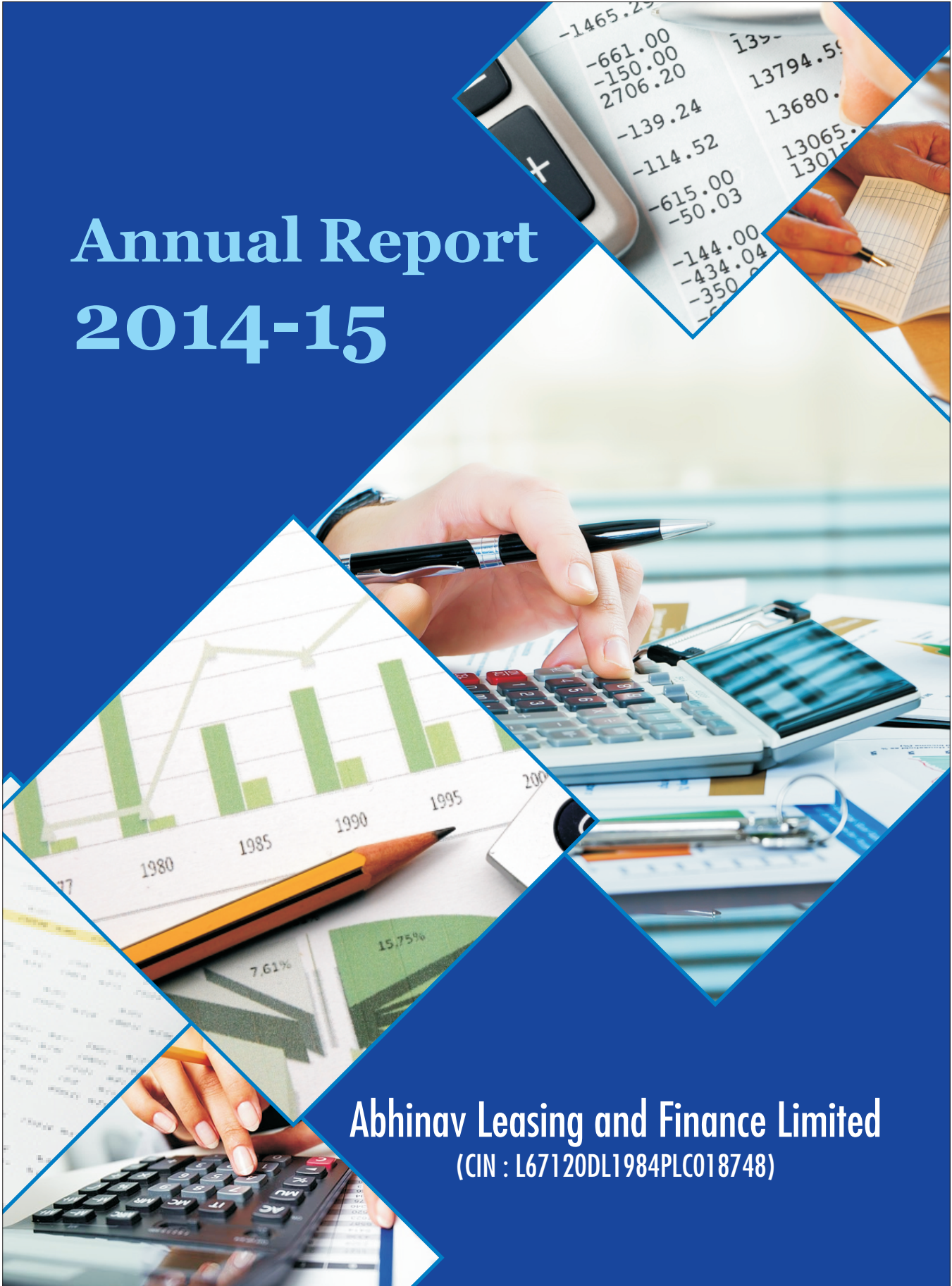


# Annual Report 2014-15

**Abhinav Leasing and Finance Limited**  
(CIN : L67120DL1984PLC018748)



**ABHINAV LEASING AND FINANCE LIMITED**  
(CIN : L67120DL1984PLC018748)

**Annual Report**  
**for the Financial Year 2014-2015**

**Board of Directors**

- Atul Kumar Agarwal
- Rabinder Gupta
- Malikhan Singh Yadav
- Mamta Agarwal
- Himanshu Agarwal

**Regd Off. :**

Unit No. 508, Arunachal Building, Plot No.19,  
Barakhamba Road, New Delhi-110001  
E-mail : abhinavleasefinltd@gmail.com  
Website : www.abhinavleasing.com

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## Abhinav Leasing & Finance Limited

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001

CIN No. : L67120DL1984PLC018748 E-mail : abhinavleasefinltd@gmail.com

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### 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 Saturday 25th July 2015 at 09:00 A.M at "HOTEL AURA GRAND RESIDENCY", 439, Jagriti Enclave, Delhi-110092 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 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 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 of the Companies Act, 2013 the re-appointment of the statutory auditors of company **M/s. D KHURANA & COMPANY, CHARTERED ACCOUNTANTS (FRN 022696N)**, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

#### SPECIAL BUSINESS

##### 4. Appointment of Mr. Malikhan Singh Yadav as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Malikhan Singh Yadav, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 07th 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Malikhan Singh Yadav for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director to hold office for a term upto Five Consecutive years with effect from this date of meeting AND THAT he shall not be liable to retire by rotation."

