

ABHINAV LEASING AND FINANCE LTD.

Regd. Office: 508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001
Phone : + 011-43592522 **Fax :** + 011-43592522 **E-mail :** abhinavleasefinltd@gmail.com
Website : www.abinavleasing.com, **CIN :** L67120DL1984PLC018748

11.10.2017

To

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

Dear Sir,


Subject: Copy of Annual Report 2016-17

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 2016-17 containing the Notice convening the AGM , Audited Financial Statements for the financial year 2016-17 , 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



Atul Kumar Agarwal

(Director)

Encl: As above

ABHINAV LEASING AND FINANCE LIMITED

Regd Off: 508, ARUNACHAL BUILDING,
PLOT NO. 19, BARAKHAMBA ROAD, NEW DELHI-110001

CIN: L67120DL1984PLC018748

Website: www.abhinavleasing.com

Email id: abhinavleasefinltd@gmail.com

ANNUAL REPORT FOR THE FINANCIAL YEAR **2016-17**

BOARD OF DIRECTORS

- ATUL KUMAR AGARWAL
- RABINDER GUPTA
- MALIKHAN SINGH YADAV
- MAMTA AGARWAL
- HIMANSHU AGARWAL

Auditor

Moon & Company

(Chartered Accountants)

DIRECTORS' REPORT TO THE MEMBERS

To,
The Members
Abhinav Leasing and Finance Limited

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of accounts for the financial year ended March 31st, 2017.

FINANCIAL RESULTS

(Amount in Rs.)

	2016-17	2015-16
	(Amount in Rs.)	(Amount in Rs.)
Sales / Income from operations	26341898	24054348
Profit before interest, Depreciation and Tax	362489	629306
Financial Charges	6233654	7913820
Depreciation	224678	459847
Provision for Income Tax / Deferred Tax	67451	17039
Profit / Loss after Tax	2909	209261
Balance brought forward from previous year	4884129	4783258
Appropriation:		
CSR Expenditure	0	0
Dividend & Distribution Tax	0	0
Transferred to General Reserve	0	0
Balance Carried Forward	5021317	4884128
Provision against Standard Assets	93040	332691

COMPANY'S PERFORMANCE

Even though 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.

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 2016-17.

RESERVES

The Company has not transferred any sum to Reserve for the financial year ended on 31st March, 2017.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 499.80 Lakhs @ Rs. 1 per share. The Company not issued shares with differential voting rights nor granted stock options nor sweat equity.

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.

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.

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.

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.

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 A" herewith** and forming part of this report.

INDUSTRIAL RELATIONS

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

DIRECTORS

Mr. Rabinder Gupta (DIN 06568197) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

Ms. Mamta Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th August, 2017 on the Board of the Company. The Company has received a notice in writing from a shareholder along with the requisite deposit as required under Section 160 of the Companies Act, 2013 signifying her candidature for the office of Director.

Appointment of Ms. Mamta Agarwal as a Managing Director

The Board of Directors of the Company in its meeting held on 29th September, 2017 has appointed Ms. Mamta Agarwal as Managing Director on honorary basis for a period of 5 (Five) years commencing from the date of the Meeting.

MEETING OF BOARD OF DIRECTORS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 07 (Seven) Board Meetings and 4 (Four) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

During the year April 01, 2016 to March 31, 2017, the board of directors met 7 times 30/05/2016, 13/08/2016, 01/09/2016, , 12/11/2016, 13/02/2017, 23/02/2017 & 28/03/2017.

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, 2017; applicable to it as Non-Deposit taking Non-Banking Finance Company.

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.

RELATED PARTIES 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.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31st March 2017, the Company has Wholly Owned Subsidiary namely:-

- Humaila Real Estate Limited incorporated on 01.03.2017
- Panthini Construction Limited incorporated on 02.03.2017

CONSOLIDATED FINANCIAL STATEMENT

As Consolidated Accounts of its subsidiaries for the year ended 31st March, 2017 is not applicable as the new Subsidiary company is incorporated on 01.03.2017 and 02.03.2017, as the time limit of maintaining annual account of subsidiaries is not exceed as per companies act 2013 .

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 2017 was Rs. 49,980,000 and Net Worth was Rs. 55,402,071.

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 shall not apply** in our Company.

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.

COMPOSITION OF AUDIT COMMITTEE

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

- i) Mr. Malikhan Singh yadav*
- ii) Mr. Rabinder Gupta
- iii) Mr. Himanshu Agarwal

*Chairman of the Audit Committee

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

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

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

- i) Mr. Himanshu Agarwal*
- ii) Mr. Rabinder Gupta
- iii) Mr. Malikhan Singh yadav

*Chairman of the Nomination and Remuneration Committee

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

COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE

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

- i) Mr. Malikhan Singh yadav*
- ii) Mr. Rabinder Gupta
- iii) Mr. Himanshu Agarwal

*Chairman of the Stakeholders Relationship Committee

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy

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 preclearance 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.

AUDITORS REPORTS/ SECRETARIAL AUDIT REPORTS:

M/S MOON AND COMPANY, CHARTERED ACCOUNTANT (FRN 0024693N), who have been the Statutory Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible offer themselves for re- appointment.

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 K S MANISH & ASSOCIATES, COMPANY SECRETARY IN WHOLE TIME PRACTICE** to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as “**Annexure B**”.

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST March, 2017

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as “**ANNEXURE C**”

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.

