

ABHINAV LEASING AND FINANCE LIMITED

REGD OFF: S-524, 1ST FLOOR, VIKAS MARG, SHAKARPUR-DELHI-110092
Email: abhinavleasefinltd@gmail.com, Website: www.abhinavleasefinltd.in
CIN: L65100DL1984PLC018748 Ph: 011-35943509

06.09.2023

To

**General Manager
BSE LIMITED
Corporate Relationship Department
P J Towers, Dalal Street
Mumbai-400001**

Dear Sir,

Subject: Copy of Annual Report 2022-2023

Pursuant to Regulation 34 of the Securities and Exchange Board of India (LODR) Regulation, 2015, We are enclosing herewith the Annual Report for the financial year 2022-23 containing the Notice convening the AGM, Audited Financial Statements for the financial year 2022-23, together with the reports of Board of Directors and Auditors thereon which have been approved by the member as per the provision of the Companies Act 2013.

Kindly take the above information on records

Thanking you
Yours Faithfully

For Abhinav Leasing and Finance limited



Mamta Agarwal
Managing Director
DIN: 02425119

Encl: As above

ANNUAL REPORT
2022-23

ABHINAV LEASING
AND FINANCE
LIMITED

ABHINAV LEASING AND FINANCE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2022-23

CIN: L65100DL1984PLC018748

Registered Off: S-524, 1ST FLOOR, VIKAS MARG SHAKARPUR DELHI 110092

Website: www.abhinavleasefinltd.in

Email id: abhinavleasefinltd@gmail.com

BOARD OF DIRECTORS

- **ATUL KUMAR AGARWAL**
- **MAMTA AGARWAL**
- **HIMANSHU AGARWAL**
- **RAJEEV GARG**
- **NIKHIL BANSAL**

AUDITOR
M/s G A M S &
Associates LLP
(Chartered
Accountants)

ABHINAV LEASING AND FINANCE LIMITED

CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u> Mr. Atul Kumar Agarwal: Director Mrs. Mamta Agarwal: Managing Director Mr. Himanshu Agarwal: C.F.O. cum Director Mr. Rajeev Garg: Independent Director Mr. Nikhil Bansal : Independent Director	<u>AUDIT COMMITTEE</u> Mr. Rajeev Garg Chairman Mr. Nikhil Bansal Member Mr. Himanshu Agarwal Member
<u>NOMINATION AND REMUNERATION COMMITTEE</u> Mr. Nikhil Bansal Chairman Mr. Rajeev Garg Member Mr. Atul Kumar Agarwal Member	<u>STAKEHOLDER RELATIONSHIP COMMITTEE</u> Mr. Nikhil Bansal Chairman Mr. Atul Kumar Agarwal Member Mr. Himanshu Agarwal Member
<u>SECRETARIAL AUDITORS</u> M/s Divya Rani (Practicing Company Secretaries) C.O.P. No. 26426	<u>STATUTORY AUDITOR</u> M/s G A M S & Associates LLP (Chartered Accountants) FRN No: 0N500094
<u>INTERNAL AUDITOR</u> M/s Sandeep Kumar Singh (M. No. 511685) (Chartered Accountants)	<u>REGISTRAR AND TRANSFER AGENT</u> Skyline Financial Service Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Email: viren@skylinerta.com Ph No. 011-26812682
<u>REGISTERED OFFICE</u> S-524, 1ST FLOOR, VIKAS MARG SHAKARPUR DELHI 110092 CIN: L65100DL1984PLC018748 WEBSITE: www.abhinavleasefinltd.in EMAIL: abhinavleasefinltd@gmail.com PHONE: 011-435943509	<u>STOCK EXCHANGE</u> BOMBAY STOCK EXCHANGE LIMITED

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DIRECTORS' REPORT

Dear Members,
Abhinav Leasing and Finance Limited

The Board of Directors hereby pleasure to present business and operation of your company along with audited financial statements, for the financial year ended March 31, 2023.

FINANCIAL SUMMARY

(Amount in `)

PARTICULARS	F.Y. 2022-23	F.Y. 2021-22
Sales/ Income from operations	430541745	316802946.00
Total Expenses	429599412	(315948392.00)
Profit/ (loss) before exceptional item and tax	979882.00	863771.00
Less: Exceptional Items	0.00	0.00
Profit/ (loss) before tax for the year	979882.00	863771.00
Less: Income tax and deferred tax expenses	12668.00	(227264.00)
Profit after tax for the year	967214	636507.00
Other Comprehensive Income/ Loss	0.00	0.00
Net Profit/ Loss for the Year	967214	636507.00

COMPANY'S PERFORMANCE

Your Company has delivered another year, during the year company continuously strive to enhance its performance, in spite of the disruptions caused by the pandemic that led to adverse macro-economic conditions for all business including ours performance, and management is working upon to maintain this advancement for future year as well, so that performance would be better.

CHANGE IN NATURE OF BUSINESS

During the year there was no change in nature of business of the company.

DIRECTORS

Composition of Board of Directors:-

S.NO	NAME	DESIGNATION
1.	Mr. Atul Kumar Agarwal	Director
2.	Mrs. Mamta Agarwal	Managing Director
3.	Mr. Himanshu Agarwal	Director /CFO
4.	Mr. Rajeev Garg	Director
5.	Mr. Nikhil Bansal	Director

The composition of the Board is in line with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015. All the Directors have vast knowledge and experience in their relevant fields and the Company had benefitted immensely by their presence in the Board.

Rotation of Director

Mr. Atul Kumar Agarwal (DIN 00022779) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment. The Board of Directors recommends the re-appointment of Mr. Atul Kumar Agarwal (DIN 00022779) as Director of the Company. The Brief profile of Atul Kumar Agarwal (DIN 00022779) recommended for re-appointment is enclosed with the Notice for the 39th AGM of the Company.

2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN DIRECTORSHIP

During the year no changes has been made in the directorship.

Mr. Atul Kumar Agarwal (Director), Mrs. Mamta Agarwal (Managing Director), Mr. Himanshu Agarwal(Director /CFO), Mr. Rajeev Garg (Independent Director) and Mr. Nikhil Bansal (Independent Director) & Ms. Geeta, Company Secretary & Compliance Officer are the KMPs of the Company, as recorded by the Board as on March 31, 2023.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31st March 2023, the Company has no Subsidiary, Joint-Venture or Associate companies.

CONSOLIDATED FINANCIAL STATEMENT

As the Company have no Subsidiary, Joint-Venture or Associate companies as on 31st March, 2023. Hence, there is no requirement for the company to prepare Consolidated Financial Statements.

REPORTING OF FRAUDS

There have been no instances of fraud reported by the Statutory Auditors under Section 143 of the Act read with relevant Rules framed there under either to the Company or to the Central Government.

CORPORATE GOVERNANCE

Even though as per the provisions of Companies Act, 2013 regarding Corporate Governance are not attracted to the company yet the company has been indulged in the enhancement of shareholder value through sound business decisions, prudent to financial management and high standard of ethics throughout the organization.

DEPOSITS

During the year under review the Company has not accepted any deposit falling within the meaning of section 73 of the Companies Act,

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year there was no significant and material order passed by any regulators or court or tribunal which would impact the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman and Managing Director of the Company.

M/s Sandeep Kumar Singh (M. No. 511685) Internal Auditor of the company.

The Internal Audit monitors and evaluates the efficiency and adequacy of internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

DISCLOSURE OF COST RECORD

The provision of Section 148 (1) shall not apply to company hence; there is no requirement to maintain cost audit record in company as specified by central Government.

MEETING OF BOARD OF DIRECTORS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six (6) Board Meetings held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

During the year from 1st April 2022 to 31st March 2023, the Board of Directors met Six (06) times
30-05-2022, 13-08-2022, 05.09.2022, 14.-11-2022-18-11-2022, 14-02-2023

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors report as under:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 or loss of the company for that period.
- c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts on a going concern basis.
- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- g) No proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the year.
- h) The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions

along with the reasons thereof, is not applicable on the company.

DECLARATION BY INDEPENDENT DIRECTOR

The Company Board has two (2) Independent Directors i.e. Mr. Rajeev Garg and Mr. Nikhil Bansal. The company has received necessary declaration from both Directors under section 149 of the Companies Act, 2013 that they meet the criteria of Independence laid down in section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequently the same was placed at the Board Meeting held on May 30, 2022.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive, non-executive and independent Director to maintain the independence of the Board, and separate its functions of governance and management. As of March, 31 2023, the Board had five (5) Directors.

The Policy of the company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of section 178 of Companies Act, 2013 is in place and maintained by company as per law.