##### 5. Appointment of Mr. Himanshu Agarwal as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, Mr. Himanshu Agarwal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 07th 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Himanshu Agarwal for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director to hold office for a term upto Five Consecutive years with effect from this date of meeting AND THAT he shall not be liable to retire by rotation."

##### 6. 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 25th March, 2015, 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".

##### 7. Appointment of Ms. Mamta Agarwal as a Managing Director

To consider and if thought fit, to pass with or without modification, 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."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Atul Kumar Agarwal**  
(Director)  
DIN : 00022779

Place: Delhi  
Dated: 19.06.2015

#### 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 Saturday 18th July, 2015 to Saturday 25th July, 2015 (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. 518735) 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.*

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4 & 5**

Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal was appointed as an additional Director of the company with effect from 07th February 2015 on the board of the company. The company has received a notice in writing from a shareholder signifying their candidature for the Independent Directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to Section 149 of the Companies Act, 2013 and clause 49 of the Listing agreement, it is proposed to appoint Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal as Independent Directors to hold office for a term of five (5) consecutive years from the date of its Meeting. Notice(s) has been received from member(s) proposing Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal candidates(s) for the office of Independent Director(s) of the Company.

Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal that they meet with the criteria of independence as prescribed both under Section 149 of the Act and under clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal fulfil the conditions for appointment as Independent Directors; and they are Independent of the Management.

Brief resume of Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal, nature of their expertise in specific functional area and names of companies in which they hold directorship and memberships/chairmanships of Board Committees, and provided in this Notice.

Mr. Malikhan Singh Yadav and Mr. Himanshu Agarwal are interested in the resolutions set out respectively at item no. 4& 5 of the Notice with regard to their respective appointments.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in these resolutions.

**Item No. 6 & 7**

Ms. Mamta Agarwal was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd March 2015 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 25th July, 2015 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 endeavours to promote the Company's interests and welfare.

The Board of Directors recommends the passing of the resolution set out in Item No. 6 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. 6 of the Notice except Ms. Mamta Agarwal.

**Item No. 7**

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Companies Act 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**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, 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 favour 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 Wednesday, 22nd July 2015 (9 a.m.) and ends on Friday, 24th July 2015 (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 18th July, 2015 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](http://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](http://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 time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (In Capital)</p> <p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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](http://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](mailto: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.
- (xix) 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 Wednesday the 22nd July, 2015 from 09:00 AM and ends on Friday the 24th July 2015 upto 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 18th July, 2015 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 18th July, 2015.
- (c) **Mr. Amit Kumar** (M. No. 518735) 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 Tuesday the 28th July 2015 and communicated to all the participating Stock Exchanges(s).

## Abhinav Leasing & Finance Limited

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001  
CIN No. : L67120DL1984PLC018748 E-mail : 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 : Unit No. 508, Arunachal Building, Plot No 19,  
Barakhamba Road, Delhi-110001  
Name of Shareholder(s) :  
Registered Address :  
E-mail ID :  
Folio No./DP ID/Client ID :

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

1. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him/her
2. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or falling him/her
3. Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ 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 Annual General Meeting of the Company, to be held on Saturday, 25th July 2015 at 11:00 a.m. at "**HOTEL AURA GRAND RESIDENCY**", 439, Jagriti Enclave, Delhi-110092 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated 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, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To re-appoint <b>M/S D KHURANA &amp; COMPANY., CHARTERED ACCOUNTANTS (FRN 022696N)</b> as a statutory auditor for the Financial Year 2015-16.		

4.	Ordinary Resolution	To appoint Mr. Malikhan Singh Yadav (DIN 06732965) as an Independent Director of the Company.		
5.	Ordinary Resolution	To appoint Mr. Himanshu Agarwal (DIN 05192834) as an Independent Director of the Company.		
6.	Ordinary Resolution	To confirm Ms. Mamta Agarwal (DIN 02425119) as a Director of the Company		
7.	Ordinary Resolution	To appoint Ms. Mamta Agarwal (DIN 02425119) as a Managing Director of the Company.		
8.	Special Resolution	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.		

Signed this..... day of .....2015.

Signature of Shareholder.....

Signature of Proxy Holder(s).....

**Affix Rs.1  
Revenue  
Stamp**

**Note :**

1. **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.**
2. 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

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001  
CIN No. : L67120DL1984PLC018748 E-mail : abhinavleasefinltd@gmail.com

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### Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	PAN	USERID	No. of Shares	

..... TEAR HERE .....

## Abhinav Leasing & Finance Limited

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001  
CIN No. : L67120DL1984PLC018748 E-mail : 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 Saturday the 25th Day of July, 2015 at "**HOTEL AURA GRAND RESIDENCY**" at 09:00 A.M. at **439, Jagriti Enclave 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's Signature

## Abhinav Leasing & Finance Limited

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001  
CIN No. : L67120DL1984PLC018748 E-mail : 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(3 ) mark at the appropriate box below:

S. No.	Resolution Type	Particulars	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, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Rabinder Gupta (DIN 06568197), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To re-appoint <b>M/S D KHURANA &amp; COMPANY COMPANY., CHARTERED ACCOUNTANTS (FRN 022696N)</b> as a statutory auditor for the Financial Year 2015-16.		
4.	Ordinary Resolution	To appoint Mr. Malikhhan Singh Yadav (DIN 06732965) as an Independent Director of the Company.		
5.	Ordinary Resolution	To appoint Mr. Himanshu Agarwal (DIN 05192834) as an Independent Director of the Company.		
6.	Ordinary Resolution	To confirm Ms. Mamta Agarwal (DIN 02425119) as a Director of the Company		
7.	Ordinary Resolution	To appoint Ms. Mamta Agarwal (DIN 02425119) as an Managing Director of the Company.		
8.	Special Resolution	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Place : .....