PARTICULARS OF EMPLOYEES

Information as per Section 134 of the Companies Act, 2013 read with Companies (Particulars of Employees) Rules, 1975 are given in the statement which form a part of this report. However as per the provisions of section 136 of the Companies Act, 2013, the report and accounts are being sent to all shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining a copy of the particulars may write to the Company's Registered Office.

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2017-2018 to BSE where the Company's Shares are listed.

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

Place: New Delhi
Dated: 01.09.2017

Malikhan Singh Yadav
(DIN: 06732965)
(Chairman)

ANNEXURE "A" TO THE DIRECTORS' REPORT

Information pursuant to the 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 optimise 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 organisation 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.

Particulars	Year Ended March 31, 2017	Year Ended March 31, 2016
Earnings in Foreign currency	Nil	Nil
Earning in Foreign currency	Nil	Nil

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.

Place: New Delhi
Dated: 01.09.2017

Malikhan Singh Yadav
(DIN: 06732965)
(Chairman)

ANNEXURE "B" TO THE DIRECTORS' REPORT**Form No. MR-3
SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31st March, 2017**

[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
UNIT NO.508, ARUNACHAL BUILDING
PLOT NO.19, BARAKHAMBA ROAD
NEW DELHI-110001**

We 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, 2017 (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, 2017 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(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, 1999; **(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, 2008; **(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, 2009; **(Not Applicable to the company during the period under review)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(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 have been notified w.e.f. 1st July, 2015.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (effective from 1st December, 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, the Company was required to appoint Company Secretary and Chief Financial Officer, however despite the best efforts ,company could only appoint Mr. Himanshu Agarwal as Chief Financial Officer of the Company on 26.05.2017
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

**For K S MANISH & ASSOCIATES
(COMPANY SECRETARIES)**

Manish Kumar Singh
(Proprietor)
ACS 50295
CP 18237

Delhi: 01/09/2017
Place: New Delhi

'Annexure 1'

To,

The Members,
ABHINAV LEASING AND FINANCE LIMITED
UNIT NO.508, ARUNACHAL BUILDING
PLOT NO.19, BARAKHAMBA ROAD
NEW DELHI-110001

Sub: Secretarial Audit for the Financial Year ended March, 2017 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 K S MANISH & ASSOCIATES
(COMPANY SECRETARIES)

Manish Kumar Singh
(Proprietor)
ACS 50295
CP 18237

Date: 01/09/2017
Place: New Delhi

ANNEXURE "D" TO DIRECTORS REPORTS

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

{Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

1. REGISTRATION AND OTHER DETAILS:-

(I)	CIN	:	L67120DL1984PLC018748
(II)	Registration Date	:	20/07/1984
(III)	Name of the Company	:	Abhinav Leasing and Finance Limited
(IV)	Category/ Sub Category of the Company	:	Public Listed Company
(V)	Address of the Registered office and	:	508, Arunachal Building, Plot no 19, Barakhamba Road, New Delhi 110001
(VI)	Company Listed	:	BSE
(VII)	Name & Address & Contact Details of RTA	:	Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi-110020

2. Principal Business Activities of the Company: Company is engaged in to the activity of leasing and financing and registered as a Non Banking Financial Company with the Reserve Bank of India.

3. Particular of Holding, Subsidiary and Associates Companies.

S.No.	Name & Address of The Company	CIN	Holding/ Subsidiary/ Associates	% of Shares Held	Applicable Section
1.	Humaila Real Estates Limited	U70109DL2017PLC313712	Subsidiary Company	100%	2(87)
2.	PANTHINI CONSTRUCTION LIMITED	U45403DL2017PLC313739	Subsidiary Company	100	2(87)

4. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

1) Category Wise Shareholding

4. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

1) Category Wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2016				No. of Shares held at the end of the year 31.03.2017				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoter									
1) Indian									
A) Individual / HUF	1830000	0	1830000	3.66	1830000	0	1830000	3.66	0
a) Central Govt.	0	0	0	0	0	0	0	0	0
b) State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	1830000	0	1830000	3.66	1830000	0	1830000	3.66	0
2) Foreign									
a) NRIs- Individual	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter(A)= (A) (1)+(A) (2)	1830000	0	1830000	3.66	1830000	0	1830000	3.66	0

B) Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Compnay	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i). Others	0	0	0	0	0	0	0	0	0
2. Non-Institutions	0	0	0	0	0	0	0	0	0
a. Bodies Corporate	0	0	0	0	2752771	1500	2754271	5.51	0
i. Indian Overseas	0	0	0	0	0	0	0	0	0

b) Individual									
1) Individual shareholders holding nominal share capital upto Rs. 2 Lakh	7712	430500	438212	0.88%	255243	402500	657743	1.32%	0
ii) Individual shareholders holding nominal share capital in exc. Rs. 2 Lakh	42040197	5630000	47670197	95.40%	36696762	3365000	40061762	80.16%	0
c. Any other (specify)									
TRUST	0	0	0	0	0	0	0	0	0
NRI	0	0	0	0	1000	0	1000	0	0
CLEARING MEMBERS	0	0	0	0	53901	0	53901	0.11%	0
HUF	40091	1500	41591	0.08%	4493323	128000	4621323	9.25%	0

