

ABHINAV CAPITAL SERVICES LTD.

"Athena House", Row House No. 4, Rajnigandha, Gokuldham, Goregaon (East), Mumbai - 400063.

Tel: 022-28425907 Fax : 022-28406189

www.abhinavcapital.com

CIN : L65990MH1994PLC083603



06th September 2022

To
The Listing Department,
The Bombay Stock Exchange Limited,
Mumbai

Ref:- Scrip Code : 532057

Respected Sir,

Sub: Submission of Annual Report for the Financial Year 2021-22 under Regulation 34 of SEBI (LODR) Regulations, 2015.

With the reference to the above subject cited & in compliance of Regulation 34(1) of the SEBI (LODR) Regulations, 2015, we hereby submit the Annual Report of the Company for Financial Year 2021-22.

This is for your information & record.

Thanking you,

Yours Faithfully

For Abhinav Capital Services Limited

CHETAN
RASIK KARIA

Digitally signed by CHETAN RASIK KARIA
DN: c=IN, o=ABHINAV,
pseudoym=73c7458a054275b7713491a482392587
2.5.4.20=773822452644708878511A04E038191C
C3110F2F63CDA2116E34722A01D,
postalCode=400063, st=MAHARASHTRA,
serialNumber=c2b6b1e4d52b4623c8b8f9c55ab4
5082a4c5f9f3d32580c36f43500380a,
cn=CHETAN RASIK KARIA
Date: 2022.09.06 15:45:22 +05'30'

**Chetan Karia
Director
(DIN No.: 00015113)**



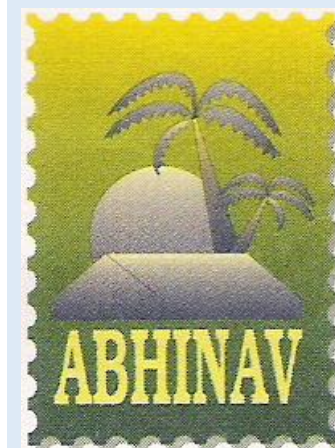
ANNUAL REPORT 2022

ABHINAV CAPITAL SERVICES LIMITED.

“Athena House”, Row House No.4, Rajnigandha, Gokuldhama, Goregaon
(East), Mumbai – 400063.

Tel: 022-28425907 FAX: 022-28426526

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Shareholder Information

Corporate

Abhinav Capital Services Limited was incorporated in Mumbai, in 1994 under the Companies Act, 1956. The registered office of the company is situated at Athena house, Row house no 4, Rajnigandha, Gokuldham, Goregaon (E), Mumbai- 400063, Maharashtra.

CIN: L65990MH1994PLC083603

Capital

Authorized capital : Rs. 8,00,00,000/-

Paid up capital : Rs. 6,92,46,000/-

Financial Year

The Company's financial year begins on April 1 and ends on March 31.

Annual General Meeting Through OAVM

Day: Friday

Date: September 30, 2022

Time: 11:00 am.

E-voting date: 27th September 2022 at 09:00 AM and ends on 29th September 2022 at 05:00 PM

Book Closure date: Friday, 23rd September 2022 to Friday, 30th September 2022

Listing: Bombay Stock Exchange



Board and Committees

The Board of Directors

Mr. Chetan Karia
Chairman

Mr. Kamlesh Kotak
Non –Independent Director

Mr. Girish Desai
Independent Director

Mrs. Gayatri Sonavane
Independent Director

Mrs. Ritu Mohatta (CFO w.e.f. 25/06/2021)
CFO and Executive Director

Mr. Nasir Shaikh
Independent Director

Committees

Audit committee
Nomination & Remuneration Committee
Stakeholder Relationship Committee

Bankers

AXIS Bank Limited
Fort Branch, Mumbai – 400001.

Auditors

S C Mehra & Associates LLP
Chartered Accountants
Office No. 9, Ground Floor, Radha Dalvi Society,
Opp Union Bank of India,
Kandivali (East), Mumbai – 400101.

Company Secretary

Mrs. Reshma Parag Matele Bhosle. (w.e.f. 25/06/2021)

Share Transfer Agent

Adroit Corporate Services Private Limited
19-20, Jaferbhoy Industrial Estate, Makwana Road,
Marol Naka, Andheri (East), Mumbai 400059.
Tel No.: 2859 4060 / 2859 6060
Fax No.: 2850 3748



NOTICE

Dear Members,

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **M/s ABHINAV CAPITAL SERVICES LIMITED** (the 'Company') will be held through Video Conferencing, on Friday, 30th September, 2022 at 11.00 am [Other Audio Visual Means (OAVM)] in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20 2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (the "MCA Circulars") respectively, to transact the following businesses:-

Ordinary business

Item no. 1: -Adoption of financial statements

To consider and if deemed fit, to pass, the following as an Ordinary Resolution:

RESOLVED THAT the board's report, the statement of profit and loss and the cash flow statement for the year ended 31st March, 2022 and the balance sheet as at that date, together with the independent auditors' reports thereon be and are hereby considered, approved and adopted.

Item no. 2:- Re-appointment of auditors

To consider re-appointment of M/s S C Mehra and Associates LLP, Chartered Accountants (Firm registration no 106156W) as the statutory auditor of company and if thought fit, to pass with or without modification(s) following resolution as an Ordinary resolution:

'RESOLVED THAT, pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. S C Mehra & Associates LLP, Chartered Accountants, (FRN No. 106156W/ W100305), be and are hereby re-appointed as Statutory Auditors of the Company, for second term of five consecutive years, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in 2027 of the Company, subject to the consent and their eligibility for re-appointment by them every year.

RESOLVED FURTHER THAT, their remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Item no. 3:- Re-appointment of Kamlesh Kotak (DIN: 00012755)

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Kamlesh Kotak (DIN: 00012755) who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.

**SPECIAL BUSINESS:****Item no. 4:- Material Related Party Transaction(s) between the Company and Vikabh Securities Private Limited, Promoter's Entity**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the commendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Vikabh Securities Private Limited, a company of promoter's group and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Vikabh Securities Private Limited, for an aggregate value not exceeding Rs. 200 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

Item No. 5 :- Material Related Party Transaction(s) between the Company and Asian Market Securities Private Limited, Promoter's Entity

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1), (zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party



Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Asian Market Securities Private Limited, promoters company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Asian Market Securities Private Limited, for an aggregate value not exceeding Rs. 25 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

Item No. 6 :- Material Related Party Transaction(s) between the Company and Biyani Financial Services Private Limited, Promoter's Entity

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1), (zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Biyani Financial Services Private Limited, promoters entity and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Biyani Financial Services Private Limited, for an aggregate value not exceeding Rs. 25 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company,



without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

Item No. 7:- Material Related Party Transaction(s) between the Company and M/s. Vinod H Biyani, Proprietary Firm of Promoter

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1), (zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and M/s. Vinod H Biyani, a promoter and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and M/s. Vinod H Biyani, for an aggregate value not exceeding Rs. 25 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

By order of the Board of Directors
For Abhinav Capital Services Limited

Sd/-
Chetan Rasik Karia
(DIN: 00015113)
Chairman

Place: Mumbai
Date: 13th August 2022

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India (the “MCA”) in terms of the General Circular No.14/ 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20 2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (the “MCA Circulars”) in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing and the continuing restriction on movement of persons at several places in the country, has allowed Companies to conduct their Annual General Meeting through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue, subject to the fulfilment of conditions as specified in the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
3. Institutional/Corporate Shareholders (i.e., other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to abhishekwaiwaikar@gmail.com & info@abhinavcapital.com with a copy marked to helpdesk.evoting@cdslindia.com, at least 48 hours before the commencement of AGM.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contractor Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 30th September 2022. Members seeking to inspect such documents can send an e -mail to info@abhinavcapital.com.
5. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking re-appointment at the Annual General Meeting, forms part of this notice and is appended to the notice.
6. The Register of Members and the Transfer Books in respect of the Equity Shares will remain closed from Friday, 23rd September 2022 to Friday, 30th September 2022 (both days inclusive) for the purpose of AGM.
7. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company’s Registrar & Transfer Agents(“RTA”) viz. Adroit Corporate Services Private Limited, at their Registered office Address by quoting their Folio number or their DPID and Client ID number, as the case maybe.
9. Members are requested to intimate immediately any change in the Residential Address of the Company.



10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents.
11. To support the green initiative of the Government, electronic copy of the Annual report for the year ended 31st March, 2022 is being sent to the members whose mail IDs are available with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2022 are being sent in the permitted mode. Please note that the annual report and the notice of the Annual General Meeting are also posted on the website “www.abhinavcapital.com” for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
12. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
13. Voting through electronic means:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 27th September 2022 at 09:00 AM and ends on 29th September 2022 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting through VC.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



Types of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities In demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) \ login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e.,CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (ix) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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) for which they wish to vote on.
 - The list of accounts linked in the login 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.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@abhinavcapital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who hold shares of the Company as on Friday, 23rd September 2022, who would like to express their views or ask questions during the AGM, may register themselves as a speaker by sending their request along with their queries from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, mobile number to info@abhinavcapital.com 5 days prior to meeting.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

14. The e-voting period commences on September 27, 2022 (9:00 am) and ends on September 29, 2022 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of September 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
15. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of September 23, 2022.
16. Abhishek Walwaikar, Mumbai (Membership No. MAH/4147/2012) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, CDSL and RTA and will also be displayed on the Company's website.
18. The members are requested to:
 - i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number.
 - ii. Quote Registered Folio / Client ID & DP ID in all their correspondence.
 - iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the investors.
 - iv. Avail of the facility of nomination by nominating in the prescribed "NOMINATION FORM" a person to whom his/her shares in the Company shall vest in the event of his/her death.

**Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013.****Item No. 2**

M/s. S C Mehra & Associates LLP, Chartered Accountant (FRN 106156W/W100305), were appointed as Statutory Auditors of the Company at AGM held on 28th September 2017, for the term of five years, i.e. till the conclusion of AGM to be held in 2022. As per the provisions of Section 139 of the Companies Act 2013, the Companies (Audit & Auditors) Rules, 2014 & other applicable provisions, The Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. A such M/s. S C Mehra & Associates LLP are eligible for re-appointment for a further period of five years.

Considering their expertise and competencies, based on the recommendations of the Audit Committee, Board of Directors at its meeting held on 13th August 2022, have, subject to the approval of Members the re-appointment of M/s. S C Mehra & Associates LLP Chartered Accountants as Statutory Auditors of the Company to hold office for the second term of five consecutive years from conclusion of this AGM until conclusion of the AGM to be held in 2027 of the Company.

M/s. S C Mehra & Associates LLP, Chartered Accountants has given its consent for re-appointment as Statutory Auditors and confirmed that its re-appointment, if made, will be within the limits prescribed under the provisions of Section 141 of the Companies Act, 2013 and the rules made thereunder.

M/s. S C Mehra & Associates LLP has provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds a valid certificate issued by the 'Peer Review Board of ICAI'. They have also furnished a declaration confirming its independence in terms of Section 141 and that it has not taken up any prohibited non-audit assignments for the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing of the proposed Resolution set out at Item No. 2.

The Board recommends the resolution at Item No. 2 of the accompanying Notice for approval of the Members of the Company.

Item No.4

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the afore mentioned regulatory changes the Item No. 4 of the resolution are placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.



Sr.No.	Particulars	Details of Transaction
1.	Name of the Related Party	Vikabh Securities Private Limited
2.	Nature of Relationship	Promoter's Entity
3.	Nature & Material terms of Transaction	Intercompany Deposit given, Taken, Margin, Trading at Stock Exchange
4.	Tenure of Transaction	FY 2022-23
5.	Nature of Concern & Interest	Financial
6.	Value of the transaction	Upto Rs. 200 Crore
7.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction is more than 10%?	Yes
8.	Justification as to why the related party transaction is in the interest of the Company	The funds raised through Inter corporate Deposits will be utilized for meeting the business requirements, repayment of existing loans and general corporate purposes
9.	Where any financial indebtedness is incurred to make or give loans, inter-company deposits, advances or investments:	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<p>Inter-company Deposits taken / given aggregating to Rs. 150 crore:</p> <ul style="list-style-type: none"> Lock in Period of 2 days and thereafter on 'demand to pay basis'. Tenure: upto 12 months. Interest rate: linked to the Company's short-term borrowing cost. Repayment Schedule: Not Applicable. The above inter-company deposits are under unsecured category. <p>Margin, Trading at Stock Exchange aggregating to Rs. 50 crore::</p> <p>As applicable to the other regular clients</p>
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements.
12.	Name of the Director or Promoter or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Vinod Biyani, Promoter & Mrs. Ritu Mohatta, Director
13.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.


Item No. 5

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the afore mentioned regulatory changes the Item No. 5 of the resolution are placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Sr.No.	Particulars	Details of Transaction
1.	Name of the Related Party	Asian Market Securities Private Limited
2.	Nature of Relationship	Promoter's Entity
3.	Nature & Material terms of Transaction	Loan, Interest & Reimbursements
4.	Tenure of Transaction	FY 2022-23
5.	Nature of Concern & Interest	Financial
6.	Value of the transaction	Upto Rs. 25 Crore
7.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction is more than 10%?	Yes
8.	Justification as to why the related party transaction is in the interest of the Company	The funds raised through Inter corporate Deposits will be utilized for meeting the business requirements, repayment of existing loans and general corporate purposes
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Loan, Interest aggregating to Rs. 25 crore:: <ul style="list-style-type: none"> Lock in Period of 2 days and thereafter on 'demand to pay basis'. Tenure: upto 12 months. Interest rate: linked to the Company's short-term borrowing cost. Repayment Schedule: Not Applicable. The above inter-corporate deposits are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements.
12.	Name of the Director or Promoter or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Kailash Biyani, Promoter & Mr. Kamlesh Kotak, Director
13.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 6

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the afore mentioned regulatory changes the Item No. 6 of the Resolution are placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.