Date : .....

Signature of the Shareholder / Beneficial Owner

## Abhinav Leasing & Finance Limited

Unit No.508, Arunachal Building, Plot No. 19, Barakhamba Road, New Delhi-110001  
CIN No. : L67120DL1984PLC018748 E-mail : abhinavleasefinltd@gmail.com

### DIRECTORS' REPORT TO THE MEMBERS

To,

The Members

**M/s Abhinav Leasing and Finance Limited**

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Accounts for the financial year ended March 31, 2015.

#### FINANCIAL RESULTS

	2014-15 (Amount in Rs.)	2013-14 (Amount in Rs.)
Sales / Income from operations	15220247	2570865
Profit before interest, Depreciation and Tax	806325	570269
Financial Charges	9652	25637
Depreciation	570078	397606
Provision for Income Tax / Deferred Tax	70018	57140
Profit / Loss after Tax	156577	89866
Balance brought forward from previous year	5,065,574	5,041,571
<b>TOTAL</b>	<b>5222151</b>	<b>5131457</b>
Appropriation:		
CSR Expenditure	0	0
Dividend & Distribution Tax	0	0
Transferred to General Reserve	0	17,977
Balance Carried forward	0	0
Provision against Standard Assets	224,301	47906
<b>TOTAL</b>	<b>4997850</b>	<b>5065574</b>

#### 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 2014-15.

#### RESERVES

The Company has not transferred any sum to Reserve for the financial year ended on 31st March, 2015.

#### MAJOR IMPLICATIONS UNDER COMPANIES ACT, 2013

As required by the Companies Act, 2013, your Company has constituted following committees and their policies, namely:

- Nomination and Remuneration Committee & Policy

- Reconstitute Stakeholder Relationship Committee
- Insider Trading Policy.

Company is adopting new set of Articles of Association in line with new Company law and rules framed there under.

All other changes as required by the Act have been in place and we re-affirm our commitment to the highest level of Corporate Governance.

#### **SHARE CAPITAL**

The paid up Equity Share Capital as on 31st March, 2015 was Rs. 499.80 Lacs @ 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 report 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) are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

Ms. Mamta Agarwal (DIN 02425119) has been appointed as a Managing Director of the Company and her appointment will be for the term of Five years which is from the date of the Annual General Meeting.

Mr. Malikhan Singh Yadav (DIN 06732965) and Mr. Himanshu Agarwal (DIN 05192834) are being appointed as an Independent Director of the Company and all Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement. An Independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

#### **MEETING OF BOARD OF DIRECTORS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 10 (Ten) 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.

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (3c) 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**

The Company does not have any Subsidiary, Joint Venture and Associate 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 has been duly constituted having three members namely:-

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

*\*Malikhan Singh Yadav is the Chairman of the Audit Committee.*

**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 pre-clearance 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. D KHURANA & COMPANY., CHARTERED ACCOUNTANTS (FRN 022696N)**, 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 Naresh Gupta & 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". The report is self-explanatory and do not call for any further comments.

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors & Secretarial Auditors in their reports.

#### **EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015**

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".

#### **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 2015-2016 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.

Date : 19th June, 2015

Place: Delhi

for and on behalf of the Board

**Abhinav Leasing and Finance Limited**

Sd/-

**Chairman**

### Annexure "A" to the Directors' Report

Information pursuant to the Companies (Accounts) Rules, 2014.

**i) Conservation of Energy**

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy, efficient computers and equipment.

**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 31st 2015	Year Ended March 31st 2014
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.

**For and on behalf of the Board**

Place : New Delhi  
Date : 19.06.2015

Sd/-  
Chairman

**Annexure "B" to Directors Report****SECRETARIAL AUDIT REPORT**

For The Financial Year Ended on 31st March, 2015

**{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,

**M/s 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 on March 31, 2015 (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 March 31, 2015 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; **(Not applicable to the Company during the Audit Period).**
- 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(FDI), Overseas Direct Investment(OD) and External Commercial Borrowings (ECB); **(No fresh FDI, ODI and ECB was taken by the company during the Audit Period).**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - 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; **(Not applicable to the Company during the Audit Period).**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period).**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company 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; **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)**

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit Period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

**(vi) OTHER LAWS APPLICABLE TO THE COMPANY**

**a. RBI Act, 1934**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the Company during the Audit Period)**
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on the information received and records maintained, we further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. 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.
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. During the year company sub divided its equity shares from the face value of Rs. 10 to the Face value of Re. 1, pursuant to the section 61 of the Companies Act 2013 and all other applicable laws which are applicable to the company.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) issued by Managing Director, Director (Finance) and Unit Head(s) of the Company and taken on record by the Board of Directors at their meeting (s), 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.