IV) Shareholding pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Transfer / Purchase during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	PALAK KHANDEWAL	3000000	6.00	0	0	2874184	5.75
2.	SWATI KHANDELWAL	2000000	4.00	0	0	2000000	4.00
3.	RAGINI KHANDELWAL	2000000	4.00	0	0	2000000	4.00
4.	SHIVANK KHANDELWAL	2000000	4.00	0	0	1799716	3.60
5.	KANHIYA GULATI	1500000	3.00	0	0	1500000	3.00
6.	RADHIKA GULATI	1500000	3.00	0	0	1500000	3.00
7.	ASHISH MAHAJAN	1200000	2.40	0	0	1200000	2.40
8.	ASHA MAHAJAN	1000000	2.00	0	0	1000000	2.00
9.	DILEP KHANDELWAL	1000000	2.00	0	0	1000000	2.00
10.	MADHU GULATI	1000000	2.00	0	0	1000000	2.00

(v) Shareholding of Directors and Key Managerial Personnel:

Name	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total shares of the company
ATUL KUMAR AGARWAL	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease				
	At the end of the year	Nil	Nil	Nil	Nil
RABINDER GUPTA	At the beginning of the year	Nil	Nil	Nil	Nil

	Date wise increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease				
	At the end of the year	Nil	Nil	Nil	Nil
HIMANSHU AGARWAL	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease				
	At the end of the year	Nil	Nil	Nil	Nil
MALIKHAN SINGH YADAV	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease				
	At the end of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

Indebtedness at the beginning of the financial year	Secured loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
i) Principal Amount ii) Interest due iii) Interest accrued but not due	Nil	0	Nil	0
Total (i+ii+iii)	Nil	0	Nil	0
Change in Indebtedness during the financial year a) addition b) Reduction	Nil	0	Nil	0
Net Change	Nil	0	Nil	0
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil	0	Nil	0
Total (i+ii+iii)	Nil	0	Nil	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL							
A. Remuneration to Managing Director, Whole-time Directors and/ or Manager (Amt in Lakhs)							
S.No.	Particulars of Remuneration	Name of MD/WTD/Manager/Director					Total Amount (Rs.)
		Atul Kumar Agarwal	Rabinder Gupta	*Mamta Agarwal	Himanshu Agarwal	Malikhan Singh Yadav	
1	Gross Salary						
	Salary as per provisions contained in sec 17(1) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil
	Value of Perquisites u/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil
	Profits in lieu of Salary under sec. 17(3) Income Tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil
4	Commision - as% of Profit - other specify	Nil	Nil	Nil	Nil	Nil	Nil
5	Other, Pleases Specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total as per the Act	Nil	Nil	Nil	Nil	Nil	Nil

*Resigned from the directorship w.e.f 23.02.2017

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees impose	Authority [RD/NCLT/ COURT]	Appeal made if any (give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Director					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS SCENARIO

The Company is exploring alternative avenues for business opportunities and wish to explore area of activity. The Company is trying its best to keep its expenses in check in spite of inflationary trends and to revive the business of the Company. Barring unforeseen circumstances- we expect better performance in the current year.

The year has ended with a Net Profit after Tax of Rs. 2909/- as against Net Profit after Tax of Rs. 209261/- of last year.

MANAGEMENT OF RISK

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.

INTERNAL CONTROLS & SYSTEMS

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.

HUMAN RESOURCE

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.

For and on behalf of the Board

Place: Delhi
Date: 01/09/2017

Malikhan Singh Yadav
(DIN: 06732965)
(Chairman)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ABHINAV LEASING AND FINANCE LIMITED

We have audited the accompanying financial statements of Abhinav Leasing And Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and the statement of cash flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profits and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, 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 and the statement of cash flows 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 Accounting Standards 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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.24
- (g) 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has not any pending litigations which would affect its financial position in the standalone financial statements.
 - 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. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings Specified Bank Notes (SBNs) as defined in Notification S.O. 3407(E) dated November 8, 2016 of the ministry of finance during the period from November 08, 2016 to December 31, 2016. Based on the audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and produced to us by the management.
2. As required by the companies (auditor’s report) Order, 2016 (“the order”) issued by the central government in terms of section 143(11) of the act, we give in “**Annexure B**” a statement of the matters specified in paragraphs 3 and 4 of the order.

For Moon And Company
Chartered Accountants
(Firm’s Registration No. 024693N)

Moon Goyal
(Partner)
Mem No.: 523034

Place : New Delhi
Date : May 29, 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 1(f) under "Report on Other Legal & Regulatory Requirements" section of our report of even date)

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

We have audited the internal financial controls over financial reporting of Abhinav Leasing And Finance Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include 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 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 Guidance Note of Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. 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 were established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about adequacy of the internal financial controls 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' judgment, including the assessment of the risks of material misstatement of the standalone 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 for 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 reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting included those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transaction 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 detections of unauthorized accusation, use, or disposition of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

Because of the inherent limitations of internal financial control 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 internal financial control 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, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate the internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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.

