
Abhinav Leasing & Finance Limited
17A/55, Triveni Plaza, Gurudwara Road,
Karol Bagh, New Delhi-110005
PHONE: 011-45044444

FAX: 28759334

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of Abhinav Leasing & Finance Limited is scheduled to be held as under:

Day & Date : Wednesday, 25th July, 2013
Time : 04:00 PM
Venue : 17A/55, Triveni Plaza, Gurudwara Road,
Karol Bagh, New Delhi-110005

The business to be transacted at the meeting is as under:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagannath Singhal, who retires by rotation and, does not seek re-appointment.
3. To re-appoint M/s Mahesh Jagmohan & Co., Chartered Accountants, the retiring Statutory Auditors as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that due notice in writing having been received from Mr. Veer Singh, under section 257 of the Companies Act, 1956 proposing his candidature for the office of director, be and is hereby, elected and appointed as a director of the Company liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary resolution:

"RESOLVED that Mr. Gurmeet Singh who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 257, proposing his candidature for the office of the director, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary resolution:

"RESOLVED further that Mr. Mamraj Aggarwal who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 257, proposing his candidature for the office of the director, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation."

By the Order of the Board
For Abhinav Leasing & Finance
Limited



Gurmeet Singh
Chairman

Place: New Delhi
Date: 05/06/2013

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY.

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself and the proxy need not be a member of the Company.

2. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office to the Company during the Office hours on all working days, except Saturday between 11.00 A.M. to 1.00 P.M. upto the date of The Annual General Meeting.
4. As per the provisions of section 109A of the Companies Act'1956, facility for making nominations is available to the members, in respect of Equity Shares, held by them. Requests for nomination facility should be made in the prescribed form (form 2B) a copy of which can be obtained on request from the Registered Office of the Company.
5. Shareholders seeking any information with regard to Accounts are requested to write to the Company at its Registered Office at least 7 days before the date of the Meeting, so as to enable the Management to keep the information ready.
6. Members are requested to bring their copy of the Annual Report to the Meeting and Produce the enclosed Attendance Slip at the entrance to the place of meeting.

By the Order of the Board
For Abhinav Leasing & Finance
Limited



Gurmeet Singh
Chairman

Place: New Delhi
Date: 05/06/2013

EXPLANATORY STATEMENT

Pursuant to Section 173 (2) of the Companies Act, 1956, the following Explanatory Statement sets out the material Facts relation to the Special Business mentioned in the accompanying Notice dated June 5, 2013.

Item No. 5

At the forthcoming Annual General meeting, the Board has received a notice in writing under section 257 of the Companies Act, 1956, from Mr. Veer Singh, proposing his candidature for the office of director of the Company.

Mr. Veer Singh has filed Form DD-A with the Company as required under the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

Your Board recommends the appointment of Mr. Veer Singh, none of the Directors, Except Mr. Veer Singh is deemed to be concerned or interested in the resolution.

Item No. 6

At a meeting of the Board of Directors, the Board decided to appoint Mr. Gurmeet Singh as Additional Director of the Company under Section 260 of the Act. Mr. Singh holds office up to the date of the forthcoming Annual General Meeting of the Company.

The Board has received a notice in writing under section 257 of the Companies Act, 1956, from Mr. Gurmeet Singh, proposing his candidature for the office of director of the Company.

Mr. Gurmeet Singh has filed Form DD-A with the Company as required under the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

Your Board recommends the appointment of Mr. Gurmeet Singh, none of the Directors, Except Mr. Singh is deemed to be concerned or interested in the resolution.

Item No. 7

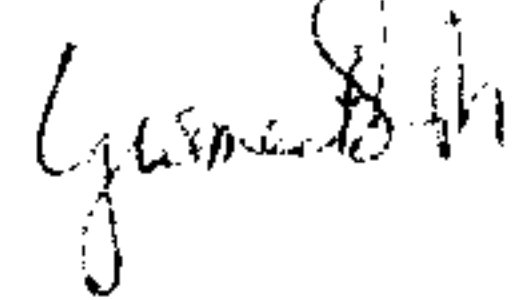
At a meeting of the Board of Directors, the Board decided to appoint Mr. Mamraj Aggarwal as Additional Director of the Company under Section 260 of the Act. Mr. Mamraj Aggarwal holds office up to the date of the forthcoming Annual General Meeting of the Company.

The Board has received a notice in writing under section 257 of the Companies Act, 1956, from Mr. Mamraj Aggarwal, proposing his candidature for the office of director of the Company.

Mr. Mamraj Aggarwal has filed Form DD-A with the Company as required under the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003.

Your Board recommends the appointment of Mr. Mamraj Aggarwal, none of the Directors, Except Mr. Aggarwal is deemed to be concerned or interested in the resolution.

By the Order of the Board
For Abhinav Leasing & Finance
Limited



Gurmeet Singh
Chairman

Place: New Delhi
Date: 05/06/2013

Abhinav Leasing & Finance Limited
17A/55, Triveni Plaza, Gurudwara Road,
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DIRECTORS REPORT

To,

The Members,

Your Directors have pleasure in presenting the Annual Report together with Audited Accounts for the year ended 31st March, 2013.

