



ABANS ENTERPRISES LIMITED

**ANNUAL REPORT
2022-23**



CORPORATE INFORMATION

Company Name: Abans Enterprises Limited

Registered Office: 36,37,38A, 3rd Floor, 227 Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai – 400 021.

CIN: L74120MH1985PLC035243 | **ISIN:** INE365001010

Scrip Code: 1. **BSE:** 512165 | 2. **MSEI:** ABANS

Contact: ☎ 022-6179 0000 | 📠 022-6179 0010 | ✉ compliance@abansenterprises.com

Website: www.abansenterprises.com

BOARD OF DIRECTORS

Mr. Abhishek Bansal	Chairman & Managing Director
Mr. Kayomarz Sadri	Whole Time Director and Chief Executive Officer (Appointed w.e.f. July 12, 2023)
Mr. Sanjiv Swarup	Independent Director (Appointed w.e.f. April 5, 2023)
Dr. Anita Shantaram	Independent Director (Appointed w.e.f. July 24, 2023)
Mrs. Punita Suthar	Independent Director
Mrs. Shardul Damani	Non-Executive Director (Appointed w.e.f. April 5, 2023)
Mr. Paresh Davda	Independent Director (Resigned w.e.f. July 24, 2023)
Mr. Mulchand Darji	Independent Director (Resigned w.e.f. March 31, 2023)
Mr. Kaushik Mehta	Non-Executive Director (Resigned w.e.f. July 24, 2023)
Mr. Shivshankar Singh	Non-Executive Director (Resigned w.e.f. March 31, 2023)

KEY MANAGERIAL PERSONNEL

Mr. Abhishek Bansal	Managing Director
Mr. Kayomarz Sadri	Whole Time Director and Chief Executive Officer (Appointed w.e.f. July 12, 2023)
Mr. Anurag Kanwatia	Chief Financial Officer (Appointed w.e.f. July 24, 2023)
Ms. Deepika Gala	Company Secretary & Compliance Officer (Appointed w.e.f. April 5, 2023)
Ms. Reshma Gwalani	Chief Financial Officer (Resigned w.e.f. May 11, 2023)
Mr. Shobhan Mandulla	Company Secretary & Compliance Officer (Resigned w.e.f. March 31, 2023)

STATUTORY AUDITORS

M/s. Paresh Rakesh & Associates LLP,
Chartered Accountants

103, Namrata CHS, Bldg No. 15,
Shashtri Nagar, Link Road,
Goregaon (West), Mumbai - 400 104
Mob No. +91-98675 64075
E-mail: mail@pareshrakesh.in

INTERNAL AUDITORS

M/s. Jain Chowdhary & Co.
Chartered Accountants

104, Model Residency, B. J. Marg,
Jacob Circle, Mahalaxmi, Mumbai-400 011
Tel. No. 022 2300 2921
E-mail: jainchowdhary@gmail.com

SECRETARIAL AUDITOR

M/s. S. P. Date & Associates,
Company Secretaries

I/501 Pranay Nagar,
Ram Mandir Road (Extn.),
Near Vazira Naka,
Borivali (West), Mumbai - 400 091
Mob No. +91-98209 37505
E-mail: shridate24@gmail.com

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Private Limited

Unit no. 9, Shiv Shakti Ind. Estt.,
J .R. Boricha Marg, Lower Parel (E),
Mumbai - 400 011
Tel No. 022-4961 4132
E-mail: support@purvashare.com

BOARD OF DIRECTORS



Mr. Abhishek Bansal

(Managing Director and Chairman)

- SRC - Member



Mr. Kayomarz Sadri

(Whole Time Director and CEO)



Mrs. Shardul Damani

(Non-Executive Director)

- AC - Member
- NRC - Member



Dr. Anita Shantaram

(Independent Director)

- AC - Chairperson
- NRC - Member
- SRC - Member



Mr. Sanjiv Swarup

(Independent Director)

- NRC - Chairperson



Mrs. Punita Suthar

(Independent Director)

- SRC - Chairperson
- AC - Member

* AC - Audit Committee
NRC - Nomination and Remuneration Committee
SRC - Stakeholder's Relationship Committee

CONTENTS

SR. NO.	PARTICULARS	PAGE NO.
1.	CHAIRMAN'S COMMUNIQUE	04 - 05
2.	BOARD'S REPORT AND ITS ANNEXURES	06 - 25
3.	MANAGEMENT DISCUSSION AND ANALYSIS	26 - 31
4.	CORPORATE GOVERNANCE REPORT AND ITS ANNEXURES	32 - 54
5.	FINANCIAL STATEMENTS FOR FY 2022-23:	
	i. Independent Auditor's Report on Standalone Financials	56 - 63
	ii. Standalone Financial Statements	64 - 97
	iii. Independent Auditor's Report on Consolidated Financials	99 - 105
	iv. Consolidated Financial Statements	106 - 152
6.	NOTICE OF THE 37 TH ANNUAL GENERAL MEETING	153 - 170

