Avail Holding Limited

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

Date: 30th August, 2019

To,
The Head- Listing & Compliances
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400098

Sub: Submission of Annual Report (including Notice of AGM) under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2018-19. (SYMBOL: AVAIL)

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Annual Report (including AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the Financial Year 2018-19.

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

For Avail Holding Limited

AVAIL HOLDING LIMITED New Delhi

Deepak Tyagi
(Managing Director)
DIN: 02760361
Address: H.No. 262, Village Bankhanda Post Bankhanda,
Ghaziabad, Uttar Pradesh-245201

Encl: a/a

AVAIL HOLDING LIMITED

33RD ANNUAL REPORT (2018-2019)

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CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. Deepak Tyagi, Managing Director
Mr. Daya Shankar Mandal, Additional Director
Mr. Laxman Prasad Raikwar, Additional Director
Mrs. Moni, Woman Director

STATUTORY AUDITOR
M/s PBH &Co. (Chartered Accountants)
Shiv Market, Kailash Colony,
Rohtak-124001, Haryana.

SECRETARIAL AUDITORS
M/s B Kaushik & Associates (Company Secretaries) 101,110 and 111, Abhishek Business Centre, D-248, Gali No.- 10, Laxmi Nagar, Delhi- 110092

INTERNAL AUDITORS
Mr. Deepak Bhojak

BOARD COMMITTEES

Audit Committee:
Mrs. Moni, Chairperson
Mr. Daya Shankar Mandal, Member
Mr. Deepak Tyagi, Member

Stakeholders Relationship Committee:
Mrs. Moni, Chairperson
Mr. Daya Shankar Mandal, Member
Mr. Deepak Tyagi, Member

Nomination & Remuneration Committee: (As on now)
Mrs. Moni, Chairperson
Mr. Daya Shankar Mandal, Member
Mr. Laxman Prasad Raikwar, Member

Risk Management Committee:
Mrs. Moni, Chairperson
Mr. Daya Shankar Mandal, 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. 302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019

INVESTORS HELPDESK
Mr. Deepak Tyagi, Compliance officer
E-mail Id: availholding@gmail.com, Phone No.: 011-23582393

WEBSITE
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, Website: www.availholding.in;
Ph. No.: 011-23582393

N O T I C E

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on **Thursday, 26th Day of September, 2019 at 11:00 A.M. at 16/121-122, Jain Bhawan, Faiz Road, W.E.A. Karol Bagh, New Delhi, Delhi-110005** 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 31st March, 2019 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 MAK & CO. (Chartered Accountants) having FRN- 028454N** be and is hereby appointed as Statutory Auditor in place of retiring auditor M/s PBH & Co., Chartered Accountants (FRN -027217N) , **for a period of five (5) Consecutive Financial Years i.e. 2019-20 to 2023-2024** from the conclusion of this ensuing Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

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

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable sections, if any of Companies Act, 2013 ("the Act") read with schedule IV to the Act and the Companies (Appointment and qualification of Directors) Rules, 2014 ('rules'), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, **Mr. Daya Shankar Mandal (DIN: 06977830),** who was appointed as an Additional Independent Director by the Board on 6th July, 2018, pursuant to Section 161(1)

of the Companies Act 2013 & who hold the office up to the date of this Annual General Meeting who is eligible for appointment as a Director pursuant to the Companies Act, 2013, be and is hereby appointed as an Independent Non- executive Director of the Company for a period of 5 consecutive years.

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**."**

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

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable sections, if any of Companies Act, 2013 ("the Act") read with schedule IV to the Act and the Companies (Appointment and qualification of Directors) Rules, 2014 ('rules'), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, **Mr. Laxman Prasad Raikwar (DIN: 08242095),** who was appointed as an Additional Director by the Board on 20th September, 2018, pursuant to Section 161(1) of the Companies Act 2013 & who hold the office up to the date of this Annual General Meeting who is eligible for appointment as a Director pursuant to the Companies Act, 2013, be and is hereby appointed as an Professional Non- executive Director 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

Date: 29.08.2019
Place: New Delhi

Deepak Tyagi
Managing Director
DIN: 02760361

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) An explanatory statement pursuant to the provision of Section 102 of the Companies Act 2013 is attached to transact the special business.

(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 **20th September, 2019 to 26th September, 2019 (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., 302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019. 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 2018-19 along with the Notice of the 33rd 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 2018-19 along with Notice of the 33rd 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 33rd Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website **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.

(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 dematerialize 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 33rd 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.** 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 are 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

(i) If you are already registered for e-Voting, then you can user 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 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.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 are 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 **pcsbhk@gmail.com** with a copy marked to **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 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** or call on toll free no.: 1800-222- 990 or send a request at **evoting@nsdl.co.in**

4 The remote e-voting period commenced on **23rd September, 2019 at 9.00 A.M. and ends on 25th September, 2019 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 cutoff date 19th **September, 2019.**

By Order of the Board of Directors

For Avail Holding Limited

Deepak Tyagi
Managing Director
DIN: 02760361

Date: 29.08.2019
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Daya Shankar Mandal (DIN: 06977830) was appointed as an Additional Director of the Company by the Board of Director in accordance with the provisions of the section 160 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting.

The Board feels that presence of Mr. Daya Shankar Mandal (DIN: 06977830) on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

None of the Directors are concerned or interested, directly or indirectly, except Mr. Daya Shankar Mandal in the resolution.

Your Directors recommend the resolution for approval.

ITEM NO. 5

Mr. Laxman Prasad Raikwar (DIN: 08242095) was appointed as an Additional Director of the Company by the Board of Director in accordance with the provisions of the section 160 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting.

