

# ***AVAIL HOLDING LIMITED***

## ***32<sup>nd</sup> ANNUAL REPORT (2017-2018)***



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# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS**

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

## **SECRETARIAL AUDITORS**

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

## **INTERNAL AUDITORS**

Mr. Deepak Bhojak

## **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**

L67190DL1985PLC020953

# 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

## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Company will be held on Monday, 30<sup>th</sup> Day of July, 2018 at 11:00 A.M. at 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi-110055 in 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, 2018 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. Deepak Tyagi (DIN: 02760361), 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 re-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.”

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

**Sd/-  
Deepak Tyagi  
Director  
DIN: 02760361**

**Date: 05.07.2018  
Place: New Delhi**

## NOTES

- (i) **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.**
- (ii) There was no special business to be transacted in the AGM. Hence, no explanatory statement pursuant to the provision of Section 102 of the Companies Act 2013 is attached.
- (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 24<sup>th</sup> July, 2018 to 30<sup>th</sup> July, 2018 (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 2017-18 along with the Notice of the 32<sup>nd</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 2017-18 along with Notice of the 32<sup>nd</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 32<sup>nd</sup> Annual General Meeting and the Annual Report for the Financial Year 2017-18 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 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.

### **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 32<sup>nd</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. How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

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

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

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

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

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:
  - (i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (iii) How to retrieve your 'initial password'?
  - (iv) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (v) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.



4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **Fcs.chirag@gmail.com** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 4 The remote e-voting period commenced on 27<sup>th</sup> July, 2018 at 9.00 a.m. and ends on 29<sup>th</sup> July, 2018 at 5.00 p.m. 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 23<sup>rd</sup> July, 2018.