Chairman's Communiqué

It gives me immense pleasure to share with you our 37th Annual Report for the Financial Year (FY) ending March 31, 2023. Indeed, FY 22-23 was a year marked by volatility and challenges for the global economy and capital markets. The lingering economic impact of the COVID-19 pandemic was compounded by heightened geopolitical tensions, leading to a complex and uncertain economic environment. The world also faced unprecedented inflationary pressures during this period, prompting most central banks to respond with rate hikes to control inflation.

Amidst the volatile and complex global scenario characterised by geopolitical tensions, supply chain disruptions and inflationary pressures, the Indian economy proved to be remarkably resilient in fiscal year 2022-23 with GDP growth of 7.2% and continues to remain one of the fastest growing economy due to the strong macroeconomic fundamentals and prudent measures taken by the Government and regulatory bodies.

The Russian invasion of Ukraine in February 2022 had significant implications on international commodity prices, particularly on crude oil prices. India, being a major importer of crude oil, experienced the impact of this surge in prices. Before the invasion, the price of the Indian basket's crude oil stood at \$94 per barrel in February 2022. However, following the geopolitical tensions and supply disruptions caused by the invasion, the price of crude oil experienced a sharp increase. By June 2022, the Indian basket's crude oil price surged to \$116 per barrel, indicating a substantial rise in a relatively short period. The situation in subsequent months saw a cooling of oil prices due to diplomatic negotiations, potential sanctions, and market reactions. By March 31, 2023, the price of the Indian basket's crude oil had come down to \$78.3 per barrel.

In the fiscal year 2021-2022, Foreign Portfolio Investors (FPIs) made significant withdrawals of funds from the Indian market. Unfortunately, this trend persisted into the following fiscal year 2022-2023. During this period, FPIs continued their sell-off of Indian equities, withdrawing a substantial amount totalling INR 37,631 Crores. The primary catalyst behind this ongoing withdrawal seems to be the aggressive series of interest rate hikes implemented by central banks on a global scale.

The Sensex recorded a modest increase of only 0.7% during the fiscal year 2022-23. This percentage gain was the lowest in the past three years, indicating a relatively sluggish performance for the stock market during that particular period. The Sensex's lower percentage increase reflects the challenging and volatile market conditions that prevailed throughout the year.



The Sensex may have had a modest increase in fiscal year 2022-23, but it is part of the normal ebb and flow of the market. Periods of low or negative growth can be followed by periods of significant gains, and vice versa. Long-term investors understand the importance of staying invested and focusing on the overall market trends rather than being swayed by short-term fluctuations.

In the fiscal year 2022-23, gold emerged as the standout performer among various investment options. Demonstrating its resilience, the precious metal delivered an impressive return of approximately 12.5 percent in the year. This exceptional performance is attributed to the significant global developments, particularly the outbreak of the Russia-Ukraine war, which had a notable impact on the world stage. As investors sought safe-haven assets amidst the uncertainty brought about by the war, the demand for gold escalated, subsequently driving its prices higher. This situation underscores the enduring appeal of gold as a store of value and a hedge against economic and geopolitical uncertainties.

In spite of the setbacks during this financial year, we concentrated on strengthening the core of our business and stay resilient to challenging environment. However, Abans Enterprises Limited ended the year with a consolidated total income of Rs. 1,87,735.95 lakhs as against Rs. 2,89,631.26 lakhs in the previous year and a consolidated profit after tax of Rs. 1,773.03 lakhs versus Rs. 2,901.21 lakhs in the previous year. The decrease in total income and profit after tax was largely due to global economic headwinds such as geopolitical tensions, supply chain disruptions, and fluctuations in commodity prices. In response to these challenges, the company chose to focus on selectively trading in areas where there were opportunities. This strategic decision is often undertaken by management to optimize profitability and mitigate risks.

To conclude, on behalf of the Company, I appreciate and thank the efforts of the senior management team who have risen to the unprecedented challenges. I would like to thank each of the workforce who have shown immense dedication in achieving our goals. I also take this opportunity to thank our Board for their support and guidance as well as our shareholders and customers who are our source of strength. Finally, I express my gratitude to the community at large because our mission has always been not just to create wealth but also to serve them in the best possible manner while enhancing their quality of life.