EXPLANATIONS BY BOARD ON QUALIFICATIONS BY STATUTORY AUDITOR, SECRETARIAL AUDITOR

There are no qualifications in report of Statutory Auditor.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Transactions of any loan or guarantees covered under the provisions of section 186 of the Companies Act, 2013 has been reported in the Financial statements as attached with the Director Report.

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with interest of the Company at large. The AOC-2 as per the Companies Act, 2013 has been attached herewith under "Annexure A".

RESERVES

The Company has profit of 967214/- for the financial year ended on 31st March, 2023. This amount transferred to reserve in the year 2022-23.

DIVIDENDS

The management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2022-23.

MATERIAL CHANGES AND COMMITMENTS

There is no material change took place between the end of the financial year of the company to which the financial statements relate and the date of the report in the company which may affect the financial position of the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be furnished under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is annexed in "Annexure B" herewith and forming part of this report.

WHISTLE BLOWER POLICY OR VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Your Company has in place, a comprehensive Whistle Blower Policy or vigil mechanism in compliance with Section 177 (9) & 177 (10) of the Companies Act, 2013 and as per Regulation 4 (2) (d) (iv) & 34 (3) read with Para 10 of Part C of Schedule V of the SEBI (LODR) Regulations, 2015.

RISK MANAGEMENT POLICY

A statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

BUSINESS RISK MANAGEMENT

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company needs not to comply with the provisions of Section 135 of Companies act, 2013, as the company does not fall in eligibility ambit of Corporate Social Responsibility initiatives.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2023 was 4,99,80,000.00 @ Rs. 1.00/- per equity share. The Company not issued

shares with differential voting rights nor granted stock options nor sweat equity.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, its Committees, as well as the Directors individually.

The outcome of the Board evaluation was discussed by the Nomination & Remuneration Committee and at the Board Meeting held on February 14, 2023 and improvement areas were discussed.

Performance Evaluation of Board, its Committees and individual Directors In compliance with the provisions of Section 178 (3) of the Companies Act, 2013, the Company has put in place a Policy on Nomination and Remuneration which sets out inter-alia, the attributes and criteria for the annual performance evaluation of the Board, its Committees and individual Directors including the Managing Director.

The Board of Directors have carried out the annual evaluation based on criteria and framework adopted by the Board and in accordance with existing regulations. The Board, as a whole, carries out an assessment of its own performance, its Committees and Independent Directors, excluding the Director being evaluated. Performance of the Board and its Committees was evaluated on various parameters such as structure and composition, meetings and procedures, diversity, corporate governance competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors was evaluated on parameters such as meeting attendance, participation and contribution, engagement and relationship with other members on the Board, knowledge and experience, responsibility towards stakeholders, leadership and management qualities and independent judgement.

The major performance indicators of the Non-Executive Directors and Independent Directors are as follows:

- (i) Understanding and knowledge of the market in which the Company is operating.
- (ii) Ability to appreciate the working of the Company and the challenges it faces.
- (iii) Attendance of meeting.
- (iv) Extend of participation and involvement in the meetings.
- (v) Ability to convey his views and flexibility to work with others.

The evaluation process was carried out by the Nomination and Remuneration Committee of the Company after taking into consideration the inputs received from the Directors and the parameters and indicators based on the criteria laid down by the Policy on Nomination and Remuneration. All Directors participated in the evaluation process and reviews were carried out. The outcomes of each evaluation were collated by the Nomination & Remuneration Committee at the meeting held on February 14, 2023 and placed before the Board at its meeting held on the same date.

The Board discussed the performance evaluation of the Board, its Committees, individual Directors and Managing Director and noted the suggestions or inputs of Independent Directors and Nomination & Committee and the Chairman of the respective Committees. The Board arrived at a conclusion that the performance of the Board, its Committees and individual Directors were satisfactory. The Board also deliberated upon the various suggestions or inputs to augment its effectiveness and optimize individual strengths of the Directors.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all level.

NBFC REGISTRATION

The company has been registered with Reserve Bank of India as NonBanking Finance Company vide Registration No. B-14.02146 Dated 21st November, 2000. Your Company is categorized as a Non-deposit taking Non-Banking Financial Company. The Company has not accepted any deposit from the public during the year pursuant to the provisions of Section 73 of Companies Act, 2013.

COMPLIANCE WITH RBI GUIDELINES

Your Company has complied with all the regulations of Reserve Bank of India as on 31st March, 2023; applicable to it as Non-Deposit taking Non-Banking Finance Company, except few fillings.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per the SEBI Circular No. **SEBI/LAD-NRO/GN/2015-16/013** dated 2nd September, 2015, of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Paid up equity capital as on the last day of previous financial year i.e. on 31st March 2023 was 49,980,000 and Net Worth was 56035730.66/-

Therefore, in terms of the said circular the compliance with the corporate governance provisions as specified in **Regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C , D and E of Schedule V are not applicable** to our Company during the year 2022-23.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Code of Conduct for the members of the Board and Senior Management Personnel is placed on companies' website www.abhinavleasefinltd.in

AUDIT COMMITTEE

The Audit Committee of the Company duly constituted by the following members:-

- i) Mr. Rajeev Garg
- ii) Mr. Nikhil Bansal
- iii) Mr. Himanshu Agarwal

Meetings of the Committee:

The Committee met Four (4) times on 30-05-2022, 13-08-2022, 14-11-2022, 14-02-2023 during the financial year 2022-23.

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/ Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee and Their Attendance at the Meeting:

Name Of Members	Category / Designation	No. of Meetings		Attendance Percentage (%)
		Held	Attended	
Rajeev Garg	Chairperson	4	4	100
Nikhil Bansal	Member	4	4	100
Himanshu Agarwal	Member	4	4	100

No sitting fees have been paid to any director during the year. The remuneration paid to all Key managerial Personnel was in accordance with remuneration policy adopted by the company.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company duly constituted by the following members:-

- i) Mr. Nikhil Bansal

Name Of Members	Category / Designation	No. of Meetings		Attendance Percentage (%)
		Held	Attended	
Nikhil Bansal	Chairperson	1	1	100
Atul Kumar Agarwal	Member	1	1	100
Himanshu Agarwal	Member	1	1	100

- ii) Mr. Rajeev Garg
- iii) Mr. Atul Kumar Agarwal

The Committee met 1 (One) time on 18-11-2022 during the financial year 2022-23.

The Composition of the Nomination and Remuneration Committee and Their Attendance at the Meeting:

Name Of Members	Category / Designation	No. of Meetings		Attendance Percentage (%)
		Hel d	Att en de d	
Mr. Nikhil Bansal	Chairper-son	1	1	100
Mr. Rajeev Garg	Member	1	1	100
Atul Kumar Agarwal	Member	1	1	100

No sitting fees have been paid to any director during the year. The remuneration paid to all Key managerial Personnel was in accordance with remuneration policy adopted by the company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company duly constituted by the following members:-

- i) Mr. Nikhil Bansal
- ii) Mr. Atul Kumar Agarwal
- iii) Mr. Himanshu Agarwal

The Committee met once (1) on 18.11.2022 during the financial year 2022-23.

The Composition of the Stakeholder Relationship Committee and their Attendance at the Meeting:

No sitting fees have been paid to any director during the year. The remuneration paid to all Key managerial Personnel was in accordance with remuneration policy adopted by the company.

INDEPENDENT DIRECTOR MEETING

During F.Y. 2022-23, one (1) meeting of the Independent Directors was held on 18th November, 2022. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of executive directors and non-executive directors.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the code.

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, annual return as a part of this Annual Report as "Annexure C". Web address of Annual return: <https://www.abhinavleasefinltd.in/annual-returns>

SECRETARIAL AUDIT REPORTS:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed **M/S DIVYA RANI, PRACTICING COMPANY SECRETARY**, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as "**Annexure D**" in the Form MR-3.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meeting and General Meetings.

AUDITORS REPORTS

M/S G A M S & ASSOCIATES LLP (FRN ON500094) continue to be the Statutory Auditors of the Company for the financial year 2023-24 also.

LISTING WITH STOCK EXCHANGES

The Company has paid the Annual Listing Fees for the year 2022-23 to BSE where the Company's Shares are listed.

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as follows:

- a. number of complaints filed during the financial year : Nil
- b. number of complaints disposed of during the financial year : Nil
- c. number of complaints pending as on end of the financial year : Nil

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers, depositors, customers and vendors of the company for their continued valued support. The Directors look forward to a bright future with confidence.