We further report that during the audit period, there were no instances of :

- (i) Public/Right/Preferential issue of shares / 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 NARESH GUPTA & ASSOCIATES  
COMPANY SECRETARIES**

Date : 19.06.2015

Place : New Delhi

Sd/-

**(NARESH GUPTA)**

C.P. No. 8783

**Annexure "C" To Directors Reports****Form No. MGT-9****EXTRACT OF ANNUAL RETURN****AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015****{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 : Unit No-508, Arunachal Building,  
 Plot No. 19, Barakhamba Road, New Delhi 110001  
 (VI) Company Listed : BSE, DSE  
 (VII) Name & Address & Contact Details of RTA : Skyline Financial Services Private Ltd.  
 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. Particulars of Holding, Subsidiary and Associates Companies

S. No.	Name & Address of the Company	CIN/GIN	Holding / Subsidiary / Associates	% of shares held	Applicable Section
N.A.					

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 01.04.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Promoter</b>					-				<b>0</b>
<b>1) Indian</b>									
A) Individual/HUF	NIL	183000	183000	3.68	0	1830000	1830000	3.68	No change
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
<b>Sub Total (A) (1)</b>	<b>NIL</b>	<b>183000</b>	<b>183000</b>	<b>3.68</b>	<b>0</b>	<b>1830000</b>	<b>1830000</b>	<b>3.68</b>	<b>0</b>

<b>(2) Foreign</b>									
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 Corp.	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
<b>Total share- holding of Promoter(A)= (A) (1) +(A) (2)</b>	<b>NIL</b>	<b>183000</b>	<b>183000</b>	<b>3.68</b>	<b>0</b>	<b>1830000</b>	<b>1830000</b>	<b>3.68</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	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 Company	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 Corp.	NIL	150	150	0	41091	1500	42591	0.09	0.09
i. Indian Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individual</b>									
1) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	500	704350	705350	14.10	<b>7318809</b>	1029500	<b>8348309</b>	16.70	2.60
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	NIL	3618500	3618500	72.40	<b>26470000</b>	8375000	<b>34845000</b>	69.72	2.68
C. Other Specify	000	0000	0000		0	0	<b>4914000</b>	0	0
TRUST				0000		0		0	
NRI				00	0				
CLEARING MEMBERS	0							12.07	
HUF		0		9.83	<b>4556000</b>	358000			
<b>Sub Total (B)(2)</b>		<b>491500</b>	<b>491500</b>	<b>0</b>				<b>9.83</b>	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>500</b>	<b>4814500</b>	<b>4815000</b>	<b>96.34</b>	<b>38386000</b>	<b>9764000</b>	<b>48150000</b>	<b>100</b>	<b>3.66</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>500</b>	<b>4997500</b>	<b>4998000</b>	<b>100</b>	<b>40216000</b>	<b>976400</b>	<b>49980000</b>	<b>100</b>	<b>0</b>

(ii) Shareholding of Promoters								
S. No.	Shareholders Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			
		No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to Total shares	No. of Shares	% of total shares of the company	% of shares Pledged/ encumbered to total shares	% Change in share holding during the year
1	Payal Agarwal	16000	0.32	0	160000	0.32	0	0
2	Sunil Kumar Agarwal	17000	0.34	0	170000	0.34	0	0
3	H.C. Agarwal	30000	0.60	0	300000	0.60	0	0
4	Harish Agarwal HUF	50000	1.00	0	500000	1.00	0	0
5	Rashmi Agarwal	50000	1.00	0	500000	1.00	0	0
6.	Om Prakash Agarwal	20000	0.40	0	200000	0.40	0	0

Change in Promoters Shareholding (Please specify, if there is no change)

S. No.		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	
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment, transfer/ bonus/ sweat equity etc.)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	At the end of the year	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(iv) Shareholding Pattern of Top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 Shareholders	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
1	Palak Modi	200000	4.00	<b>3000000</b>	6.00
2	Swati	200000	4.00	<b>2000000</b>	4.00
3	Ragini Kahandelwal	200000	4.00	<b>2000000</b>	4.00
4	Shivank Khandelwal	200000	4.00	<b>2000000</b>	4.00
5	Kanhiya Gulati	150000	3.00	<b>1500000</b>	3.00
6	Radhika Gulati	150000	3.00	<b>1500000</b>	3.00
7	Ashish Mahajan	120000	2.40	<b>1200000</b>	2.40
8	Asha Mahajan	100000	2.00	<b>1000000</b>	2.00
9	Kanhaiya Gulati HUF	100000	2.00	<b>1000000</b>	2.00
10	Madhu Gulati	100000	2.00	<b>1000000</b>	2.00

<b>(v) Shareholding of Directors and Key Managerial Personnel</b>					
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
Mamta Agarwal	At the beginning of the year	—	—	—	—
	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	—	—	—	—
	At the end of the year	—	—	—	—
Atul Kumar Agarwal	At the beginning of the year	—	—	—	—
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	—	—	—	—
	At the end of the year	—	—	—	—
Rabinder Gupta	At the beginning of the year	—	—	—	—
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease	—	—	—	—
	At the end of the year	—	—	—	—
Himanshu Agarwal	At the beginning of the year	—	—	—	—
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	—	—	—	—
	At the end of the year	—	—	—	—
Malikhan Singh Yadav	At the beginning of the year	—	—	—	—
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	—	—	—	—
	At the end of the year	—	—	—	—

**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	NIL		NIL	
ii) Interest due				
iii) Interest accrued but not due		19,162,590		19,162,590
Total (i+ii+iii)	NIL	19,162,590	NIL	19,162,590
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
a) addition				
b) Reduction				
Net Change	NIL	NIL	NIL	NIL

