTE 37:** Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.

**NOTE 38:** In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.

**NOTE 39:** As per AS-13, all long term investments are to be carried at cost less diminution in the value except for temporary diminution. During the Year, the Company has not purchased any fresh investment.

**NOTE 40:** As per the Provision of AS-13, Accounting of investment, Shares held for trading should be valued at cost or market price whichever is lower, so that the company has valued it's currently purchased all stock in trade at less value that is cost.

**NOTE 41:** the Company's business activity falls within single primary/ secondary business segment viz. Finance Activity. The disclosure requirement of Accounting standard (AS) -17 "Segment Reporting" issued by the Institute of chartered Accountants of India, therefore is not applicable.

**NOTE 41: Related Party Disclosure:**

As per Accounting Standard 18 on related Party disclosure issued by the Institute of chartered Accountants of India, there is no related party transaction recognized during the year.

**NOTE 42:** Earning per Share "AS-20" issued by the Institute of chartered Accountants of India:

<b>Particulars</b>	<b>Year ended March 31, 2017</b>	<b>Year ended March 31, 2016</b>
(A) Profit after taxation as Statement of Profit and Loss (in ₹)	(174,815)	(342,577)
(B) Weight Average number of equity Shares outstanding during the year	1,150,000	1,150,000
(C) Nominal value of Equity shares (in ₹)	10.00	10.00
(D) Basic Earning per Share	(0.15)	(0.30)
(E) Diluted Earning per share	(0.15)	(0.30)

**NOTE 43: Payment to Auditor**  
Audit Fee

2016-2017  
20,225.00

2015-2016  
20,225.00

**NOTE 44:** *There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31<sup>st</sup> March 2017. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.*

*IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED*

**FOR AKASH TIBREWAL & ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
FRN : 028236N**

**FOR AVAIL HOLDING LIMITED**

**CA. AKASH TIBREWAL  
(PROP.)  
M. NO. 530771**

**MONI  
(DIRECTOR)  
DIN: 07827689**

**DEEPAK TYAGI  
(DIRECTOR)  
DIN: 02760361**

**PLACE: NEW DELHI  
DATE: 22.05.2017**

**NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2017**  
**SPECIFIED BANK NOTES (SBN) AND TRANSACTED DURING THE PERIOD 08.11.2016**  
**TO 30.12.2016**

<b>PARTICULARS</b>	<b>SBN</b>	<b>Other Denomination notes</b>	<b>Total</b>
Closing Cash in hand as on 08.11.2016	NIL	₹ 7,39,656.54/-	₹ 7,39,656.54/-
(+) Permitted receipts	NIL	NIL	NIL
(-) Permitted Payment	NIL	NIL	NIL
(-) Amount deposited in Banks	NIL	₹ 7,00,000/-	₹ 7,00,000/-
(+) Amount withdrawal from Bank	NIL	NIL	NIL
Closing cash in hand as on 30.12.2016	NIL	₹ 39,656.54/-	₹ 39,656.54/-

As per certified by the Management  
**FOR AKASH TIBREWAL & ASSOCIATES**  
**(CHARTERED ACCOUNTANTS)**  
**FRN : 028236N**

**FOR AVAIL HOLDING LIMITED**

**CA. AKASH TIBREWAL**  
**(PROP.)**  
**M. NO. 530771**

**MONI**  
**(DIRECTOR)**  
**DIN: 07827689**

**DEEPAK TYAGI**  
**(DIRECTOR)**  
**DIN: 02760361**

**PLACE: NEW DELHI**  
**DATE: 22.05.2017**

**Form No. 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)*

*Form 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 including certain arm's length transactions under third proviso thereto.*

**1. Details of contracts or arrangements or transactions not at arm's length basis**

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

**2. Details of material contracts or arrangement or transactions at arm's length basis**

- (a) Name(s) of the related party and nature of relationship: NIL*
- (b) Nature of contracts/arrangements/transactions: NIL*
- (c) Duration of the contracts / arrangements/transactions: NIL*
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL*
- (e) Date(s) of approval by the Board: NIL*
- (f) Amount paid as advances, if any: NIL*

**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2017**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the**  
**Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members of  
**AVAIL HOLDING LIMITED**  
CIN: L67190DL1985PLC020953  
209, BHANOT PLAZA - II, 3, D.B. GUPTA ROAD,  
NEW DELHI - 110055