With Warm Regards

Abhishek Bansal

Chairman and Managing Director

BOARD'S REPORT

To the Members,

Abans Enterprises Limited

Your directors are pleased to present this the Thirty Seventh Annual Report together with the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended March 31, 2023 is summarized below:

PARTICULARS	STANDALONE (Rs. In Lakhs)		CONSOLIDATED (Rs. In Lakhs)	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Revenue from Operations	2,840.92	6,034.55	1,86,721.00	2,88,075.07
Other income	14.65	14.75	1,014.95	1,556.19
Profit before Interest, Depreciation and Taxes	333.77	381.46	2421.70	4282.69
Less: Finance cost	267.72	252.24	445.14	1033.62
Less: Depreciation and amortisation expenses	0.44	0.10	137.74	244.40
Profit Before Tax	65.61	129.12	1,838.82	3,004.67
Less: Provision for Tax	16.41	31.65	65.79	103.46
Profit After Tax	49.20	97.47	1,773.03	2,901.21
Other Comprehensive Income / (Loss) (Net of Tax)	(0.51)	2.22	711.35	265.11
Total Comprehensive Income	48.69	99.69	2,484.38	3,166.32

2. FINANCIAL PERFORMANCE

Standalone

During the year under review, the Company recorded standalone revenue from operations of Rs. 2,840.92 Lakhs as compared to Rs. 6,034.55 lakhs in the previous year. Profit before tax for the year under review was Rs. 65.61 lakhs as against Rs. 129.12 lakhs in the previous year. The profit after tax stood at Rs. 49.20 lakhs for the year under review as compared to the profit after tax of Rs. 97.47 lakhs in the previous year.

Consolidated

During the year under review, the Company recorded Consolidated revenue from operations of Rs. 1,86,721.00 Lakhs as compared to Rs. 2,88,075.07 lakhs in the previous year. Profit before tax for the year under review was Rs. 1,838.82 lakhs as against Rs. 3,004.67 lakhs in the previous year. The profit after tax stood at Rs. 1,773.03 lakhs for the year under review as compared to the profit after tax of Rs. 2,901.21 lakhs in the previous year.

3. PRESENTATION OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT

The financial statements of the Company for financial year ended March 31, 2023, on a standalone and consolidated basis, have been prepared in compliance with the Companies Act, 2013 (the Act), applicable Accounting Standards and Schedule III of the Act. The consolidated financial statements incorporate the audited financial statements of the subsidiaries of the Company based on the effective ownership of the Company in such subsidiaries.

4. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this Annual Report.

5. SHARE CAPITAL OF THE COMPANY

The Authorised Share capital of your Company as on March 31, 2023 was Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each. The Paid up Capital of your Company was 13,94,97,760/- (Rupees Thirteen Crore Ninety Four Lakhs Ninety Seven Thousand Seven Hundred and Sixty only) divided into 1,39,49,776 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up.

During the financial year under review, there was no change in the Share Capital of the Company and has neither issued shares with differential voting rights nor granted stock options or sweat equity shares.

6. INFORMATION ON THE STATE OF AFFAIRS OF THE COMPANY

The Information on the affairs of the Company has been provided in Management Discussion & Analysis Report forming part of this Annual Report.

7. DIVIDEND

The Board of Directors of the Company had declared Interim Dividend of Re. 0.10 (Ten paise) per equity share at the rate of 1% on 1,39,49,776 equity shares of the face value of Rs. 10/- each for the financial year 2022-23. The Board of Directors do not wish to declare final dividend for current year.

8. TRANSFER TO RESERVES

The Board of your Company do not wish to transfer any amount to the General Reserves and retain the entire amount of profit under Retained Earnings.

9. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and 134(3)(a) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year ended March 31, 2023 is uploaded on website of the Company at <http://www.abansenterprises.com/Investor?SearchField=Annual%20Return>

10. NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy pursuant to Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, 2015 is uploaded on website of the Company at <http://www.abansenterprises.com/CorporatePolicies?SearchField=Corporate%20Policies>

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- (b) They 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 of the Company for that period.
- (c) They have taken proper and sufficient care for the 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 fraud and other irregularities.
- (d) They have prepared the annual accounts on a going concern basis.
- (e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2022-23.