The Board feels that presence of Mr. Laxman Prasad Raikwar (DIN: 08242095) on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

None of the Directors are concerned or interested, directly or indirectly, except Mr. Laxman Prasad Raikwar in the resolution.

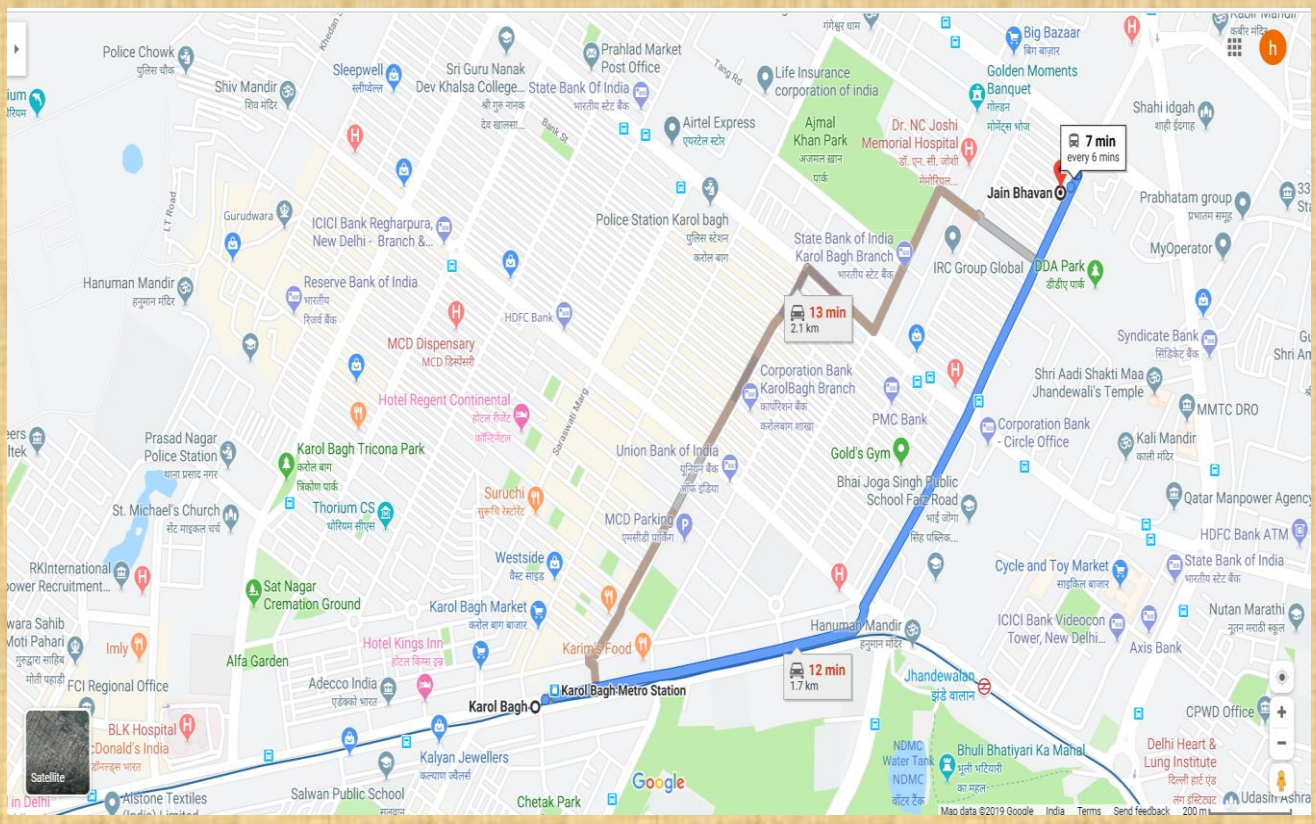
Your Directors recommend the resolution for approval.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT

1.	**Name of Director**	**Mr. Deepak Tyagi**	**Mr. Daya Shankar Mandal**	**Mr. Laxman Prasad Raikwar**
2.	**Designation**	Managing Director	Independent Director	Director
3.	**Date of Birth**	04-03-1983	25-12-1983	01-01-1979
4.	**Date of Appointment**	1st December, 2014	6th July, 2018	20th September, 2018
5.	**Expertise in Specific Functional Area**	More than 6 years of experience in Finance, Taxation, Management.	Having knowledge and experience in the field of Management and corporate compliances	Having vast and diversified knowledge and experience in the field of Finance, Management and Corporate Compliances
6.	**Qualifications**	Graduate	Graduate	Graduate
7.	**Directorship in Other Companies**	9 (including 8 Dormant Companies)	3 Companies	1 Company
8.	**Number of Shares held in the Company**	NIL	2,28,000	NIL
9.	**Membership/ Chairmanship of in Audit committee /Stakeholders Relationship committee including this Listed Entity**	**Genesis Developers and Holdings Limited** 1.Audit Committee-Member 2.Stakeholder Relationship Committee- Member 3.Risk Management Committee-Member	**Hillridge Investments Limited** 1.Audit Committee- Member 2.Stakeholder Relationship Committee- Member 3.Risk Management Committee- Member	NIL