Sr.No.	Particulars	Details of Transaction
1.	Name of the Related Party	Biyani Financial Services Private Limited
2.	Nature of Relationship	Promoters Entity
3.	Nature & Material terms of Transaction	Loan & Interest
4.	Tenure of Transaction	FY 2022-23
5.	Nature of Concern & Interest	Financial
6.	Value of the transaction	Upto Rs. 25 Crore
7.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction is more than 10%?	Yes
8.	Justification as to why the related party transaction is in the interest of the Company	The funds raised through Inter corporate Deposits will be utilized for meeting the business requirements, repayment of existing loans and general corporate purposes
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Loan, Interest aggregating to Rs. 25 crore:: <ul style="list-style-type: none"> ▪ Lock in Period of 2 days and thereafter on 'demand to pay basis'. ▪ Tenure: upto 12 months. ▪ Interest rate: linked to the Company's short-term borrowing cost. ▪ Repayment Schedule: Not Applicable. ▪ The above inter-corporate deposits are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements.
12.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and thenature of their relationship.	Bharat Biyani , Promoter & Vinod Biyani Promoter
13.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.


Item No. 7

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the afore mentioned regulatory changes the Item No. 7 of the resolution are placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Sr.No.	Particulars	Details of Transaction
1.	Name of the Related Party	M/s. Vinod H Biyani
2.	Nature of Relationship	Proprietary Firm of Promoter
3.	Nature & Material terms of Transaction	Loan & Interest
4.	Tenure of Transaction	FY 2022-23
5.	Nature of Concern & Interest	Financial
6.	Value of the transaction	Upto Rs. 25 Crore
7.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction is more than 10%?	Yes
8.	Justification as to why the related party transaction is in the interest of the Company	The funds raised through Loans will be utilized for meeting the business requirements, repayment of existing loans and general corporate purposes
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Loan, Interest aggregating to Rs. 25 crore:: <ul style="list-style-type: none"> ▪ Lock in Period of 2 days and thereafter on 'demand to pay basis'. ▪ Tenure: upto 12 months. ▪ Interest rate: linked to the Company's short-term borrowing cost. ▪ Repayment Schedule: Not Applicable. ▪ The above inter-corporate deposits are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements.
12.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and thenature of their relationship.	Vinod Biyani, Promoter
13.	Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

DISCLOSURE of DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Kamlesh Kotak
DIN	00012755
Date of Birth	03/12/1963
Date of Appointment (Initial Appointment)	10/01/2006
Qualification	Chartered Accountant (CA)
Expertise in Specific Functional Areas	Equity Research
Experience	25 years
Number of board meetings attended during the year	Four (4)
Directorship in other companies /LLP(including foreign companies)	One (1)
Membership in Board Committees of Other companies (includes membership details of all companies)	One (1)
No. of Shares held in the company	Nil
Inter-se relationship with any other directors or KMP of the company	Nil
Details of remuneration sought to be paid	Nil
Details of remuneration last drawn	Nil

by order of the Board of Directors
for Abhinav Capital Services Limited

Sd/-
Chetan Rasik Karia
(DIN:00015113)
Chairman

Place: Mumbai
Date : 13/08/2022


Director's Report

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'Abhinav Capital Services Limited') along with the Audited financial Statements, for the financial year ended March 31, 2022.

Financial Performance

(Amount in Rs.)

Particulars	Current Year 2021-22 (Rs.)	Previous Year 2020-21(Rs.)
Revenue from Operations	6,72,01,000	3,25,12,056
Other Income	-	-
Income from operations	6,72,01,000	3,25,12,056
Less : Financial Expenses	22,84,000	10,29,417
Less : Depreciation & Amortisation Expenses	25,000	51,198
Less : Other Expenses	30,89,000	1,14,73,508
Less : Employee Benefits Expenses	30,08,000	22,69,916
Profit/(Loss) Before Tax & Exceptional Items	5,87,95,000	1,76,88,017
Less : Current year Taxation	1,19,00,000	68,00,000
Less : Deferred Tax Expense/(Income)	(51,000)	(19,61,000)
Less : Exceptional item		
Profit After Tax	4,69,46,000	128,49,000
Add : Other Comprehensive Income (OCI)		
Items that will not be reclassified to Profit and Loss		
Changes in Fair Value of fair value through OCI (FVOCI) equity instruments	13,34,13,000	1,90,80,000
Tax Impact on above	(335.77)	(48.38)
Other comprehensive Income	998.36	142.21

Outlook

The year under review has been one of the most profitable years for your Company. Your company posted total income and net profit of Rs 6,72,01,000 /- and Rs. 4,69,46,000/- respectively, for the financial year ended March 31, 2022 as against Rs. 3,25,12,056/- and Rs. 128,49,000/- respectively from the previous year, which is an increase of 106% in the total income of the company and an increase of 265% in the net profit of the company. The higher income and corresponding increase in the net profit is attributable to: (1) Change in Profit on Sale of Investments in Shares / MFs/ Derivative from 44.34 lakhs to 420.45 lakhs in the current review year. The year under review has been one of the most profitable years both for your Company and its customers. The company gained a massive profit for sale of investments, shares and Mutual Funds, this year. The year was full of opportunities. There was a Boost in the activities. Company is managed by professionals. Company is always following strict norms as prescribed by the management for disbursement of Loan. Management is of the opinion that Company's NPA will be within the limit as prescribed by the Management. Company has invested Rs.20.72crores in Equity Market. Board is of opinion that this Investment will fetch good returns.

**SWOT analysis****Strengths**

Distinguished financial services provider, with local talent catering to local customers. Simplified and prompt loan request appraisals and disbursements. Product innovation and superior delivery. Innovative resource mobilization techniques and prudent fund management practices.

Weakness

Regulatory restrictions – continuously evolving government regulations may Impact operations. Uncertain economic and political environment.

Opportunities

Demographic changes and under penetration.

Large untapped markets.

Use of digital solutions for business/collections.

Threats

High cost of funds.

Rising Non-Performing Assets (NPAs).

Competition from other NBFCs and banks

Corporate Social Responsibility (CSR) Policy

Your Company has formulated a Corporate Social Responsibility Policy with the objective “give back to the society”. In line with this approach your company has under taken social activities such as promoting education, hygiene, preventive health care, eradicating of hunger, poverty & malnutrition , making available safe drinking water, education to the poor, old age healthcare, environment sustainability, rural sports and helping other organization through donations and active participation of directors of the company.

Pursuant to the provisions of Section 135 and Schedule VII and related rules of the Companies Act, 2013, the Corporate Social Responsibility (CSR) committee of the Board of Directors has been formed consisting of the following members namely Mr. Chetan Karia, Mr. Kamlesh Kotak & Mr. Nasir Shaikh to recommend the policy on Corporate Social Responsibility and monitor its implementation.

Your Company initially decided to focus on education, health and animal welfare as key areas which required attention. The objective is to make an impact on the quality of life of the common people in its neighborhood.

Reserves

Your Company has transferred an amount of Rs. 93.89 Lakhs to Reserve Fund under Section 45-IC of the RBI Act, 1934.

Dividend

To conserve capital for growth of the Company and to deal with the uncertain economic environment due to the pandemic, your directors do not recommend any dividend payment at the ensuing AGM to be held on 30th September 2022.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

1320500 Shares held by Hardattrai Balabux Biyani HUF have been inter-se transferred to Mr. Kailash Hardattrai Biyani on 29th April 2022 (Inter-se transfer between promoters).

All the required disclosures have been submitted to BSE such as Disclosures under regulation 10(5),10(6), 10(7), 7(2), 29(1) & 29(2) & requisite SEBI fees have been paid also.



There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Share Capital

- The Authorized Share Capital of the Company is Rs.8,00,00,000/- divided in to 80,00,000 Equity Shares of face value of Rs.10/- each. There is no change in the Authorized Share Capital of the Company during the year under review.
- The Paid-up Share Capital of the Company is Rs.6,92,46,000/- divided in to 69,24,600 Equity Shares of face value of Rs.10/- each. There is no change in the Paid-up Share Capital of the Company during the year under review.
- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise during the year under review.

a) Buy Back Of Securities

The Company has not bought back any of its securities during the year under review.

b) Sweat Equity

The Company has not issued any sweat equity during the year under review.

c) Bonus Shares

The Company has not issued any bonus shares during the year under review.

Listing Of Shares

The Company's equity shares are listed on the BSE Ltd., The Company confirmed that the annual listing fees has been paid to the Stock exchange for F.Y. 2021-22.

Subsidiaries, Joint Ventures And Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company.

Directors & Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr.Kamlesh Kotak (DIN: **00012755**) Director is retiring by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment & he has offered himself for re-appointment.

Appropriate resolutions for the appointment/re-appointment of Directors are being placed for your approval at the ensuing Annual General Meeting.

Declaration by Independent Directors

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013

Familiarisation Programme for the Independent Directors

In compliance with the requirements of the Listing Regulations, the Company has put in place a Familiarization Program for the Independent directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc.

Meeting of Independent Directors

The Independent Directors met once during the year under review. The Meeting was conducted in an informal manner without the presence of the Chairman, the Non-Executive, Non-Independent Directors and the Chief Financial Officer.

**Policies on appointment and remuneration of Directors**

Policy for determining qualifications of directors and Policy for remuneration of Directors approved by the Nomination and Remuneration Committee of the Board of Directors, are available at Company's website.

Board and Directors' evaluation

Performance evaluation of the Board as whole, individual directors and of the Board Committees, was carried out by Board of Directors, as suggested by the Nomination and Remuneration Committee.

The evaluation was done in accordance with the framework and criteria laid down by the Committee. Further, at a separate meeting, the Independent Directors evaluated performance of Non-Independent Directors, Board as a whole and of the Chairman of the Board.

Manner of evaluation of Board of Directors performance and matters incidental thereto, are detailed in the Corporate Governance Report, which forms part of this report. Board of Directors were satisfied with the evaluation process and expressed satisfaction over performance of individual directors, Board as a whole and of the Board Committees, as Revealed by the evaluation reports.

Details of Board Meetings

During the year under review, Four Board meetings were held, details of which are provided in Corporate Governance Report.

Public Deposits

The Company has not taken any deposits from the public for which information is required to be given in the Report.

Conservation Of Energy

The company is utilizing electricity optimally.

Technology Absorption

The company has not purchased or imported any new technology. Hence, not applicable.

Foreign Exchange Earnings and Outgo: NIL**Particulars of Employees: -**

During the year under report, your Company has not employed any person who was in receipt of remuneration in excess of the limits specified under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Details of Unclaimed Suspense Account

The Company is not having unclaimed suspense account as required under schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Auditors And Audit Reports**Statutory Auditors**

The Auditors' Report on the financial statements of the Company for the financial year ended 31 March 2022 is unmodified i.e. it does not contain any qualification, reservation, adverse remark or disclaimer. The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditors' Report is enclosed with the financial statements forming part of the Annual Report.

M/s S C Mehra & Associates LLP, Chartered Accountants (ICAI Registration No.: 106156W/ W100305) are the Statutory Auditors of the Company. Their tenure expires at the conclusion of ensuing AGM of the Company.



Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 13th August 2022, have subject to approval of members, re-appointed **M/s S C Mehra & Associates LLP** as the Statutory Auditor of the Company for a period of five years, i.e., to hold office from the conclusion of the this ensuing AGM till the conclusion of the AGM to be held in the year 2027. Proposal for their re-appointment is placed in the Notice convening the AGM, which forms part of this report.

M/s S C Mehra & Associates LLP have confirmed their independent status and eligibility for the said appointment. The Company has received confirmation from them to the effect that their appointment, if made, will be in accordance with the limits specified under the Act and that the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of Companies (Audit & Auditors) Rules, 2014. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Board is of the opinion that continuation of **M/s S C Mehra & Associates LLP**, as Statutory Auditors will be in the best interests of the Company and recommends to the members to consider their re-appointment as Statutory Auditors of the Company, for another term of five years, from the conclusion of the ensuing AGM, till the AGM to be held in the calendar year 2027, at such remuneration mutually agreed and approved by the Board.

Secretarial Auditors

Pursuant to provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, Board had appointed M/s. D G Prajapati & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company.

Secretarial Audit Report is annexed to this report as "**Annexure A**". There are no qualifications or reservations or adverse remarks in the Secretarial Audit Report. The Secretarial Audit Report is self-explanatory and does not call for any further comments.

Annual Secretarial Compliance Report

M/s. D G Prajapati & Associates, Practicing Company Secretaries, have issued Secretarial Compliance Report for the year ended 31st March 2022 confirming compliance of SEBI Regulations / guidelines / circulars issued thereunder and applicable to the Company. There are no observations or adverse remarks in their report.

Extract of Annual Return as per Section 92 (3) of Companies Act 2013

A copy of the annual return as provided under section 92(3) of the Act, in the prescribed form, which will be filed with the Registrar of Companies/MCA, is hosted on the Company's website and can be accessed at <https://www.abhinavcapital.com>.

Reports on Management Discussion Analysis

As required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, management discussion and analysis report are annexed to this Report as **Annexure- B**.

Director's Comments on Auditor's Report

The observations made by the Auditors in their Report read with relevant notes given in the Notes to Accounts are self-explanatory and therefore, do not require any comments from your Directors pursuant to Section 134 (3) (f) of the Companies Act, 2013.

RBI Guidelines

Your Company is Complying with all the requirements of Reserve Bank of India for Non-Banking Finance Company. In terms of paragraph 9BB of the NBFC Regulations, the particulars as applicable to the company are appended to the Balance sheet.