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

**Sd/-  
Deepak Tyagi  
Director  
DIN: 02760361**

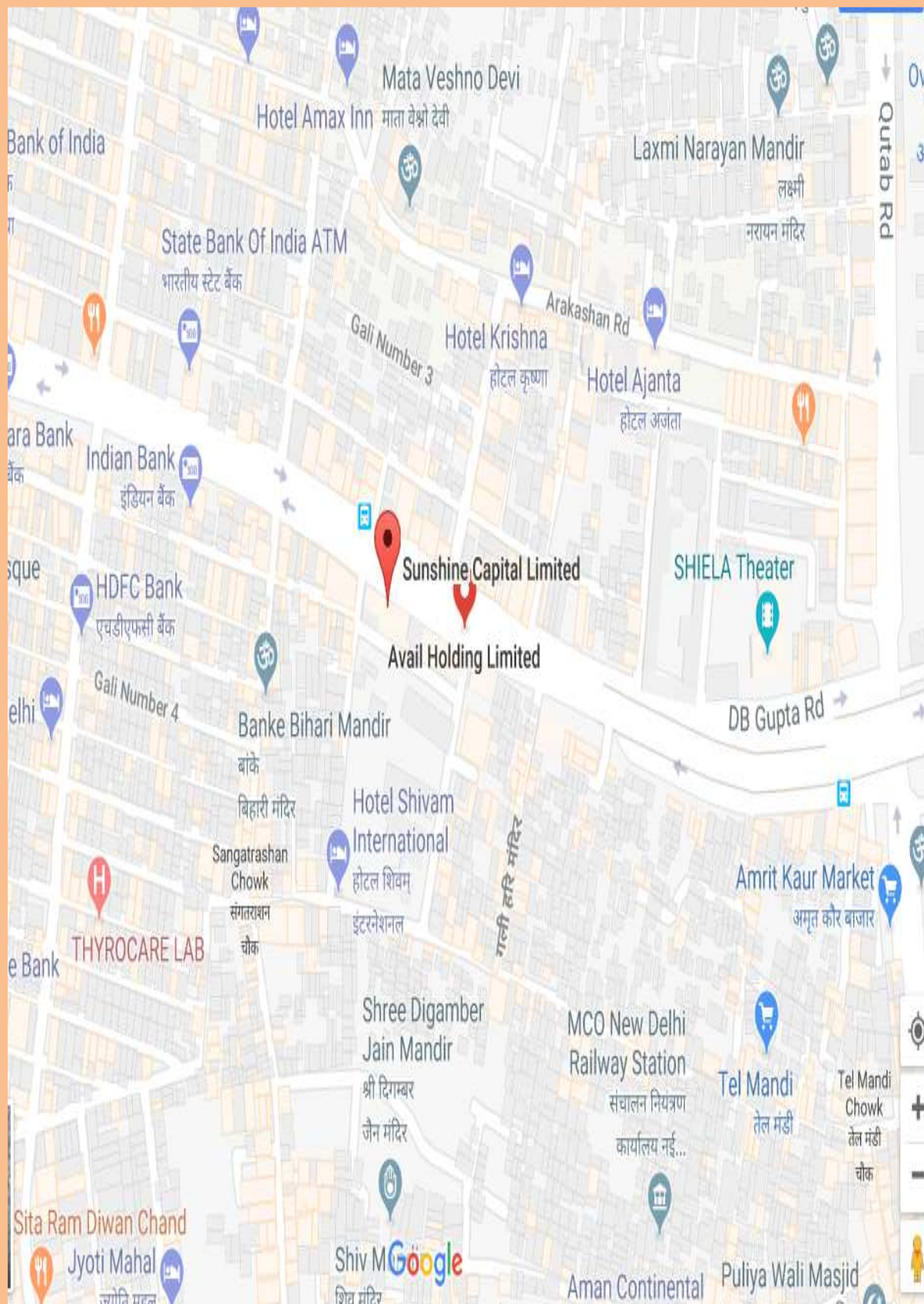
**Date: 05.07.2018  
Place: New Delhi**

**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>Name of director</b>	<i>Mr. Deepak Tyagi</i>
<b>Nationality</b>	<i>Indian</i>
<b>Date of Appointment</b>	<i>01/12/2014</i>
<b>Qualifications</b>	<i>Graduate</i>
<b>Number of Shares held in the Company</b>	<i>Nil</i>
<b>Expertise in specific Functional areas</b>	<i>Business Relation</i>
<b>Director of other Companies (excluding foreign Companies)</b>	<ul style="list-style-type: none"> <li>• <i>Genesis Developers and Holdings Limited</i></li> <li>• <i>Worldlink Telecom Limited</i></li> <li>• <i>Pelicon Finance and Leasing Ltd</i></li> <li>• <i>Mascot Securities Limited</i></li> <li>• <i>Finage Leasing and Finance (India) Limited</i></li> <li>• <i>Edoptica Retail India Limited</i></li> <li>• <i>Blue Bell Finance Ltd</i></li> <li>• <i>Solomon Holdings Private Limited.</i></li> <li>• <i>Greenline Builders Limited</i></li> </ul>
<b>Relationship between Director Inter se</b>	<i>Nil</i>

## ROUTE MAP



# DIRECTOR'S REPORT

To  
The Members,  
**Avail Holding Limited**

The Directors have pleasure in submitting their 32<sup>nd</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, 2018.

## **1. FINANCIAL SUMMARY HIGHLIGHTS**

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

	(IN ₹)	
<b>PARTICULARS</b>	<b>31<sup>st</sup> MARCH, 2018</b>	<b>31<sup>st</sup> MARCH, 2017</b>
Total Income	-	-
Profit before Tax	(20,95,559)	(1,74,815)
Less: Provision for Tax	-	-
Current Tax	-	-
MAT Credit Entitlement	-	-
Earlier Year tax	-	-
Deferred Tax	-	-
Net Profit after Tax	(20,95,559)	(1,74,815)

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

During the financial year 2017-18, the Company has recorded loss of ₹ (20,95,559/-) during the year as compared to net loss of ₹ (1,74,815/-) 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, 2018 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, ASSOCIATES 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 .Deepak Tyagi, Director of the Company is liable to retires 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) 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, Risk Management Committee and Transfer Committee.*

### **c) KEY MANAGERIAL PERSONNEL:**

*As on March 31, 2018, Mr. Narender Kumar act as the Managing Director of the Company.*