			<u>DHSL Textiles (India) Limited</u> 1.Audit Committee- Member 2.Stakeholder Relationship Committee- Member 3.Risk Management Committee-Member 4.Nomination & Remuneration Committee- Member **<u>Genesis Developers and Holdings Limited</u>** 1. Audit Committee- Member 2. Stakeholder Relationship Committee- Member 3. Risk Management Committee- Member 4. Nomination & Remuneration Committee- Member	
10.	**Relationship between Director Inter se**	N.A.	N.A.	N.A.
11.	**Terms and conditions of appointment**	Pursuant to the provisions of Section 152 and 196 other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013	Pursuant to the provisions of Section 149 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013	Pursuant to the provisions of Section 149 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013

ROUTE MAP


7 min
every 6 mins
Jain Bhavan
13 min
2.1 km
12 min
1.7 km
Karol Bagh
Karol Bagh Metro Station
Police Chowk
Shiv Mandir
Sleepwell
Sri Guru Nanak Dev Khalsa College...
Prahlad Market Post Office
State Bank Of India
Life Insurance corporation of india
Big Bazaar
Golden Moments Banquet
Shahi idgah
Airtel Express
Ajmal Khan Park
Dr. NC Joshi Memorial Hospital
Gurudwara
ICICI Bank Regharpura, New Delhi - Branch &...
Police Station Karol bagh
State Bank of India Karol Bagh Branch
IRC Group Global
DDA Park
Prabhatam group
MyOperator
Hanuman Mandir
Reserve Bank of India
HDFC Bank
MCD Dispensary
Syndicate Bank
Shri Aadi Shakti Maa Jhandewali's Temple
MMTC DRO
Hotel Regent Continental
Corporation Bank KarolBagh Branch
PMC Bank
Corporation Bank - Circle Office
Kali Mandir
Prasad Nagar Police Station
Karol Bagh Tricona Park
Union Bank of India
Gold's Gym
Bhai Joga Singh Public School Faiz Road
Qatar Manpower Agency
St. Michael's Church
Thorium CS
Suruchi
MCD Parking
HDFC Bank ATM
Westside
Cycle and Toy Market
State Bank of India
RKInternational
Sat Nagar Cremation Ground
Karol Bagh Market
Nutan Marathi
Hanuman Mandir
ICICI Bank Videocon Tower, New Delhi...
Axis Bank
Imly
Alfa Garden
Hotel Kings Inn
Karim's Food
Jhandewalan
FCI Regional Office
Adecco India
CPWD Office
BLK Hospital
Kalyan Jewellers
Bhuli Bhatiyari Ka Mahal
Delhi Heart & Lung Institute
Salwan Public School
Chetak Park
Alstone Textiles
Satellite
Google
Map data ©2019 Google India Terms Send feedback 200 m

D I R E C T O R S' R E P O R T

To
The Members,
Avail Holding Limited

The Directors have pleasure in submitting their 33rd Annual Report on the business and operations of the Company along with the Audited Financial Statement for the financial year ended 31st March, 2019.

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 ₹)

PARTICULARS	31st MARCH, 2019	31st MARCH, 2018
Total Income	-	-
Profit before Tax	(2,02,765)	(20,95,559)
Less: Provision for Tax	-	-
Current Tax	-	-
MAT Credit Entitlement	-	-
Earlier Year tax	-	-
Deferred Tax	-	-
Net Profit after Tax	(2,02,765)	(20,95,559)

2. STATE OF COMPANY AFFAIRS:

During the financial year 2018-19, the Company has recorded loss of ₹ (2,02,765/-) during the year as compared to net loss of`₹ (20,95,559/-) in the last year. The Directors are optimistic about future performance of the Company.

3. WEB ADDRESS OF ANNUAL RETURN:

The web address where Extract of Annual Return in Form MGT-9 for the Financial Year 2018-19 referred in sub-section (3) of Section 92 has been placed is mentioned below:
www.availholding.in.

4. CHANGE IN NATURE OF BUSINESS:

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

5. DIVIDEND:

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

6. TRANSFER TO RESERVES:

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

7. SHARE CAPITAL:

The paid up share capital as on 31st March, 2019 was ₹ 1, 15, 00,000/-. There has been no change in the equity share capital of the company during the year.

8. DEPOSITS:

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

9. SUBSIDARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

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

10. 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 and Risk Management Committee.

c) KEY MANAGERIAL PERSONNEL:

During the period under review, Mr. Narender Kumar has resigned from the post of Managing Director of the Company w.e.f 06th July, 2018 and Mr. Deepak Tyagi was designated as Managing Director of the Company w.e.f 09th November, 2018.

d) CHANGE IN THE CONSTITUTION OF BOARD OF DIRECTORS OF THE COMPANY:

There has been appointment of Mr. Daya Shankar Mandal and Mr. Laxman Prasad Raikwar as an additional Director of the Company on 06th July, 2018 and 20th September 2018 respectively. Their appointments are required to be confirmed in the ensuing Annual General Meeting.

e) DECLARATION BY INDEPENDENT DIRECTORS:

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

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

11. 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, 2019 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.

12. MEETINGS

a) BOARD MEETINGS

The Board of Directors duly met Nine (9) times during the financial year from 1st April, 2018 to 31st March, 2019. The dates on which meetings were held are as follows:

22nd May 2018, 5th July 2018, 6th July 2018, 6th August 2018, 20th September, 2018, 28th September, 2018, 9th November, 2018, 11th January 2019, 23rd January 2019.

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	**9**	**9**	**Yes**
Mr. Narender Kumar	Managing Director	Executive & Independent	**9**	**3**	**Yes**
Mr. Deepak Tyagi	Director	Non-executive & Independent	**9**	**9**	**Yes**
Mr. Daya Shankar Mandal	Additional Director	Non-executive & Independent	**9**	**6**	**No**
Mr. Laxman Prasad Raikwar	Additional Director	Non-executive & Independent	**9**	**1**	**No**

Mr. Daya Shankar Mandal appointed as on 6th July, 2018 and attended 6 meetings and Mr. Laxman Prasad Raikwar appointed as on 20th September, 2018 and attended 1 meeting during the financial year 2018-19.