Directors' Responsibility Statement



Pursuant to the requirement under section 134(5) of Companies Act, 2013, with respect of Director's responsibility statement, it is hereby confirmed that:

- i) in the preparation of the account for the financial year ended 31st March 2022; the applicable accounting standards had been followed along with proper explanation relating to material departure.
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review.
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) the Directors had prepared the accounts for the financial year ended 31st March 2022 on a 'going concern' basis.
- v) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) 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.

Disclosure of Composition of Audit Committee

The Audit Committee Member consists of Mr. Girish Desai, Mr. Chetan Karia & Ms. Gayatri Sonavane. The committee inter-alia reviews the internal control system & compliance of various regulations. The committee also reviews at length financial statements before they are placed before the Board.

Related Party Transactions

All the Related Party transactions ("RPTs") entered into during the financial year were in accordance with the Company's Policy on Related Party Transactions, on an arm's length basis and in the ordinary course of business.

Pursuant to Regulation 23(3) of the Listing Regulations and Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee granted omnibus approval to the transactions likely to be entered into by the Company with related parties during the year and are of repetitive nature. A statement of all the RPTs effected is presented before the Audit Committee on a quarterly basis. Members may refer to Note No. 24 to the Financial Statement which sets out related party disclosures pursuant to IND AS-24.

During the year, the Company had not entered into any transactions with related parties, which could be considered as material in accordance with the Company's Policy on materiality of RPT or which are required to be reported in Form AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Borrowings

The Company has not borrowed any fund during the FY 2021-22.

Fixed Deposits

The Company has not accepted any fixed deposit during the year under review. The Company has complied with the applicable provisions of secretarial standards issued by The Institute of Company Secretaries of India.

Risk Management Policy



The Company has a Risk Management Policy with an objective to formalize the process of identification of potential risk and adopt appropriate risk mitigation measures through a risk management structure. The Risk Policy is a step taken by the Company towards strengthening the existing internal controls and updating the same as may be required from time to time.

Particulars Of Loans, Guarantees or Investments

Pursuant to section 186(11) of the Companies Act, 2013 ('the Act'), the provisions of section 186 (4) of the Act requiring disclosure in the financial statements of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual Report.

Further, pursuant to the provisions of section 186 (4) of the Act, the details of investments made by the Company are given in the Notes to the Financial Statements.

Internal Control System

The Company's Internal Control procedure which includes Internal Financial Controls ensures that compliance with various policies, practices & Statutes & keeping in view the Company's pace of growth.

Evaluation of Performance of the Board, Its Committees and Individual Directors

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under the Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc.

Whistle Blower Policy/ Vigil Mechanism

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the company has formulated a Vigil Mechanism named as Abhinav Whistle Blower Policy' in addition to the existing code of conduct that governs the actions of its employees.

The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed thereunder and the Listing Regulations is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Whistle Blower Policy provides for protected disclosure and protection to the Whistle Blower. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected, and they are not subject to any discriminatory practices. Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected, and they are not subject to any discriminatory practices.

Maintenance of Cost records

The maintenance of Cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company and accordingly such accounts and records are not made and maintained by the Company.

Internal Complaints Committee

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of women at workplace (prevention, prohibition and Redressal Act, 2013.

Disclosure Under Sexual Harassment of Woman At Workplace (Prevention, Prohibition & Redressal) Act 2013

The Company has zero tolerance towards Sexual Harassment at the works place & has adopted a policy on Prevention, Prohibition & Redressal on works place in line with the act. The Company has not received any complaints of sexual harassment during FY 2021-22.

**Corporate Governance & Management Discussion & Analysis Statement**

The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Listing Regulations of the Stock Exchange are complied with. A detailed report on Corporate Governance has been included in this report as “**Annexure C**”.

The Company has also obtained a certificate from the auditors of the company regarding compliance of conditions of Corporate Governance.

Further, Management Discussion and Analysis report is also annexed to this report.

Statutory Disclosures

- i. Pursuant to the provisions of Section 134(3)(a) and Section 92(3), the Annual Return of the Company in the prescribed Form MGT-7 is available on the website of the Company.
- ii. Disclosures in terms of Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in ‘**Annexure D**’.

Acknowledgement

Your directors thank the clients for the confidence in the Company, which has enabled the Company to reach to a new level of customer satisfaction. The Board places acknowledgment to the employees for their teamwork and professional approach for the Company's image. Your directors would like to express their gratitude for the continuous support and guidance received from Company's lenders, bankers, the Government departments, and SEBI and Stock Exchange officials.

**For and on behalf of the Board of Directors,
Abhinav Capital Services Limited**

**Sd/-
Chetan Karia
(DIN: 00015113)
Chairman**

**Place: Mumbai
Date: 13/08/2022**

**Annexure A**

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Form No.MR-3
SECRETARIAL AUDIT REPORT
Financial year ended 31stMarch, 2022

[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 Capital Services Limited
Athena House, Row House No. 4, Rajnigandha,
Gokuldhama, Goregaon (East), Mumbai 400 063

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Abhinav Capital Services 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 my verification of Abhinav Capital Services Limited'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 31st March, 2022 complied with the statutory provisions listed here under 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, 2022 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) 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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable to the Company;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company;**



- (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 to the Company;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable to the Company;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **No Buyback was done during the year, hence Not Applicable;**
 - (i) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements), Regulations 2015.
- 6) The following laws, regulations, directions, orders, applicable specifically to the Company:
- i. The Reserve Bank of India Act, 1934
 - ii. Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.
 - iii. Master Circular- Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

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

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Listing Agreements for equity entered into with Bombay Stock Exchange Limited.



I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We did not find any dissenting director's views in 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.

We further report that during the audit period the company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date : 12th August 2022
Place: Mumbai

For D.G. Prajapati & Associates

Sd/-

Dharmendra G. Prajapati
Proprietor

{C P No.: 4209; FCS No. 6567}
UDIN : F006567D000789481



Annexure-I

To, The Members

Abhinav Capital Services Limited

Athena House, Row House No. 4, Rajnigandha,
Gokuldhama, Goregaon (East), Mumbai 400 063

Our report of even date is to be read along 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 had conduct our audit by examining various records and documents including minutes, registers, certificates and other records received through electronic mode as enabled by the company. We state that we have not done the physical verification of the original documents and records. The management has confirmed that the records provided to us for audit through electronic mode are final, true and correct.
3. Further, our audit report is limited to the verification and reporting of the statutory compliances on laws/regulations/guidelines listed in our report and the same pertain to the financial year ended on 31st March, 2022. Our report does not include those statutory compliances the filing dates for which were extended by Ministry of Corporate Affairs/Securities and Exchange Board of India/Reserve Bank of India, as the case may be, from time to time and accordingly such extended time limits remain beyond the date of our audit report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
6. 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 procedure on test basis.
7. 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.

Date : 12th August 2022

Place: Mumbai

For D.G. Prajapati & Associates

Sd

Dharmendra G. Prajapati

Proprietor

{C P No.: 4209; FCS No. 6567}

UDIN : F006567D000789481

Annexure B**Management Discussion and Analysis Report****GLOBAL ECONOMY**

According to International Monetary Fund (IMF), Corona & war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Global economy is going through a tough phase as the outbreak of COVID-19 followed by the war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution.

Economic damage from the conflict is expected to contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. As per IMF, global growth is projected to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. This is 0.8 and 0.2 percentage points lower for 2022 and 2023. On the monetary policy front there were multiple rate hikes by various central banks however, the Nominal policy rates increased less than near term inflation and as a result real ex post policy rate actually fell in most countries from levels that were exceptionally low.

INDIAN ECONOMY

In Q4 FY22, the Indian economy witnessed a recovery from the third wave of Covid-19 as the restrictions eased out. India's real gross domestic product (GDP) growth in 2021-22 was 8.7%. The GDP is a measure of the size of an economy during a particular year, and GDP growth is a measure of economic growth. India to witness GDP growth of 8.0-8.5 per cent in 2022-23, supported by widespread vaccine coverage, gains from supply-side reforms and easing of regulations, robust export growth, and availability of fiscal space to ramp up capital spending. RBI has shifted its monetary policy direction from being very accommodative to being hawkish with the out of turn 40bp hike in reverse repo rate to 4.4% and increase in CRR by 50bp to 4.5%, Which implies that the central bank is on the path of liquidity normalisation. Given the upside surprises on inflation, the RBI is leaning more towards its objective of inflation control

Overall credit growth for FY22 is estimated to be 8.3%, the same is expected to be in the range of 8.9% - 10.2% in FY23. Disbursement growth bounced back to pre-covid level across multiple retail products along with recovery in corporate segment. Regulatory policies and creation of a public digital infrastructure are two key pillars of increasing formalisation of the MSME sector in India. Government of India and the RBI have undertaken several reforms (UDYAM registration, GST, e-invoicing, GeM) and floated several schemes (ECLGS, PMMY, CGTMSE) to increase formalisation and also improve the health of the MSMEs. rather than continued focus on reviving demand and growth.

This year, the growth will be driven by the uptick in the economy, stronger balance sheet, higher provisions and improved capital positions of NBFCs. Reserve Bank of India's (RBI) move to tighten the NPA norms in November 2021. RBI said, "With increased pace of vaccinations and the broadening revival of the economy, the NBFC sector is expected to remain buoyant."

INFLATION RATES

The annual inflation rate in India edged down to 7.04 percent in May of 2022 from an 8-year high of 7.79 percent in the previous month, and below market expectations of 7.1 percent. However, it remained above the RBI's target range of 2%-6% for the 5th straight month.



NBFC SECTOR

After years of enduring challenges, the non-bank lenders are finally set to witness a normalisation in FY22, a report said.

To strengthen supervision over NBFCs, the Reserve Bank of India (RBI) introduced scale-based regulation and revised NPA recognition and upgradation norms during 2021.

The revised norms included the classification of special mention account (SMA) and NPA on a day-end position basis and upgrade from an NPA to standard category only after clearance of all outstanding overdues. In a report released in November 2021, said there would be an increase of up to 300 basis points (bps) in gross NPAs with a limited impact for shorter-tenure loans due to the revised NPA norms.

The average increase is expected to be around 150 basis points (bps) in gross NPAs, being a proportion of assets moving from SMA2 buckets, the report had said. Sitaraman expects reported NPAs for NBFCs to rise between 25-300 basis points, depending on which segment they are operating in. While for home loan and gold loans, NPAs will be in the lower end of the range; and for MSMEs or unsecured loan NBFCs, it will be at the higher end of the range

Bank credit to NBFCs grew in double digit in FY21-22 with outstanding bank credit to them rising by 10.4 per cent to Rs 10.5 lakh crore on the back of improvement in overall economic activities and banks' renewed focus on the NBFC sector following improvement in their balance sheets, says a report. In absolute terms, according to an analysis, bank credit to non-banking financial companies (NBFCs) expanded by Rs 99,000 crore in FY21-22, from FY20-21.

Meanwhile, mutual funds' debt exposure through commercial papers (CPs) and corporate bonds, to NBFCs rose 14.3 per cent to Rs 1.7 lakh crore in FY21-22 as NBFCs issued more CPs to fund IPOs and as they shifted from long-term to short-term investments on expectation of hike in interest rates. In absolute terms, it expanded by Rs 21,000 crore, says the report. Outstanding investments in CPs of NBFCs grew 25 per cent to Rs 73,000 crore in FY21-22 as the year was the best in the IPO history and NBFCs issued CPs worth Rs 15,000 crore to fund IPOs.



Banks credit exposure to NBFCs fluctuated around Rs 9 lakh crore-mark for the better part of FY21--22 and crossed Rs 10 lakh crore threshold in December 2021. And from there, it continued its upward trajectory and crossed Rs 10.5 lakh crore in March 2022 as capital market rates hardened and NBFCs turned to avail comparatively cheaper bank loans.

OUTLOOK FOR NBFC SECTOR

The non-banking finance companies (NBFCs) will start FY23 with sufficient capital buffers, stable margins and sizable on-balance sheet provisioning, while adequate system liquidity would aid funding, the report by India Ratings, a domestic credit rating agency, said.

The agency, which maintained a 'neutral' sector outlook and 'stable' rating outlook for the NBFCs, said its expectations will hold true in the absence of any negative event.

Credit growth for entities it rates will rise to 14 per cent in FY23 from 8 per cent in FY22. Since the default by IL&FS in 2017, NBFCs have faced difficulties which only aggravated with the outbreak of the pandemic, which affected liquidity.

The agency said an expected increase in systemic interest rates and asset quality issues in some segments due to the lagged impact of pandemic would be a drag on the operating performance of NBFCs in the new fiscal year.

The sector has been facing increased regulatory oversight and push towards convergence with banks through various measures such as scale-based regulation, realignment in asset quality classification and Prompt Corrective Action (PCA) norm, it said.

The secured asset business for NBFCs may see a revival in FY23 with credit growth of 14 per cent, up from 7-8 per cent in FY22.

The gold loan segment could see moderate growth in tandem with gold prices along with opening up of other financing avenues for borrowers. Loans against property would see reasonable growth as it would remain the prime source for borrowers to avail loans for working capital or growth capital, it said.

Meanwhile, on impending interest rate hikes, it said NBFCs would have to recaliber their funding avenues.

The credit costs are likely to normalise in FY23 even though the headline asset quality numbers can seem to be elevated, it noted.

According to Statista, 9,507 NBFCs were registered with the Reserve Bank of India (RBI) since January 31, 2021. NBFCs are playing an integral role in promoting financial inclusion and their primary objective is to provide financial assistance to one and all. These financial intermediaries have recently grabbed the attention of the Indian population, especially the economically weaker sections that find conventional banking institutions comparatively inaccessible and uneconomical.