For Moon And Company
Chartered Accountants
(Firm's Registration No. 024693N)

Moon Goyal
(Partner)
Membership Number: 523034

Place: New Delhi
Date: May 29, 2017

ANNEXURE 'B' TO THE AUDITORS' REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date]

- (i) In respect to the company's property, plant and equipment:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the property, plant and equipment.
 - (b) As explained to us, property, plant and equipment have been physically verified by the management during the year in accordance with the regular programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) In our opinion, to the best of our information and explanations given to us and records examined by us, we report that all Immovable properties are held in the name of the company as at balance sheet date.
- (ii)
 - (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at the end of the year by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
 - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) As explained to us, no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (iii) According to the information and explanations given to us, the Company has granted interest free unsecured loans to two wholly owned subsidiary companies covered in the Register maintained under Section 189 of the Companies Act, 2013; and the provisions of Clause 3(iii)[(a),(b),(c)] of the said Order are not applicable to the Company as they are wholly owned companies.
- (iv) The company has given loans to its wholly owned companies and not given any guarantees and security according to provisions of section 185 and 186 of the Companies Act, 2013: and therefore, the provision of Clause 3(iv) of the said Order is not applicable to the Company.
- (v) Based on our scrutiny of the company's records and according to the information and explanation provided by the management, in our opinion the Company has not accepted any deposits from the public within the meaning of Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014 or any directives issued by the Reserve Bank of India.
- (vi) As informed to us, the Central Government has prescribed for maintenance of cost records under subsection (1) of Section 148 of the Act and company has been maintained such accounts and records.
- (vii) In respect of statutory dues:
 - (a) According to the information and explanation 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, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
 - (b) 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, 2017 for a period of more than six months from the date on when they become payable.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The company does not have any loans or borrowings from banks or government and has not issued any debentures.
- (ix) The company has not raised any money from initial public offer or further public offer (including debt instruments) or term loans.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us , the company has paid /provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the act.
- (xii) In our opinion and to the best of our information and according to the explanations given by the management, we are of the opinion that the company is not a Nidhi company. Hence, in our opinion, the requirements of Clause 3(xii) of the Order do not apply to the company.
- (xiii) In our opinion and to the best of our information and according to the explanations given by the management, the company is in compliance of section 177 and 188 of the act, where applicable, for all the Transactions with the related parties and details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment of shares to parties during the year. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and to the best of our information and according to the explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion and to the best of our information and according to the explanations given by the management, the company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Moon And Company
Chartered Accountants
Firm Registration No.: 024693N

Moon Goyal
(Partner)
Membership No.: 523034

Place: New Delhi
Date: May 29, 2017

Abhinav Leasing and Finance Limited

(CIN : L67120DL1984PLC018748)

508, ARUNACHAL BUILDING PLOT NO. 19, BARAKHAMBA ROAD, NEW DELHI-110001

Balance Sheet as at 31 March 2017

PARTICULARS	Notes	31 March 2017 (Rs.)	31 March 2016 (Rs.)
<u>EQUITY AND LIABILITIES</u>			
Shareholder's Funds			
(a) Share Capital	2	4,99,80,000	4,99,80,000
(b) Reserves and Surplus	3	54,22,071	52,84,883
Non Current Liabilities			
(a) Deferred Tax Liabilities (net)		-	-
(b) Provision on standard assets	4	93,040	3,32,691
(c) Loan Liabilities	5	1,00,00,003	10,58,48,478
Current Liabilities			
(a) Trade Payable	6	5,21,282	-
(b) Other Current Liabilities		17,86,011	8,12,675
Total		6,78,02,406	16,22,58,725
<u>ASSETS</u>			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	5,88,140	8,12,818
(b) Non-Current Investments	8	1,80,77,200	1,00,000
(c) Long-Term Loans and Advances	9	3,10,23,214	13,30,76,312
(d) Deferred tax assets	10	5,570	35,336
Current Assets			
(a) Inventories			
(i) Stock in Shares		1,62,68,245	2,07,43,202
(b) Trade Receivables	11	-	48,44,863
(c) Cash and Cash Equivalent	12	1,39,209	17,89,087
(d) Other Current Assets	13	17,00,828	8,57,107
Total		6,78,02,406	16,22,58,725

Significant Accounting Policies and other Notes Forming

Part of the Financial Statements 1-23

(The notes referred to herein form an integral part of the Balance Sheet & Profit & Loss A/c)

In term of Our Separate Report of Even Data Attached

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

for : Moon And Company
(Chartered Accounts)
Firm Reg. No.: 024693N

Atul Kumar Agarwal
(Director)
DIN - 00022779

Malikhan Singh Yadav
(Director)
DIN - 06732965

Himanshu Agarwal
(C.F.O)

DATED : 29/05/2017
PLACE : NEW DELHI

CA. Moon Goyal
(Partner)
M.No. 523034

Abhinav Leasing and Finance Limited

(CIN : L67120DL1984PLC018748)

508, ARUNACHAL BUILDING PLOT NO. 19, BARAKHAMBA ROAD, NEW DELHI-110001

Statement of Profit and Loss for the Year Ended 31st March, 2017

PARTICULARS	Notes	31 March 2017 (Rs.)	31 March 2016 (Rs.)
I. Revenue from Operations:	14	2,63,41,898	2,40,54,348
Other Income	15	87,70,855	75,000
II. Total Revenue (I)		22,92,698	50,72,806
III Expenses:			
Cost of Purchase		2,31,25,926	89,07,017
Change in Inventory		44,74,957	55,34,571
Employee Benefits Expenses	16	4,32,540	7,04,200
Financial costs/ Bank Charges	17	62,33,654	79,13,820
Depreciation and Amortisation Expenses	7	2,24,678	4,59,847
Other Expenses	18	5,50,638	3,83,593
Total expenses		3,50,42,393	2,39,03,048
IV Profit before tax (II - III)		70,360	2,26,300
V Tax Expenses:			
(1) Current Year		5,000	82,088
(2) Earlier Year Tax		32,685	4,728
(3) Deferred Tax		29,766	(69,777)
VI Profit/(Loss) after Tax		2,909	2,09,261
Opening Provision against Standard Assets		3,32,691	2,24,301
Provision against Standard Assets		93,040	3,32,691
		2,42,560	1,00,871
VII Earning per Equity Share:			
(1) Basic		0.05	0.02
(2) Diluted		0.05	0.02

