

A thick dark blue vertical bar is positioned on the left side of the page. From its base, several thin, curved lines in dark blue and light grey sweep upwards and to the right, creating an abstract, organic shape.

ANNUAL REPORT 2018-19

**ABHINAV LEASING
AND FINANCE LIMITED**

ABHINAV LEASING AND FINANCE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2018-19

CIN: L65100DL1984PLC018748

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

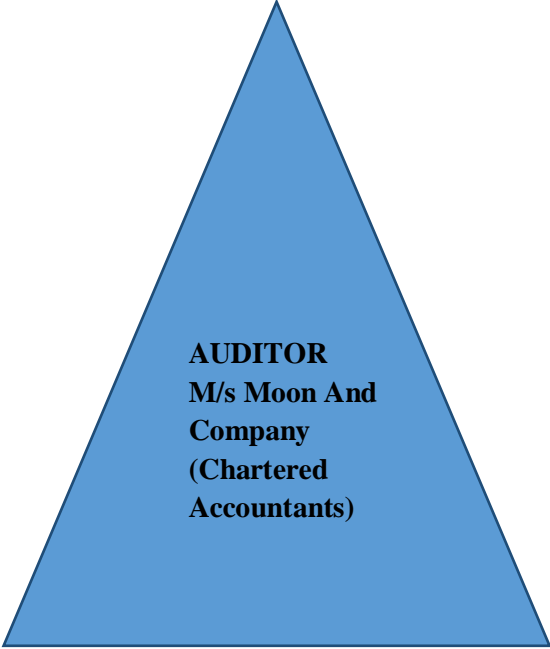
Website: www.abhinavleasefinltd.in

Email id: abhinavleasefinltd@gmail.com



BOARD OF DIRECTORS

- **ATUL KUMAR AGARWAL**
- **ANKIT KUMAR AGARWAL**
- **MAMTA AGARWAL**
- **HIMANSHU AGARWAL**
- **NIKHIL BANSAL**



AUDITOR
M/s Moon And
Company
(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. Ankit Kumar Agarwal: Director Mr. Nikhil Bansal : Additional Director	<u>AUDIT COMMITTEE</u> <table> <tr> <td>Mr. Ankit kumar Agarwal</td><td>Chairman</td></tr> <tr> <td>Mr. Atul Kumar Agarwal</td><td>Member</td></tr> <tr> <td>Mr. Himanshu Agarwal</td><td>Member</td></tr> </table>	Mr. Ankit kumar Agarwal	Chairman	Mr. Atul Kumar Agarwal	Member	Mr. Himanshu Agarwal	Member						
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Mr. Himanshu Agarwal	Member												
<u>NOMINATION AND REMUNERATION COMMITTEE</u> <table> <tr> <td>Mr. Himanshu Agarwal</td><td>Chairman</td></tr> <tr> <td>Mr. Nikhil Bansal</td><td>Member</td></tr> <tr> <td>Mr. Ankit Kumar Agarwal</td><td>Member</td></tr> </table>	Mr. Himanshu Agarwal	Chairman	Mr. Nikhil Bansal	Member	Mr. Ankit Kumar Agarwal	Member	<u>STAKEHOLDER RELATIONSHIP COMMITTEE</u> <table> <tr> <td>Mr. Ankit kumar Agarwal</td><td>Chairman</td></tr> <tr> <td>Mr. Atul Kumar Agarwal</td><td>Member</td></tr> <tr> <td>Mr. Himanshu Agarwal</td><td>Member</td></tr> </table>	Mr. Ankit kumar Agarwal	Chairman	Mr. Atul Kumar Agarwal	Member	Mr. Himanshu Agarwal	Member
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Mr. Nikhil Bansal	Member												
Mr. Ankit Kumar Agarwal	Member												
Mr. Ankit kumar Agarwal	Chairman												
Mr. Atul Kumar Agarwal	Member												
Mr. Himanshu Agarwal	Member												
<u>SECRETARIAL AUDITORS</u> M/s Richa Dhamija and Company (Practicing Company Secretaries) C.O.P. No. 12099	<u>STATUTORY AUDITOR</u> M/s Moon And Company (Chartered Accountants) FRN No: 024693N												
<u>INTERNAL AUDITOR</u> M/s ANVC & Co. (Chartered Accountants) FRN No 028429N	<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, IST FLOOR, VIKAS MARG SHAKARPUR DELHI 110092 CIN: L65100DL1984PLC018748 WEBSITE: www.abhinavleasefinltd.in EMAIL: abhinavleasefinltd@gmail.com PHONE: 011-40108941	<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, 2019.

FINANCIAL SUMMARY

(Amount in `)

PARTICULARS	F.Y. 2018-19	F.Y. 2017-18
Sales/ Income from operations	62857038.00	215412975.00
Total Expenses	(62715211.00)	(214893984.00)
Profit/ (loss) before exceptional item and tax	141827.00	518994.00
Less: Exceptional Items	(69186.00)	0.00
Profit/ (loss) before tax for the year	72641.00	518994.00
Less: Income tax and deferred tax expenses	(214963.00)	(147798.00)
Profit after tax for the year	(142322.00)	371196.00
Other Comprehensive Income/ Loss	(2,82,874.00)	32000.00
Net Profit/ Loss for the Year	(425196.00)	(403196.00)

COMPANY'S PERFORMANCE

Your Company has delivered another year, during the year company's performance was slightly better than previous year, 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. Rabinder Gupta*	Director
5.	Mr. Ankit Kumar Agarwal	Director
6.	Mr. Vinod Kumar **	Director
7.	Mr. Nikhil Bansal***	Additional Director

* Mr. Rabinder Gupta resigned w.e.f. 20th June 2018

** Mr. Vinod Kumar has been appointed as Additional Director w.e.f. 14th August, 2018 and regularized as Independent Director on 28th September, 2018, but he resigned from the post w.e.f. 07th March, 2019.

***Mr. Nikhil Bansal has been appointed as an additional Director w.e.f. 07th March, 2019.

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.

Regularization of Director

1. Mr. Vinod Kumar was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2018, whose appointment have been regularize in the last annual General Meeting held on 28th September, 2018 and resigned from the post of Independent Director w.e.f. 07th March, 2019.
2. Mr. Nikhil Bansal was appointed as an Additional Director of the Company by the Board of Directors with effect from 07th March, 2019, whose term expires in this ensuing Annual General Meeting. Hence, a Resolution for regularization of Mr. Nikhil Bansal is given in Notice of Annual General meeting.

CHANGE IN MANAGEMENT

During the year following appointments/ resignation took place:-

S.NO.	NAME	EVENT
1.	Mr. Rabinder Gupta	Mr. Rabinder Gupta has been resigned w.e.f. 20 th June 2018.
2.	Mr. Vinod Kumar	Mr. Vinod Kumar has been appointed as Additional Director w.e.f. 14 th August, 2018. Whose appointment has been regularized in last Annual General Meeting and resigned from the post of Independent Director w.e.f. 7 th March, 2019.
3.	Mr. Nikhil Bansal	Mr. Nikhil Bansal has been appointed as an additional director w.e.f. 7 th March, 2019.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31st March 2019, 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, 2019. 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 thereunder either to the Company or to the Central Government.

CORPORATE GOVERNANCE

Even though as per the provisions of Companies Act, 2013 regarding Corporate Social Responsibility 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, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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 ANVC & Co (Chartered Accountants FRN No. 028429N) is appointed as 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 seven (7) 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, 2018 to 31st March, 2019, the board of directors met Seven (7) times 28.05.2018, 20.06.2018, 14.08.2018, 01.09.2018, 13.11.2018, 12.02.2019 and 07.03.2019.

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.

DECLARATION BY INDEPENDENT DIRECTOR

The Company Board has two (2) Independent Directors i.e. Mr. Ankit Kumar Agarwal 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.

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 2019, 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 Secretarial Auditor's and Statutory Auditor's in their reports that company board has to provide explanation.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The Company has not given any loan or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

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 loss of ` (425,196)/- for the financial year ended on 31st March, 2019. Therefore no amount transferred to reserve in the year 2018-19.

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 2018-19.

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.

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, 2019 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 12, 2019 and improvement areas were discussed.

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 Non Banking 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, 2019; applicable to it as Non-Deposit taking Non-Banking Finance Company.

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 2018 was ` 49,980,000 and Net Worth was ` 5,58,05,268.00/-

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 2018-19.

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