OUTLOOK

The year under review has been one of the most profitable years for your Company. Your company posted total income and net profit of Rs 6,72,01,000 /- and Rs. 4,69,46,000/- respectively, for the financial year ended March 31, 2022 as against Rs. 3,25,12,056/- and Rs.128,49,000/- respectively from the previous year, which is an increase of 106% in the total income of the company and an increase of 265% in the net profit of the company. The higher income and corresponding increase in the net profit is attributable to: (1) Change in Profit on Sale of Investments in Shares / MFs/ Derivative from 44.34 lakhs to 420.45 lakhs in the current review year. The year under review has been one of the most profitable years both for your Company and its customers. The company gained a massive profit for sale of investments, shares and Mutual Funds, this year. The year was full of opportunities. There was a Boost in the activities. Company is managed by professionals. Company is always following strict norms as prescribed by the management for disbursement of Loan. Management is of the opinion that Company's NPA will be within the limit as prescribed by the Management.



Company has invested Rs.20.72crores in Equity Market . Board is of opinion that this Investment will fetch good returns.

OPERATION

Your Company is having network of approx . Rs. 45 Crores. Company is small NBFC registered with RBI. Company is in Business of Giving Corporate Loans & investment activities. Your Company is having tie up with Expert Market research Team. They advise the Company about the various Investment option. Currently Company is having Investment of Rs. 20 Crores & advance for Investment is Rs. 16 Crores

Company is doing business only with reputed and long term associated clients only. Company is not in the business of retail funding or unsecured funding. Company is having loan portfolio of Rs. 15 Cr. Your Directors Expect Improvement is Net profit for the Current Financial year

Details of Investment is given as annexure in the balance sheet of the Company


Financial performance

Particulars	Current Year 2021-22 (Rs.)	Previous Year 2020-21(Rs.)
Revenue from Operations	6,72,01,000	3,25,12,056
Other Income	-	-
Income from operations	6,72,01,000	3,25,12,056
Less : Financial Expenses	22,84,000	10,29,417
Less : Depreciation & Amortisation Expenses	25,000	51,198
Less : Other Expenses	30,89,000	1,14,73,508
Less : Employee Benefits Expenses	30,08,000	22,69,916
Profit/(Loss) Before Tax & Exceptional Items	5,87,95,000	1,76,88,017
Less : Current year Taxation	1,19,00,000	68,00,000
Less : Deferred Tax Expense/(Income)	(51,000)	(19,61,000)
Less : Exceptional item		
Profit After Tax	4,69,46,000	128,49,000
Add : Other Comprehensive Income (OCI)		
Items that will not be reclassified to Profit and Loss		
Changes in Fair Value of fair value through OCI (FVOCI) equity instruments	13,34,13,000	1,90,80,000
Tax Impact on above	(335.77)	(48.38)
Other comprehensive Income	998.36	142.21

The year under review has been one of the most profitable years for your Company. Your company posted total income and net profit of Rs 6,72,01,000 /- and Rs. 4,69,46,000/- respectively, for the financial year ended March 31, 2022 as against Rs. 3,25,12,056/- and Rs. 128,49,000/- respectively from the previous year, which is an increase of 106% in the total income of the company and an increase of 265% in the net profit of the company. The higher income and corresponding increase in the net profit is attributable to: (1) Change in Profit on Sale of Investments in Shares / MFs/ Derivative from 44.34 lakhs to 420.45 lakhs in the current review year. The year under review has been one of the most profitable years both for your Company and its customers. The company gained a massive profit for sale of investments, shares and Mutual Funds, this year. The year was full of opportunities. There was a Boost in the activities. Company is managed by professionals. Company is always following strict norms as prescribed by the management for disbursement of Loan. Management is of the opinion that Company's NPA will be within the limit as prescribed by the Management. Company has invested Rs.20.72crores in Equity Market. Board is of opinion that this Investment will fetch good returns.

**Outlook**

Your Company has earned Rs. 6,72,01,000 by way of interest on loan, Dividend Income & Profit by sale of Investments. Company is managed by professionals. Company is always following strict norms as prescribed by the management for disbursement of Loan. Management is of the opinion that Company's NPA will be within the limit as prescribed by the Management. Company has invested Rs.20.72crores in Mutual Funds and Equity Market. Board is of opinion that this Investment will fetch good returns.

Your Company is having very limited Client Base. Company is managed by professionals. Company is always following strict norms as prescribed by the management for disbursement of Loan. Management is of the opinion that Company's NPA will be within the limit as prescribed by the Management. Company is hopeful of recovery in the financial year 2021-2022. Management has also decided to find out new avenue in the Financial Market

SWOT analysis**Strengths**

Distinguished financial services provider, with local talent catering to local customers.
Simplified and prompt loan request appraisals and disbursements.
Product innovation and superior delivery.
Innovative resource mobilization techniques and prudent fund management practices.

Weakness

Regulatory restrictions – continuously evolving government regulations may
Impact operations.
Uncertain economic and political environment.

Opportunities

Demographic changes and under penetration.
Large untapped markets.
Use of digital solutions for business/collections.

Threats

High cost of funds.
Rising Non-Performing Assets (NPAs).
Competition from other NBFCs and banks

Human Resources

Company conducts various programs aimed towards strengthening skills, enhancing productivity and building sense of ownership among its employees. The Company undertake regular training program for development of Employees skills. To promote & develop upcoming managerial talent, advance training programs were extended to select skilled talents who have displayed high potential to take additional responsibilities in the challenging business environment.

Risk Management

Your Company, being in the business of finance, has to manage various risks. These risks include credit risk, liquidity risk, interest rate risk and operational risk. The stock market the barometer of Economy is not done well. Further it seems that retail investors are not investing in capital market. In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success.

Increased competition and market volatility has enhanced the importance of risk management in Share Trading business. The sustainability of the business is derived from the following:

- * Identification of the diverse risks faced by the company.



- * The evolution of appropriate systems and processes to measure and monitor them.
- * Risk management through appropriate mitigation strategies within the policy framework.
- * Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- * Reporting these risk mitigation results to the appropriate managerial levels.

There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increased use of technology and staff turnover.

Internal Control Systems and their adequacy

Company's Internal Audit Department has been reviewing all control measures on periodical intervals also recommending improvements wherever necessary. Thus, an effort is made for evaluating the effectiveness of Internal Control System.

Such internal control is being managed by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the, an Information Security Assurance Service is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

Fulfilment of RBI Norms and Standards

The Company has fulfilled all RBI Norms and complied with it.

Cautionary Statement

This report describing the company's activities, projections about future estimates, assumptions with regard to global economic conditions, government policies, etc may contain "forward looking statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

Company follows all Mandatory Accounting Standards.

For and on behalf of the Board of Directors,
Abhinav Capital Services Limited

Sd/-
Chetan Karia

Place: Mumbai
Date: 13th August 2022


Annexure- C
Report on Corporate Governance
Corporate Governance Philosophy

The Company considers Corporate Governance as an important process for conducting & managing its business activities in a transparent & visible manner in the interest of all its stakeholders, besides keeping important segment of the society adequately informed. Abhinav Capital Services Limited adopted good corporate practices all through its existence & oriented its actions in consonance with them. It has been the endeavor of Abhinav Capital Services Limited to give fair & equitable treatment to all its stakeholders including employees, customers, & shareholders as also to comply with applicable rules & regulations.

Board of Directors

The Board of Directors of the Company ("Board") consists of optimum combination of Executive, non-Executive, one women director & Independent Directors to ensure independent functioning of the Board. Half of the Board members consist of Independent Directors. The Independent Directors meet the criteria of independence specified in the listing regulations. The appointment of Directors happens through a transparent process. Each Director appointed is issued with an appointment letter in line with the requirements of listing regulations. In each meeting of the Board and the Committees, wherever required, presentations on the operations, financial results, strategy, risk management, human resource are made by the senior management team.

The company has executive chairman, and all other directors are non-executive directors.

None of the directors on the board of directors on the board is a member of more than 10 committees or chairman of more than 5 committees as specified in the listing regulations. Necessary disclosures regarding committee positions have been made by the directors.

The strength of the board of directors is 6 directors. The board comprised of non-executive, executive director and independent directors.

Name of Director	Executive / Non-Executive / Independent	No. Of Outsider Directorship		No. Of outside Committee position held	
		Public	Private	Member	Chairman
Mr. Girish Desai	Independent	1	-	-	-
Mr. Chetan Karia	Executive	-	-	-	-
Mr. Kamlesh Kotak	Non-Executive	-	1	-	-
Mrs. Gayatri Sonavane	Independent	-	-	-	-
Mrs. Ritu Mohatta	Executive Cum CFO	-	-	-	-
Mr. Nasir Shaikh	Independent	-	-	-	-

The senior management has made disclosures to the board confirming that there is no material, financial or commercial transactions between them and the company, which could have potential conflict of interest with company at large.

None of the Directors hold any equity shares.



All Directors do not hold any shares in the Company. There is no need for disclosure of their shareholding in the Company as required under the listing regulations. All Directors have made declaration about their category of directorships in the Company at the time of their appointment and make this declaration annually.

All such annual declarations were placed before the Board at the meeting held on June 02, 2022. None of the Directors are related inter se in terms of 'relative' defined under the Act. The Board meets at least once in each quarter to review in addition to other matters the performance and financial results.

Board Meetings and attendance

The Board/Committee Meetings are held as per the annual calendar set out well in advance with concurrence of all the Directors, to ensure 100% participation in the meetings. Prior approval from the Board is obtained for circulating the agenda items with shorter notice for matters that are considered to be in the nature of Unpublished Price Sensitive Information. Agenda and explanatory notes for the Board /Committee Meetings are set out by the Company Secretary in consultation with the Chairman and CEO. Agenda papers with minutes of previous meeting, committee meetings & meetings of subsidiary companies, detailed notes/background information with applicable regulatory provisions and requisite disclosures of various proposals placed for consideration and approval, are circulated at least seven days prior to the meeting, thereby enabling the Board to take decisions on an informed basis. Draft Minutes of the Board and committee meetings are circulated to all the directors and the same are finalized within 15 days. Further, action taken report on all the decisions taken by the Board/committees is circulated to the Board to keep tab on the actions taken.

Apart from this, additional Board meetings are held by giving appropriate notice to address the specific needs of the Company. The gap between two board meetings is not more than 120 Days, but the same has been extended by MCA to conduct the Board meeting not exceeding gap more than 180 days between two Board meetings. The Board meetings are generally scheduled in advance.

The board met 4 times during the year i.e., 25th June 2021, 10th August 2021, 12th November 2021, 10th February 2022

The following table gives the attendance record of the directors at the board as well as Annual General Meeting.

Directors Name	No of Board Meetings held	No of Meeting attended	Attendance at the AGM
Mr. Girish Desai	4	4	Yes
Mr. Chetan Karia	4	4	Yes
Mr. Kamlesh Kotak	4	4	Yes
Mrs. Gayatri Sonavane	4	4	Yes
Mrs. Ritu Mohatta	4	4	Yes
Mr. Nasir Shaikh	4	4	Yes

Notes

1. None of the Directors are related to any other director.
2. None of the Directors holds Directorship in more than 15 public limited Companies nor is a member of more than Ten Committees across all Companies in which he is a director.
3. None of the Directors received any loans or advances from Company during the year.

Chart or Matrix setting out skills/expertise/competence of Board

The Board has identified core skills/expertise/competencies required in the Directors for effectively managing the Company's business operations and those possessed by the Board members.

NO	Skill, expertise, competence	Description	Name of the Director who possess the said skill
1.	Business Experience	Ability to combine experience, knowledge & Perspective to make sound business Decisions. Critically analyzing complex and detailed information and developing innovative solutions and striking a balance between agility and consistency	Mr. Chetan Karia Mr. Kamlesh Kotak
2.	Financial Experience and Risk Oversight	The Company uses various financial metrics to measure its performance. Accurate Financial Reporting and Robust Auditing are critical to its success. The Company expects its Directors: - To have an understanding of Finance and Financial Reporting Processes. To Understand and Oversee various risks facing the Company and ensure that appropriate policies and procedures are in place to effectively manage risk.	Mr. Chetan Karia Mr. Kamlesh Kotak Mr. Girish Desai Mrs. Ritu Mohatta
3.	Governance and Regulatory Oversight	Devise systems for compliance with a variety of regulatory requirements. Reviewing compliance and governance practices for a long-term sustainable growth of the Company and protecting stakeholders' interest.	Mr. Chetan Karia Mr. Nasir Shaikh
4.	General management	Ability to propel company's business goals forward with analytical and critical thinking And complex problem solving.	Mr. Chetan Karia Mr. Kamlesh Kotak

Independent Directors

All Independent Directors of the Company have been appointed as per the provisions of the Act, Listing Regulations and the Governance Guidelines for Board Effectiveness adopted by the Company. Independent directors are appointed for a period of 5 years as per section 149 (10) of the Companies Act, 2013 ("Act"). Formal letters of appointment have been issued to Independent Directors.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 10th February 2022, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations.

At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole.
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.



All Independent Directors of the Company attended the Meeting of Independent Directors.

Familiarization Program for Independent Directors

The Company has adopted a structured program for orientation of Independent Directors at the time of their joining so as to familiarize them with the Company—its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.

The Company updates the Board Members on a continuing basis on any significant changes therein and provides them an insight to their expected roles and responsibilities so as to be in a position to take well informed and timely decisions and contribute significantly to the Company. Pursuant to the provisions of the Act and Regulation 25(7) of the Listing Regulations the Company has during the year conducted familiarization programs for its Independent Directors which included, detailed presentations on long term vision and strategy of the Company, its business model and operations, digitization, Industry outlook, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Accounting Standards, Framework for Related Party Transactions, providing Regulatory updates at Board and Audit Committee Meetings, circulating press releases, disclosures made to Stock Exchanges, news and articles related to the Company to provide updates from time to time.