CAUTIONARY STATEMENT

The statements contained in the Board's Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

For and on behalf of the Board

Abhinav Leasing and Finance Limited

Sd/-
Mamta Agarwal
(DIN: 02425119)
(Managing Director)

Sd/-
Atul Kumar Agarwal
(DIN: 00022779)
(Director)

Place: Delhi
Dated: 06. 09.2023

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry structure and developments

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.

2. Opportunities and 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.

3. Segment-wise or product-wise performance

The company has only one segment line of business. Hence, this head does not apply to our company.

4. Risks and concerns

Management of risk to the business is continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risk are well understood and the means to handle them are also fairly established.

5. Internal control systems and their adequacy

The company ensures existence of adequate internal control through policy and procedures to be followed by the executives at various levels in the company. The operating managers ensure compliance within their areas. The Company has internal Audit system to carry out extensive checking and test and report noncompliance/ weakness, if any through internal Audit Reports on the respective areas. These reports along with reports on compliance made thereafter are reviewed by the Audit Committee of the Board.

6. Material developments in Human Resources / Industrial Relations front, including number of people employed

Management relation with the employees remains cordial. The Company's Human Resources philosophy is to establish and build a strong performance and competency drive culture with greater senses of accountability and responsibility. The industrial relations scenario remained peaceful and harmonious.

7. Disclosure of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) 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.

**For and on behalf of the Board
Abhinav Leasing and Finance Limited**

8. 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.

Sd/-

Mamta Agarwal

(DIN: 02425119)

(Managing Director)

Sd/-

Atul Kumar Agarwal

(DIN: 00022779)

(Director)

Place: Delhi

Date: 06.09.2023

FORM NO. AOC-2

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 arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: - None
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: - Details are already given in the Note No. 29 attached with Financial Statements
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

**For and on behalf of the Board
Abhinav Leasing and Finance Limited**

**Place: Delhi
Dated:06.09.2023**

**Sd/-
Mamta Agarwal
(DIN: 02425119)
(Managing Director)**

**Sd/-
Atul Kumar Agarwal
(DIN: 00022779)
(Director)**

As per section 134(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

i) Conservation of Energy

The operations involve low energy consumption. Wherever possible, energy conservation measures have been implemented. Efforts to conserve and optimize the use of energy are a continuous process.

ii) Technology Absorption

1. Specific areas in which R & D carried out are as follows:

- a) Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
- b) Providing technical support on existing products.

2. Benefits derived as a result of the above R & D

As a result the organization is being able to implement current courses.

3. Expenditure on R & D: NIL

iii) Foreign Exchange Earnings & Outgo

There were no foreign exchange earnings as well as outgo of the Company during the year under report.

ACKNOWLEDGMENT

Your Directors would like to express their grateful appreciation for assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors, also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

**For and on behalf of the Board
Abhinav Leasing and Finance Limited**

**Place: Delhi
Dated: 06.09.2023**

**Sd/-
Mamta Agarwal
(DIN: 02425119)
(Managing Director)**

**Sd/-
Atul Kumar Agarwal
(DIN: 00022779)
(Director)**

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31st March, 2023

[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,
ABHINAV LEASING AND FINANCE LIMITED
S-524, 1ST FLOOR, VIKAS MARG
SHAKARPUR DELHI 110092**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Abhinav Leasing and Finance Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2023 (Audit Period) 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(No Fresh FDI, ODI and ECB was taken by the Company during the Audit Period)**
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (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, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Company did not issue any securities during the Audit Period)**;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2021; **(company has not grant any option to its employee during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015; **(Company did not issue any debt securities during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the company during the period under review)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the company during the period under review)**
- (vi) Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- (i)** Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii)** The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:

Based on the information received and records maintained, we further report that,

1. *Pursuant to Section 203 of the Companies Act, 2013, and Regulation 6 of SEBI (LODR) Regulations, company has appointed a qualified Company Secretary.*
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and 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.
3. Adequate notices were given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance with the proper compliances of the provisions of Companies Act, 2013. Some meetings were held on shorter notice with the proper compliances of applicable provisions of Companies Act, 2013 and rules made there under.
4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. And In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

We further report that during the audit period, there were no instances of:

- i. Public/Right/preferential/debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Any approval taken from members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations

This Report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

**For Divya Rani
(Practicing Company Secretaries)**

**Sd/-
Divya Rani
(Proprietor)
ACS A64841
COP No. 26426
UDIN: A064841E000954983**

**Date: 05.09.2023
Place: Delhi**

'Annexure 1'

To,
The Members,

**ABHINAV LEASING AND FINANCE LIMITED
S-524, IST FLOOR, VIKAS MARG
SHAKARPUR DELHI 110092**

**Sub: Secretarial Audit for the Financial Year ended March, 2023 of even
Date is to be read with this letter**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Divya Rani
(Practicing Company Secretaries)**

**Sd/-
Divya Rani
(Proprietor)
ACS A64841
COP No. 26426
UDIN: A064841E000954983**

**Date: 05.09.2023
Place: Delhi**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Abhinav Leasing and Finance Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Abhinav Leasing and Finance Limited having CIN: L65100DL1984PLC018748 and having registered office at S-524, IST FLOOR, VIKAS MARG SHAKARPUR DELHI 110092 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	Designation	DIN	Date of appointment/reappointment in Company
1	MRS. MAMTA AGARWAL	Managing Director	02425119	11/08/2022
2	MR. ATUL KUMAR AGARWAL	Director	00022779	10/01/2014
3	MR. HIMANSHU AGARWAL	Director cum C.F.O.	05192834	07/02/2015
4	MR. RAJEEV GARG	Independent Director	02216829	20/04/2021
5	MR. NIKHIL BANSAL	Independent Director	02701658	07/03/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on

these based on our verification. This certificate is specifically being issued in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Divya Rani
(Practising Company Secretaries)**

Sd/-

Divya Rani

(Proprietor)

ACS NO. A64841, CP No. 26426

UDIN: A064841E000954983

Date: 05.09.2023

Place: Delhi

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ABHINAV LEASING & FINANCE LIMITED

I. Report on the Audit of the Standalone financial Statements

1. Opinion

- A. We have audited the accompanying Standalone Financial Statements of **Abhinav Leasing & Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Indi's") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matters to be described as key audit matters.

4.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

- A. 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 Annexure to Board's Report, Corporate Governance and Shareholder's Information to the extent applicable, but does not include the Standalone Financial Statements and our auditor's report

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

- B. In connection with our audit of the financial statements, our 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 our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

- A. 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone 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 Board of Directors is responsible for overseeing the Company's financial reporting process.

6.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone 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 our 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 Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - i) Identify and assess the risks of material misstatement of the standalone 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.

ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

iv) 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- C. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We 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 we identify during our audit.
- E. We also provide those charged with governance with a statement that we 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 our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
 - D. In our opinion, the aforesaid standalone financial statements comply with the Ind ASs 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our 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 our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv)

- a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), With the understanding whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries;
- b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by company from any person or entity, including foreign entity ("Funding parties"), with the understanding, whether recorded in writing or otherwise, that the company shall. Whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("Ultimate Beneficiaries") or provide any guarantee, Security or the like on behalf of Ultimate Beneficiaries;
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v) During the year, company has not declared or paid dividend during the year which is in compliance with section 123 of the Companies Act, 2013.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

For: GAMS & Associates LLP
Chartered Accountants
FRN: ON500094

CA Anil Gupta
(Partner)
M. No. 008218
UDIN: 23088218BGWJWR9478

Place: New Delhi
Dated: 29/05/2023

ABHINAV LEASING & FINANCE LIMITED

ANNEXURE “A” TO THE INDEPENDENT AUDITORS REPORT

(Referred to in 1(f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our reports to the Members of Abhinav Leasing & Finance Limited of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal Financial Controls over financial reporting of **ABHINAV LEASING & FINANCE LIMITED** ("the Company") as at March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established 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 (:ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) 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.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, 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:GAMS & Associates LLP
Chartered Accountants
FRN: ON500094

CA Anil Gupta
(Partner)

Place: New Delhi

ABHINAV LEASING & FINANCE LIMITED

ANNEXURE “B” TO THE INDEPENDENT AUDITORS REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal & Regulatory Requirements’ section of our report to the Members of Abhinav Leasing and Finance Limited of even date)

Pursuant to Companies (Auditors Report) Order 2020

To the best of our information and according to the explanations provided to us by the company and the books of accounts and records examined by us in the normal course of Audit, we state that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year at reasonable intervals having regard to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification.
 - (c) As explained to us, there is no immovable property held by the company.
 - (d) The Company has not revalued any of its Property, plant and Equipments and Intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the company as at March 31st, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
-
- (ii) (a) As explained to us, the company holds inventory of shares and those are in demat form so it is not possible to physically verify the inventory by the management.
 - (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
-
- (iii) The Company has granted loans, secured or unsecured to companies, firms, Limited

Liability Partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clause 3(iii) (a) to (C) of the Order are applicable to the Company.