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 **22nd May 2018, 5th July 2018, 6th August 2018, 9th November, 2018, 11th January, 2019** during the financial year ended March 31, 2019.

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	2
Mr. Deepak Tyagi	Member	5	5
Mr. Daya Shankar Mandal	Member	5	3

Mr. Narender Kumar resigned from the Directorship w.e.f. 6th July, 2018 and Daya Shankar Mandal appointed on same date. So the Committee got reconstituted.

(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 Four (4) times on 5th July 2018, 6th July 2018, 20th September, 2018, 9th November 2018 during the financial year ended March 31, 2019.

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	4	4
Mr. Narender Kumar	Member	4	2
Mr. Deepak Tyagi	Member	4	4
Mr. Daya Shankar Mandal	Member	4	2

Mr. Narender Kumar resigned from the Directorship w.e.f. 6th July, 2018 and Daya Shankar Mandal appointed on same date. So the Committee got reconstituted.

(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 **22nd May 2018** and **9th November 2018** during the financial year ended March 31, 2019.
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	1
Mr. Deepak Tyagi	Member	2	2
Mr. Daya Shankar Mandal	Member	2	1

Mr. Narender Kumar resigned from the Directorship w.e.f. 6th July, 2018 and Daya Shankar Mandal appointed on same date. So the Committee got reconstituted.

COMPLIANCE OFFICER

Name	Mr. Deepak Tyagi
Contact Details	209, Bhanot Plaza- II, 3, D. B. Gupta Road, New Delhi-110055
E- Mail ID	availholding@gmail.com, tigerelectronics1985@gmail.com

(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 **6th August, 2018** and **11th January, 2019** during the financial year ended March 31, 2019.

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	1
Mr. Deepak Tyagi	Member	2	2
Mr. Daya Shankar Mandal	Member	2	1

Mr. Narender Kumar resigned from the Directorship w.e.f. 6th July, 2018 and Daya Shankar Mandal appointed on same date. So the Committee got reconstituted.

c) SHAREHOLDERS MEETING

There is only one Share Holder Meeting (Annual General Meeting) of members held on Wednesday, 30th July, 2018 at 11.00 AM at 209, Bhanot Plaza- II, 3, D. B. Gupta Road, New Delhi-110055.

13. 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.

14. 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.

15. 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.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the financial year 2018-19 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.

17. 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, 2019.

18. MANAGEMENT DISCUSSION ANALYSIS REPORT:

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

19. AUDITORS

(i) Statutory Auditors

M/s MAK &Co.,(Chartered Accountants) having FRN- 028454N is to be appointed as the Statutory Auditors of the company in place of the retiring Auditors M/s PBH & Co. , Chartered Accountants pursuant to the provisions of Section 139 to 142 of the Companies Act, 2013 and other applicable provisions, if any, to hold office for a period of five(5) consecutive financial years i.e. 2019-20 to 2023-24on 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 to be 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 2018-19 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 B Kaushik & 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**

Secretarial Auditor has observed following things in his report:

a) The Company has complied with the provision of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer and Company Secretary during the audit period;

b) The Company has not complied with the provision of Section 173(3) of the Companies Act, 2013 read with The Companies (Meeting of Board and its Power) Rules, 2014 for maintaining the proof of Sending Notice & Agenda of Board Meeting to its Directors during the audit period;

c) The Company has not complied with the provision of Section 161(1) of the Companies Act, 2013 for Regularization of Mr. Daya Shankar Mandal, Additional Director appointed on 06.07.2018 in next Annual General Meeting which was held on 30.07.2018;

d) Avail Holding Limited and Genesis Developers and Holding Limited are having 3 common Directors and Board Meeting was held on 6th day of July, 2018 (approx. same time) which was attended by all the 3 common Directors which is actually not feasible at all.

(iii) **Internal Auditors:**

The Company has appointed Mr. Deepak Kumar Bhojak, as an Internal Auditor of the Company for the financial year 2018-19.

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

Mr. Deepak Kumar Bhojak placed the internal audit report to the Company.

b. **Internal Auditor's Observations**

Internal audit report self explanatory and need no comments.

20. **EXTRACT OF ANNUAL RETURN:**

The extract of the Annual return for the Financial Year 2018-2019, is being attached with the Directors report in Form No MGT-9 marked as **Annexure- IV.**

21. **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.

22. 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.

23. 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. 0.01% of the Company's Paid –up share capital is in dematerialized form and 99.99% is in physical form as on 31st March, 2019.

24. 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.

25. 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

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19.

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

26. 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.

27. 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.

28. 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

29. 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.

30. 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.

S. No.	Particulars	Current Year 2018-19	Previous Year 2017-18
A.	Conservation of Energy	Nil	**Nil**
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

31. 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 2018-2019.

32. OTHER DISCLOSURES

Your Directors state that during the financial year 2018-19:

- 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.

33. 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.

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: 29.08.2019
Place: New Delhi

Deepak Tyagi
Managing Director
DIN- 02760361

Moni
Director
DIN- 07827689

Annexure I

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 MANAGEMENTAND 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 31st 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 1st day of April to 31st 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.

Annexure II

INDEPENDENT AUDITORS' REPORT

To
The Members of Avail Holding Limited
Report on the audit of the financial statements

Opinion

I have audited the financial statements of Avail Holding Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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, 2019, its profit (or Loss) Loss Amount of Rs. 2,02,765/- and cash out flows for the year ended on that date.