Committees of the Board

The Committees of the Board Constituted when the Code becomes applicable to the Company. The role and the responsibilities of each of the Committee is well defined. The Board has constituted the following Committees.

AUDIT COMMITTEE

The company has constituted an audit committee in the year 2006. The role, powers and functions of the audit committee are as per guidelines stated in the listing regulations with the stock exchanges read with section 177 of the Companies' Act 2013. The terms of reference of the audit committee inter-alia are broadly as under:

1. To oversee the company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible.
2. To recommend to the board, the appointment and reappointment of statutory auditors, fixation of audit fees and also approval for payment of any other services.
3. To review with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the director's responsibility statement in boards report, in terms of sub- section 5 of section 134 of companies' act 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in financial statement arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of related party transactions.
 - g) Qualifications in the draft audit report.
4. To review with the management, the quarterly financial statements before submission to the board for approval.
5. To review with management, performance of statutory and internal auditors and adequacy of the internal control systems.
6. To review the status on utilization of IPO proceeds.
7. To review the adequacy of internal control system, including the structure of internal audit department, staffing of the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors for any significant findings and follow up there on.



9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To review the functioning of whistle blower mechanism, if and when introduced.
12. Carrying out such other function as may be specifically referred to the committee by the board of directors and /or other committee(s) of the directors of the company.

The Audit Committee was constituted with Two Independent Non-Executive Director and One nonexecutive director viz

Sr. No.	Name	Designation	Category
1.	Mr. Chetan Karia	Member	Executive Director
2.	Mr. Girish Desai	Chairman	Independent Non- Executive Director
3.	Mrs. Gayatri Sonavane	Member	Independent Non- Executive Director

Meeting and attendance during the year

During the year under report Four meetings of the Committee were held i.e., 25th June 2021, 10th August 2021, 12th November 2021, 10th February 2022 and all the members were present in all the meeting. During the year under report, the Audit Committee reviewed the quarterly and annual financial results before the Board took the same on record. The Committee also reviewed internal audit report and internal control systems and procedures and recommended desired improvements to the Board to strengthen the same. As a measure of good corporate governance, representatives of statutory Auditors were regularly invited to the meeting of the audit Committee and made significant contribution to the deliberations at the Committee meetings.

Stakeholders Relationship Committee

The composition of the Committee is as under

Sr. No.	Name	Designation	Category
1.	Mr. Chetan Karia	Member	Executive Director
2.	Mr. Girish Desai	Chairman	Independent Non- Executive Director
3.	Mr. Kamlesh Kotak	Member	Non- Executive Director

During the year under report the Committee met once this year i.e. on 10th February 2022, and all the members were present in all the meeting.

Mr. Chetan Karia act as a Compliance officer and has been regularly interacting with the Share Transfer Agents to ensure that the complaints of the investors are attended to without undue delay and were deemed expedient the complaints are referred to the Committee or discussed at the meetings. The Company has not received any complaint during the year.

The terms of reference of the Stakeholders Relationship Committee (SRC) are as follows:

1. Review statutory compliance relating to all security holders.
2. Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ notices/ balance sheet.
3. Oversee and review all matters related to the transfer of securities of the Company.
4. Approve issue of duplicate certificates of the Company.
5. Review movements in shareholding and ownership structures of the Company.
6. Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent.
7. Recommend measures for overall improvement of the quality of investor services.

NOMINATION & REMUNERATION COMMITTEE



The Nomination & Remuneration Committee (NRC), comprising two independent directors & one executives directors as its members, inter-alia oversees the Company's nomination process for the Directors, senior management and coordinates the annual self-evaluation of the performance of the Board, Committees and of individual Directors. The NRC further reviews and monitors the implementation of the Employee Stock Option Schemes (ESOS) approved by the Board from time to time.

The Composition of Committee is as under

Sr. No.	Name	Designation	Category
1	Mr. Chetan Karia	Member	Executive Director
2	Mrs. Gayatri Sonavane	Member	Independent Non-Executive Director
3	Mr. Girish Desai	Chairman	Independent Non-Executive Director

During the year under report the Committee met three times in a year i.e. 25th June 2021, 10th August 2021 & 10th February 2022, and all the members were present in the meeting.

The broad terms of reference of the Remuneration Committee are as follows

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising suitable policy on board diversity
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. To formulate a policy to ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial person and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the company and its goal.
- 6) To consider other topics as determined by the Board of Directors of the Company

The Committee recommended following criteria for evaluation of Independent Directors:

- Qualification and Experience
- Sufficient understanding and knowledge of the Company and the industry
- Effective contribution to the Board with Independent views and judgement
- Fulfillment of the independence criteria as specified in the Listing Regulations
- Independence from other Directors, the entity and its Management

**Remuneration to Managing Director/ Whole-time Directors**

The remuneration structure of the Managing Director/Whole time Directors comprise of salary, perquisites and allowances, contribution to Provident Fund and Gratuity.

The details of remuneration payable to the Whole-time Director Mr. Chetan Karia (DIN: 00011513) for the year 2021-22 is given below

- a. Basic Salary: 5,10,000 per annum.
- b. House Rent Allowance: 2,55,000 per annum.
- c. Other Allowances: Rs. 2,55,000 per annum.
- d. Bonus: Rs. 1,70,000 per annum.
- e. Variable Pay to be paid as decided by the Board.
- f. All other terms and conditions of his employment be decided by the Board.

Details of remuneration paid to Executive Director & CFO Mrs. Ritu Mohatta (DIN 08860676) for the financial year 2021-22 as details given below:

- a. Basic Pay: Rs. 3,00,000/- per annum
- b. House Rent Allowance: 1,50,000 per annum.
- c. Other Allowances: Rs. 1,50,000 per annum.
- d. Bonus: Rs. 1,00,000 per annum.
- e. Variable Pay to be paid as decided by the Board.
- f. All other terms and conditions of his employment be decided by the Board.

The non-Executive Directors do not draw remuneration from the Company except sitting fees.

The sitting fees for each member are given below

Director	Name Amount
Girish Desai	12,000
Kamlesh Kotak	5,000
Gayatri Sonavane	11,000
Chetan Karia	11,000
Ritu Mohatta	4,000
Nasir Shaikh	5,000
Total	48,000

Disclosures on Related Party Transactions

No materially significant related party transactions were entered by the Company with its promoters or directors, which could be deemed to be potentially conflicting with the interests of the Company.

Disclosure of Accounting Treatment

The financial statements are prepared on accrual basis of accounting and company complied with the accounting standards referred to in section 2(2) of the Companies Act, 2013

Board Disclosures-Risk Management

The company has laid down the requisite procedures to inform the board members about the risk assessment and minimization procedures.

Your company is not in speculative trade and is investors friendly and hence market risk is eliminated. The volatile movements in the stock market are natural and your company had to cope with the situation. This they wish to achieve by prudent and frugal deployment of available funds to minimize loss and risk in the market.


Re-appointment of Directors

Name of the Director	Kamlesh Kotak
DIN	00012755
Date of Birth	03/12/1963
Date of Appointment (Initial Appointment)	10/01/2006
Qualification	Chartered Accountant (CA)
Expertise in Specific Functional Areas	Equity Research
Experience	25 Years
Number of board meetings attended during the year	Four (4)
Directorship in other companies (including foreign companies)	One (1)
Membership in Board Committees of Other companies (includes membership details of all companies)	One (1)
No. of Shares held in the company	Nil
Inter-se relationship with any other directors or KMP of the company	NA
Details of remuneration sought to be paid	Nil
Details of remuneration last drawn	Nil

Code of Conduct

The Boards of Directors have laid down Code of Conduct setting forth legal and ethical standards to be followed by Directors and Senior Management ("the Code").

The Directors & Senior Management of your Company have made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large. A declaration to that effect signed by the Managing Director is annexed to this report. The code of conduct has been posted on the website of the Company.

Code of conduct for prevention of Insider Trading Practices

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended the company has formulated, adopted and implemented "code of conduct for prevention of insider trading"

CEO/CFO certification

A certificate from chairman on the financial statements of the company was placed before the board as per the requirement of the listing regulations and is annexed to this Report as **Annexure E**.

Management discussion and analysis

Management discussion and analysis is annexed in the annual report as **Annexure B**.

Statutory compliances

The Company has not received any Notice or complaint from the statutory authorities. The Company is regular in Complying with various compliances under the various statutory authorities

Cash flow statement for the period from 1st April 2021 to 31st March 2022.

Cash flow from operating activities: The same is enclosed

Dematerialization of shares

Shares in the company can be held and traded in electronic form and SEBI has made it compulsory for the company to deliver in dematerialization form only. Majority of companies shares are in dematerialized form only.

Share Transfer System

The Shares lodged for transfer & dematerialization are processed by the Registrar & Share Transfer Agent on a weekly basis & generally registered & returned within a period of two weeks from the date of receipt. If the documents are complete in all the respect.



The Company has been obtaining half yearly certificates from a Company Secretary in Practice within 30 days from the close of the relevant period with regard to compliance of share transfer formalities as per the requirement of Regulation 40 (9) of the Listing Regulations of the stock exchanges, where the securities of the company are listed.

Details of noncompliance and penalties, strictures imposed.

The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NA	NA	NA	NA	NA

Whistle Blower and Vigil Mechanism Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting unethical behavior by adopting whistle blower policy and vigil mechanism in line with Regulation 22 of the Listing Regulations for employees to report concerns about unethical behavior providing for adequate safeguard against victimization of directors/employees, who avail of the mechanism.

Reconciliation of share capital audit

SEBI has mandated reconciliation of share capital audit under Regulation 76 of SEBI (Depositories and Participants) Regulations, 1996. Accordingly audit for reconciliation of share capital admitted with National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Ltd ("CDSL") with the total issued and listed capital were carried out on a quarterly basis during the Year by a Practicing Company Secretary appointed by the committee of the Board. The audit confirmed that the total issued/ paid up capital were in agreement with the aggregate total number of shares in physical form and total number of dematerialized shares with NSDL and CDSL.

Other Disclosures:

- 1) There are no non-compliances of any requirement of corporate governance report and all the required disclosures are made to stock exchanges and other regulatory bodies as and when required.
- 2) Company has complied with and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and Regulation 46(2) under Listing Regulations
- 3) Disclosures have also been received from the senior management that there were no such transactions during the Financial Year 2021-22 having potential conflict with the interests of the Company at large either by them or their relatives.
- 4) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:
 1. Number of complaints filed during the financial year: Nil
 2. Number of complaints disposed of during the financial Year: Nil
 3. Number of complaints pending as on end of the financial year: Nil

Means of communication

All important information relating to the Company, its performance, shareholding pattern, business, quarterly results, other information as per the Listing Regulations, are regularly posted on Company's website and forwarded to the stock exchange. The quarterly, half-yearly and annual financial results of the Company are published in one English (Free Press Journal, Mumbai) and in one Marathi newspaper (Navashakti, Mumbai) within the stipulated period. They are also available on the website of BSE Limited: www.bseindia.com.



The quarterly / half-yearly / annual financial results of the company are announced within the stipulated period and are normally published in English and Marathi newspapers. The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with BSE through BSE Online Portal.

Other Disclosure Recommended by the Committee**Detail of Annual General Meetings**

Year	Type	Location	Date	Time	Special Resolutions Passed
2021	AGM	Through Video Conferencing (VC) or other audio-visual means (OAVM)	30 th September 2021	11:00 AM	1. To Re-appoint Mrs. Gayatri Sonavane (DIN: 07251680) as an Independent Director for 2 nd Term. 2. To Regularise the Appointment of Mr. Nasir Shaikh (DIN 08985677) as Independent Director of the Company.
2020	AGM	Through Video Conferencing (VC) or other audio-visual means (OAVM)	30 th Septemeber 2020	11:00 AM	N.A.
2019	AGM	Athena House, Row House No. 4, Rajnigandha, Gokuldhama, Goregaon (East), Mumbai 400063	30 th September 2019	11:00 AM	1. To Approve of Terms & Conditions for Appointment of Mr. Chetan Karia. 2. To Re-appoint Mr. Girish Desai (DIN 01056763) as an Independent Director.

Whether special resolutions were put through postal ballot last year?

No.

Are votes proposed to be conducted through postal ballot this year?

No.



GENERAL SHAREHOLDER INFORMATION

1.	Day, Date and Time	Friday, 30 th September 2022 at 11:00 AM
2.	Venue	28 th Annual General Meeting of the Company to be held via Video Conferencing or Any other Video Means (AOVM).
3.	Book Closure Date	September 23, 2022, to September 30, 2022
4.	Dividend	The Board of Directors has not recommended any dividend for the year 2021-22.
5.	Name and Address of Stock Exchange where Company's shares are listed	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
6.	Financial Calendar	2022 - 2023
	Results for quarter ending June,2022	Declared on August 13, 2022
	Results for quarter ending Sept., 2022	By November 14, 2022
	Results for quarter ending Dec.,2022	By February 14,2023
	Results for Year ended March, 2023	By May 30,2023
7.	Stock Code	
	BSE Limited (BSE)	532057
	Demat ISIN in NSDL & CDSL	INE516F01016

Payment of Listing Fees: The Company has paid the annual listing fees for the Financial Year 2021-2022 to the above stock exchange.