1. The Terms and conditions of the grant of such loan are prima facie not prejudicial to the company's interest.
2. The schedule of repayment of principal and payment of interest has been stipulated and the repayments and receipts are regular.
3. In respect of the loans granted by the company, there is no overdue amount remaining outstanding as at the Balance sheet date.
4. No loan granted by the company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
5. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees, and security.

(v) The company has not accepted any deposit or amounts which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable. Hence, reporting under 3(v) of the order is not applicable.

(vi) As informed to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, in respect of the activities carried on by the company.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including provident fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us, there are no dues of Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act. 1961.

- (ix)
- a. The Company has not taken any loans or other borrowings from any lender. hence, reporting under clause 3(ix)(a) of the Order is not applicable.
 - b. The Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.
 - c. The company has not taken any long term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - d. On an overall examination of the financial statements of the company, no funds were raised for short term by the company. Hence reporting under this clause is not applicable.
 - e. On an overall examination of the financial statements of the company, the Company has not taken any funds from the entity or person on account of or to meet the obligations of its subsidiaries.
 - f. The company has not raised any loans during the year and hence reporting of the clause 3(ix)(f) is not applicable.

(x) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. Also, Company has not made any preferential allotment or private placement of the shares or convertible debentures (fully or partly or optionally). Accordingly, the provisions of clause 3(x) of the order are not applicable to the company and hence not commented upon.

(xi) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year. Also, there were no whistle blower complaints received by the company which could be considered while determining the Nature, Timing and Extent of the Audit procedures. hence, reporting under clause 3(xi) is not applicable.

ABHINAV LEASING AND FINANCE LIMITED

CIN NO. L65100DL1984PLC018748

Balance Sheet As on 31st March, 2023**(Amount in Rs.)**

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4	14,56,377	20,97,780
(b) Deferred Tax Assets		3,98,973	1,56,871
(c) Intangible assets		-	-
(d) Financial assets			
(i) Investments	5	65,68,388	65,68,388
(e) Advance Income tax assets (net)		-	-
(f) Other non-current assets	6	52,99,45,710	29,65,71,226
		53,83,69,447	30,53,94,265
Current assets			
(a) Inventories	7	5,82,07,975	5,82,22,982
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	8	2,67,30,085	-
(iii) Cash and cash equivalents	9	35,76,596	70,61,152
(c) Current Income tax assets (net)		-	-
(d) Other current assets	10	30,97,932	17,58,835
		9,16,12,587	6,70,42,969
TOTAL		62,99,82,034	37,24,37,234
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	4,99,80,000	4,99,80,000
Other Equity	12	60,55,731	60,41,374
		5,60,35,731	5,60,21,374
Liabilities			
Non-current Liabilities			
(a) Financial liabilities		30,05,00,000	-
(b) Provisions			
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities			
	Total A	35,65,35,731	5,60,21,374
Current Liabilities			
(a) Financial liabilities			
(i) Other financial liabilities	13	26,72,55,731	30,84,99,672
(b) Other current liabilities	14	35,91,440	65,24,682
(c) Provisions	15	25,99,133	13,91,505
	Total B	27,34,46,303	31,64,15,859
Total equity and liabilities	(A+B)	62,99,82,034	37,24,37,233

See accompanying note nos. 1 to 29 forming part of the financial statements

In terms of our report attached of the even date

For and on behalf of Board
Abhinav Leasing & Finance Ltd.For: GAMS & Associates LLP
Chartered Accountants
F.R.N -ON500094Atul Kumar Agarwal
(Director)
DIN: 00022779Mamta Agarwal
(Managing Director)
DIN:02425119Himanshu Agarwal
(C.F.O)
PAN:-AOAPA6806NGeeta
(C.S.)
PAN: BRXPG9257JCA Anil Gupta
(Partner)

M NO.- 088218

Date: 29/05/2023
Place:- New Delhi

UDIN : 23088218BGWJWR9478

ABHINAV LEASING AND FINANCE LIMITED
CIN NO. L65100DL1984PLC018748
Profit & Loss Account for the year ended 31st March, 2023

(Amount in Rs.)

	Particulars	Note No	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
I	Revenue from operations (gross)	16	43,05,41,745	31,68,02,946
II	Other income	17	37,549	9,217
III	Total income (I + II)		43,05,79,294	31,68,12,163
IV	Expenses:			
	Cost of materials consumed		-	-
	Changes in inventories of finished goods and work-in-progress Excise Duty on Purchases	18	15,007	(4,73,14,399)
	Employee benefits expense	19	39,61,12,692	32,22,87,433
	Finance costs	20	12,37,580	32,53,000
	Depreciation and amortisation expense Other expenses	4	2,54,96,156	79,53,299
	Administrator & Other expenses	21	6,41,403	2,48,603
	Contingent Provision for Standard Assets (@ 0.4% of outstanding standard assets as per RBI Notification)		60,96,574	2,95,20,456
	Total expenses		42,95,99,412	31,59,48,392
V	Profit/(loss) before exceptional item and tax (III-IV)		9,79,882	8,63,771
VI	Exceptional item	22	-	-
VII	Profit/(loss) before tax (V-VI)		9,79,882	8,63,771
VIII	Tax-expense/(Credit):			
	-Current tax		(2,54,769)	(2,24,581)
	-Deferred tax		2,42,101	(2,683)
IX	Profit/(loss) for the year (VII-VIII)		9,67,214	6,36,507
X	Other Comprehensive income/(loss)			
	Item that will not be subsequently reclassified to profit or loss			
	(a) Re-measurement gains/(losses) on Investment*			
	(b) Income tax effect			
	Item that may be subsequently reclassified to profit or loss:			
	(a) Cash flow hedges			
	(b) Income tax effect			
	Total Other Comprehensive income/(loss) for the year			
XI	Total Comprehensive income/(loss) for the year		9,67,214	6,36,507
XII.	Earnings/ (loss) per equity share (of Rs. 1/- each) Basic and Diluted (in Rs. per share)		0.019	0.013

See accompanying note nos. 1 to 29 forming part of the financial statements
In terms of our report attached of the even date

For and on behalf of Board
Abhinav Leasing & Finance Ltd.

For: GAMS & Associates LLP
Chartered Accountants
F.R.N -ON500094

Atul Kumar Agarwal (Director) Mamta Agarwal (Managing Director) Himanshu Agarwal (C.F.O) Geeta (C.S.)
DIN: 00022779 DIN:02425119 PAN:-AOAPA6806N PAN: BRXPG9257J

CA Anil Gupta
(Partner)

Date: 29/05/2023

M NO.- 088218

Place:- New Delhi

UDIN : 23088218BGWJWR9478

CIN NO. L65100DL1984PLC018748
Cash Flow Statement as on 31st March, 2023

(Amount in Rs.)

	Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
A.	Cash flow from operating activities	9,79,882	8,63,771
	Profit/(loss) before tax		
	Adjusted for :		
	Depreciation and amortisation expense	6,41,404	2,48,603
	Leasehold prepayments amortisation		
	Interest income		
	Gain on investment		
	change in provision		
	Operating profit/(loss) before working capital changes	16,21,286	11,12,374
	Adjusted for :		
	(Increase)/Decrease in trade receivables	(2,67,30,085)	2,52,008
	(Increase)/Decrease in inventories	15,007	(4,73,14,399)
	(Increase)/Decrease in other assets	(13,39,097)	(2,30,216)
	Increase/(Decrease) in trade payables		
	Increase/(Decrease) in other liabilities	(4,12,43,941)	23,72,40,593
	Increase/(Decrease) in provisions	(29,33,242)	
		(7,06,10,072)	18,99,47,986
	Cash generated from operations		
	Net Income taxes (paid) / refunds		1,74,813
	Net cash from operating activities	(7,06,10,072)	19,08,85,547
B.	Cash flow from investing activities		
	Capital expenditure on property, plant and equipments including capital advances		
	Sale of property, plant and equipments		(21,00,232)
	Loans and Advances Given	(23,33,74,484)	(18,90,16,874)
	Purchases of investments	-	(20,062)
	Sale/Remeasurement of investments		
	Interest received/Dividend received		
	Bank balances not considered as cash and cash equivalents		
	-Deposits placed		
	-Deposits matured		
	Net cash used in investing activities	(23,33,74,484)	(19,11,37,168)
C.	Cash flow from financing activities		
	Proceeds from long-term borrowings	30,05,00,000	
	Proceeds from short term borrowings		
	Repayment of long-term borrowings		
	Repayment of short-term borrowings		
	Interest and finance charges paid		
	Net cash used in financing activities	30,05,00,000	
	Net (decrease) / increase in cash and cash equivalents	(34,84,555)	(2,51,621)
	Cash and cash equivalents as at the beginning of the year	70,61,152	73,12,772
	Cash and cash equivalents as at the End of the year	35,76,596	70,61,152

See accompanying note nos. 1 to 29 forming part of the financial statements
In terms of our report attached of the even date

For and on behalf of Board
Aabhinav Leasing & Finance Ltd.