### **d) CHANGE IN THE CONSTITUTION OF BOARD OF DIRECTORS OF THE COMPANY**

*There has been appointment of Mrs. Moni as an additional Director of the Company on 22<sup>nd</sup> May, 2017 and her appointment was confirmed on the Annual General Meeting on 20<sup>th</sup> September, 2017. Further, Ms. Lovely Tiwari resigned from the Directorship of the Company on 22<sup>nd</sup> May, 2017 and the same has been reported to the Registrar of Companies and kept in the record of the minutes.*

## 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, 2018 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 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018. The dates on which meetings were held are as follows:

**22<sup>nd</sup> May 2017, 5<sup>th</sup> August 2017, 8<sup>th</sup> November, 2017, 6<sup>th</sup> February, 2018, 30<sup>th</sup> March, 2018**

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	Woman Director	Non- executive & Independent	5	5	Yes
Mr. Narender Kumar	Managing Director	Executive & Independent	5	5	Yes
Mr. Deepak Tyagi	Director	Non- executive & Independent	5	5	Yes

**b) COMMITTEE MEETINGS**

**(i) Audit Committee**

The Audit Committee comprises three members out of which one is Independent Director. During the year five Audit Committee meetings were convened and held.

**Meetings of the Committee:**

The Committee met Five (5) times **22<sup>nd</sup> May 2017, 5<sup>th</sup> August 2017, 8<sup>th</sup> November, 2017, 6<sup>th</sup> February, 2018, 30<sup>th</sup> March, 2018** during the financial year ended March 31, 2018.

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	5	5
Mr. Narender Kumar	Member	5	5
Mr. Deepak Tyagi	Member	5	5

**(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 **22<sup>nd</sup> May, 2017 and 6<sup>th</sup> February, 2018** during the financial year ended March 31, 2018.

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	
Ms. Moni	Chairperson	2	2
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2

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

The Stakeholders Relationship Committee comprises three members out of which one is 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 5<sup>th</sup> August, 2016 and 6<sup>th</sup> February, 2018 during the financial year ended March 31, 2018.

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	2	2
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2

#### **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 one is 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 5<sup>th</sup> August, 2017 and 6<sup>th</sup> February, 2018 during the financial year ended March 31, 2018.

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	2	2
Mr. Narender Kumar	Member	2	2
Mr. Deepak Tyagi	Member	2	2

### **c) SHAREHOLDERS MEETING**

There is only one Share Holder Meeting (Annual General Meeting) of members held on Wednesday, 20<sup>th</sup> September, 2017 at 02.00 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 (WHISTLE BLOWER POLICY):**

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 2017-18 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 ₹ 94,93,953/- (Rupees Ninety Four Lakh Ninety Three Thousand Nine Hundred Fifty Three only) as on 31st March, 2018.

## **17. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

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

## **18. AUDITORS**

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

M/s Deepak Rajesh & Associates, Chartered Accountants (FRN -028018N), re-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 until the conclusion of next Annual General Meeting on such remuneration as may be fixed in this behalf 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 appointed as Statutory Auditors of the company Hence, the Resolution for appointment of Auditor is placed in Notice of AGM for approval by members of the company in terms of Section 139 to 142 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

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

The Auditors have given an audit report on financial of 2017-18 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. Deepk Bhojak, as an Internal Auditor of the Company for the financial year 2017-18.

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

Mr. Deepak Bhojak 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 2017-2018, 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 2017-18.

- 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. SIGNIFICANT & MATERIAL CHANGES WHICH MAY EFFECT THE FINANCIAL POSITION OF THE COMPANY**

There are no significant and material changes effecting the financial position of the company

**28. 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.

### **29. 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 2017-18</b>	<b>Previous Year 2016-17</b>
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

### **30. DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2017-2018.

### **31. OTHER DISCLOSURES**

Your Directors state that during the financial year 2017-18:

- The Company did not issue any equity shares with differential rights as to dividend, voting or otherwise.
- The Company did not issue any Sweat Equity shares.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

### **32. COMPLIANCE**

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 2013, Listing Agreement executed with the Stock Exchange(s), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

### **33. SECRETARIAL STANDARDS OF ICSI**

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company is in compliance with the Secretarial Standards.