Indebtedness at the end of the Financial year	NIL	89,720,402	NIL	89,720,402
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>89,720,402</b>	<b>NIL</b>	<b>89,720,402</b>

## 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				Total Amount
1	Gross Salary	Atul Kumar Agarwal	Rabinder Gupta	Mamta Agarwal	Himanshu Agarwal	
	Salary as per provisions contained in sec 17(1) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	Value of Perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	Profits in lieu of Salary under sec.17(3) Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission					
	- as% of Profit	NIL	NIL	NIL	NIL	NIL
	- other specify	NIL	NIL	NIL	NIL	NIL
5.	Other, Please Specify	NIL	NIL	NIL	NIL	NIL
	Total as per the Act	NIL	NIL	NIL	NIL	NIL

## 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)
<b>A. Company</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Director</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. Other Officers in Default</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## Independent Auditors' Report

To,

**The Members,  
Abhinav Leasing & Finance Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of **ABHINAV LEASING & FINANCE LIMITED**, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of 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 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 financial statements based on 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 thereunder.

We conducted our audit 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 31st March, 2015, its profit/loss and its cash flows for the year ended on that date.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

Date : 19.06.2015

Place: New Delhi

For **M/s D. KHURANA & COMPANY**  
**CHARTERED ACCOUNTANTS**

Firm Reg. No. **022696N**

Sd/-

**CA. Deepak Khurana**

**M. No. 512849**

## ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i) (a) The company has maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) As explained to us fixed assets have been physically verified by the management at reasonable intervals which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies have been noticed on such verification.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
  - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
  - (c) The company is maintaining proper records of inventory and no any material discrepancies were noticed on physical verification.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our Opinion and accordance to the information and explanation given to us there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.

- (v) The company has not accepted any deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) Maintenance of cost records is not required by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the information and explanation given to us, the company 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 explanation given to us, in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute.
- (viii) The company does not have accumulated losses at the end of the financial year and it does not insurer any cash losses in such financial year and in the immediately preceding financial year;
- (ix) According to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) The company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions.
- (xi) According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained;
- (xii) According to the information and explanation given to us we report that no fraud on or by the company has been noticed or reported during the year.

Date: 19.06.2015  
Place: New Delhi

For **M/s D. KHURANA & COMPANY**  
**CHARTERED ACCOUNTANTS**  
Firm Reg. No. **022696N**  
Sd/-  
**CA. Deepak Khurana**  
**M. No. 512849**

**ABHINAV LEASING AND FINANCE LIMITED**

(CIN : L67120DL1984PLC018748)

**Balance Sheet as at 31 March, 2015***(Amount in Rs.)*

Particulars	NOTE	31st March, 2015	31st March, 2014
<b>EQUITY &amp; LIABILITY</b>			
<b>Shareholder's Funds</b>			
(a) Share Capital	1	49,980,000	49,980,000
(b) Reserves and surplus	2	5,184,011	5,466,328
<b>Non Current Liabilities</b>			
(a) Deferred Tax Liabilities (net)	3	34,441	34,441
(b) Long Term Provision	4	224,300	47,906
(c) Loan Liabilities	5	63,397,754	—
<b>Current Liabilities</b>			
(a) Trade Payable	6	—	1,640,775
(b) Other Current Liabilities	7	11,236	2,530,951
<b>Total</b>		<b>118,831,742</b>	<b>59,700,401</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) Fixed Assets	8		
(i) Tangible Assets		1,275,155	4,038,944
(b) Non-Current Investments	—	14,350,000	
(c) Long-Term Loans and Advances	9	89,720,402	19,162,590
<b>Current Assets</b>			
(a) Inventories	10		
Stock in Shares		26,277,773	8,684,120
Stock in Commodities (NSEL SPOT)		—	6,898,558
(b) Trade Receivables	11	—	3,754,500
(c) Cash and Cash Equivalent	12	1,470,622	2,601,385
(d) Short-Term Loans and Advances	13	—	17,955
(e) Other Current assets	14	87,790	192,349
<b>Total</b>		<b>118,831,742</b>	<b>59,700,401</b>

**Significant Accounting Policies**

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(Notes referred to above form an integral part of the Balance Sheet &amp; Profit &amp; Loss A/C)

In Terms of Our Separate Report of Even Date Attached

**For and on behalf of Board of Director****For M/s D. KHURANA & COMPANY****CHARTERED ACCOUNTANTS****F.R.N. - 022696N****Sd-****Atul Kumar Agarwal**

Director

DIN : 00022779

Date : 19/06/2015

Place : New Delhi

**Sd-****Himanshu Agarwal**

Director

DIN : 05192834

**Sd-****Deepak Khurana**

M.No. 512849

**ABHINAV LEASING AND FINANCE LIMITED**

(CIN : L67120DL1984PLC018748)