Significant Accounting Policies and other Notes Forming
Part of the Financial Statements 1-23

(The notes referred to herein form an integral part of the Balance Sheet & Profit & Loss A/c)

In term of Our Separate Report of Even Data Attached

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

for : Moon And Company
(Chartered Accounts)
Firm Reg. No.: 024693N

Atul Kumar Agarwal
(Director)
DIN - 00022779

Malikhan Singh Yadav
(Director)
DIN - 06732965

Himanshu Agarwal
(C.F.O)

DATED : 29/05/2017
PLACE : NEW DELHI

CA. Moon Goyal
(Partner)
M.No. 523034

Abhinav Leasing and Finance Limited

(CIN : L67120DL1984PLC018748)

508, ARUNACHAL BUILDING PLOT NO. 19, BARAKHAMBA ROAD, NEW DELHI-110001

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	31 March 2017 (Rs.)	31 March 2016 (Rs.)
A. Cash flow from operating activities:		
Net Profit before taxation, and extraordinary Items	70,360	226,300
Adjustments for:		
Depreciation	224,678	459,847
Expenses Payable	-	-
Interest Expense	-	-
Interest / Dividend Received	(164,402)	-
Interest on IT Refund	-	-
Operating Profit Before Working Capital Changes	<u>130,636</u>	<u>686,147</u>
Adjustments for:		
(Increases)/Decreases in Inventories	4,474,957	5,534,571
(Increases)/Decreases in Trade & Other receivable	4,844,863	(4,844,863)
(Increases)/Decreases in other current assets	(843,721)	(781,387)
(Increases)/Decreases in Short term loans and advances	102,053,098	(43,355,910)
(Increases)/Decreases in Trade & Other Payable	521,282	801,439
(Increases)/Decreases in Other Current Liabilities	973,336	-
Cash Generated from Operations	<u>112,154,451</u>	<u>(41,960,004)</u>
Direct Taxes paid	143,056	74,745
Net Cash from Operated Activities (A)	<u>112,011,394.74</u>	<u>(42,034,749)</u>
B. Cash flow from investing activities:		
Sale of Fixed Assets	-	2,490
Interest Received	-	-
Dividend Received	164,402	-
Sale / purchase of non current investments	(17,977,200)	(100,000)
Net Cash used in Investing Activities (B)	<u>(17,812,798.00)</u>	<u>(97,510)</u>
C. Cash Flow From Financing Activities		
Interest Paid	-	-
Increase / Decrease in secured loans	(95,848,475)	42,450,724
Net Cash used in Investing Activities (C)	<u>(95,848,475)</u>	<u>42,450,724</u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	<u>(1,649,878)</u>	<u>318,465</u>
Cash & Cash Equivalents as at beginning of the year	<u>1,789,087</u>	<u>1,470,622</u>
Cash & Cash Equivalents as at Closing of the Year	<u>1,39,209</u>	<u>1,789,087</u>

In term of Our Separate Report of Even Data Attached

For and on behalf of the Board
Abhinav Leasing & Finance Limitedfor : Moon And Company
(Chartered Accounts)
Firm Reg. No.: 024693NAtul Kumar Agarwal
(Director)
DIN - 00022779Malikhan Singh Yadav
(Director)
DIN - 06732965Himanshu Agarwal
(C.F.O)DATED : 29/05/2017
PLACE : NEW DELHICA. Moon Goyal
(Partner)
M.No. 523034

Significant accounting policies and other explanatory information for the year ended 31 March 2017

2 Share capital	As at 31 March 2017		As at 31 March 2016	
	Number	Amount (Rs.)	Number	Amount (Rs.)
(a) Authorised capital				
5000000 Equity shares of Rs. 10/- each		5,00,00,000		5,00,00,000
		<u>5,00,00,000</u>		<u>5,00,00,000</u>
(b) Issued, Subscribed & Paid up				
4998000 Equity Shares of Rs. 10/-		4,99,80,000		4,99,80,000
Total		<u>4,99,80,000</u>		<u>4,99,80,000</u>
(c) Shares in the Company held by each shareholder holding more than 5% Shares are as under:				
		year ended 31st March 2017		year ended 31st March 2016
Name of the Shareholder	No. of shares held	% of Holding	No. of shares held	% of Holding
PALAK KHANDELWAL	28,74,184	5.75%	3,00,000	6%
3 Reserves and Surplus				
Capital Reserve		1,34,875		1,34,875
Special Reserve		2,65,879		2,65,879
Total (a)		<u>4,00,754</u>		<u>4,00,754</u>
Profit & Loss A/c		48,84,129		47,83,258
Opening Balance		2,42,560		1,00,871
Add:- Profit during the Period		51,26,689		48,84,129
Less: Previous year tax adjustment		1,05,372		-
Total (b)		<u>50,21,317</u>		<u>48,84,129</u>
Total (a+b)		<u>54,22,071</u>		<u>52,84,883</u>
4 Provision on standard assets				
Provision against standard assets		93,040		3,32,691
Total		<u>93,040</u>		<u>3,32,691</u>
5 Loans Liability				
Unsecured Loan		1,00,00,003		10,58,48,478
Total		<u>1,00,00,003</u>		<u>10,58,48,478</u>
6 Other Current Liabilities				
Expenses Payable		17,66,011		22,000
TDS Payable		20,000		7,90,675
Total		<u>17,86,011</u>		<u>8,12,675</u>
8 Investments				
Humaila Real Estate Ltd.		20,00,000		-
Meliora Asset Reconstruction		25,00,000		-
Panthini Construction		20,00,000		-
R. K. Shrivastava		14,77,200		-
Unbridge Real Estate Ltd.		1,00,00,000		-
Investment in Shares				
Sarnimal Investment Limited		1,00,000		-
Total		<u>1,80,77,200</u>		<u>-</u>
9 Long Term Loan & Advances				
Unsecured (Considered Good)				
Loans & Advances (Asset)		3,10,23,214		13,30,76,312
Total		<u>3,10,23,214</u>		<u>13,30,76,312</u>
11 Trade Receivables				
Unsecured (considered good)				
More than 6 month		-		48,44,863
Total		<u>-</u>		<u>48,44,863</u>