In the opinion of the Directors, the Independent Directors appointed since the close of the financial year under review are person of integrity and possess necessary expertise (including proficiency) and requisite experience.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL(KMP)

(a) Appointment, Re-appointment and Resignation of Directors:

Following were the changes in the Board of Directors of the Company since the close of financial year under review:-

- Mr. Sanjiv Swarup (DIN: 00132716) was appointed as Additional Independent Director on April 05, 2023 for a period of five years i.e. till April 04, 2028 subject to approval of shareholders. His appointment as Independent Director was confirmed by shareholders through Postal Ballot on June 21, 2023;
- Mrs. Shardul Damani (DIN: 08511608) was appointed as Additional Non-Executive Director on April 05, 2023 for a period of five years i.e. till April 04, 2028 subject to approval of shareholders. Her appointment as Non-Executive Director was confirmed by shareholders through Postal Ballot on June 21, 2023;
- Mr. Kayomarz Sadri (DIN: 07889169) was appointed as Additional Whole-time Director and Chief Executive Officer on July 12, 2023. He holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member signifying Mr. Kayomarz Sadri to the office of Director.
- Dr. Anita Shantaram (DIN: 00786517) was appointed as Additional Independent Director on July 24, 2023 for a period of five years i.e. till July 23, 2028 subject to approval of shareholders. She holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member signifying Dr. Anita Shantaram to the office of Director.
- Mr. Mulchand Darji (DIN: 07756481) resigned as an Independent Director with effect from March 31, 2023;
- Mr. Shivshankar Singh (DIN: 07787861) resigned as a Non-Executive Director with effect from March 31, 2023;
- Mr. Paresh Davda (DIN: 08303849) resigned as an Independent Director with effect from July 24, 2023;
- Mr. Kaushik Mehta (DIN: 08607881) resigned as Non-Executive Director with effect from July 24, 2023;

(b) Director Retiring by Rotation:

As per the provisions of the Companies Act, 2013, Mrs. Shardul Damani (DIN: 08511608), the Non-Executive and Non-independent director, is liable to retire at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment.

The necessary resolution for re-appointment of Mrs. Shardul Damani forms part of the Notice convening the ensuing Annual General Meeting scheduled to be held on September 27, 2023. The profile and particulars of experience, attributes and skills that qualify Mrs. Shardul Damani for Board membership, are disclosed in the said Notice.

(c) Independent Directors' Declaration:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations.

There has been no change in the circumstances affecting their status as independent directors of the Company. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have enrolled their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

(d) Changes in Key Managerial Personnel (KMP):

- Mr. Shobhan Mandulla resigned as Company Secretary and Compliance Officer, w.e.f close of business hours of March 31, 2023;
- Ms. Reshma Gwalani resigned as Chief Financial Officer of the Company w.e.f close of business hours of May 11, 2023;
- Ms. Deepika Gala was appointed as Company Secretary and Compliance Officer of the Company w.e.f April 05, 2023;

- Mr. Anurag Kanwatia was appointed as the Chief Financial Officer of the Company w.e.f July 24, 2023.

The Board places on record its appreciation for Mr. Shobhan Mandulla and Ms. Reshma Gwalani for their invaluable contribution and guidance during their tenure as Company Secretary and Compliance Officer and Chief Financial Officer, respectively.

13. NUMBER OF MEETINGS OF THE BOARD

4 (Four) meetings of the Board were held during the year, the details of which are provided in the Corporate Governance Report, which forms a part of this report. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

14. BOARD EVALUATION

The Board of Directors have carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI on January 05, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company were evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contributions and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent directors being evaluated.

15. AUDIT COMMITTEE

Pursuant to appointments and resignations of Directors, the composition of Committee comprise as follows:

Sr. No.	Constitution upto March 31, 2023		Constitution w.e.f. April 05, 2023	
	Name of Directors	Designation	Name of Directors	Designation
1.	Mr. Mulchand Darji (Non-Executive Independent Director)	Chairperson	Mr. Paresh Davda (Non-Executive Independent Director)	Chairperson
2.	Mr. Paresh Davda (Non-Executive Independent Director)	Member	Mrs. Punita Suthar (Non-Executive Woman Independent Director)	Member
3.	Mrs. Punita Suthar (Non-Executive Woman Independent Director)	Member	Mr. Kaushik Mehta (Non-Executive Director)	Member

Pursuant to further appointments and resignations in the Board, at the Board meeting held on July 24, 2023, the Audit Committee was reconstituted and the composition of the Audit Committee as on the date of this report is as follows:-

Sr. No.	Name of Directors	Designation
1.	Dr. Anita Shantaram (Non-Executive Woman Independent Director)	Chairperson
2.	Mrs. Punita Suthar (Non-Executive Woman Independent Director)	Member
3.	Mrs. Shardul Damani (Non-Executive Director)	Member

The Committee met 4 (Four) times during the year under review, the details of which are given in the Corporate Governance Report forming part of this Report.

All the recommendations made by the Audit Committee were accepted by the Board of Directors.