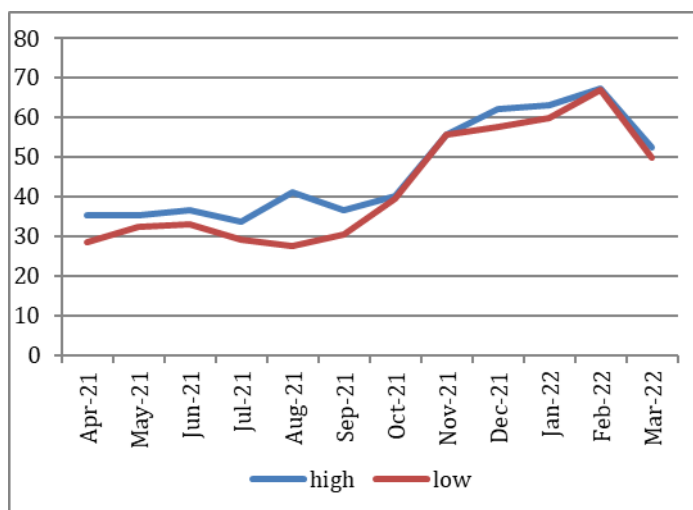
Stock Market Data

The high and low of the closing market price and volume of shares traded during each month of the Financial Year ended March 31, 2022, are given below:

Month	ABHINAV CAPITAL SERVICES LIMITED	
	High	Low
Apr 2021	35.25	28.50
May 2021	35.50	32.60
Jun 2021	36.60	33.15
Jul 2021	33.70	29.15
Aug 2021	41.05	27.70
Sep 2021	36.65	30.40
Oct 2021	40.35	39.60
Nov 2021	55.80	55.80
Dec 2021	62.05	57.80
Jan 2022	63.00	59.90
Feb 2022	67.35	67.00
Mar 2022	52.45	49.85

SAMC Share Price performance in comparison to BSE

The Company's closing share price movement during the Financial Year 2021-22 on BSE



Source: BSE; .Company


Distribution Schedules as on 31.03.2022

No. Of Equity Shares	Share holders		No. of Shares	
	Number	% Of Holders	Number	% Of Shares
UPTO 100	474	78.61	9996	0.14
101 to 500	90	14.93	26583	0.38
501 to 1000	5	0.83	3580	0.05
1001 to 2000	7	1.16	11100	0.16
2001 to 3000	2	0.33	5151	0.07
3001 to 4000	0	0	0	0
4001 to 5000	0	0	0	0
5001 to 10000	4	0.66	26304	0.38
10001 to 20000	1	0.17	19600	0.28
20001 to 50000	5	0.83	153171	2.21
50001 and above	15	2.49	6669115	96.31
Total	603	100	6924600	100

Categories of Shareholders as on 31.03.2022

Category	% Of Shareholding	No. Of Shares
Promoters	71.48	4949708
Individual	14.93	1034234
Domestic companies	11.94	827054
FIs, Mutual Funds & Bank	-	-
FIIIs, OCBs, & NRI	1.64	113500
Total	100	6924496

Dematerialization of shares:

99.57% of the Company's paid-up equity share capital has been dematerialized up to March 31, 2022. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form.

The details of dematerialized shares as on March 31, 2022, are as under:

Depository	No. of Shareholders	No. of Shares	% of Capital
CDSL	394	6279967	90.69
NSDL	130	614818	8.88
Physical	79	29815	0.43
Total	603	6924600	100



Auditors Certificate on Corporate Governance

Statutory Auditors Certificate

Annex-1 of the RBI Master Direction DNBS.PPD.02/66.15.001/2016-17 - Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016 dated 29th September 2016

We have examined the books of accounts and other records of **Abhinav Capital Services Limited** [the "Company"] for the Financial Year ended March 31, 2022. On the basis of the information submitted to us, we certify the following:

Sr. No.	Particulars	Details
1.	Name of the Company	Abhinav Capital Services Limited
2.	Certificate of Registration No.	13.00685
3.	Registered Office Address	Athena House, Row House No.4, Rajnigandha, Gokuldharm, Goregaon(East), Mumbai-400063.
4.	Corporate Office Address	Athena House, Row House No.4, Rajnigandha, Gokuldharm, Goregaon(East), Mumbai-400063.
5.	The Company has been classified by RBI as:	Loan Company
6.	Net Owned Fund (Rs. in Crore) <i>(Calculation of the same given in the Appendix I)</i>	46.42
7.	Total Assets (Rs. in Crore) <i>(Net of Intangible Assets)</i>	46.50
8.	Asset - Income Pattern: a) % of Financial Assets to Total Assets b) % of Financial Income to Total Income <i>(In terms of Reserve Bank of India ["RBI"] Press Release 1998-99/1269 dated April 8, 1999 read with RBI Notification DNBS (PD) C.C. No. 81 / 03.05.002 / 2006-07 dated October 19, 2006)</i>	65.12% 100%
9.	Whether the Company was holding any Public Deposits as on March 31, 2018? If Yes, the amount of Rs. in Crores	No Not Applicable
10.	Has the Company transferred a sum not less than 20% of its Net Profit for the year to Reserve Fund? <i>(In terms of Section 45-IC of the Reserve Bank of India Act, 1934)</i>	Yes
11.	Has the Company received any FDI? If Yes, did the company comply with the minimum capitalization norms for the FDI?	No Not Applicable
12.	If the Company is classified as an NBFC - Factor: a) % of Factoring Assets to Total Assets a) % of Factoring Income to Gross Income	Not Applicable
13.	If the company is classified as an NBFC-MFI: % of Qualifying Assets to Net Assets <i>(In terms of Para 3(xix) of the RBI Master Direction DNBR.PD.007/03.10.119/2016-17 - Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016)</i>	Not Applicable
14.	If the company is classified as an AFC: a) % of Advances given for creation of physical / real assets supporting economic activity to Total Assets a) % of Income generated out of these assets to Total Income	Not Applicable
15.	If the company is classified as an NBFC-IFC: % of Infrastructure Loans to Total Assets <i>(In terms of Para 3(xiv) of the RBI Master Direction DNBR.PD.007/03.10.119/2016-17 - Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016)</i>	Not Applicable
16.	Has there been any Takeover/ Acquisition of Control / Change in Shareholding/ Management during the year which required prior approval from RBI? <i>(In terms of Chapter IX of the Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016)</i>	No



In terms of Chapter II of the Master Direction – Non-Banking Financial Companies Auditor’s Report (Reserve bank) Directions, 2016, a separate report to the Board of Directors of the company has been prepared.

I have read and understood Chapter III of the Master Direction – Non-Banking Financial Companies Auditor’s Report (Reserve bank) Directions, 2016.

**For S C Mehra & Associates LLP,
Chartered Accountants
(Firm Regn No. 106156W/W100305)**

Place: Mumbai, Maharashtra, India

Date: 30th May 2022

**Sd
CA Deepak M Oza
Partner
Membership No.: 045890
UDIN NO.:22045890AJZGTX1857**


Appendix I

	Capital Funds – Tier I	(Rs. in Crores)
1.	Paid up Equity Capital	6.92
2.	Preference Share Capital to be compulsorily converted into equity	0
3.	Free Reserves:	
	a. General Reserve	0
	b. Share Premium	0
	c. Capital Reserves	0
	d. Debenture Redemption Reserves	0
	e. Capital Redemption Reserves	0
	f. Credit Balance in Profit & Loss A/c	34.74
	g. Other Free Reserves	4.84
4.	Special Reserves (Including reserve created U/s 45-IC of the Reserve Bank of India Act, 1934)	
	Total of 1 to 4	46.50
5.	Less:	
	a. Accumulated Balance of Loss	0
	b. Deferred Revenue Expenditure	0
	c. Deferred Tax Assets (Net)	0
	d. Other Intangible Assets	0
	Owned Fund	46.50
6.	Investment in Shares of:	
	a. Companies in the Same Group	0
	b. Subsidiaries	0
	c. Wholly Owned Subsidiaries	0
	d. Other NBFCs	0.08
7.	Book value of debentures, bonds outstanding loans and advances, bills purchased and is counted (including H.P. and lease finance) made to, and deposits with:	
	a. Companies in the Same Group	0
	b. Subsidiaries	0
	c. Wholly Owned Subsidiaries / Joint Ventures Abroad	0
8.	Total of 6 and 7	0.08
9.	Amount in Item 8 in excess of 10% of Owned Fund	0
10.	Net Owned Fund	46.42

In terms of our certificate dated 30th May 2022 issued for the Financial Year ended March 31, 2022, for Abhinav Capital Services Limited attached.


Annexure D

[Details pursuant to Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014]

1.	Name & Designation of Director & KMP	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY 2022	* % increase / (decrease) in remuneration in the FY 2022
i	Mr. Chetan Karia Executive Director	5.64:1	22.30%
ii	Mrs. Ritu Mohatta CFO	3.32:1	101%
iii	Mrs. Reshma Matele Bhosle Company Secretary	1:1	First Year
2.	The Percentage increase in the median remuneration of employees in the financial year	39.30%	
3.	The number of permanent employees on the rolls of company	5	
4.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration	Average increase in remuneration of employee for the FY 2022 was 39.30% against which the average increase in managerial remuneration was 61.65%. The salary for CFO of the Company for FY 2020-21 was only for 6 months.	
5.	Affirmation that the remuneration is as per the remuneration policy of the company	Yes	



Annexure E

Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

CEO / CFO CERTIFICATION

The Board of Directors

Abhinav Capital Services Limited

Athena House, Row House No. 4, Rajnigandha,
Gokuldham, Goregaon (East), Mumbai 400 063

- A. We hereby certify that: A. We have reviewed financial statements and the cash flow statement for the financial year 2021-22 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - These statements together present a true and fair view of the Company's affairs and are following existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the Company during the year which are fraudulent, illegal or violates of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- Significant changes in internal control over financial reporting during the year.
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai

Date: 13th August 2022

**Sd/-
Ritu Mohatta
Chief Financial Officer**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Abhinav Capital Services Limited
Athena house, Row House No-4
Rajnigandha, Gokuldham,
Goregaon (East), Mumbai-400063

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ABHINAV CAPITAL SERVICES LIMITED** having CIN **L65990MH1994PLC083603** and having registered office at Athena house, Row House No-4, Rajnigandha, Gokuldham, Goregaon (East), Mumbai-400063 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of Appointment in the Company
1.	Kamlesh Jayantilal Kotak	00012755	10/01/2006
2.	Chetan Rasik Karia	00015113	16/06/2003
3.	Girish Ramanlal Desai	01056763	10/01/2006
4.	Gayatri Sachin Sonavane	07251680	10/08/2015
5.	Ritu Mohatta	08860676	03/09/2020
6.	Nasir Shaikh	08985677	14/12/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For D.G. Prajapati & Associates

Sd/-
Dharmendra G. Prajapati
Proprietor
C.P. No.: 4209
F.C.S. 6567
UDIN : F006567D000296111

Date: 10th May 2022
Place: Mumbai



Abhinav Capital Services Limited					
Athena House , Row House No.4, Rajnigandha Gokuldhama, Goregaon (East), Mumbai - 400 063					
CIN : L65990MH1994PLC083603					
Statement of Audited Financial Results for the Quarter and Year Ended 31st March 2022					
(Rs. In Lacs)					
Particulars	Quarter Ended			Year Ended	
	31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
I Revenue from operations					
Revenue from operations	91.71	100.51	51.49	672.01	325.12
II Other income	-	-	-	-	-
III Total Income (I + II)	91.71	100.51	51.49	672.01	325.12
IV Expenses					
Finance Costs	6.54	5.58	0.41	22.84	10.29
Employee benefit expense	7.78	9.31	6.27	30.08	22.70
Employee Stock Options/Employee Stock Options Appreciation Rights Expenses	-	-	-	-	-
Depreciation and amortization expense	0.06	0.06	0.13	0.25	0.51
Other expenses	7.44	5.82	72.05	30.89	114.74
Total Expenses	21.83	20.78	78.85	84.06	148.24
V Profit before exceptional Items and tax (III - IV)	69.88	79.73	(27.37)	587.95	176.88
VI Exceptional items	-	-	-	-	-
VII Profit before tax (V - VI)	69.88	79.73	(27.37)	587.95	176.88
VIII Tax Expenses					
Current Tax	15.00	20.00	21.00	119.00	68.00
Deferred Tax Expenses / (Income)	0.14	0.04	31.81	(0.51)	(19.61)
Total Tax Expense	15.14	20.04	52.81	118.49	48.39
X Profit/(Loss) after Tax (VII - VIII)	54.73	59.69	(80.18)	469.46	128.49
XI Other Comprehensive Income					
Items that will not be reclassified to Profit or Loss	452.29	617.18	106.83	1,334.13	190.80
Income Tax relating to Items that will not be reclassified to Profit or Loss	(113.83)	(155.33)	13.00	(335.77)	(48.38)
Items that will be reclassified to Profit or Loss	-	-	-	-	-
Income Tax relating to Items that will be reclassified to Profit or Loss	-	-	-	-	-
Total Other Comprehensive Income	338.46	461.85	119.83	998.36	142.41
XII Total Comprehensive Income for the period (X+XI)	393.19	521.53	39.65	1,467.81	270.90
XIII Paid-up equity share capital (Face Value of the shares Rs.10 each)	692.46	692.46	692.46	692.46	692.46
XIV Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year	-	-	-	-	-
XV Basic & Diluted Earning Per Share (EPS) (not annualised)	0.79	0.86	(1.16)	6.78	1.86



Note : As the Company is an investment Company, dividend received is considered as a part of cash flow from operating activities. Cash flow from Investment in Equity shares has been classified as investment activity based on the intention of the management at the time of investing.