For: GAMS & Associates LLP
Chartered Accountants
F.R.N -ON500094

Atul Kumar Agarwal Mamta Agarwal Himanshu Agarwal Geeta
(Director) (Managing Director) (C.F.O) (C.S.)
DIN: 00022779 DIN:02425119 PAN:-AOAPA6806N PAN: BRXPG9257J

CA Anil Gupta
(Partner)

Date: 29/05/2023
Place:- New Delhi

M NO.- 088218
UDIN : 23088218BGWJWR9478

Note : 4 Property, Plant and Equipment										(Amount in Rs.)	
Particulars	Gross Block				Accumulated Depreciation				Net Block		
	As at April 1, 2022	Additions/ adjustments	Deductions/ adjustments	As at March 31, 2023	As at April 1, 2022	Charge for the year	Deductions/ adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	
Office Equipment	5,61,800.00	-	-	5,61,800.00	5,36,491.00	-	-	5,36,491.00	25,309.00	25,309.00	
<i>(Previous year)</i>	<i>5,61,800.00</i>	<i>-</i>	<i>-</i>	<i>5,61,800.00</i>	<i>5,36,491.00</i>	<i>-</i>	<i>-</i>	<i>5,36,491.00</i>	<i>25,309.00</i>	<i>25,309.00</i>	
Vehicles	35,66,667.00	-	-	35,66,667.00	16,03,361.00	6,13,140.46	-	22,16,501.46	13,50,165.54	19,63,306.00	
<i>(Previous year)</i>	<i>14,66,435.00</i>	<i>-</i>	<i>-</i>	<i>35,66,667.00</i>	<i>13,93,113.00</i>	<i>2,10,248.00</i>	<i>-</i>	<i>16,03,361.00</i>	<i>19,63,306.00</i>	<i>73,322.00</i>	
Furniture and fixtures	11,98,000.00	-	-	11,98,000.00	10,88,835.00	28,262.82	-	11,17,097.82	80,902.18	1,09,165.00	
<i>(Previous year)</i>	<i>11,98,000.00</i>	<i>-</i>	<i>-</i>	<i>11,98,000.00</i>	<i>10,50,480.88</i>	<i>38,355.00</i>	<i>-</i>	<i>10,88,835.88</i>	<i>1,09,164.12</i>	<i>1,47,519.00</i>	
Total	53,26,467.00	-	-	53,26,467.00	32,28,687.00	6,41,403.28	-	38,70,090.28	14,56,376.72	20,97,780.00	
<i>Total -Previous Year</i>	<i>32,26,235.00</i>	<i>-</i>	<i>-</i>	<i>53,26,467.00</i>	<i>29,80,084.88</i>	<i>2,48,603.00</i>	<i>-</i>	<i>32,28,687.88</i>	<i>20,97,779.12</i>	<i>2,46,150.00</i>	

Statement of Changes in Equity for the year ended March 31, 2023

A Equity share capital					
Particulars	As at March 31, 2023				
	Equity shares of Rs. 10 each issued, subscribed and fully paid:	Numbers of shares	Rupees		
As at March 31, 2021		4,99,80,000	4,99,80,000		
As at March 31, 2022		4,99,80,000	4,99,80,000		
As at March 31, 2023		4,99,80,000	4,99,80,000		
B Other equity					
Particulars	Reserve and Surplus				
	Capital Reserve	Retained Earnings	Special Reserve	General Reserve	Total reserves
Balance as at March 31, 2022	1,34,875	54,78,771	5,97,110	-	62,10,756
Profit for the year	-	9,67,214	-	-	9,67,214
Add: Addition in Profit from Last Year	-	-	-	-	-
Contingent Provision for Standard Assets (@ 0.4% of outstanding standard assets as per RBI Notification)	-	9,52,858	-	-	9,52,858
provision for 45-IC of RBI Act (@ 20% of profit)	-	(1,93,443)	1,93,443	-	-
Other comprehensive income/(loss) for the year ³	-	-	-	-	-
Balance as at March 31, 2023	1,34,875	1,80,54,426	7,90,553		1,97,81,362

(Amount in Rs.)

5 Investments		
Particulars	As at March 31, 2023	As at March 31, 2022
Investment in equity share		
Reliance Industries Limited (Partly Paid-up shares)	20,062	20,062
Investment in un quoted equity shares	65,48,326	65,48,326
Total	65,68,388	65,68,388
6 Other non-current assets		
Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loan & Advances	52,99,45,710	29,17,31,226
Doubtful		
Loan & Advances	-	48,40,000
Total	52,99,45,710	29,65,71,226
7 Inventories		
Particulars	As at March 31, 2023	As at March 31, 2022
(a) Finished goods/Traded goods	5,82,07,975	5,82,22,982
Total	5,82,07,975	5,82,22,982
8 Financial assets - Non current : Trade receivable		
Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Trade receivable	2,67,30,085	-
Total	2,67,30,085	-
9 Financial assets - Current : Cash and cash equivalents		
Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	7,35,258	1,78,909
Balances with banks	28,41,338	68,82,243
Total	35,76,596	70,61,152
10 Other Current Assets		
Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Balances with statutory/Government authorities	27,86,897	5,00,011
Interest Receivable	3,11,034	12,58,824
Total	30,97,932	17,58,835

(Amount in Rs.)				
11 Share capital				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	Amount	Number of Shares	Amount
(a) Authorised Share Capital				
Opening/Closing balance (equity shares of Rs 1 each)	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000
TOTAL	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000
(b) Issued, subscribed and fully Paid up				
Opening/Closing balance (equity shares of Rs 1 each)	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000
TOTAL	4,99,80,000	4,99,80,000	4,99,80,000	4,99,80,000
(c) Details of shares held by each shareholder holding more than 5% shares				
Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares Held	% Holding	No. of Shares Held	% Holding
PALAK KHANDEWAL	28,74,184	5.75	28,74,184	5.75
12 Reserve & Surplus				
Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount		Amount	
Capital reserve		1,34,875		1,34,875
Special reserve		5,97,110		4,69,809
Add : provision for 45-IC of RBI Act (@ 20% of profit)		1,93,443		1,27,301
A		9,25,428		7,31,985
Profit/(loss):Opening balance		53,09,389		55,56,251
Add: Current year Profit		9,67,214		6,36,507
Add: Addition in Profit and Loss from Last Year		-		-
Less : Provision for 45-IC of RBI Act (@ 20% of profit)		(1,93,443)		(1,27,301)
Less: Contingent Provision for Standard Assets (@ 0.4% of outstanding standard assets as per RBI Notification)		(9,52,858)		(7,56,067)
B		51,30,303		53,09,389
TOTAL	A+B	60,55,731		60,41,375

(Amount in Rs.)		
13 Financial liabilities - Current : Other financial liabilities		
Particulars	As at March 31, 2023	As at March 31, 2022
Others	26,72,55,731	26,41,29,337
Dues to related parties (refer note 28)	-	4,43,70,335
Total	26,72,55,731	30,84,99,672
14 Other Current liabilities		
Particulars	As at March 31, 2023	As at March 31, 2022
Statutory liabilities	3,73,190	15,000
Audit Fee Payable	-	25,000
Other business advances	6,83,168	48,83,040
Other liabilities	25,35,082	16,01,642
Total	35,91,440	65,24,682
15 Provisions		
Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Standrad Assets	21,19,783	11,66,925
Provision for Tax	4,79,350	2,24,581
Total	25,99,133	13,91,506

(Amount in Rs.)