Basis for opinion

I conducted my audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of my report. I am independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Act and the rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the code of ethics.
I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

In addition to the matter described in the Material Uncertainty Related to Going Concern section, I have determined the matters described below to be the key audit matters to be communicated in my report.

(A) Adoption of new revenue recognition standard Ind AS 115 (This is added only for illustrative purposes and the auditor has to decide the most significant matter and modify this section accordingly)

Details of the Key Audit Matter

The Company adopted Ind AS 115 "Revenue from Contracts with Customers" with effect from April 1, 2018. The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations and point of recognition of revenue.
Ind AS 115 also requires extensive disclosures.

Auditors' Response to the Key Audit Matter

I assessed the Company's process to identify the impact of adoption of the new revenue accounting standard (Ind AS 115).
My audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:
(a) Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
(b) Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price.
(c) Selected a sample of continuing and new contracts and performed the following procedures:

•Read, analysed and identified the distinct performance obligations in these contracts.

•Compared these performance obligations with that identified and recorded by the Company.

•Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

•Performed analytical procedures for reasonableness of revenue recognition as per Ind AS 115.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

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 Act with respect to the preparation of these 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 the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The boards of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. I also:

•Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as

fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

•Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

•Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

•Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.
I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

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 Companies Act, 2013, I give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:
(a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit;

(b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;

(c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;

(d) In my opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 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 my separate report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

(h) 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, in my opinion and to the best of my information and according to the explanations given to me;

a. The Company does not have any pending litigations which would impact its financial position;

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For PBH & Co.
(CHARTERED ACCOUNTANTS)
Firm Regn. No :027217N

CA DEEPAK
(PARTNER)
M. NO. 531291

PLACE: NEW DELHI
DATE: 29.05.2019

Annexure "A" to the Independent Auditor's Report*

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of Avail Holding Limited of even date)
1. In respect of the Company's fixed assets:
(a)There is no fixed asset in the company. Hence this clause is not applicable to the Company.

2. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

3. According to information and explanation given to me, the company has granted interest free loan unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

4.In my opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.

5. In my opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:

(a)According to the information and explanations given to me and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(b)According to the information and explanations given to me and the records of the company examined by me, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.

8. In my opinion and according to the information and explanations given to me, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.

10. To the best of my knowledge and according to the information and explanations given to me, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11.In my opinion and according to the information and explanations given to me, the Company has not paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanations given to me and based on my examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations given to me and based on my examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.

15. According to the information and explanations given to me and based on my examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

16. According to the information and explanations given to me and based on my examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For PBH & Co.
(CHARTERED ACCOUNTANTS)
Firm Regn. No :027217N

CA DEEPAK
(PARTNER)
M. NO. 531291

PLACE: NEW DELHI
DATE: 29.05.2019

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Avail Holding Limited of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")

I have audited the internal financial controls over financial reporting of Avail Holding Limited ("the Company") as at March 31, 2019, in conjunction with my audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company 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. 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, 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.

Auditors' responsibility

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were established and maintained and if such controls operated effectively in all material respects.

My 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 in the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 of 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 my opinion and according to the information and explanations given to me, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company 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 PBH & Co.
(CHARTERED ACCOUNTANTS)
Firm Regn. No :027217N

CA DEEPAK
(PARTNER)
M. NO. 531291

PLACE: NEW DELHI
DATE: 29.05.2019

AVAIL HOLDING LIMITED
209, BHANOT PLAZA - II, 3, D.B. GUPTA ROAD, NEW DELHI-110055
Balance Sheet As at 31.03.2019

(` in '000)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018	As at 1st April, 2017
1	2	3	4	5
(1) ASSETS				
Non-current assets		-	-	-
(a) Property, Plant and Equipment		-	-	-
(b) Capital work-in-progress		-	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other Intangible assets		-	-	-
(f) Intangible assets under evelopment		-	-	-
(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**	3,459	3,519	4,874
(2) Current assets				
(a) Inventories		-	-	-
(b) Financial Assets				
(i) Investments		-	-	-
(ii) Trade receivables		-	-	-
(iii) Cash and cash equivalents	**6**	16	0	29
(iv) Bank balances other than (iii) above	**7**	45	45	745
(v) Loans		-	-	-
(vi) Others (to be specified)		-	-	-
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		-	-	-
Total Assets		**9,518**	**9,562**	**11,645**

Cont……

EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	**8**	11,500	11,500	11,500
(b) Other Equity	**9**	(2,209)	(2,006)	90
LIABILITIES				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	**12**	22	6	-
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)		-	-	-
(d) Other non-current liabilities		-	-	-
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	**10**	139	-	-
(ii) Trade payables		-	-	-
(iii) Other financial liabilities (other than those specified in item (c)	**11**	66	62	56
(b) Other current liabilities		-	-	-
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		-	-	-
Total Equity and Liabilities		**9,518**	**9,562**	**11,645**

See accompanying notes to the financial statements **2**

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR PBH & CO.
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 027217N

FOR AND ON BEHALF OF
AVAIL HOLDING LIMITED

CA. DEEPAK
(PARTNER)
M.NO: 531291

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN : 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI
DATE : 29.05.2019

AVAIL HOLDING LIMITED
209, BHANOT PLAZA - II, 3, D.B. GUPTA ROAD, NEW DELHI-110055
Statement of Profit and Loss for the period ended 31.03.2019

(` in '000)

S.N	Particulars	Note No.	Year Ended 31st March 2019	Year Ended 31st March 2018
I	Revenue From Operations		-	-
II	Other Income		-	-
III	Total Income (I+II)		-	-
IV	**EXPENSES**			
	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	**12**	203	2,096
	Total expenses (IV)		203	2,096
V	Profit/(loss) before exceptional items and tax (I- IV)		-	-
VI	Exceptional Items		-	-
VII	**Profit/(loss) before tax (V-VI)**		**(203)**	**(2,096)**
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		**(203)**	**(2,096)**
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)		**(203)**	**(2,096)**

Cont…..