Note: 1) The above Audited Financial Results were reviewed & approved at the meeting of the Board of Directors held on 27th May, 2022 and subjected to Limited Review by the Statutory Auditors of the Company. The limited review report does not have any qualification/ modification.
2) The Company does not have more than one activity hence segment wise reporting is not separately given, as per the Accounting Standard on Segment Reporting (IND AS-108).
3) Status of investor grievances - opening -0, received during the quarter -0, grievances redressed - 0, pending- 0.
4) All the above data are in lakhs, except the details of EPS, No. of Shares, and Percentage of Shareholding.
5) Figures for the previous periods have been regrouped / rearranged , wherever necessary to conform with the current period.
6) The Covid-19 outbreak was declared a global pandemic by WHO & affected world economy as well as Indian economy. On account of continues volatility in financial markets the company has considered various factors for detemining the impact on various elements of Financial statement. The company expects that carrying amount of assets will be recovered.

**By Order of the Board
For Abhinav Capital Services Limited**

**Place : Mumbai
Date : 27-05-2022**

**Chetan Karia
Director
DIN No : 00015113**

**INDEPENDENT AUDITOR'S REPORT ON IND AS FINANCIAL STATEMENTS**

To
The Members of
Abhinav Capital Services Limited

Opinion

We have audited the standalone financial statements of Abhinav Capital Services Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2022, and profit/loss, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying standalone Ind AS financial statements.



Key Audit Matter	How our audit addressed the key audit matter
<p>1) Impairment of financial assets (expected credit losses) :-</p> <p><i>Ind AS 109 requires the Company to recognize impairment loss allowance towards its financial assets (designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including :-</i></p> <p><i>Unbiased , probability weighted outcome under various scenarios;</i></p> <p><i>Time value of money;</i></p> <p><i>Impact arising from forward looking macro-economic factors and;</i></p> <p><i>Availability of reasonable and supportable information without undue costs;</i></p> <p><i>Applying these principles involves significant estimation in various aspects , such as;</i></p> <p><i>Grouping of borrowers based on homogeneity by using appropriate statistical techniques;</i></p> <p><i>Staging of loans and estimation of behavioral life;</i></p> <p><i>Determining macro-economic factors impacting credit quality of receivables;</i></p> <p><i>Estimation of losses for loan products with no/minimal historical defaults.</i></p> <p><i>Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.</i></p>	<p><i>We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109</i></p> <p><i>We tested the criteria for staging of loans on their past due status to check compliance with requirements of Ind AS 109 . Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa.</i></p> <p><i>We have evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation</i></p> <p><i>Tested the ECL model, including assumptions and underlying computation</i></p> <p><i>Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults</i></p> <p><i>Audited disclosure included in the Ind AS financial statements in respect of expected credit losses.</i></p>

**Responsibilities of Management and Those Charged with Governance for the Standalone 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, 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. (Refer appendix to our report of even date)

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure - 1** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 Cash Flow Statement dealt with by this Report are in agreement with the 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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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".
- 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 does not have any pending litigations which would impact its financial position.
 - 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.

For S C Mehra & Associates LLP

Firm Regn. No. 106156W/W100305

Chartered Accountants

CA DEEPAK M. OZA

Partner

Membership No. 045890

Place : Mumbai

Date : 27th May, 2022

UDIN : 22045890AJTHWZ3890

**Annexure – 1 to our report of even date****Re: Abhinav Capital Services Limited (“the company”)**

In our opinion, and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us during the normal course of audit, which were necessary to the best of our knowledge and belief, we report that:

- (1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) The Management has physically verified certain assets during the year in accordance with a program of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification. During the year, Company has not disposed of any substantial / major part of fixed assets.

(c) There is no immovable properties are held by the company hence this clause is not applicable.
- (2) (a) The Company is registered non banking financial company and main business is to grant and obtain loans and advances and apart from this company invest surplus funds in shares and securities and in view of the same there is no trading activity carried on during the year, hence there is no closing stock as on 31st March 2022.

(b) As company does not deal in trading activity, therefore procedures of physical verification of inventory by the management is not required.

(c) As company does not deal in trading activity, therefore maintaining proper records of inventory is not required.
- (3) According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. As the company is NBFC, Loan and advances given in the normal course of business have not been considered here for reporting. Accordingly, the provision of clause 3(iii)(a), (b) and (c) of the order are not applicable to company and hence not commented upon.
- (4) In our opinion and according to the information and explanations given to us, the company has wherever applicable complied the provisions of Section 185 and Section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (5) According to the records of the company and information and explanations given to us, the company has not accepted any deposit as per directive issued by Reserve Bank of India and the provision of the section 73 to 76 or any other relevant provision of the Companies Act 2013 and rules framed there under.
- (6) To the best of our knowledge and as explained, the company is engaged in Non Banking Financial Company and not dealt in any sale of goods, hence the Central Government has not prescribed the maintenance of cost records by the company under sub - section (1) of section 148 of the Companies Act, 2013 for any of its products.
- (7) (a) According to the records of the company and information and explanations given to us in respect of statutory dues and other dues, the company has been generally regular in depositing undisputed statutory dues including Income Tax, sales tax, goods & services tax , wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities during the year.

(b) According to the records of the company, there is no dues of income-tax, service-tax, or value added tax which have not been deposited on account of any dispute.



- (8) According to records of the company, the company has not borrowed funds from financial institutions, banks, government or issued debentures till 31st March 2022. Hence, in our opinion, the question of reporting on default in repayment of dues to financial institutions or banks or debenture holders does not arise.
- (9) According to records of the company, the company has not raised money during the year by way of initial public offer or further public offer (including debt instruments) and term loans. Hence, in our opinion, this clause is not applicable in respect of reporting on delay or default made during the year.
- (10) Based upon the audit procedure performed for the purpose of reporting true and fair view of the financial statement and according to the information and explanations given by management, We report that no fraud on or by the officer or employees of the company has been noticed or reported during the year.
- (11) Based upon the audit procedure performed for the purpose of reporting true and fair view of the financial statement and according to the information and explanations given by management, we report that the company has not paid any managerial remuneration to key person during the year in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013, hence this clause is not applicable.
- (12) According to records of the company, the company is not covered under the category of Nidhi company, therefore provision of clause 3(xi) of the order are not applicable to the company and hence not commented upon.
- (13) According to the information and explanations given to us, the company has complied with Section 177 and 188 of Companies Act, 2013 in respect of transactions with related parties and details have been disclosed in the financial statements as required by the applicable accounting standards.
- (14) To the best of our knowledge and belief and according to information and explanations given to us the company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during the year. Hence the provisions of Section 42 of the Companies Act, 2013 do not apply.
- (15) To the best of our knowledge and belief and according to the information and explanations given to us, the company has wherever applicable complied with provisions of Section 192 of the Companies Act, 2013 in respect of any non cash transactions entered with directors or persons connected with him.
- (16) The company is registered Non Banking Financial Company and the company is holding certificate of registration vide registration number 13.00685 under Section 45-IA of the RBI Act, 1934.

For S C Mehra & Associates LLP

Firm Regn. No. 106156W/W100305
Chartered Accountants

CA DEEPAK M. OZA

Partner
Membership No. 045890

Place : Mumbai
Date : 27th May, 2022
UDIN : 22045890AJTHWZ3890

**Annexure – 2 to our report of even date****Re: Abhinav Capital Services Limited (“the company”)**

Report on the Internal Financial Controls under Clause (i) 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 Capital Services Limited** (“the Company”) as of 31st March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls:

The Company’s management is responsible for establishing and maintaining internal financial controls 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 on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the 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 company’s policies, 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.

Auditors’ 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 the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 auditor’s judgement, including the assessment of the risks of material misstatement of the 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 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:



- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions 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 management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls 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 the internal financial controls 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Explanatory Paragraph:

We also have audited, in accordance with the standard on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act, the financial statement of Abhinav Capital Services Limited, which comprises the Balance Sheet as at 31st March 2022, and the related statement of Profit & Loss and Cash Flow Statement for the year then ended, and summary of significant accounting policies and other explanatory information, and our report dated 27th May 2022 and expressed an unqualified opinion thereon.

For S C Mehra & Associates LLP

Firm Registration No.: 106156W/W100305

Chartered Accountants

CA DEEPAK M. OZA

Partner

Membership No.045890

Place : Mumbai

Date : 27th May 2022

UDIN : 22045890AJTHWZ3890

**Appendix to our report of even date****Re: Abhinav Capital Services Limited ("the company")**

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

For S C Mehra & Associates LLP

Firm Registration No.: 106156W/W100305

Chartered Accountants

CA DEEPAK M. OZA

Partner

Membership No.045890

Place : Mumbai

Date : 27th May 2022

UDIN : 22045890AJTHWZ3890


ABHINAV CAPITAL SERVICES LIMITED
BALANCE SHEET AS AT 31ST MARCH 2022

(Rs In Lakhs)				
Sr. No	Particulars	Note No	As at March 31, 2022	As at March 31, 2021
A	<u>ASSETS</u>			
1	<u>Financial Assets</u>			
	Cash and Cash Equivalents	4	90.01	18.31
	Loans	5	1,213.50	1,313.51
	Investments	6	2,072.10	1,835.13
	Other Financial Assets	7	1,808.35	4.94
	Sub- Total (A)		5,183.97	3,171.89
2	<u>Non-financial Assets</u>			
	Current Tax asset(net)	8	8.80	5.02
	Deferred Tax Assets(net)	9	-	15.09
	Property, Plant and Equipment	10	1.92	2.17
	Other Non-Financial Assets	11	0.58	5.11
	Sub- Total (B)		11.31	27.39
	Total Assets (A+B)		5,195.28	3,199.28
B	<u>LIABILITIES & EQUITY</u>			
	<u>Liabilities</u>			
1	<u>Financial Liabilities</u>			
	Payables			
	(i) Trade payables			
	Total outstanding dues of micro enterprises and small enterprises			
	Total outstanding dues of creditors other than micro enterprises and small enterprises	12	3.62	1.66
	Borrowings(other than debt securities)	13	216.10	1.06
	Other Financial Liabilities	14	1.00	0.07
	Sub- Total (A)		220.71	2.80
2	<u>Non-Financial Liabilities</u>			
	Current Tax liabilities (net)		1.01	10.70
	Deferred Tax Liabilities (Net)		320.18	-
	Other Non-Financial Liabilities	15	3.41	3.73
	Sub- Total (B)		324.60	14.43
3	<u>Equity</u>			
	Equity Share Capital	16	692.46	692.46
	Other Equity		3,957.50	2,489.69
	Sub- Total (C)		4,649.96	3,182.15
	Total Liabilities and Equity (A+B+C)		5,195.28	3,199.38
Significant Accounting Policies				
Notes Forming Integral Part of the Financial Statement		1 to 32		
As per our report of even date				

For S C Mehra & Associates LLP
Firm Regn No.: 106156W/W100305
Chartered Accountants

For and on behalf of board of
Abhinav Capital Services Limited

CA Deepak M. Oza
Partner
Membership No. : 045890

Chetan Karia
DIN:00015113
Director

Kamlesh Kotak
DIN: 00012755
Director

Ms.Reshma Matele
Company Secretary
Mem. No. A-65306

Place : Mumbai
Date : 27/05/2022
UDIN : 22045890AJTHWZ3890

Place : Mumbai
Date : 27/05/2022



ABHINAV CAPITAL SERVICES LIMITED				
CIN : L65990MH1994PLC083603				
AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st March 2022				
(Rs In Lakhs)				
Sr. No	Particulars	Note No	For Year Ended 31st March 2022	For Year Ended 31st March 2021
I	Revenue from Operations	17	672.01	325.12
III	Total Income (III)		672.01	325.12
IV	Expenses :			
	Finance Costs	18	22.84	10.29
	Employee Benefit Expenses	19	30.08	22.70
	Depreciation & Amortisation Expenses	10	0.25	0.51
	Other Expenses	20	30.89	114.74
	Total Expenses (IV)		84.06	148.24
V	Profit/(loss) before Exceptional Items and tax	(III-IV)	587.95	176.88
VI	Exceptional Items		-	-
VII	Profit Before Tax	(V - VI)	587.95	176.88
VIII	Tax Expense:			
	(1) Current Tax	21	119.00	68.00
	(2) Deferred Tax Expenses / (Income)		(0.51)	(19.61)
	(3)Tax Expense of earlier years		-	-
IX	Profit for the year from continuing operations	(VII-VIII)	469.46	128.49
X	Profit/(Loss) from Discontinuing operations		-	-
XI	Tax Expenses on Discontining Operations		-	-
XII	Profit/(Loss) from Discontinuing operations	(X-XI)	-	-
XIII	Profit for the year	(IX+XII)	469.46	128.49
XIV	Other Comprehensive Income (OCI)			
	Items that will not be reclassified to Profit and Loss			
	Changes in Fair Value of fair value through OCI (FVOCI) equity instruments		1,334.13	190.80
	Tax Impact on above		(335.77)	(48.38)
	Items that will be reclassified to Profit and Loss in subsequent periods		-	-
	Other Comprehensive income (OCI) for the year (net of tax)		998.36	142.41
XV	Total Comprehensive Income for the year	(XIII+XIV)	1,467.81	270.90
XVI	Earnings Per Equity Share			
	(1) Basic	21	6.78	1.86
	(2) Diluted	21	6.78	1.86
Summary of Significant Accounting Policies		3		
Notes Forming Integral Part of the Financial Statement		1 to 31		
As per our report of even date				
For S C Mehra & Associates LLP Firm Regn No.: 106156W/W100305 Chartered Accountants		For and on behalf of board of Abhinav Capital Services Limited		
CA Deepak M. Oza Partner Membership No. : 045890		Chetan Karia DIN:00015113 Director	Kamlesh Kotak DIN: 00012755 Director	Ms.Reshma Matele Company Secretary Mem. No. A-65306
Place : Mumbai Date : 27/05/2022 UDIN : 22045890AJTHWZ3890		Place : Mumbai Date : 27/05/2022		