16 Revenue from operations		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
Sale (including loss from F & O)	39,77,40,271	31,17,84,379
Dividend Income	6,51,370	9,835
Interest Income	3,21,50,104	50,08,733
Revenue from operation (gross)	43,05,41,745	31,68,02,946
* Include loss from F& O		
17 Other income		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
Misc. income	223	9,217
Interest on income tax refund	37,326	-
Total	37,549	9,217
18 Changes in inventories of finished goods and work-in-progress		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
Opening inventories Finished goods Work in progress By products	5,82,22,982	1,09,08,583
Closing inventories Finished goods Work in progress By products	5,82,07,975	5,82,22,982
Total	15,007	(4,73,14,399)
19 Employee benefits expense		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
(a) Salaries and wages	12,37,580.00	32,53,000
Total	12,37,580.00	32,53,000
20 Finance cost		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
Interest expense	2,54,96,155.63	79,53,299
Total	2,54,96,155.63	79,53,299
21 Other expenses		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
Advertisement Expenses	1,68,588.00	28,560
AGM expenditure	2,49,750.00	2,26,500
Auditors fee	-	25,000
CDSL / NSDL	58,531.54	9,887
Conveyance Expenses	15,000.00	-
Electricity Expenses	2,06,738.48	-
General Expenses	-	1,12,800
Insurance	27,382.13	37,136
Interest/Penalty	1,01,414.66	1,26,320
Listing Fee	3,54,000.00	3,54,000
Secretarial Fees	6,000.00	15,000
Software Expenses	-	15,712
Other Expenses	72,370.00	-
Other Trading Expenses	3,00,000.00	-
Loss on sale of shares	29,87,499.13	2,76,61,068
Share Transfer expenses	8,74,995.80	7,33,520
Stamp duty	13,080.83	-
Demat Charges	27,040.06	29,000
Bank Charges	2,830.01	966
GST Expenses	-	20,948
Telephone Exp	-	2,944
Travelling Expenses	85,000.00	-
Roc / MCA Exp	3,73,794.40	1,03,100
Rent	1,35,000.00	-
Donation	-	-
Misc Exp	21,359.00	2,244
Website Maintenance	16,200.00	15,750
Total	60,96,574.04	2,95,20,456
22 Exceptional Items		
Particulars	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
Interest	-	-
Total	-	-

23. Contingent Liabilities and commitments		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Guarantee given by bank	Nil	Nil
Income Tax matter in dispute	Nil	Nil
24. Obligation & Commitments outstanding		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
a). Estimated Value of contracts remaining to be executed	Nil	Nil
b). Bill Discounted with Bank	Nil	Nil
<p>24.a). The response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinions, adjustment on reconciliation of the balances, if any required, will not be material in relation to the financial statements of the company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations are completed.</p> <p>b). Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the balance sheet.</p> <p>25. The company operates in a two type of business i.e. Income from Shares & Interest Income and single geographical segment i.e. with in India Accordingly no separate disclosures for primary Business and Second Geographical segment are required</p> <p>26.a Estimation of uncertainties relating to the global health pandemic from COVID-19</p> <p>World Health Organisation (WHO) declared Outbreak of Corona virus disease (COVID-19) a global pandemic on March 11 2020 . Consequent to this Government of India declared lock down on 24 March 2020 which has impacted the business activities of the company. The company has taken various measures in consonance with central and state government or it is to contain the pandemic command which includes closing of offices and adopting work from home policy for employees.</p> <p>Given the uncertainty of quick turn down to normalcy, post lifting of the lock down, the company has carried out a comprehensive assessment of possible impact on its business operations, financial assets common contractual obligations and its over on equity position, based on the internal external sources of information and application of reasonable estimates. the company does not foresee any significant incremental risk to the recoverability of its assets or in meeting its financial obligations over the foreseeable future given early and its quite steps taken to contain, protect and mitigate the exposure</p> <p>pursuant to the relax guidelines, the company has now resumed its operations and activities as allowed in strict keeping with government at advisors. however, most of the staff continued to operate from home. Since the situations are continuously evolving, the impact assessment be different from the estimates made has at the date of approval of these financial statement and the management to will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the company and take necessary measures to address the situations.</p> <p>b. Previous year figures have been regrouped and rearranged to make them comparable with the current year figures.</p>		
(Amount in ₹)		
27. Payments to auditors	For the Year Ended	For the Year Ended
	31st March, 2023	31st March, 2022
As Auditor - for statutory audit and limited review For other services	25,000	25,000
Total	25,000	25,000
28. Earnings per share (EPS)		
Particulars	31st March, 2023	31st March, 2022
Net profit/(loss) after tax for the year (Rs in crores)	9,67,214	6,36,507
Weighted number of ordinary shares for basic EPS	4,99,80,000	4,99,80,000
Nominal value of ordinary share (in Rs. per share)	1.00	1.00
Basic and Diluted earnings for ordinary shares (in Rs. per share)	0.0194	0.0127

29 RELATED PARTY DISCLOSURES**A Names of related parties and description of relation :**

(i) Holding companies: NIL

(ii) Subsidiary companies : NIL

(iii) Related parties other than holding companies with whom transactions have taken place during the year

(a) Fellow subsidiaries : NIL

(b) Other related parties: Aglow Financial Services Pvt Ltd, MIDAS Global Securities Ltd, Tridev InfraEstates Limited, Jolly Plastic Industries Ltd.

(iv) Key Management Personnel: Atul Kumar Agarwal, Mamta Agarwal, Nikhil Bansal, Himanshu Agarwal, Rajeev Garg, Geeta(C.S.)

(v) Relatives of KMP: Mr. Sudhir Kumar Agarwal

B Transactions with related parties

Particulars	Relation	March 31, 2023	March 31, 2022
Interest expense			
Jolly Plastic Industries Ltd	Director Interested	223782	1,50,895
Tridev InfraEstates Limited	Director Interested	55805	
Total			38,37,935

Particulars	Relation	March 31, 2023	March 31, 2022
Interest income			
Aglow Financial Services Pvt Ltd	Director Interested	8091508	-
Total			6,534

Particulars	Relation	March 31, 2023	March 31, 2022
Purchase			
Midas Global Securities Ltd	Director Interested	28830516	
Total			

Particulars	Relation	March 31, 2023	March 31, 2022
Sale			
Midas Global Securities Ltd	Director Interested	252594457	
Total			

Particulars	Relation	March 31, 2023	March 31, 2022
Loan given during the year			
Tridev Infra Estates Limited	Director Interested		2,70,000
Aglow Financial Services Private Limited	Director Interested	102294820	10,44,19,385
Atul Agarwal HUF	Director Interested	5717000	
Total			11,28,84,385

Particulars	Relation	March 31, 2023	March 31, 2022
Loan taken during the year			
Jolly Plastic Industries Ltd	Director Interested	5805806	64,50,000
Sudhir Kumar Agarwal	Director Relative	1250000	
Atul Kumar Agarwal	Director	17589000	
Tridev Infra Estates Limited	Director Interested	4460000	-
Total			8,17,86,470

Particulars	Relation	March 31, 2023	March 31, 2022
Loans & Advances Recovered			
Aglow Financial Services Pvt Ltd	Director Interested	63908000	3,56,24,490
Atul Agarwal HUF	Director Interested	5717000	
Tridev Infra Estates Limited	Director Interested		2,45,000
Total			4,40,64,490

Particulars	Relation	March 31, 2023	March 31, 2022
Loans & Advances Repaid			
Jolly Plastic Industries Ltd	Director Interested	5805806	64,50,000
Sudhir Kumar Agarwal	Director Relative	1250000	
Atul Kumar Agarwal	Director	17589000	

Particulars	Relation	March 31, 2023	March 31, 2022
Loans & Advances Repaid			
Jolly Plastic Industries Ltd	Director Interested	5805806	64,50,000
Sudhir Kumar Agarwal	Director Relative	1250000	
Atul Kumar Agarwal	Director	17589000	
Tridev Infra Estates Limited	Director Interested	4460000	-
Himanshu Agarwal	Director	2950000	
Total			10,63,72,552
Balance outstanding at the year end			
Amount Payable			
Himanshu Agarwal	Director		29,50,000
Amount Receivable			
Aglow Financial Services Pvt Ltd	Director Interested	112000000	7,36,13,180

Non Current Liabilities: Financial Liabilities		
Particulars	As at March 31, 2023	As at March 31, 2022
Arpana Share Capital Private Limited	30,05,00,000	-
	-	
Total	30,05,00,000	-

3. 3. Summary of significant accounting policies.

A. Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires. The management has made estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions. Therefore, the actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

B. Revenue Recognition

Revenue is recognized only on the basis of its certainty to received and right of its recognition

- i) Income from investment is accounted when right to receive of such income is established.
- ii) For other incomes, the company follows the accrual basis of accounting except:
 - (a) Where there is no reasonable certainty regarding the amount and / or its collectivity.
 - (b) Dividend Income is recognized as and when it has received

C. Inventories

Inventories are valued at lower of cost (computed on FIFO method) and Estimated Net Realizable value, after providing for cost of obsolescence and other costs in bringing the inventories to their present location and condition.