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		 (0.18) (0.18)	 (1.82) (1.82)
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		 (0.18) (0.18)	 (1.82) (1.82)

See accompanying notes to the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR PBH & CO.
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 027217N

FOR AND ON BEHALF OF
AVAIL HOLDING LIMITED

CA. DEEPAK
(PARTNER)
M.NO: 531291

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN : 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI
DATE : 29.05.2019

STATEMENT OF CHANGES IN EQUITY

AVAIL HOLDING LIMITED
209, BHANOT PLAZA - II, 3, D.B. GUPTA ROAD, NEW DELHI-110055
Statement of Changes in Equity for the period ended 31.03.2019

(` in '000)

A. Equity Share Capital

PARTICULAR	No. Of Shares	Amount of Shares
As at 01st April,2017	11,50,000	11,500
Changes in equity share capital during the year	-	-
As at 31st March,2018	11,50,000	11,500
Changes in equity share capital during the year	-	-
As at 31st March,2019	11,50,000	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 a foreign	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								
As at 01st April 2017	-	-	-	-	-	90	-	-	-	-	-	-	-	90
Profit for the year	-	-	-	-	-	(2,096)	-	-	-	-	-	-	-	(2,096)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2018	-	-	-	-	-	(2,006)	-	-	-	-	-	-	-	(2,006)
profit for the year	-	-	-	-	-	(203)	-	-	-	-	-	-	-	(203)
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2019	-	-	-	-	-	(2,209)	-	-	-	-	-	-	-	(2,209)

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR PBH & CO.
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 027217N

FOR AND ON BEHALF OF
AVAIL HOLDING LIMITED

CA. DEEPAK
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DIN : 07827689

PLACE : NEW DELHI
DATE : 29.05.2019

AVAIL HOLDING LIMITED

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

Statement of Cash Flows OR THE ENDED YEAR 31.03.2019

(` IN LACS)

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Cash flows from operating activities		
Profit before taxation	(2.03)	(20.96)
Adjustments for:		
Depreciation		
Working capital changes:		
(Increase) / Decrease in trade and other receivables	0.94	-
Increase / (Decrease) in Current liabilities	-	0.12
Cash generated from operations		
Interest paid		
Income taxes paid		
Dividends paid		
Net cash from operating activities	(1.08)	(20.84)
Cash flows from investing activities	-	-
Advance taken for property payback	0.59	13.55
Proceeds from sale of equipment		
Net cash used in investing activities	0.59	13.55
Cash flows from financing activities	-	-
Proceeds from issue of share capital		
Proceeds from long-term borrowings	0.65	
Net cash used in financing activities	0.65	-
Net increase in cash and cash equivalents	0.16	(7.29)
Cash and cash equivalents at beginning of period	0.46	7.74
Cash and cash equivalents at end of period	0.62	0.46

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR PBH & CO.
(CHARTERED ACCOUNTANTS)
FIRM REGN NO: 027217N

FOR AND ON BEHALF OF
AVAIL HOLDING LIMITED

CA. DEEPAK
(PARTNER)
M.NO: 531291

DEEPAK TYAGI
(MANAGING DIRECTOR)
DIN : 02760361

MONI
(DIRECTOR)
DIN : 07827689

PLACE : NEW DELHI

DATE : 29.05.2019

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 the business of trading in shares, securities and investment. 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 realization 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, 2019.

(b) <u>Basis of measurement</u>

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 recognized at fair value. Subsequently, these assets are held at amortized 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 recognized 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 recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized 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 recognized 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 recognized 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 realized.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized 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.

NON CURRENT INVESTMENT

NOTE 3: INVESTMENTS

(` IN '000)

PARTICULARS		AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Investment in Quoted Equity Shares				
260000	Sunshine Capital Ltd. of ` 10 /- each	3,860	3,860	3,860
Total		**3,860**	**3,860**	**3,860**

* 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

NOTE :4 LOANS

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Unsecured, Considered Good			
received (include overdue Amount)			
Standard Assets	2,137	2,137	2,137
Total	**2,137**	**2,137**	**2,137**

NOTE 5: OTHER NON CURRENT ASSETS

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Capital Advances			
Advances Against Property	3,419	3,479	4,834
Other Loans & Advances			
MAT Credit Entitlement	40	40	40
Total	**3,459**	**3,519**	**4,874**

NOTE : 6 CASH & CASH EQUIVALENTS

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Cash in Hand	16	0	29
Total	**16**	**0**	**29**

NOTE : 7 BANK BALANCES

(` IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Bank balance with Current Account	45	45	745
Total	**45**	**45**	**745**

Notes to Financial Statements

NOTE 8. EQUITY SHARE CAPITAL

(`IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Authorised Share Capital			
1,900,000 (Previous Year 1,900,000) Equity Share of ` 10 Each	19,000	19,000	19,000
	19,000	**19,000**	**19,000**
Issued, Subscribed & Paid up Share			
Shares at the end of the Accounting Period 1,150,000 (Previous Year 1,150,000) Equity Shares of `10/-	11,500	11,500	11,500
	11,500	**11,500**	**11,500**