**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: 05.07.2018  
Place: New Delhi***

***Sd/-  
Deepak Tyagi  
Director  
DIN: 02760361***

***sd/-  
Narender Kumar  
Managing Director  
DIN: 06807289***

# **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 ₹ (20,95,559/-) 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, 2018, 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 HOLDINGS LIMITED

### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **AVAIL HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS 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 Ind AS 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 there under. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its loss including other comprehensive income, its cash flows and the changes in equity 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 1 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 purpose 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements .
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

**Other Matter**

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 was not prepared in accordance with Ind AS.

For **Deepak Rajesh & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 028018N**

Sd/-

**CA Deepak**

Proprietor

Membership Number: 531291

Date: 22.05.2018

Place: New Delhi

**Annexure 1 referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date**

**TO THE MEMBERS OF AVAIL HOLDING LIMITED**

- (i) Fixed Assets: In our opinion and according to the Information & Explanation given to us, The Company has not fixed assets as on date.
- (ii) Inventories: In our opinion and according to the Information & Explanation given to us, The Company has not inventories in their books of Accounts.
- (iii) Secured or unsecured Loans: The Company has not granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the current period. The terms and conditions of such loans are not prejudicial to the interest of the company.
- (iv) Loan to Directors and Investment by the Company: The company has complied with the provision of section 185 & 186 in respect of loans, investments, guarantees, and security.
- (v) Deposits: 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) Cost Records: 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) Statutory Dues: 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) Repayment of Loans: 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) Utilisation of funds: 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) Fraud: 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) Managerial Remuneration: In our opinion and according to the information and Explanation given to us company is not paying or providing managerial remuneration

in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act.

- (xii) Nidhi Company: The company is not a Nidhi company hence the provision related to the the Nidhi Company is not applicable.
- (xiii) Related Party Transaction: 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) Private placement on preferential issue: 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) Non Cash Transaction; The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xv) Registration under RBI Act: According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **Deepak Rajesh & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 028018N**

Sd/-  
**CA Deepak**  
Proprietor  
Membership Number: 531291

Date: 22.05.2018  
Place: New Delhi

## **ANNEXURE 2 REFERRED TO IN PARAGRAPH 2 (f) OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE**

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

To the Members of AVAIL HOLDINGS LIMITED

We have audited the internal financial controls over financial reporting of AVAIL HOLDINGS LIMITED (“the Company”) as of March 31, 2018 which is based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO 2013 criteria) in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditor’s Responsibility**

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

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting in COSO 2013 criteria, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deepak Rajesh & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 028018N**

Sd/-

**CA Deepak**

Proprietor

Membership Number: 531291

Date: 22.05.2018

Place: New Delhi



**AVAIL HOLDING LIMITED**  
**209, BHANOT PLAZA, 3, D.B. GUPTA ROAD, NEW DELHI-110055**  
**Balance Sheet As at 31.03.2018**

(₹ in '000)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
1	2	3	4	5
<b>(1) ASSETS</b>				
<b>Non-current assets</b>		-	-	-
(a) Property, Plant and Equipment		-	-	-
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other Intangible assets		-	-	-
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than bearer plants		-	-	-
(h) Financial Assets				
(i) Investments	3	3,860	3,860	3,860
(ii) Trade receivables		-	-	-
(iii) Loans	4	2,137	2,137	2,137
(iv) Others (to be specified)		-	-	-
(i) Deferred tax assets (net)		-	-	-
(j) Other non-current assets	5	3,519	4,874	4,874
<b>(2) Current assets</b>				
(a) Inventories		-	-	-
(b) Financial Assets				
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Cash and cash equivalents	6	0	29	403
(iv) Bank balances other than (iii) above	7	45	745	541
(v) Loans		-	-	-
(vi) Others (to be specified)		-	-	-
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		-	-	-
<b>Total Assets</b>		<b>9,562</b>	<b>11,645</b>	<b>11,814</b>

Cont.....