**Statement of Profit and Loss for the Year Ended 31st March, 2015***(Amount in Rs.)*

Particulars	NOTE	31st March, 2015	31st March, 2014
I. Revenue from Operations:	15	15,220,247	2,570,865
Other Income	16	46,317	233961.97
<b>II Total Revenue ( I )</b>		<b>15,266,564</b>	<b>2,804,827</b>
<b>III Expenses:</b>			
Purchase		32,079,669	—
Change in Inventory		(20,418,208)	—
Employee Benefits Expenses	17	1,556,461	1,317,575
Financial costs/Bank charges	18	9,652	25,637
Depreciation and Amortisation Expenses		570,078	397,606
Other Expenses	19	1,242,317	916,984
<b>Total Expenses</b>		<b>15,039,969</b>	<b>2,657,801</b>
<b>IV Profit Before Tax (II - III)</b>		<b>226,595</b>	<b>147,026</b>
<b>V Tax Expenses:</b>			
(1) Current Tax		70,018	47,234
(2) Deferred Tax		—	9,906
<b>VI Profit/(Loss) after Tax</b>		<b>156,577</b>	<b>89,886</b>
Opening Provisison against Standard Assets		47,906	—
Provision against Standard Assets		224,301	47,906
		<b>(19,818)</b>	<b>41,979</b>
<b>VII Earning per Equity Share:</b>			
(1) Basic		(0.00)	0.01
(2) Diluted		—	—

**NOTES ON ACCOUNTS**

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(Notes referred to above form an integral part of the Balance Sheet &amp; Profit &amp; Loss A/C)

In Terms of Our Separate Report of Even Date Attached

For and on behalf of Board of Director

For M/s D. KHURANA & COMPANY  
CHARTERED ACCOUNTANTS  
F.R.N. - 022696N

Sd/-

Atul Kumar Agarwal  
Director  
DIN : 00022779

Sd/-

Himanshu Agarwal  
Director  
DIN : 05192834

Sd/-

Deepak Khurana  
M.No. 512849

Date : 19/06/2015

Place : New Delhi

**ABHINAV LEASING AND FINANCE LIMITED**

(CIN : L67120DL1984PLC018748)

**Cash Flow Statement for the Year Ended in 31.03.2015***(Amount in Rs.)*

Particulars	31st March, 2015	31st March, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before taxation, and extraordinary items	226,595	1.47
<b>Adjustment for :</b>		
Depreciation	570,078	3.98
Interest/Divident Receive	—	(2.30)
Interest on IT Refund	—	(0.04)
Operating Profit Before Working Capital Changes	796,672	3.10
<b>Adjustment for :</b>		
(Increases)/Decreases in Inventories	(10,695,095)	120.38
Increases/(Decreases) in Trade & Other receivable	3,754,500	(50.55)
Increases/(Decreases) in other current assets	34,541	—
Increases/(Decreases) in Short term loans and advances	17,955	—
Increases/(Decreases) in Trade & Other payable	(4,160,490)	(13.36)
Increases/(Decreases) in Loans Liability	63,397,754	—
	53,145,837	59.57
Direct Taxes paid	—	0.47
<b>Net Cash From Operating Activities (A)</b>	<b>53,145,837.06</b>	<b>59.10</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale of Fixed assets	1,931,212	—
Interest Received	—	0.73
Divident Received	—	1.61
Sale of non current investments	14,350,000	—
<b>Net Cash used in Investing Activities (B)</b>	<b>16,281,212.00</b>	<b>2.34</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Increase in secured loans	(70,557,812)	(82.39)
<b>Net Cash used in Financing Activities (C)</b>	<b>(70,557,812)</b>	<b>(82.39)</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(1,130,763)</b>	<b>(20.95)</b>
<b>Cash &amp; Cash Equivalents as at beginning of the year.</b>	<b>2,601,385</b>	<b>46.96</b>
<b>Cash &amp; Cash Equivalents as at Closing of the year.</b>	<b>1,470,623</b>	<b>26.01</b>

In Terms of Our Separate Report of Even Date Attached

For and on behalf of Board of Director  
Abhinav Leasing and Finance Limited

For M/s D. KHURANA & COMPANY  
CHARTERED ACCOUNTANTS  
F.R.N. - 022696N

Sd/-  
Atul Kumar Agarwal  
Director  
DIN : 00022779

Sd/-  
Himanshu Agarwal  
Director  
DIN : 05192834

Sd/-  
Deepak Khurana  
M.No. 512849

Date : 19/06/2015  
Place : New Delhi

**ABHINAV LEASING AND FINANCE LIMITED**

(CIN : L67120DL1984PLC018748)

Notes on Financial Statements for the Year Ended 31st March, 2015

(Amount in Rs.)

Particulars	31st March, 2015	31st March, 2014
<b>NOTE : 1 SHARE CAPITAL</b>		
<b>(a) Authorised Capital</b>		
50000000 Equity Shares of Re.1/- Each	50,000,000	50,000,000
<b>TOTAL</b>	<b>50,000,000</b>	<b>50,000,000</b>
<b>(B) Issued, Subscribed &amp; Paid Up</b>		
49980000 EQUITY SHARES OF Re.1/- EACH	49,980,000	49,980,000
<b>TOTAL</b>	<b>49,980,000</b>	<b>49,980,000</b>

SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:

Name of the Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares held	% of Holding	No. of Shares	% of Holding
PALAK MODI	3,000,000	6.00	3,000,000	6.00

**NOTE: 2 RESERVE & SURPLUS**

Capital Reserve	134,875	134,875
Special Reserve	265,879	265,879
<b>Total (a)</b>	<b>400,754</b>	<b>400,754</b>
<b>Profit &amp; Loss A/c</b>		
Opening Balance	5,065,574	5,041,571
Add : Profit during the Period	(19,818)	41,980
	<b>5,045,757</b>	<b>5,083,551</b>
Less : Transfer to Special Reserve	—	17,977
Less : Adjustment of Dep as per New Co. Act	(262,499)	—
<b>Total (b)</b>	<b>4,783,258</b>	<b>5,065,574</b>
<b>Total</b>	<b>5,184,012</b>	<b>5,466,328</b>