12 Cash & Cash Equivalents

(A) Cash in Hand	14,692	8,10,599
(B) Balance with Scheduled Banks		
(i) In Current Accounts	1,24,517	9,78,488
Total	1,39,209	17,89,087

Details of specified Bank Notes (SBN) held and transacted during the period November 08, 2016 to December 30, 2016

Particulars:	SBNs	Other Denomination Notes	Total
Closing cash on hand as on 08.11.2016		1000*500+500*400+100*6+50*1+4*10+3	7,00,693
(+) Permitted Receipts			50,000
(-) Permitted Payments			14,000
(-) Amount Deposited in Banks			7,00,000
Closing cash on hand as on 30.12.2016			36,693

13 Other Current Assets

TDS for Current F.Y.	6,74,328	8,33,823
Less: Provision for Tax	(5,000)	(82,088)
TDS for Previous F.Y.	-	1,05,372
Income Tax Refundable	6,49,208	-
Interest Receivable	3,82,292	-
Total	17,00,828	8,57,107

14 Revenue from Operation

Sale of Sahres	2,60,91,898	1,31,33,657
Profit on Trading of Shares	-	11,18,761
Interest on Loan (Asset)	2,50,000	98,01,930
Total	2,63,41,898	2,40,54,348

15 Other Income

Dividend	1,64,402	75,000
MTM Bill Diff	3,08,416	-
Interest income	82,93,278	-
Interest of Refund 13-14	4,758	-
Total	87,70,855	75,000

16 Employees Benefits Expenses

Salary to Staff	4,32,540	7,04,200
Total	4,32,540	7,04,200

17 Finance Charges

Finance Cost / Bank Charges	62,33,654	79,13,820
Total	62,33,654	79,13,820

18 Employees Benefits Expenses

Advertisement	6,904	15,365
Auditor Remuneration	25,000	22,000
Conveyance	-	13,860
AGM Expenses	1,84,500	74,140
Listing & Demat Charges	2,45,055	1,500
Turnover Tax	1,649	-
Misc Expenses	1,250	-
Printing and Stationery	8,100	4,500
Trading Expenses	4,601	-
Secretarial Expenses	-	12,000
Shares Transaction Charges (STT)	45,786	-
CDSL Expenses	21,109	-
Depository Charges	-	30,861
Service Tax	1,683	-
Stock Exchange Expenses	-	2,04,720
General Expenses	5,000	4,647
Total	5,50,638	3,83,593

ABHINAV LEASING AND FINANCE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Annexure - 7

		Amount (Rs.)													
Date of Purchase	Particulars	Original Cost (Rs.)	Dep Charged upto 31.03.2016	WDV as on 01.04.16	Addition During the year	Life as per Co. Act, 2013	Life Used till 31/03/16	Remain- ing life	Remain- Life Rounded off to Lower	Salvaged Value	Dep. amount over whole life	Excess Dep. (Already Charged)	Rate of Dep.	Adjusted with Retained Earning	WDV as on 31st Mar 2017
(A) Land															
(B) Buildings															
(C) Office Equipments															
05-03-12	Air Conditioner	6,180	61,541	309	-	5.00	4.07	0.93	1.00	309	5,871	-	-	-	309
20-08-05	Comp. Software	5,00,000	2,17,425	25,000	-	3.00	10.62	(7.62)	-	25,000	4,75,000	(2,57,575)	-	25,000	25,000
(D) Furniture and Fixtures															
01-04-14	Electricals Equipments & Fittings	11,98,000	5,37,164	6,60,836	-	10.00	2.00	8.00	8.00	59,900	11,38,100	-	25.93%	-	-
(E) Vehicles															
11-02-11	Car	14,66,435	13,39,762	1,26,673	-	8.00	5.14	2.86	2.00	73,322	13,93,113	-	77.64%	-	73,322
Total Assets		31,70,615	21,55,892	8,12,818	-	-	-	-	-	1,58,531	30,12,084	(2,57,575)	-	25,000	5,88,140

ABHINAV LEASING AND FINANCE LIMITED

Notes forming parts of the financial statements for the year ended 31st March, 2017

1. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards prescribed under the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The Accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

2. Summary of Significant accounting policies.

a. Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires management to make 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, 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

- 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 Realisable 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, amortisation 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 sush as interest, processing fee etc are recognised in accordance with principal laid down in the Accounting Statdard 16. Cost of borrowing related to General borrowing is charged to Profit and loss account.

f. Depreciation & Amortisation

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 is not liable for any P.F and Gratuity.