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 Capital &

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 2019		AS AT 31ST MARCH 2018		AS AT 01ST APRIL 2017	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Reliable Finance Corporation Pvt. Ltd.	18%	2,10,780	18%	2,10,780	18%	2,10,780
VA Realcon Pvt. Ltd.	16%	1,84,300	16%	1,84,300	16%	1,84,300

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

(`IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Equity Shares at the beginning of the year	11,50,000	11,50,000	11,50,000
Add : Issued during the year	-	-	-
Equity Shares at the end of the Year	**11,50,000**	**11,50,000**	**11,50,000**

NOTE 9: OTHER EQUITY

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

(`IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Surplus			
At The Beginning Of The Accounting Period	(2,006)	90	264
Additions During The Year	(203)	(2,096)	(175)
(Balance In Statement Of Profit & Loss)			
Total	**(2,209)**	**(2,006)**	**90**

Notes to Financial Statements

NOTE 10: UNSECURED LOANS

(`IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Current Liabilities:			
Loan From Directors	65	-	-
Relible Finance Corp. Pvt Ltd.	74	-	-
Grand Total	**139**	**-**	**-**

NOTE 11 : EXPENSES PAYABLE

(`IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018	AS AT 01ST APRIL 2017
Non current other Liabilities:			
Audit Fees	-	3	-
Legal & professional Charges	-	3	-
Postage Charges	10	-	-
Printing Charges	13	-	-
Total	**22**	**6**	**-**
Current other Liabilities:			
Advertisement Expenses	-	-	16
Audit Fees	23	20	20
Legal & professional Charges	20	20	20
Postage expenses	10	10	-
Printing expenses	13	13	-
Total	**66**	**62**	**56**
Grand Total	**88**	**68**	**56**

Notes to Financial Statements

NOTE : 12 OTHER EXPENSES

(`IN '000)

PARTICULARS	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
Advertisement Expenses	1	15
AGM Expenses	4	3
Audit Remuneration	23	20
Bank Charges	-	1
Conveyance	3	6
CDSL& NSDL Custodial expenses	12	-
Legal & Professional charges	21	20
Listing Compliance Charges	65	1,989
Meeting expenses	1	2
General Expenses	1	5
Other Community Expenses	2	-
Postal charges	10	10
Printing & Stationery	13	13
ROC Compliance Charges	9	6
Registrar Charges	34	-
Website Expenses	7	7
Trading expenses	-	-
Total	**203**	**2,096**

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

14. 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.

15. 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.

16. **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.

17. Earnings per Share "IND AS-33" issued by the Institute of chartered Accountants of India:

	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(A)	Profit after taxation as Statement of Profit and Loss (in `)	(2,02,765)	(20,95,559)
(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	(0.18)	(1.82)
(E)	Diluted Earnings per share	(0.18)	(1.82)

18. 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 2019. 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 PBH & CO.
(CHARTERED ACCOUNTANTS)
FRN : 027217N

FOR AND BEHALF OF
AVAIL HOLDING LIMITED

CA DEEPAK
(PARTNER)
M.NO: 531291

DEEPAK TYAGI
(DIRECTOR)
DIN: 02760361

MONI
(DIRECTOR)
DIN: 07827689

PLACE: NEW DELHI
DATE: 29.05.2019

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

Annexure III

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2019
[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,
Avail Holding Limited
(L67190DL1985PLC020953)
209, Bhanot Plaza - II, 3, D.B.Gupta Road,
New Delhi-110055.

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 (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 **M/s Avail Holding Limited(L67190DL1985PLC020953)** 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 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Avail Holding Limited(L67190DL1985PLC020953)** ("the Company") for the financial year ended on 31.03.2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and rule made thereunder;

a) *The Company has complied with the provision of Section 203 of the Companies Act, 2013 for appointment of Chief Financial Officer and Company Secretary during the audit period;*

b) *The Company has not complied with the provision of Section 173(3) of the Companies Act, 2013 read with The Companies (Meeting of Board and its Power) Rules, 2014 for maintaining the proof of Sending Notice & Agenda of Board Meeting to its Directors during the audit period;*

c) *The Company has not complied with the provision of Section 161(1) of the Companies Act, 2013 for Regularization of Mr. Daya Shankar Mandal, Additional Director appointed on 06.07.2018 in next Annual General Meeting which was held on 30.07.2018;*

d) *Avail Holding Limited and Genesis Developers and Holding Limited are having 3 common Directors and Board Meeting was held on 6th day of July, 2018 (approx. same time) which was attended by all the 3 common Directors which is actually not feasible at all.*

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009**[Not Applicable in the period of Audit]**

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. **[Not Applicable in the period of Audit]**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **[Not Applicable in the period of Audit]**

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 in the period of Audit]**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **[Not Applicable in the period of Audit]**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **[Not Applicable in the period of Audit]**

I 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 the Stock Exchanges.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors as on 31st March, 2019. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- On the basis of the Minutes of the 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 compliances mechanism established by the Company and on the basis of certificates issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its sizes and operations, to monitor and ensure compliance with applicable laws, rules and regulations and guidelines.

- The compliance by the Company of applicable financial laws, likes direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same has been subject to review by statutory financial audit and designated professionals.

- The Company has not complied with Regulation 6 of SEBI (LODR) Regulation, 2015for appointment of Qualified Company Secretary as Compliance Officer.