<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	8	11,500	11,500	11,500
(b) Other Equity	9	(2,006)	90	264
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	10	6	-	-
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)		-	-	-
(d) Other non-current liabilities		-	-	-
<b>Current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (c))	10	62	56	50
(b) Other current liabilities		-	-	-
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		-	-	-
<b>Total Equity and Liabilities</b>		<b>9,562</b>	<b>11,645</b>	<b>11,814</b>

See accompanying notes to the financial statements 2  
 IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR DEEPAK RAJESH & ASSOCIATES  
 (CHARTERED ACCOUNTANTS)  
 FIRM REGN NO: 028018N

FOR AND ON BEHALF OF  
 AVAIL HOLDING LIMITED

sd/-  
 CA. DEEPAK  
 (PROPRIETOR)  
 M.NO: 531291

sd/-  
 DEEPAK TYAGI  
 (DIRECTOR)  
 DIN : 02760361

sd/-  
 MONI  
 (DIRECTOR)  
 DIN : 07827689

PLACE : NEW DELHI  
 DATE : 22.05.2018

**AVAIL HOLDING LIMITED**  
**209, BHANOT PLAZA, 3, D.B. GUPTA ROAD, NEW DELHI-110055**  
**Statement of Profit and Loss for the period ended 31.03.2018**

(₹ in '000)

S.N	Particulars	Note No.	Year Ended 31st March 2018	Year Ended 31st March 2017
I	Revenue From Operations		-	-
II	Other Income		-	-
III	Total Income (I+II)		-	-
IV	<b>EXPENSES</b>			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods,		-	-
	Stock-in -Trade and work-in-progress		-	-
	Employee benefits expense		-	-
	Finance costs		-	-
	Depreciation and amortization expense		-	-
	Other expenses	11	2,096	175
	Total expenses (IV)		2,096	175
V	Profit/(loss) before exceptional items and tax (I- IV)		-	-
VI	Exceptional Items		-	-
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>(2,096)</b>	<b>(175)</b>
VIII	Tax expense: (1) Current tax (2) Deferred tax		- -	- -
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		<b>(2,096)</b>	<b>(175)</b>
X	Profit/(loss) from discontinued operations			
XI	Tax expense of discontinued operations			
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)			
XIII	Profit/(loss) for the period (IX+XII)		<b>(2,096)</b>	<b>(175)</b>
XIV	Other Comprehensive Income A (i) Items that will not be reclassified to profit or loss (ii) Income tax relating to items that will not be reclassified to profit or loss B (i) Items that will be reclassified to profit or loss (ii) Income tax relating to items that will be reclassified to profit or loss			
XV	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
XVI	Earnings per equity share (for continuing operation): (1) Basic (2) Diluted		- -	- -
XVII	Earnings per equity share (for discontinued operation): (1) Basic (2) Diluted		- -	- -
XVIII	Earnings per equity share(for discontinued & continuing operations) (1) Basic (2) Diluted		- -	- -

**See accompanying notes to the financial statements**

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED  
FOR DEEPAK RAJESH & ASSOCIATES FOR AND ON BEHALF OF  
(CHARTERED ACCOUNTANTS) AVAIL HOLDING LIMITED  
FIRM REGN NO: 028018N

sd/-  
CA. DEEPAK  
(PROPRIETOR)  
M.NO: 531291

sd/-  
DEEPAK TYAGI  
(DIRECTOR)  
DIN : 02760361

sd/-  
MONI  
(DIRECTOR)  
DIN : 07827689

**PLACE : NEW DELHI**  
**DATE : 22.05.2018**

## STATEMENT OF CHANGES IN EQUITY

AVAIL HOLDING LIMITED

209, BHANOT PLAZA, 3, D.B. GUPTA ROAD, NEW DELHI-110055

Statement of Changes in Equity for the period ended 31.03.2018

(₹ in '000)

## A. Equity Share Capital

PARTICULAR	No. Of Shares	Amount of Shares
As at 01st April,2016	1,150	11,500
Changes in equity share capital during the year	-	-
As at 31st March,2017	1,150	11,500
Changes in equity share capital during the year	-	-
As at 31st March,2018	1,150	11,500

## B. Other Equity

PARTICULAR	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of foreign operations	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify nature)	Retained Earnings								
<b>As at 01st April 2016</b>	-	-	-	-	-	264	-	-	-	-	-	-	-	264
Profit for the year	-	-	-	-	-	(175)	-	-	-	-	-	-	-	(175)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31st March 2017</b>	-	-	-	-	-	90	-	-	-	-	-	-	-	90
profit for the year	-	-	-	-	-	(2,096)	-	-	-	-	-	-	-	(2,096)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at 31st March 2018</b>	-	-	-	-	-	(2,006)	-	-	-	-	-	-	-	(2,006)