**NOTE: 3 Deferred Tax Liability**

Related to Fixed Assets	34,441	34,441
	<b>34,441</b>	<b>34,441</b>

**NOTE: 4 Long Term Provision**

Provision against standard assets	224,301	47,906
<b>TOTAL</b>	<b>224,301</b>	<b>47,906</b>

**NOTE: 5 Loans Liability**

Loans Liability	63,397,754	—
	<b>63,397,754</b>	<b>—</b>

**NOTE: 6 Trade Payables**

Sundry Creditors	—	1,640,775
	<u>—</u>	<u>1,640,775</u>

**NOTE: 7 Other Current Liabilities**

Other Current Liabilities	11,236	2,530,951
<b>TOTAL</b>	<b>11,236</b>	<b>2,530,951</b>

**NOTE: 9 Long Term Loan & Advances**

Unsecured ( considered good)	89,720,402	19,162,590
	<u>89,720,402</u>	<u>19,162,590</u>

**NOTE: 11 Trade Receivables**

Unsecured (considered good)		
More than 6 month	—	1,960,500
Other	—	1,794,000
<b>TOTAL</b>	<u>—</u>	<u>3,754,500</u>

**NOTE: 12 CASH & CASH EQUIVALENTS**

(A) Cash in Hand	895,318	152,206
(B) Balances with Scheduled Banks		
(i) In Bank Accounts	575,304	2,449,180
<b>TOTAL</b>	<b>1,470,622</b>	<b>2,601,385</b>

**NOTE: 13 SHORT-TERM LOANS & ADVANCES**

(Unsecured, Considered Good)		
Advances Recoverable in Cash or in Kind or Value to be Received	—	17,955
<b>Total</b>	<u>—</u>	<u>17,955</u>

**NOTE: 14 OTHER CURRENT ASSETS**

Balance with Revenue Authorities	—	86,977
TDS F.Y. 14-15	52,436	—
Less: Provision for tax	(70,018)	(47,234)
TDS F.Y. 13-14	105,372	152,606
<b>Total</b>	<b>87,790</b>	<b>192,349</b>

**NOTE : 15 Revenue from Operation**

Sale of Shares	14,126,727	
Profit on Trading of Shares	81,393	14,077
Profit on Trading of Commodities	98,883	180,677
Interest on Loan	913,245	2,376,111
	<u>15,220,247</u>	<u>2,570,865</u>

**NOTE : 16 OTHER Income**

Interest on FDR	—	68,573
Dividend	46,317	161,219
Interest on IT Refund	—	4,170
	<u>46,317</u>	<u>233,962</u>

**NOTE: 17 EMPLOYEES BENEFITS EXPENSES**

Salary to Staff	1,556,461	1,317,575
<b>TOTAL</b>	<u>1,556,461</u>	<u>1,317,575</u>

**NOTE: 18 FINANCE CHARGES**

Finance Cost / Bank Charges	9,652	25,637
	<u>9,652</u>	<u>25,637</u>

**NOTE: 19 ADMINISTRATION & OTHER EXPENSES**

Towards Statutory Audit Fee	11,236	11,236
Rent & Electricity Chareges	—	114,000
Conveyance	1,000	4,430
Advertisement	12,496	2,200
Interest expences	219,730	548,052
Annual & Subscription Charges	—	2,248
Demat Charges	6,100	10,317
Professional & ROC Charges	—	32,600
Insurance	40,021	21,515
Internal Audit Fee	4,500	5,000
Printing and Stationary	2,560	2,230
Debts written off	—	161,626
Telephone Exp.	1,750	1,530
Mca exp.	8,400	—
Secretarial Fees	7,500	—
Shares Tranction Charges	49,110	—
Central Depository Services Limited	12,360	—
Delhi Stock Exchange Limited	73,280	—
Service Tax ( Bank )	309	—
Stock Exchange Expenses	634,414	—
BSE Limited Exp	134,832	—
CDSL	12,362	—
Income Tax	10,357	—
<b>TOTAL</b>	<u>1,242,317</u>	<u>916,984</u>