I further report that during the audited financial year the Board has considered the Amalgamation scheme of M/s Avail Holding Limited (Transferor Company) with M/s India Stuff Yarn Limited (Transferee Company) at their Board Meeting.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretary)

Date: 26th August, 2019
Place: New Delhi

Bhupendra Kaushik
(Company Secretary)
M. No. F9884
C.P. No.-12453

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

Annexure-A

To,
The Members,
Avail Holding Limited
(L67190DL1985PLC020953)
209, Bhanot Plaza - II, 3, D.B.Gupta Road,
New Delhi-110055.

Subject: 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 content of the Secretarial records. The verification was done on to ensure that correct facts are reflected in secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.**

3. **I have not verified the correctness and appropriateness of financial records and books of account of the Company.**

4. **Where ever required, I have obtained the Management Representation about the compliance of Laws, rules, regulations and happening of events etc.**

5. **The compliance of provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.**

6. **The Secretarial Audit Report is neither an assurance as to future validity of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the Company.**

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretary)

Date: 26th August, 2019
Place: New Delhi

Bhupendra Kaushik
(Company Secretary)
M. No. F9884
C.P. No.-12453

Annexure IV

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	**CIN**	L67190DL1985PLC020953
ii.	**Registration Date**	17/05/1985
iii.	**Name of Company**	AVAIL HOLDING LIMITED
iv.	**Category of Company**	Company limited by shares
V	**Sub-Category of Company**	Indian Non-Government Company
vi.	**Address**	209, Bhanot Plaza - II, 3 D. B. Gupta Road, New Delhi-110055
vii.	**Listed/Unlisted**	LISTED
viii.	**Name & Address of RTA**	Bigshare Services Private Limited Address: 302 Kushal Bazar, 32-33, Nehru Place, New Delhi-110019

II. PRINCIPAL BUSINESS ACTIVIES OF THE COMPANY

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

S. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1	Other Financial Services- Dealing in shares and securities	65993	0%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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	
A. PROMOTERS									
1. Indian									
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
Sub Total A (1):	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2. Foreign									
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
Sub Total A (2):	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
B. Public Share holding									
1. Institutions									
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	0	0	0	0	0	0	0	0	0

Funds									
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	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
Sub-total (B)(1):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2. Non Institutions									
a) Bodies Corp.	0	395280	395280	34.38	0	395080	395080	34.35	0.03
(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	513520	513520	44.65	100	513620	513720	44.67	0.02
ii) Individuals shareholders holding nominal share capital excess of Rs 2 lakh	0	241200	241200	20.97	0	241200	241200	20.97	0
c) Others (Specify) HUF	0	0	0	0	0	0	0	0	0
sub-total (B) (2):-	**0**	**1150000**	**1150000**	**100**	**0**	**1150000**	**1150000**	**100**	**0**
Total Public Shareholding (B)= (B) (2)	**0**	**1150000**	**1150000**	**100**	**0**	**1150000**	**1150000**	**100**	**0**
C. **Share held by Custodian for GDRs & ADRs**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**0**	**1150000**	**1150000**	**100**	**0**	**1150000**	**1150000**	**100**	**0**

ii. Shareholding of Promoters

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

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	5,75,580	54.05	5,75,580	54.05
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	200	0.02	200	0.02
At the end of year (or on the date of separation during the year)	5,75,380	50.03	5,75,380	50.03

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	0	0	0	0
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	22800	1.98	22800	1.98

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
Indebtedness at the beginning of the year				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	1,39,020	-	1,39,020
• Reduction	-	-	-	-
Net Charge	-	-	-	-
Indebtedness at the end of the financial year				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,39,020	-	1,39,020

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	-	-	-	-	-
	Total (1)	-	-	-	-	-
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	-	-	-	-
	Total	**-**	**-**	**-**	**-**

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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

AVAIL HOLDING LIMITED

Regd. Office: 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi 110055
CIN:L67190DL1985PLC020953
E-mail Id: availholding@gmail.com, Website: www.availholding.in;
Ph. No.: 011-23582393

ATTENDENCE 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 33rd Annual General Meeting of the Company being held on **Thursday, 26th Day of September, 2019** at 11:00 A.M. at **16/121-122, Jain Bhawan, Faiz Road, W.E.A. Karol Bagh, New Delhi, Delhi-110005** and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

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

AVAIL HOLDING LIMITED

Regd. Office: 209, Bhanot Plaza - II, 3, D.B. Gupta Road, New Delhi 110055
CIN: L67190DL1985PLC020953
E-mail Id: availholding@gmail.com, Website: 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 33rd Annual general meeting of the company, to be held **on Thursday, 26th Day of September, 2019** at 11:00 A.M. at **16/121-122, Jain Bhawan, Faiz Road, W.E.A. Karol Bagh, New Delhi, Delhi-110005 or** 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, 2019.
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 appointment of **M/s MAK & CO. (Chartered Accountants) having FRN- 028454N** be and is hereby appointed as Statutory Auditor in place of M/s Deepak Rajesh & Associates, Chartered Accountants (FRN -028018N) , **for a period of five (5) Consecutive Financial Years i.e. 2019-20 to 2023-2024** and fixing their remuneration.
4.	Ordinary Resolution for appointment of Additional Independent Director Mr. Daya Shankar Mandal as Independent Non executive Director.
5.	Ordinary Resolution for appointment of Additional Director Mr. Laxman Prasad Raikwar as Professional Non executive Director.

Signed this …… day of…… 20……. Signature of shareholder

Signature of Proxy holder(s)

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.

Affix Revenue Stamp

If undelivered, please return to:

Avail Holding Limited

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