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR DEEPAK RAJESH & ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
FIRM REGN NO: 028018NFOR AND ON BEHALF OF  
AVAIL HOLDING LIMITEDsd/-  
CA. DEEPAK  
(PROPRIETOR)  
M.NO: 531291sd/-  
DEEPAK TYAGI  
(DIRECTOR)  
DIN : 02760361sd/-  
MONI  
(DIRECTOR)  
DIN : 07827689PLACE : NEW DELHI  
DATE : 22.05.2018

**AVAIL HOLDING LIMITED****209, BHANOT PLAZA, 3, D.B. GUPTA ROAD, NEW DELHI-110055****Statement of Cash Flows OR THE ENDED YEAR 31.03.2018****(₹ IN LACS)**

<b>Particulars</b>	<b>Year Ended 31st March 2018</b>	<b>Year Ended 31st March 2017</b>
<b>Cash flows from operating activities</b>		
Profit before taxation	-20.96	(1.75)
Adjustments for:		
Depreciation		
<b>Working capital changes:</b>		
(Increase) / Decrease in trade and other receivables		-
Increase / (Decrease) in Current liabilities	0.12	0.06
Cash generated from operations		
Interest paid		
Income taxes paid		
Dividends paid		
<b>Net cash from operating activities</b>	<b>-20.84</b>	<b>(1.69)</b>
<b>Cash flows from investing activities</b>	<b>-</b>	<b>-</b>
Advance taken for property payback	13.54	
Proceeds from sale of equipment		
<b>Net cash used in investing activities</b>	<b>13.54</b>	<b>-</b>
<b>Cash flows from financing activities</b>	<b>-</b>	<b>-</b>
Proceeds from issue of share capital		
Proceeds from long-term borrowings		
<b>Net cash used in financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase in cash and cash equivalents</b>	<b>-7.30</b>	<b>(1.69)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>7.75</b>	<b>9.44</b>
<b>Cash and cash equivalents at end of period</b>	<b>0.45</b>	<b>7.75</b>

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR DEEPAK RAJESH & ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
FIRM REGN NO: 028018N

FOR AND ON BEHALF OF  
AVAIL HOLDING LIMITED

sd/-  
CA. DEEPAK  
(PROPRIETOR)  
M.NO: 531291

sd/-  
DEEPAK TYAGI  
(DIRECTOR)  
DIN : 02760361

sd/-  
MONI  
(DIRECTOR)  
DIN : 07827689

**PLACE : NEW DELHI**  
**DATE : 22.05.2018**

## Note 1: COMPANY INFORMATION

Avail Holding Limited is a public limited company (The Company) having registered office at 209, Bhanot Plaza-II, 3, DB Gupta Road, New Delhi-110055. The Company is listed on the MSEI (Metropolitan Stock Exchange of India Limited). The company is engaged in trading in shares and investment activities. We believe that we are well placed to leverage on the growth opportunities in the economy.

## Note 2: BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of Preparation and Measurement

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

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements. The financial statements of the Company for the year ended 31st March, 2018 were approved for issue in accordance with the resolution of the Board of Directors 22th May, 2018.

#### (b) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

#### (c) Key Accounting Estimates and Judgements

##### 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 reposting 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.

(d) Investments:

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

(e) Cash and Cash Equivalents:

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(f) Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

(g) Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(h) Revenue Recognition:

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc.

Interest income is recognized using the effective interest rate (EIR) method. Dividend income on investments is recognised when the right to receive dividend is established.

(i) Expenditure:

Expenses are accounted on accrual basis.