D. Investments

Long-term investments are stated at cost. Provision for diminution in the value of long term investment is made only if, such a decline is other than temporary in the opinion of the management. The Current investments are stated at lower of cost or quoted/fair vale market value computed category wise.

E. Fixed ,Intangible Assets & Borrowing Cost

- (i) Fixed Assets are stated at their original cost, less provision for impairment losses, if any ,depreciation , amortization and adjustments on account of foreign exchange fluctuations in respect of changes in rupee liability of foreign currency loans used for acquisition of fixed assets.
- (ii) There is no Intangible Assets.
- (iii) The borrowing cost such as interest, processing fee etc are recognized in accordance with principal laid down in the Accounting Standard 16. Cost of borrowing related to General borrowing is charged to Profit and loss account.

F. Depreciation & Amortization

Depreciation on tangible assets is provided based on the useful lives prescribed under Part C of Schedule II of the Companies Act 2013. Accordingly the remaining life of Assets are considered after adjusting already lapsed life of assets, from the life prescribed under the new Companies Act. Accordingly depreciation calculated as per new provision.

G. Cash & Cash equivalent

Cash and cash equivalents comprise cash and cash or deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to know amounts of cash to be cash equivalents.

H. Employee Benefits

Company has complied with all labour laws.

I. Accounting for taxes for income

Deferred Tax :- Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deferred tax assets and liabilities are measured using the enacted/substantively enacted tax rate for continuing operations. Adjustment of deferred tax liability attributable to change in tax rate is shown in the statement of profit and loss as a part of the deferred tax adjustment for the year.

J. Provisions and Contingent Liabilities

Provision are recognized for present obligations, of uncertain timing or amount, arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability unless the possibility of outflow of resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the possibility of outflow of resources embodying economic benefits is remote.

K. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares during the year.

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

ABHINAV LEASING AND FINANCE LIMITED

REGD OFF: S-524, IST FLOOR, VIKAS MARG, SHAKARPUR-DELHI-110092

Email: abhinavleasefinltd@gmail.com, Website: www.abhinavleasefinltd.in

CIN: L65100DL1984PLC018748

PH: 011-40108941

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Members of **ABHINAV LEASING AND FINANCE LIMITED** (CIN L65100DL1984PLC018748) will be held on **Saturday, 30th September, 2023 at 09:00 A.M.** at, "S-524, VIKAS MARG, SHAKARPUR-DELHI-110092" to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2023 and the Auditor's and Director's Report thereon.

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Atul Kumar Agarwal (DIN 00022779), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Mr. Atul Kumar Agarwal (DIN 00022779), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be Mr. Atul Kumar Agarwal (DIN 00022779), as the Director of the Company."

SPECIAL BUSINESS:-

3. APPROVAL FOR RELATED PARTY TRANSACTIONS:-

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions, if any, of the companies Act, 2013 (the Act) read with the companies (Meetings of board and its powers) Rules, 2014 and read with the regulation 23 of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 consent of the members be and is hereby accorded to the Board of directors of the Company to enter into the contracts and/or arrangements with the following related parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's creation of secured charges with the following Related Parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and all the Related Parties up to maximum amount per amount per transaction not exceeding

10 (Five) Crores/-. The Company hereby approves, ratifies and confirms the said agreements/ transactions entered into with the related parties as defined under the act, Rules made there under and SEBI (LODR), regulations with effect from 1st April, 2023:-

S. No.	Name of Related Party	Period Of Contract	Particulars Of Contract	Expected Maximum Value Of per Transaction W.E.F. 1st April, 2023 (In Crores `)
1.	Svam Software Limited	1st April, 2023 to 31st March 2024	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	10.00
2.	Jolly Plastic Industries Limited	1st April, 2023 to 31st March 2024	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	
3.	Tridev Infraestates Limited	1st April, 2023 to 31st March 2024	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	
4.	Aglow Financial Services Private Limited	1st April, 2023 to 31st March 2024	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	

5.	Sarnimal Investment Limited	1st April, 2023 to 31st March 2024	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
6.	Chrismatic Developers Private Limited	1st April, 2023 to 31st March 2024	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
7.	Salora Capital Limited	1st April, 2023 to 31st March 2024	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
8.	Midas Global Securities Limited	1st April, 2023 to 31st March 2024	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
9.	Any other related parties not mentioned herein above and as defined under the act	1st April, 2023 to 31st March 2024	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors (which expression shall include the Audit Committee or any other committee thereof for the time being exercising the powers conferred by this resolution) to approve the transactions and the terms and conditions with any of the aforesaid related party/ies and to take such steps as may be necessary for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.”

**By the order of Board of directors
Abhinav Leasing and Finance limited**

**Sd/-
Atul Kumar Agarwal
(Director)**

Date: 06.09.2023

Place: Delhi

NOTES:-

- 1. AS PER THE PROVISIONS OF SECTION 101 OF THE COMPANIES ACT,2013 & SECRETARIAL STANDARD -2, NOTICE OF THE AGM IS BEING SENT IN ELECTRONIC MODE TO THOSE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANT(S). MEMBERS (PHYSICAL / DEMAT) WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESSES WITH THE COMPANY CAN GET THE SAME BY REQUESTING TO OUR REGISTRAR AND SHARE TRANSFER AGENT I.E., SKYLINE FINANCIAL SERVICE PRIVATE LIMITED (“RTA”) AT INFO@SKYLINERTA.COM AND TO THE COMPANY AT ABHINAVLEASEFINLTD@GMAIL.COM.**
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING / AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 3. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ATTACHED TO THIS NOTICE.**
- 4. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER, HOLDING MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE**

CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

5. Register of members and share transfer books will be closed from Saturday 23rd September, 2023 to Saturday 30th September, 2023 (both the days inclusive).
6. Members are requested to please notify immediately any change in their addresses to the company.
7. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
8. Mr. Manish Pawan Jain & Co. (M. No. 523718) Chartered Accountants, has been appointed as Scrutinizer for the purpose of Postal Ballot Process.
9. Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the AGM.
10. The Member Are Requested To:-
 - a. Intimate changes if any in their address to the company or to the Registrar and Share transfer agent of the company, Skyline Financial Services (P) ltd. At D-153A, Okhla Industrial Area, Phase-I, Delhi 110020, Ph-011-30857575.
 - b. Quote folio number in all their correspondence with the company.
 - c. Bring their copies of annual report including attendance slip at the venue for the AGM.
11. Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. Quoting their folio number(s) to company's share transfer agent.
12. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing the representatives to attend and vote at the general meeting.
13. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website at <https://www.abhinavleasefinltd.in/>, websites of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services Pvt Ltd at <https://www.skylinerta.com/>.
14. In terms of the provisions of Section 152 of the Act, Shri Atul Kumar Agarwal, Directors of the Company, retire by rotation at the Meeting.

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

ITEM NO.3

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions which are in the ordinary course of business and/or are on arm's length basis. Transactions that do not satisfy these criteria can be carried out only with the approval of

the shareholders accorded by way of a special resolution. Though all the transactions with the related parties mentioned under the resolution in Item No. 3 are in the ordinary course of business and are at arm's length basis. As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has made it mandatory that all material Related Party Transactions (i.e., the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company) shall require approval of the shareholders by way of a special resolution. The Audit Committee and the Board of Directors of the Company in their meetings held on 14th February, 2023 have approved the transactions given in Item No. 3 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a Special Resolution pursuant to Section 188 read with rules made there under and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nature of Interest of Related parties in the Company is given below:-

S. No.	Name Of Related Party	Nature Of Interest Or Concern
1.	Svam Software Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Abhinav Leasing and Finance Limited.
2.	Jolly Plastic Industries Limited	Mr. Atul Kumar Agarwal is Common Directors in Abhinav Leasing and Finance Limited and Jolly Plastics Industries Limited.
3.	Tridev Infraestates Limited	Mr. Atul Kumar Agarwal and Mrs. Mamta Agarwal are Common Directors in Midas Global Securities Limited and Abhinav Leasing and Finance Limited.
4.	Aglow Financial Services Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Aglow Financial Services Private Limited.
5.	Sarnimal Investment Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Sarnimal Investment Limited.
6.	Chrismatic Developers Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Chrismatic Developers Private Limited
7.	Salora Capital Limited	Mr. Sudhir Kumar Agarwal, Director in the

		Svam Software Limited, who is also director in Salora Capital Limited
8.	Midas Global Securities Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Midas Global Securities Limited.