**DEPRECIATION CHART FOR F. Y. 2014-15**

**Note: 8**

Date of Purchase	Particular	Original Cost (Rs)	Dep charged upto 31.03.2014	WDV as on 01.04.2014	Addition (Deletion) per Co. Act, 2013	Lifes till 31.03.2014	Remaining Life	Remaining Life Off to Lower One	Salvaged value	Depreciable amount over whole life	Excess Dep. (Already charged)	Rate of Dep.	Dep for the Mo. Apr 14	Dep for the Mo. May 14	Dep for the Mo. Jun 14	Dep for the Mo. Jul 14	Dep for the Mo. Aug 14	Dep for the Mo. Sep 14	Dep for the Mo. Oct 14	Dep for the Mo. Nov 14	Dep for the Mo. Dec 14	Dep for the Mo. Jan 15	Dep for the Mo. Feb 15	Dep for the Mo. Mar 15	Adjusted with Retained Earning	WDV as on 31st Mar 2015	
(A) Land																											
	Plot	1,27,700	-	1,27,700	(1,27,700)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Plot	688,512	-	688,512	(688,512)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C) Office Equipments																											
5-Mar-2012	Air Conditioner	61,650	17,641	44,209	-	5.00	2.07	2.93	3,093	58,767	-	73.55%	2,673	2,762	2,762	2,762	2,762	2,762	2,762	2,762	2,762	2,762	2,694	2,762	-	11,684	
20-Aug-2005	Computer Software	50,000	217,455	267,575	-	3.00	8.62	(5.62)	25,000	475,000	(257,575)	-	-	-	-	-	-	-	-	-	-	-	-	-	(257,575)	25,000	
29-Aug-2005	Office Equipment	49,800	42,386	7,414	-	5.00	8.62	(3.62)	2,400	47,300	(4,924)	-	-	-	-	-	-	-	-	-	-	-	-	-	(4,924)	2,400	
(D) Furniture and Fixtures																											
	Electrical Equipments																										
1-Apr-2014	8 Things	1,98,000	-	1,98,000	-	10.00	-	10.00	59,900	1,38,100	-	25.89%	25,489	25,489	25,489	25,489	25,489	25,489	25,489	25,489	25,489	25,489	25,489	25,489	25,489	-	82,127
(E) Vehicles																											
11-Feb-2011	Car	7,46,545	680,301	575,534	-	8.00	3.13	4.87	73,322	1,383,113	(40,254)	40.25%	19,043	19,678	19,043	19,678	19,678	19,043	19,678	19,043	19,678	19,678	19,678	17,773	19,678	-	34,544
	Total Assets	5,207,297	1,168,353	4,038,944	-	-	-	-	63,865	3,112,200	(282,499)	47,205	47,929	47,929	47,205	47,929	47,929	47,205	47,929	47,205	47,929	47,929	47,929	45,737	47,929	(282,499)	1,275,165

31-Mar-2014



**NOTE: 20****Notes to Financial Statements for the year ended 31st March, 2015.****21. SIGNIFICANT ACCOUNTING POLICIES****i) Basis of Accounting**

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

**ii) Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made based on the current working that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of financial statements and the reported amount of revenues and expenses for the reporting period. Difference between the actual and the estimates, if any, are accounted for in the period in which such differences are known/materialized.

**iii) Investments**

Investments wherever readily realizable and intended to be held not more than one year from the date of such investments are made, are qualified as current investments. Current investments are carried at lower of cost and quoted/fair value, computed category-wise.

**iv) Inventories**

Items of inventories such as raw materials and Stock-in-Trade, Finished Goods are measured at lower of cost or net realizable value after providing for obsolescence if any. Work-in-progress is valued at estimated cost and stocks & spare parts, dyes & chemicals, packing materials etc. are valued at cost.

Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them in their present condition. Cost of raw materials, stock in process, stock in trade and finished goods are determined on average cost basis.

**v) Revenue Recognition**

Revenue is recognized only when it can be definitely measured and it is reasonable to expect final collection. Revenue from operations includes sale of goods after adjustment of discounts (net) and return of goods. Dividend income is recognized on actual receipt basis. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

**vi) Related Party Disclosure**

In accordance with the requirements of Accounting Standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

**I. Key Management Personnel**

- **Atul Kumar Agarwal** Director
- **Mamta Agarwal** Director
- **Himanshu Agarwal** Director
- **Rabinder Gupta** Director
- **Malikhan Singh Yadav** Director

II. As informed by the management there was no related party transactions made during the year.

**vii) Earning Per Share**

Basic earnings per share is calculated by dividing the net Profit for the year attributable to equity shareholders (after deducting the dividend on redeemable preference share) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit attributable to equity shareholders (after deducting the dividend on redeemable preference share) by weighted average number of equity shares outstanding during the year after adjusting for the effects of dilutive options.

	2014-15	2013-14
Net Profit/(Loss) for the year	(19,818)/-	41,979/-
EPS	(0.00)	0.01

**viii) Events occurring after Balance Sheet Date**

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

**ix) Contingent Liabilities**

Unprovided liabilities of contingent nature are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

**x) Payment To Auditors**

	2014-15	2013-14
1) As auditor	11,236/-	11,236/-

**xi) Foreign Exchange Transactions**

1. Expenditure in Foreign Currency	NIL	NIL
2. Remittance in Foreign Currency	NIL	NIL
3. Earning in Foreign Currency	NIL	NIL

**xii) Due to small scale Industries an amount exceeding**

Rs. 1 Lac outstanding for more than 30 Days: NIL

**xiii) The company is not a manufacturing company so particulars for licensed capacity are not given.****xiv) The additional Information pursuant to revised Schedule II to the Companies Act, 2013 are either Nil or Not Applicable.**

For M/s D. KHURANA & COMPANY  
CHARTERED ACCOUNTANTS

F.R.N. - 022696N

Sd/-  
Atul Kumar Agarwal  
Director  
DIN : 00022779

Sd/-  
Himanshu Agarwal  
Director  
DIN : 05192834

Sd/-  
Deepak Khurana  
M.No. 512849

Date : 19/06/2015

Place : New Delhi

*If undelivered, please return to :—*

**ABHINAV LEASING AND FINANCE LIMITED**

**(CIN : L67120DL1984PLC018748)**

Unit No. 508, Arunachal Building, Plot No.19, Barakhamba Road, New Delhi-110001

E-mail : [abhinavleasefinltd@gmail.com](mailto:abhinavleasefinltd@gmail.com)

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