(j) Income Taxes:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in current tax expense.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

## Notes to Financial Statements

### NON CURRENT INVESTMENT

#### NOTE 3: INVESTMENTS

(₹ IN '000)

PARTICULARS		AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Investment in Quoted Equity Shares</b>				
260000	Sunshine Capital Ltd. of ₹ 10 /- each	3,860	3,860	3,860
<b>Total</b>		<b>3,860</b>	<b>3,860</b>	<b>3,860</b>

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

\*\* Fair Book Value of the Investment 21,076 21,008 20,979

#### NOTE :4 LOANS

(₹ IN '000)

PARTICULARS		AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Unsecured, Considered Good</b> Loans at agreement values less instalment Standard Assets		2,137	2,137	2,137
<b>Total</b>		<b>2,137</b>	<b>2,137</b>	<b>2,137</b>

#### NOTE 5: OTHER NON CURRENT ASSETS

(₹ IN '000)

PARTICULARS		AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Capital Advances</b> Advances Against Property		3,479	4,834	4,834
<b>Other Loans &amp; Advances</b> MAT Credit Entitlement		40	40	40
<b>Total</b>		<b>3,519</b>	<b>4,874</b>	<b>4,874</b>

#### NOTE : 6 CASH & CASH EQUIVALENTS

(₹ IN '000)

PARTICULARS		AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
Cash in Hand		0	29	403
<b>Total</b>		<b>0</b>	<b>29</b>	<b>403</b>



## Notes to Financial Statements

### NOTE : 7 BANK BALANCES

(₹ IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
Bank balance with Current Account	45	745	541
<b>Total</b>	<b>45</b>	<b>745</b>	<b>541</b>

### NOTE 8. EQUITY SHARE CAPITAL

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Authorised Share Capital</b> 1,900,000 ( Previous Year 1,900,000) Equity	19,000	19,000	19,000
	<u>19,000</u>	<u>19,000</u>	<u>19,000</u>
<b>Issued, Subscribed &amp; Paid up Share</b> Shares at the end of the Accounting Period	11,500	11,500	11,500
	<u>11,500</u>	<u>11,500</u>	<u>11,500</u>

8.1 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

8.2 **Shares in the company held by each Shareholder holding more than 5% shares**

(₹IN '000)

Name of the Shareholders	AS AT 31ST MARCH 2018		AS AT 31ST MARCH 2017		AS AT 01ST APRIL 2016	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share	% of Share s held	No. Of Share
Reliable Finance Corporation Pvt. Ltd.	18%	211	18%	211	18%	211
VA Realcon Pvt. Ltd.	16%	185	16%	185	16%	185

8.3 The reconciliation of the number of Shares outstanding is set out Below:

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Equity Shares at the beginning of the year</b>	1,150	1,150	1,150
Add : Issued during the year	-	-	-
<b>Equity Shares at the end of the Year</b>	<b>1,150</b>	<b>1,150</b>	<b>1,150</b>

## Notes to Financial Statements

### NOTE 9: OTHER EQUITY

Refer Statement of Changes in Equity for detailed movement in Equity balance

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Surplus</b>			
At The Beginning Of The Accounting Period	90	264	607
Additions During The Year (Balance In Statement Of Profit & Loss)	(2,096)	(175)	(343)
<b>Total</b>	<b>(2,006)</b>	<b>90</b>	<b>264</b>

### NOTE 10 : EXPENSES PAYABLE

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017	AS AT 01ST APRIL 2016
<b>Non current other Liabilities:</b>			
Audit Fees	3	-	-
Legal & professional Charges	3	-	-
<b>Total</b>	<b>6</b>	<b>-</b>	<b>-</b>
<b>Current other Liabilities:</b>			
Advertisement Expenses	-	16	-
Audit Fees	20	20	20
Legal & professional Charges	20	20	20
NSDL Fees	-	-	1
Registrar Charges	-	-	8
TDS Payable	-	-	1
Postage expenses	10	-	-
Printing expenses	13	-	-
<b>Total</b>	<b>62</b>	<b>56</b>	<b>50</b>
<b>Grand Total</b>	<b>68</b>	<b>56</b>	<b>50</b>

### NOTE : 11 OTHER EXPENSES

(₹IN '000)

PARTICULARS	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
Advertisement Expenses	15	23
AGM Expenses	3	-
Audit Remuneration	20	20
Bank Charges	1	0
Conveyance	6	6
Interest on taxes	-	-
Legal & Professional charges	20	41
Listing Compliance Charges	1,989	49
Meeting expenses	2	6
General Expenses	5	4
Postal charges	10	11
Printing & Stationery	13	12
ROC Compliance Charges	6	3
Website Expenses	7	-
Trading expenses	-	-
<b>Total</b>	<b>2,096</b>	<b>175</b>

12. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
13. 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.
14. The company's business activity falls within single primary/ secondary business segment viz. Finance Activity. The disclosure requirement of IND AS-108 "Segment Reporting" issued by the Institute of chartered Accountants of India, therefore is not applicable.
15. **Related Party Disclosure:**  
As per IND AS-24, on related Party disclosure issued by the Institute of chartered Accountants of India, there is no related party transaction recognized during the year.
16. Earnings per Share "IND AS-33" issued by the Institute of chartered Accountants of India:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(A) Profit after taxation as Statement of Profit and Loss (in ₹)	(20,95,559)	(174,815)
(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 Earnings per Share	-	-
(E) Diluted Earnings per share	-	-

17. There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31st March 2018. 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 DEEPAK RAJESH & ASSOCIATES  
(CHARTERED ACCOUNTANTS)  
FRN : 028018N

FOR AND BEHALF OF  
AVAIL HOLDING LIMITED

Sd/-  
CA DEEPAK  
(PROPRIETOR)  
M.NO: 531291

sd/-	sd/-
DEEPAK TYAGI	MONI
(DIRECTOR)	(DIRECTOR)
DIN: 02760361	DIN: 07827689

PLACE: NEW DELHI  
DATE: 22.05.2018

## **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 31.03.2018**

**[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

Dear Members,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s 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 31.03.2018 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 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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. **[Not Applicable]**
- (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. **[Not Applicable]**
- (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. **[Not Applicable]**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **[Not Applicable]**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **[Not Applicable]**

**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, 2018.
- 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: 28/06/2018**

**sd/-  
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.**

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

**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: 28/06/2018**

**sd/-  
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 31/03/2018**

[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**

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

**II. PRINCIPAL BUSINESS ACTIVITIES 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	0%

**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>					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

##### i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>1. Indian</b>									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies corp.	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Others	0	0	0	0	0	0	0	0	0
<b>Sub Total A (1):</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>2. Foreign</b>									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
<b>Sub Total A (2):</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>Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)</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>B. Public Share holding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</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>2. Non Institutions</b>									
a) Bodies Corp.	0	0	0	0	0	395280	395280	34.38	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	513520	513520	44.65	0
ii) Individuals shareholders holding nominal share capital excess of Rs 2 lakh	0	5,07,200	5,07,200	44.10	0	214200	2142000	20.97	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>
C. Share held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<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			% change in shareholding during 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	
NIL								

## iii. Change in Promoters Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of Total shares of the company
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Share holding 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	0	0	0	0
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**iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)**

For Each of the Top 10 Shareholders	Shareholding At the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total of the company
At the beginning of the year	226200	19.67	226200	19.67
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	34	3,95,280	34
At the end of year (or on the date of separation during the year)	226200	19.67	226200	19.67

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

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No, of shares	% of total shares of the company
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.)	(22800)	(1.98)	(22800)	(1.98)
At the end of year	0	0	0	0

## V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<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 (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	-	-	-	-	-
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 • Fee for attending board committee meetings • Commission • Others, Please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2.	2. Other Non – Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
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	-	-	-	-	-

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

*Date: 05.07.2018  
Place: New Delhi*

*Sd/-  
Deepak Tyagi  
Director  
DIN: 02760361*

*sd/-  
Narender Kumar  
Managing Director  
DIN: 06807289*

## 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

### 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 32<sup>nd</sup> Annual General Meeting of the Company being held on Monday, 30<sup>th</sup> Day of July, 2018 at 209, Bhanot Plaza-II, 3 D.B. Gupta Road, New Delhi-110055 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 32<sup>nd</sup> Annual general meeting of the company, to be held **on Monday, 30<sup>th</sup> Day of July, 2018 at 11:00 A.M. at 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi 110055.** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	RESOLUTIONS
Ordinary Business	
1.	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2018.
2.	Ordinary Resolution that Mr. Deepak Tyagi (DIN: 02760361), Director retires by rotation and being eligible for re-appointment, as a Director of the Company.
3.	Ordinary Resolution under Section 139 to 142 of the Companies Act, 2013 for re-appointment of M/s Deepak Rajesh & Associates., Chartered Accountants, as Statutory Auditor of the Company and fixing their remuneration

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**