1. Operation:

This year under review has shown a Gross total income less than last year's gross income due to unfavorable market conditions. However, your Company continued its thrust on optimum utilization of funds by better fund management and therefore, has earned a Net Profit of Rs. 5, 62,662.11 after tax and depreciation as compared to previous year's Net Profit of Rs. 2, 13,594.96 after deducting deferred tax.

Current year's net profit being higher than the previous year reflects astute planning of management, strong operating performance and improved profitability.

2. Deposits:

Company has not accepted any deposit within in the meaning of Section 58-A of the Companies Act, 1956 and the rules made there under.

3. Auditors:

M/S Mahesh Jagmohan & Co., the retiring Auditors hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate in terms of provisions of section 224 (1B) from them confirming their eligibility for the proposed re-appointment.

4. Auditor's Report:

The Directors are of the view that the notes appended to the accounts and referred to by the Auditors in their Report are self explanatory and do not require any further explanation and there is no adverse comments.

5. Corporate Governance

Your company has consistently adopted high standards of Corporate Governance and is committed to and firmly believes in practicing good governance.

A note on Corporate Governance as also the certificate from Company's Auditors confirming compliance of Corporate Governance norms, together with Management Discussion and Analysis are included in the Annual Report.

5. Directors' Responsibility Statement:

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- ii. 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 as at 31.03.2013 and of the profit or loss of the company for the year ended 31st March, 2013.
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the annual accounts on a going concern basis.

6. Directors:

Mr. Jagannath Singhal, retiring director, does not seek re-appointment in the forthcoming Annual General Meeting. He was also the Chairman of the Board of Directors. Your Directors wish to place on record their deep appreciation for the valuable contributions made by Mr. Singhal during his association with the Company as Director.

Mr. Veer Singh, has signified his candidature for the office of Director. Brief particulars of the proposed Director are annexed to the Notice of the Annual General Meeting.

Resolutions seeking approval of the members for appointment of Mr. Veer Singh as Director of the company have been incorporated in the notice of the forthcoming Annual General Meeting.

6. Additional information pertaining to employees, energy, technology absorption, foreign exchange etc. are either not applicable or Nil.

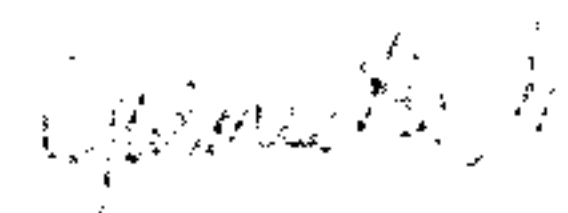
Acknowledgement

The Board of Directors would like to thank the Company's clients, Employees, Shareholders, Bankers and all other Associated with the Company for their continued support.

For and on behalf of the Board of Directors

Date: 05.06.2013

Place: New Delhi



Gurneet Singh
(Chairman)

MAHESH JAGMOHAN & CO.
CHARTERED ACCOUNTANTS

2161/61, IIND FLOOR GURUDWARA ROAD, NAIWALA, KAROL BAGH
NEW DELHI 110027

Telephone No: 011- 28753577

FAX No: 011- 28753577

Email : maheshjagmohan@gmail.com

Auditors' Certificate in respect of Compliance of Corporate Governance

To the Members of
Abhinav Leasing and Finance Limited

We have examined the compliance of conditions of Corporate Governance by **Abhinav Leasing and Finance Limited**, for the year ended on 31 March 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.


We state that during the year ended 31st March, 2013, no investor grievances were received or are pending for a period exceeding one month against the company as per the records maintained by the Shareholders'/ Investors' Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Dated: 05.06.2013

Place: New Delhi

For MAHESH JAGMOHAN & CO.
Chartered Accountants


(Mahesh K. Agrawal) FCA
Prop. M. No. 092817

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

1. Company's Philosophy

Our Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements but also practices to strive towards enhancement of shareholder value through sound business decisions, prudent financial management and high standards of ethics throughout the organization.

It strives to ensure transparency and professionalism in all decisions and transactions of the Company; and achieve excellence in Corporate Governance by conforming to the prevalent mandatory stipulations/guidelines on Corporate Governance regular review of the Board processes and the management systems for further improvement.

2. Board of Directors:

The Board presently consists of three Directors, of which Substantial powers of management of the Company are vested in Shri Jagannath Singhal, Director, subject to general supervision, control and direction of the Board. Appreciating the fact that the composition of the Board is a key to Corporate Governance, eminent persons with business and professional experience, qualifications and expertise in finance, accounts, laws, etc. constitute the Board, thus combining to impart values and provide directors for development of the Company. The present strength of the Board is three directors comprising of all being Non- executive Directors, one of which are independent director.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the Last Annual General Meeting, as also the number of Directorships and committee memberships held by them in other public Companies are given below: