

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](http://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)**

## CORPORATE INFORMATION

<p><b><u>BOARD OF DIRECTORS</u></b></p> <p>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</p>	<p><b><u>AUDIT COMMITTEE</u></b></p> <p>Mr. Rajeev Garg Chairman  Mr. Nikhil Bansal Member  Mr. Himanshu Agarwal Member</p>
<p><b><u>NOMINATION AND REMUNERATION COMMITTEE</u></b></p> <p>Mr. Nikhil Bansal Chairman  Mr. Rajeev Garg Member  Mr. Atul Kumar Agarwal Member</p>	<p><b><u>STAKEHOLDER RELATIONSHIP COMMITTEE</u></b></p> <p>Mr. Nikhil Bansal Chairman  Mr. Atul Kumar Agarwal Member  Mr. Himanshu Agarwal Member</p>
<p><b><u>SECRETARIAL AUDITORS</u></b></p> <p>M/s <b>Divya Rani</b>  (Practicing Company Secretaries)  C.O.P. No. 26426</p>	<p><b><u>STATUTORY AUDITOR</u></b></p> <p>M/s G A M S &amp; Associates LLP  (Chartered Accountants)  FRN No: 0N500094</p>
<p><b><u>INTERNAL AUDITOR</u></b></p> <p>M/s Sandeep Kumar Singh  (M. No. 511685)  (Chartered Accountants)</p>	<p><b><u>REGISTRAR AND TRANSFER AGENT</u></b></p> <p>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</p>
<p><b><u>REGISTERED OFFICE</u></b></p> <p>S-524, 1ST FLOOR, VIKAS MARG SHAKARPUR  DELHI 110092  <b>CIN:</b> L65100DL1984PLC018748  <b>WEBSITE:</b> www.abhinavleasefinltd.in  <b>EMAIL:</b> abhinavleasefinltd@gmail.com  <b>PHONE:</b> 011-435943509</p>	<p><b><u>STOCK EXCHANGE</u></b></p> <p>BOMBAY STOCK EXCHANGE LIMITED</p>

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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)
<b>Profit after tax for the year</b>	<b>967214</b>	<b>636507.00</b>
Other Comprehensive Income/ Loss	0.00	0.00
<b>Net Profit/ Loss for the Year</b>	<b>967214</b>	<b>636507.00</b>

## **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.

## **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 31<sup>st</sup> 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 31<sup>st</sup> 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,

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 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 1<sup>st</sup> April 2022 to 31<sup>st</sup> 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 31<sup>st</sup> 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 21<sup>st</sup> 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 2<sup>nd</sup> 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 31<sup>st</sup> 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](http://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 Agarwal	Chairperson	1	1	100
Atul Kumar Agarwal	Member	1	1	100
Himanshu Agarwal	Member	1	1	100