*Pursuant to the provisions of Section 204 of the Companies Act 2013, the Board of Directors of the Company at their meeting held on 22.05.2017 have appointed me, the undersigned, as Secretarial Auditor to conduct an audit and report on the compliance of applicable statutory provisions and the adherence to good corporate practices by **AVAIL HOLDING LIMITED (CIN: L67190DL1985PLC020953)** (hereinafter referred to as the 'Company').*

*I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AVAIL HOLDING LIMITED (CIN: L67190DL1985PLC020953)**. The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.*

*Based on my verification of the Company's books, papers, minute 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2017 complied with the statutory provisions listed hereunder subject to observations mentioned in the report and also that the Company has proper Board- processes and compliance-mechanism in place to the extent and in the manner reported hereunder.*

*I/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 31st March 2017 according to the provisions of:*

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;*
- (a) The Company has not complied with the provisions of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer and Company Secretary during the audit period.*
- (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;*
- (v) *The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-*
- (a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;*
- (b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;*
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;*
- (d) *The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;*
- (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*
- (f) *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;*
- (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and*
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;*

*I/we have also examined compliance with the applicable clauses of the following:*

- (i) *Secretarial Standards issued by The Institute of Company Secretaries of India.*
- (ii) *SEBI (LODR) Regulations, 2015 entered into by the Company with Stock Exchanges.*

***I 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 as on 31<sup>st</sup> March, 2017.*
- *The Company constituted the Nomination and Remuneration Committee with having two Non-Executive directors and one Managing Director which is not as per the provisions of Section 178 of the Companies Act, 2013.*

- *On the basis of Minutes of Board Meeting, it is apparent that all the decisions are carried through unanimous consensus and there were no dissenting members' views.*
- *Based on review of compliance mechanism established by the Company and on the basis of certificate issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.*
- *The compliance by the Company of applicable financial laws, like direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.*

***For Chirag & Associates  
(Company Secretaries)***

***Place: New Delhi***

***Date: 05/08/2017***

***Mr. Chirag Singla  
(Prop.)  
ACS 50931  
C. P. No. 18463***

*This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this report.*

**Annexure-A**

To,  
The Members of  
**AVAIL HOLDING LIMITED**  
CIN: L67190DL1985PLC020953  
209, BHANOT PLAZA - II, 3, D.B. GUPTA ROAD,  
NEW DELHI - 110055

**Sub: My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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 efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Chirag & Associates  
(Company Secretaries)**

**Place: New Delhi  
Date: 05/08/2017**

**Mr. Chirag Singla  
(Prop.)  
ACS 50931  
C. P. No. 18463**



**FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31/03/2017**

*[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**

<i>i.</i>	<b>CIN</b>	L67190DL1985PLC020953
<i>ii.</i>	<b>Registration Date</b>	17/05/1985
<i>iii.</i>	<b>Name of Company</b>	AVAIL HOLDING LIMITED
<i>iv.</i>	<b>Category of Company</b>	Company limited by shares
<i>V</i>	<b>Sub-Category of Company</b>	Indian Non-Government Company
<i>vi.</i>	<b>Address</b>	209, Bhanot Plaza - II, 3 D. B. Gupta Road, New Delhi-110055
<i>vii.</i>	<b>Listed/Unlisted</b>	LISTED
<i>viii.</i>	<b>Name &amp; Address of RTA</b>	Bigshare Services Private Limited Address: E4/8, First Floor, Jhandewalan Extension, New Delhi-110055

**II. PRINCIPAL BUSINESS ACTIVIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

<b>S. No</b>	<b>Name and Description of main Products / Services</b>	<b>NIC Code of the Product / Service</b>	<b>% to Total Turnover of the Company</b>
1	Other Financial Services- Dealing in shares and securities	65993	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>S.N.</b>	<b>Name and Address of the Company</b>	<b>CIN/ GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
<b>NIL</b>					



<b>2. Non Institutions</b>									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual Shareholders Holding nominal share capital up to Rs. 2 lakh	0	6,42,800	6,42,800	55.89	0	6,42,800	6,42,800	55.89	0
(ii) Individuals shareholders holding nominal share capital excess of Rs 2 lakh	0	5,07,200	5,07,200	44.10	0	5,07,200	5,07,200	44.10	0
c) Others (Specify) HUF	0	0	0	0	0	0	0	0	0
<b>sub-total (B) (2):-</b>	<b>0</b>	<b>1150000</b>	<b>1150000</b>	<b>100</b>	<b>0</b>	<b>1150000</b>	<b>1150000</b>	<b>100</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B) (2)</b>	<b>0</b>	<b>1150000</b>	<b>1150000</b>	<b>100</b>	<b>0</b>	<b>1150000</b>	<b>1150000</b>	<b>100</b>	<b>0</b>
<b>C. Share held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>1150000</b>	<b>1150000</b>	<b>100</b>	<b>0</b>	<b>1150000</b>	<b>1150000</b>	<b>100</b>	<b>0</b>

## ii. Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	% change in shareholding during the year
<b>NIL</b>								

**iii. Change in Promoters Shareholding**

<b>Particulars</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of Shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of Total shares of the company</b>
<i>At the beginning of the year</i>	0	0	0	0
<i>Date wise Increase/Decrease in Promoters Share holding the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)</i>	0	0	0	0
<i>At the end of year</i>	0	0	0	0

**iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)**

<b>For Each of the Top 10 Shareholders</b>	<b>Shareholding At the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of Shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total of the company</b>
<i>At the beginning of the year</i>	226200	19.67	226200	19.67
<i>Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)</i>	0	0	0	0
<i>At the end of year (or on the date of separation during the year)</i>	226200	19.67	226200	19.67

**v. Shareholding of Director and Key Managerial Personnel:**

<b>For Each of the Directors and KMP</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of Shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
At the beginning of the year	22800	1.98	22800	1.98
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	0	0	0	0
At the end of year	22800	1.98	22800	1.98

**V. INDEBTEDNESS**

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

<b>Particulars</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the year</b>				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Charge</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	-----	----	----	
1.	Gross Salary Salary as per provisions contained in section 17(1) of the Income –tax Act,1961 Value of perquisites u/s 17(2) Income tax Act, 1961 Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission As % of profit others, Specify	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
7.	Ceiling as per the Act	-	-	-	-	-

### B. Remunerations to others Director

S. No.	Particulars of Remuneration	Name of Director				Total Amount
		-----	-----	-----	-----	
1.	1. Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, Please specify</li> </ul>	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2.	2. Other Non – Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-	-
3.	Total (2)	-	-	-	-	-
4.	Total (B) = (1+2)	-	-	-	-	-
5.	Total Managerial Remuneration	-	-	-	-	-
6.	Overall Ceiling as per the Act	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel other than MD/ MANAGER/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As % of profit	-	-	-	-
	- Others specify.....				
5.	Others, Please specify	-	-	-	-
	<b>Total</b>	-	-	-	-

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## AVAIL HOLDING LIMITED

Regd. Office: 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi 110055

CIN: L67190DL1985PLC020953

E-mail Id: [availholding@gmail.com](mailto:availholding@gmail.com), [tigerelectronics1985@gmail.com](mailto:tigerelectronics1985@gmail.com)

Website: [www.availholding.in](http://www.availholding.in); Ph. No.: 011-23582393

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### ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 31<sup>st</sup> Annual General Meeting of the Company being held on **Wednesday, 20<sup>th</sup> Day of September, 2017 at 2:00 P.M.** at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. Please note that no gifts will be distributed at the meeting.



## AVAIL HOLDING LIMITED

Regd. Office: 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi 110055

CIN: L67190DL1985PLC020953

E-mail Id: [availholding@gmail.com](mailto:availholding@gmail.com), [tigerelectronics1985@gmail.com](mailto:tigerelectronics1985@gmail.com)

Website: [www.availholding.in](http://www.availholding.in); Ph. No.: 011-23582393

### 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]

**CIN:** L67190DL1985PLC020953

**Name of the company:** Avail Holding Limited

**Registered office:** 209, BHANOT PLAZA - II, 3, D.B. Gupta Road, New Delhi 110055

Name of Member(s) :

Registered address :

E-mail 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

2. Name :	Address :
E-mail Id :	Signature :

or failing him

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 31<sup>st</sup> Annual general meeting of the company, to be held on Wednesday, 20<sup>th</sup> Day of September, 2017 at 02:00 P.M. at **16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	RESOLUTIONS
<i>Ordinary Business</i>	
1.	<i>Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2017.</i>
2.	<i>Ordinary Resolution that Mr. Narender Kumar (DIN: 06807289), Director retires by rotation and being eligible for re-appointment, as a Director of the Company.</i>
3.	<i>Ordinary Resolution for the appointment M/s Deepak Rajesh &amp; Associates, Chartered Accountants (FRN -028018N), as Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.</i>
<i>Special business</i>	
4.	<i>Ordinary Resolution for Regularization of Ms. Moni, an Director of the Company as an Independent Director.</i>

Signed this ..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

*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.*

*If undelivered, please return to:*

**Avail Holding Limited**

**209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi  
110055**