None of the directors and/or Key managerial Personnel of the company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No.05 of the accompanying Notice.

**By the order of Board of directors
Abhinav Leasing and Finance limited**

**Sd/-
Atul Kumar Agarwal
(Director)**

Date: 06.09.2023

Place: Delhi

VOTING THROUGH ELECTRONIC MEANS:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed M/s Manish Pawan Jain & Co. (M. No. 523718) Chartered Accountant in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding Two (2) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

The instructions for members for e-voting are as under:

- 1) The remote e-voting period begins on **Wednesday, 27th September, 2023 (9:00 A.M.) and ends on Friday, 29th September, 2023 (5:00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) 15th September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on 01st September, 2023 i.e. the cut-off date for determining the eligible shareholders for receiving notice. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.

- 2) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- 3) Click on "Shareholders" tab.
- 4) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.

- 6) If you are holding shares in De-mat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

If you are a first timer user, follow the steps given below and fill the appropriate boxes:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the De-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN of the Abhinav Leasing and Finance Limited on which you choose to vote.
- 12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- 13) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 14) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 17) If De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 19) Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 20) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- 21) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

****In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained**

with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode in CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and new system Myeasi tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & new system Myeasi tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL:

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

GENERAL INSTRUCTIONS:

1. The remote e-voting period begins on **Wednesday, 27th September, 2023 (9:00 A.M.) and ends on Friday, 29th September, 2023 (5:00 P.M.)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) 15th September, 2023** may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
3. The Notice of the Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i.e.1st September, 2023 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company at www.abhinavleasefinltd.in
4. The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 15th September, 2023 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 15th September, 2023.
5. M/s Manish Pawan Jain & Co. (M. No. 523718) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding Two (2) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

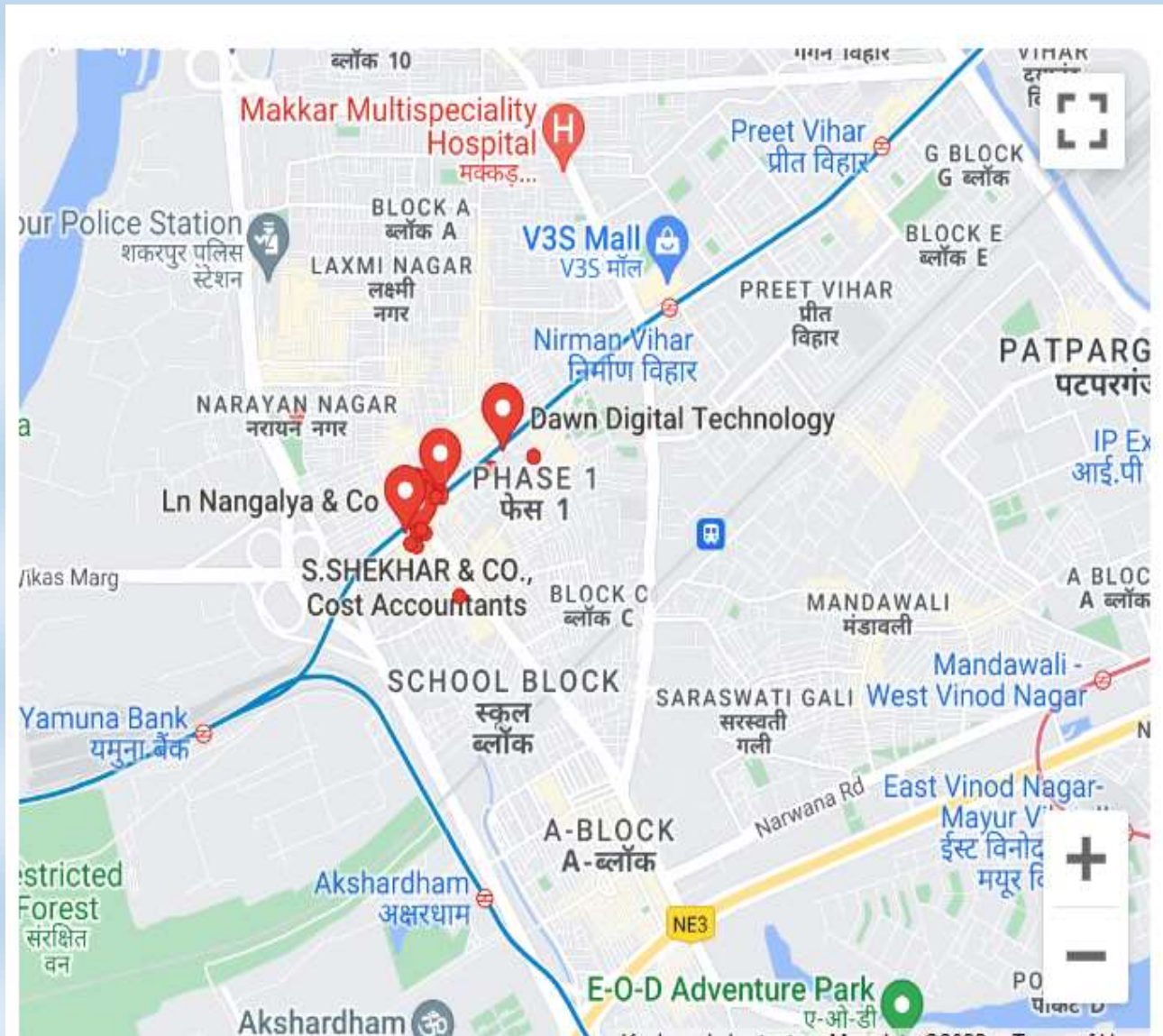
By the order of Board of directors

Abhinav Leasing and Finance limited

Date: 06.09.2023
Place: Delhi

Sd/-
Atul Kumar Agarwal
Director

ROUTE MAP



➤ <https://www.abhinavleasefinltd.in/contact-us>

PROMINENT LAND MARK,

➤ TVS Bike Showroom

ABHINAV LEASING AND FINANCE LIMITED

REGD OFF: S-524, 1ST FLOOR, VIKAS MARG, SHAKARPUR-DELHI-110092
Email: abhinavleasefinltd@gmail.com, Website: www.abhinavleasefinltd.in
CIN: L65100DL1984PLC018748 PH: 011-40108941

ATTENDANCE SLIP

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

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

I hereby record my Presence at the Annual General Meeting of the Company being held on **Saturday, 30th Day of September, 2023 at 09:00 A.M. at "S-524, 1st Floor, Vikas Marg, Shakarpur-Delhi-110092** at 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.

ABHINAV LEASING AND FINANCE LIMITED

REGD OFF: S-524, IST FLOOR, VIKAS MARG, SHAKARPUR-DELHI-110092

Email: abhinavleasefinltd@gmail.com, Website: www.abhinavleasefinltd.in

CIN: L65100DL1984PLC018748

PH: 011-35943509

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: L65100DL1984PLC018748

Name of the Company: ABHINAV LEASING AND FINANCE LIMITED

Registered office: S-524, IST FLOOR, VIKAS MARG SHAKARPUR DELHI 110092

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

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

or failing him

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

Or failing him

6. 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 Annual General Meeting of the company, to be held on Saturday, 30th Day of September,

2023 at 09:00 A.M. at "S-524, 1st Floor, Vikas Marg, Shakarpur-Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	RESOLUTIONS
ORDINARY BUSINESS	
1	Adoption of Audited Financial Statements for the year ended March 31, 2023.
2	Re-appointment of Mr. Atul Kumar Agarwal (DIN 00022779), retires by rotation, as a Director of the Company.
SPECIAL BUSINESS	
3.	Approval of Related Party transaction.

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly Completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ABHINAV LEASING AND FINANCE LIMITED

REGD OFF: S-524, IST FLOOR, VIKAS MARG, SHAKARPUR-DELHI-110092

Email: abhinavleasefinltd@gmail.com, Website: www.abhinavleasefinltd.in

CIN: L65100DL1984PLC018748

PH: 011-35943509

BALLOT FORM

1. Name(s) of Shareholder(s) / Beneficial Owner
Including joint-holders, if any :
2. Registered Address of the Sole /
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick() mark at the appropriate box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution /s	I/We dissent to the Resolution /s
1.	Ordinary Resolution	Adoption of Audited Financial Statements for the year ended March 31, 2023.		
2.	Ordinary Resolution	Re-appointment of Mr. Atul Kumar Agarwal (DIN 00022779), retires by rotation, as a Director of the Company.		
3.	Special Resolution	Approval of Related Party transaction.		

Place:

Date:
Owner

Signature of the Shareholder / Beneficial