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 statements 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 can not 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.

19 Contingent Liabilities and commitments

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
Guarantee given by bank	Nil	Nil
Income Tax Matter in dispute	Nil	Nil

20 Obligation & Commitments Outstanding

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
a). Estimated Value of contracts remaining to be executed	Nil	Nil
b). Bill Discounted with Bank	Nil	Nil

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.

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.

21 Auditors Remuneration

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
i) Audit Fees	25,000.00	22,000.00
Total	25,000.00	22,000.00

23 Earnings pr share

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
Profit after tax	2,42,560.25	1,00,871.00
Numerator used for calculating basic and diluted earnings per share	2,42,560.25	1,00,871.00
Equity shares outstanding as at the year end	49,98,000	49,98,000
Weighted average number of shares used as denominator for calculating basic & diluted earnings per share	49,98,000	49,98,000
Nominal value per share	10.00	10.00
Basic & diluted earning per share (in rupees)	0.05	0.02

23 Related Parties Disclosures**Name of related Party**

(i) Holding Company	:	Nil
(ii) Subsidiary Companies	:	Humaila Real Estate Limited, Panthini Construction Limited
(iii) Fellow Subsidiary Companies	:	Nil
(iv) Associates	:	Nil
(v) Key Managerial Personnel	:	Mr. Atul Kumar Agarwal, Mr. Himanshu Agarwal (C.F.O.) Mr. Rabindra Gupta, Mr. Malikhan Singh Yadav
(vi) Relatives of Key Managerial Person	:	Nil

a). Transaction with Related Parties

Particulars	Key Managerial Person	
	Current Year (Rs.)	Previous Year (Rs.)
Remuneration Paid (Including Perquisites)	-	-
Contribution to Provident Fund & Other Funds	-	-
Royalty (Including Serving Tax.)	-	-
Interest	-	-
Outstanding		
a). Amount Receivable	-	-
b). Amount Payable	-	-
c). Unsecured loan Given by Director	-	-

Abhinav Leasing and Finance Limited

(CIN : L67120DL1984PLC018748)

508, ARUNACHAL BUILDING PLOT NO. 19, BARAKHAMBA ROAD, NEW DELHI-110001

NOTICE

Notice is hereby given that the Annual General Meeting of the Members of **ABHINAV LEASING AND FINANCE LIMITED** (CIN. L67120DL1984PLC018748) will be held on Friday 29th September, 2017 at 10:30 A.M at, "Hotel Aura Grand Residency" at 439, Jagriti Enclave, Vikas Marg, Delhi-110092 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2017 and the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mr. Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.
3. To Re- appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s) , the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the re-appointment of the statutory auditors of company **M/S MOON AND COMPANY, CHARTERED ACCOUNTANTS (FRN 0024693N)**, be and is hereby ratified by the members of the company for the financial year 2017-2018 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Ms. Mamta Agarwal as a Director

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

"RESOLVED THAT Ms. Mamta Agarwal (DIN-02425119), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th August, 2017, in terms of Section 161(1) of the Companies Act, 2013 and Article 74 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation".

5. Appointment of Ms. Mamta Agarwal as a Managing Director

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Ms. Mamta Agarwal (DIN: 02425119), as Managing Director of the Company for a period of 05 (five) years with effect from the date of Meeting, upon such terms and conditions as set out in the statement annexed to this Notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and as may be acceptable to Ms. Mamta Agarwal.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms. Mamta Agarwal, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

By Order of the Board
For **ABHINAV LEASING AND FINANCE LIMITED**

Place: New Delhi
Dated: 01.09.2017

Malikhan Singh Yadav
(DIN: 06732965)
(Chairman)

NOTES:-

1. A member entitled to attend and vote 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. Proxies in order to be effective must be deposited with the company not less than 48 hours before that meeting.
2. Register of members and share transfer books will be closed from Tuesday 23RD September, 2017 to Friday 29th September, 2017 (both the days inclusive).
3. Members are requested to please notify immediately any change in their addresses to the company.
4. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
5. Mr. Amit Kumar (M. No. 539605) Chartered Accountants in whole time practice, has been appointed as Scrutinizer for the purpose of Postal Ballot Process.
6. 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.
7. 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, M/s 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.
8. 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.
9. 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.

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

Item no. 4 & 5

Ms. Mamta Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th August, 2017 on the Board of the Company. The Company has received a notice in writing from a shareholder along with the requisite deposit as required under Section 160 of the Companies Act, 2013 signifying her candidature for the office of Director.

Appointment of Ms. Mamta Agarwal as a Managing Director

The Board of Directors of the Company in its meeting held on 29th September, 2017 has appointed Ms. Mamta Agarwal as Managing Director on honorary basis for a period of 5 (Five) years commencing from the date of the Meeting.

No Salary, Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to her.

Terms and Conditions:

Ms. Mamta Agarwal shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company. She shall have control of and full executive responsibility for the general conduct and management of the business and affairs of the Company. She shall have the power to enter into contracts on behalf of the Company in the ordinary course of the business and to do and perform all other acts and things, which in the ordinary course of business, She may consider necessary and proper or in the interest of the Company. She shall devote sufficient time and whole-time attention to the business of the Company for which she is made accountable and shall use her best endeavors to promote the Company's interests and welfare.

The Board of Directors recommends the passing of the resolution set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 5 of the Notice except Ms. Mamta Agarwal.

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 Mr. Amit Kumar (M. No. 539605) 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 three (3) 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 e-voting period commences on 9.00 A.M. on 26th September, 2017 and ends on 28th September, 2017 (5 p.m.). The e-voting module shall be disabled for voting thereafter.
2. 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 25th August, 2017 i.e. the cut-off date. 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.
3. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
 - a) The shareholders should log on to the e-voting website: www.evotingindia.com
 - b) Click on Shareholders Tab.
 - c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

If you are holding shares in demat form and had logged on to www.evotingindia.com and have cast your vote earlier for EVSN of any company, then your existing password is to be used.

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

For Members holding share in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (In Capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat 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 demat 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for **ABHINAV LEASING AND FINANCE LIMITED** on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat 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.

- (xi) Note for Non- Individual Shareholders and Custodians
- 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 Corporates.
 - 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) which they wish to vote on and then cast their 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (ix) 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.

General Instructions:

- (a) The voting period begins on Tuesday the 26th September, 2017 from 09:00 AM and ends on Thursday the 28th September, 2017 up to 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 of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The voting rights of the shareholders shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date (record date) of 22nd September, 2017.
- (c) Mr. Amit Kumar (M. No. 539605) 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 three (3) 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.
- (d) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.abhinavleasing.com> and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company scheduled to be held on Friday the 29th September, 2017 and communicated to all the participating Stock Exchanges(s).

By Order of the Board
For **ABHINAV LEASING AND FINANCE LIMITED**

Place: New Delhi
Dated: 01.09.2017

Malikhan Singh Yadav
(DIN: 06732965)
(Chairman)

ABHINAV LEASING & FINANCE LIMITED

508, ARUNACHAL BUILDING, PLOT NO. 19,
BARAKHAMBHA ROAD, NEW DELHI-110001
CIN. L67120DL1984PLC018748
EMAIL ID:- abhinavleasefinltd@gmail.com

**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 : **L67120DL1984PLC018748**

Name of the company : **Abhinav Leasing and Finance Limited**

Registered Office : 508, Arunachal Building, Plot no. 19
Barakhamba Road, Delhi-110001.

Name of Shareholder(s) :

Registered Address :

Email ID. :

Folio No./DP ID/Client ID :

I /We, being the member(s) of _____ Shares of the above named company, hereby appoint:

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name: e-mail Id:
Address:.....Signature:.....or falling him/her.....
2. Name: e-mail Id:
Address:.....Signature:.....or falling him/her.....
3. Name: e-mail Id:
Address:.....Signature:.....or falling him/her.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2017 at 10:30 A.M. at "Hotel Aura Grand Residency" at Jagriti Enclave, Vikas Marg, Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution Type	Description	For	Against
1	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2017 and the Auditors and Directors Report thereon.		
2	Ordinary Resolution	To appoint a Director in place Mr. Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.		
3	Ordinary Resolution	To re-appoint M/s. Moon and Company, Chartered Accountants (FRN 024693N) as statutory auditor of the company.		
3	Ordinary Resolution	Appointment Mrs. Mamta Agarwal as Director of Company		
4	Special Resolution	Appointment of Mrs. Mamta Agarwal as Managing Director of Company		

Signed this day of2017

Signature of Shareholder

Signature of Proxy Holder(s)

**Affix Rs. 1
Revenue
Stamp**

Notes:

- 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.**
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ABHINAV LEASING & FINANCE LIMITED

508, ARUNACHAL BUILDING, PLOT NO. 19,
BARAKHAMBHA ROAD, NEW DELHI-110001
CIN. L67120DL1984PLC018748 EMAIL ID:- abhinavleasefinltd@gmail.com

--

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Votting Sequence Number)	PAN	USER ID	NO. OF SHARES

ABHINAV LEASING & FINANCE LIMITED

508, ARUNACHAL BUILDING, PLOT NO. 19,
BARAKHAMBHA ROAD, NEW DELHI-110001
CIN. L67120DL1984PLC018748 EMAIL ID:- abhinavleasefinltd@gmail.com

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Friday the 29th Day of September, 2017 at **10.30 am** at "**Hotel Aura Grand Residency**" at 439, Jagriti Enclave, Vikas Marg, Delhi-110092

NAME(S) OF THE MEMBER(S)	Registered Folio No:
	Client ID No.:

Name of Proxy (in block Letters)
(To be filled in, if the Proxy attends instead of the Member

.....

--

Member's/Proxy Signature

ABHINAV LEASING & FINANCE LIMITED

508, ARUNACHAL BUILDING, PLOT NO. 19,
BARAKHAMBA ROAD, NEW DELHI-110001
CIN. L67120DL1984PLC018748 EMAIL ID:- abhinavleasefinltd@gmail.com

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:

Sr. No.	Resolution Type	Description	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2017 and the Auditors and Directors Report thereon.		
2	Ordinary Resolution	To appoint a Director in place Mr. Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.		
3	Ordinary Resolution	To re-appoint M/s. Moon and Company, Chartered Accountants (FRN 024693N) as statutory auditor of the company.		
3	Ordinary Resolution	Appointment Mrs. Mamta Agarwal as Director of Company		
4	Special Resolution	Appointment of Mrs. Mamta Agarwal as Managing Director of Company		

Place :

Date :

Signature of the Shareholder / Beneficial Owner