ABHINAV CAPITAL SERVICES LIMITED

CIN : L65990MH1994PLC083603

STATEMENT OF AUDITED CASHFLOW FOR THE YEAR ENDED 31st March 2022

Particulars	For Year Ended 31st March 2022		For Year Ended 31st March 2021	
	(Rs. In Lacs)	(Rs. In Lacs)	(Rs. In Lacs)	(Rs. In Lacs)
<u>A] Cash Flow from Operating Activities</u>				
Net Profit before Taxation and Exceptional items		587.95		176.88
Adjustments for :				
Depreciation and Amortisation	0.25		0.51	
Provision & Contingencies	3.09		97.67	
Profit on sale of Investments	(420.25)		(44.34)	
Dividend Income	-		-	
		(416.91)		53.84
Operating Profit before Working Capital changes		171.04		230.72
(Increase)/Decrease in Loans Given	96.92		2,363.03	
(Increase)/Decrease in Deferred Tax Assets			-	
Increase/(Decrease) in Financial Borrowings	215.03		(1,065.08)	
Increase/(Decrease) in Other financial/non financial Liabilities	0.93		0.56	
(Increase)/Decrease in Current Tax Assets			-	
Increase/(Decrease) in Trade Payables	1.96		0.95	
(Increase)/Decrease in Other Financial Assets/non financial assets	(1,798.88)		(9.74)	
Increase/(Decrease) in Current Tax Liabilities (Net)			-	
(Increase)/Decrease in Loans and Advances		(1,484.04)		1,289.72
Cash Generated / (Utilised) in Operations		(1,313.00)		1,520.44
Income Tax Paid		(132.47)		(58.02)
Cashflow before extraordinary Items		(1,445.48)		1,462.42
Net Cash from Operating Activities (A)		(1,445.48)		1,462.42
<u>B] Cash Flow From Investing Activities</u>				
Purchase of Investments	(79,527.13)		(16,992.48)	
Sale of Investments	81,044.31		15,547.27	
Dividend Received	-		-	
Net Cash from Investing Activities (B)		1,517.18		(1,445.21)
<u>C] Cash Flow From Financing activities</u>		-		-
Net Increase / (Decrease) in Cash and Cash Equivalents		71.70		17.22
Cash and Cash Equivalents as at the beginning of the year		18.31		1.10
Cash and Cash Equivalents as at the end of the year		90.01		18.31
Net Increase / (Decrease) in Cash and Cash Equivalents		71.70		17.22

Note : As the Company is an investment Company, dividend received is considered as a part of cash flow from operating activities. Cash flow from Investment in Equity shares has been classified as investment activity based on the intention of the management at the time of investing.

For S C Mehra & Associates LLP
Firm Regn No.: 106156W/W100305
Chartered Accountants

For and on behalf of board of
Abhinav Capital Services Limited

CA Deepak M. Oza
Partner
Membership No. : 045890

Chetan Karia
DIN:00015113
Director

Kamlesh Kotak
DIN: 00012755
Director

Ms. Reshma Matele
Company Secretary
Mem. No. A-65306

Place : Mumbai
Date : 27/05/2022
UDIN : 22045890AJTHWZ3890

Place : Mumbai
Date : 27/05/2022

**ABHINAV CAPITAL SERVICES LIMITED****Notes to Financial Statements for the Year Ended 31st March 2022.****1. Corporate information**

ABHINAV CAPITAL SERVICES LIMITED is a company limited by shares, listed public company, incorporated on 8th December 1994 and domiciled in India. The Company is engaged in the business of lending and is a Non-Deposit Accepting Non-Banking Finance company (NBFC-ND-NSI) registered with the Reserve Bank of India (RBI) with effect 20th April 1998 from, with Registration No.13.00685 and having registered office at Athena House, Row House No 4, Gokul Dham Goregaon (E) Mumbai - 400063, Maharashtra, India.

The audited financial statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On 27th May 2022 the Board of Directors of the Company approved and recommended the audited financial statements for consideration and adoption by the shareholders in its annual general meeting.

2. Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction- Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ('the NBFC Master Directions') issued by RBI. The financial statements have been prepared on a going concern basis. The Company uses accrual basis of accounting except in case of significant uncertainties.

2.1 Presentation of financial statements

The Company presents its Balance Sheet in order of liquidity.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognized amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

**Critical accounting estimates and judgments**

In the application of accounting policy, the management is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

i. Property, Plant and Equipment:

Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

ii. Income Taxes:

Significant judgement is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iii. Impairment of Non-financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is higher of assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. Where carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

iv. Impairment of Financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**v. Fair Value Measurement of Financial Instruments**

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

3. Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Revenue Recognition**(i) Interest income**

The Company recognizes interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortized cost or fair value through other profit & loss account (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortized cost of a financial liability.

The Company recognizes interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets regarded as 'stage 3', the Company recognizes interest income on the amortized cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis. Delayed payment interest (penal interest) levied on customers for delay in repayments/nonpayment of contractual cash flows is recognized on realization.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognized at the contractual rate of interest.

(ii) Dividend income

Dividend income on equity shares is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) Other revenue from operations

The Company recognizes revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognizes revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

**(a) Fees and commission**

The Company recognizes service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Fees on value added services and products are recognized on rendering of services and products to the customer. Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognized on successful sales on behalf of other entities subject to there being no significant uncertainty of its recovery. Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognized on realization.

(b) Net gain on fair value changes

Financial assets are subsequently measured at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI), as applicable. The Company recognizes gains/losses on fair value change of financial assets measured as FVTPL and realized gains/losses on recognition of financial asset measured at FVTPL and FVOCI.

(c) Sale of services

The Company, on de-recognition of financial assets where a right to service the derecognized financial assets for a fee is retained, recognizes the fair value of future service fee income over service obligations cost on net basis as service fee income in the statement of profit or loss and correspondingly creates a service asset in Balance Sheet. Any subsequent increase in the fair value of service assets is recognized as service income and any decrease is recognized as an expense in the period in which it occurs. The embedded interest component in the service asset is recognized as interest income in line with Ind AS 109 'Financial instruments'.

Other revenues on sale of services are recognized as per Ind AS 115 'Revenue from Contracts with Customers' as articulated above in 'other revenue from operations'.

(d) Recoveries of financial assets written off.

The Company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

(iv) Taxes

Incomes are recognized net of the Goods and Services Tax (GST) wherever applicable.

3.2 Expenditures**(i) Finance costs**

Borrowing costs on financial liabilities are recognized using the EIR

(ii) Fees and commission expenses

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on value added services and products distribution, recovery charges and fees payable for management of portfolio etc., are recognized in the Statement of Profit and Loss on an accrual basis.

**(iii) Taxes**

Expenses are recognized net of the Goods and Services Tax/Service Tax, except where credit for the input tax is not statutorily permitted.

3.3 Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.4 Financial instruments

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognized on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognizes the financial instruments on trade date.

(I) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

Initial recognition and measurement

All financial assets are recognized initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into four categories:

- (a) Debt instruments at amortized cost
- (b) Debt instruments at FVOCI
- (c) Debt instruments at FVTPL
- (d) Equity instruments designated at FVOCI

(a) Debt instruments at amortized cost:

The Company measures its financial assets at amortized cost if both the following conditions are met:

The asset is held within a business model of collecting contractual cash flows; and Contractual terms of the asset give rise on specified dates to cash flows that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding. To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are

realized in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model but incorporates such information when assessing newly originated financial assets going forward.

The business model of the Company for assets subsequently measured at amortized cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortized cost on effective interest rate (EIR). The expected credit loss (ECL) calculation for debt instruments at amortized cost is explained in subsequent notes in this section.

(b) Debt instruments at FVOCI

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognized in other comprehensive income (OCI). The interest income on these assets is recognized in profit or loss. The ECL calculation for debt instruments at FVOCI is explained in subsequent notes in this section.

Debt instruments such as long-term investments in Government securities to meet regulatory liquid asset. Requirement of the Company's deposit program and mortgage loans portfolio where the Company periodically resorts to partially selling the loans by way of assignment to willing buyers are classified as FVOCI.

On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified to profit or loss.

(c) Debt instruments at FVTPL

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of debt instruments are recognized on net basis through profit or loss.

The Company's investments into mutual funds, Government securities (trading portfolio) and certificate of deposits for trading and short-term cash flow management have been classified under this category.

**(d) Equity investments designated under FVOCI**

All equity investments in scope of Ind AS 109 'Financial Instruments' are measured at fair value. The Company has strategic investments in equity for which it has elected to present subsequent changes in the fair value in other comprehensive income. The classification is made on initial recognition and is irrevocable.

All fair value changes of the equity instruments, excluding dividends, are recognized in OCI and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

Derecognition of Financial Assets

The Company derecognizes a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognized, the Company does not have any continuing involvement in the same.

Impairment of financial assets

ECL are recognized for financial assets held under amortized cost, debt instruments measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12-month ECL is recognized. Financial assets that are considered to have significant increase in credit risk is considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognized for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

**Treatment of the different stages of financial assets and the methodology of determination of ECL****(a) Credit impaired (stage 3)- Put as per RBI**

The Company recognizes a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 90 days.
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months– post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognized by applying the EIR to the net amortized cost amount i.e., gross carrying amount less ECL allowance.

b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 30 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk. Based on other indications such as borrower's frequently delaying payments beyond due dates though not 30 days past due are included in stage 2 for mortgage loans.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioral trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioral trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

(c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognized for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioral trends witnessed for each homogenous portfolio using application/behavioral score cards and other performance indicators, determined statistically.

**(d) Measurement of ECL**

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro-economic factors.

The Company has calculated ECL using three main components: probability of default and amount of default.

(ii) Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial asset to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts.

Initial measurement

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, other payables, debt securities and other borrowings.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortized cost using the EIR.

Derecognition

The Company derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expired. Any gains or losses arising on derecognition of liabilities are recognized in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and net amount is reported if there is currently enforceable legal right to offset the recognised amounts and there is intention to settle on a net basis, to realise assets and settle the liabilities simultaneously.

3.5 Taxes**(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current tax relating to items recognized outside profit or loss is recognized in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**(ii) Deferred tax**

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets, if any, are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized either in OCI or in other equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3.6 Property, plant and equipment

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'.

Depreciation on property, plant and equipment

(a) Depreciation is provided on a pro-rata basis for all tangible assets on written down value method over the useful life of assets.

(b) Depreciation is charged so as to allocate the cost of assets less their residual values, if any, over their estimated useful lives, using the written down value method except intangible assets. Depreciation on intangible assets is provided on straight line basis. The following useful lives are considered for the depreciation of property, plant and equipment:

Description of the Asset	Estimated Useful Life
Furniture & fixtures	10 Years
Vehicles	8 Years
Office Equipment	5 Years
Computers	3 Years

(c) Useful lives of assets are determined by the Management by an internal technical assessment except where such assessment suggests a life significantly different from those prescribed by Schedule II – Part C of the Companies Act, 2013 where the useful life is as assessed and certified by a technical expert.



(d) Depreciation on addition to assets and assets sold during the year is being provided for on a pro rata basis with reference to the month in which such asset is added or sold as the case may be.

(e) An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized as income or expense when the asset is derecognized.

(f) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.7 Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources, and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.8 employee benefits

Liabilities for salaries and wages, including non-monetary benefits if any, are recognized as liabilities (and expensed) and are measured at the amounts expected.

3.9 Fair value measurement

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

**Statement of Cash Flows**

Statement of Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The statement of cash flows from operating, investing and financing activities of the Company are segregated.

Earnings Per Share (EPS)

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.12 Nature and purpose of other equity**(i) Retained earnings**

Retained earnings represent the surplus in profit and loss account and appropriations.

(ii) Reserve fund in terms of section 45-IC (1) of the Reserve Bank of India Act, 1934

Reserve fund is created as per the terms of section 45-IC (1) of the Reserve Bank of India Act, 1934 as a statutory reserve. Appropriation from this Reserve Fund is permitted only for the purposes specified by RBI.

(iii) Other comprehensive income**On equity investments**

The Company has elected to recognize changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated in the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognized.

On debt investments

The Company recognizes changes in the fair value of debt instruments held with a dual business objective of collect and sell in other comprehensive income. These changes are accumulated in the FVOCI debt investments reserve. The Company transfers amounts from this reserve to profit or loss when the debt instrument is sold. Any impairment loss on such instruments is reclassified to Profit or Loss.


ABHINAV CAPITAL SERVICES LIMITED
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Notes Forming Integral Part of the Financial Statement:

(Rs In Lakhs)

Note 4 : Cash and Cash Equivalents

Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
1	Cash in Hand	0.67	0.67
2	Balance with Scheduled banks - in Current Accounts	89.34	17.64
	Total	90.01	18.31

(Rs In Lakhs)

Note 5 : Loans

Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
A	Loans at amortised cost (All unsecured, within India) term loan to other than employees to employees	1,493.24 0.30	1,590.41 0.05
		1,493.54	1,590.46
	Less: Impairment loss allowance	280.04	276.95
	Total	1,213.50	1,313.51



Notes Forming Integral Part of the Financial Statement: (Contd.)

Note 6 : Investments				(Rs In Lakhs)	
Sr. No	Particulars			As at 31st March 2022	As at 31st March 2021
1	At fair value through other comprehensive income				
	In Mutual Fund				
	Name of Fund / Company	No. of shares/Units - 31.03.2022	No. of shares - 31.3.2021		
	Next Orbit Venture Fund 1(Unquoted and Fully Paid)		2,340		23.40
	ABSL Liquid Fund Overnight(Quoted and Fully Paid)		1,28,554		1,427.00
2	In Equity Shares (Quoted and Fully Paid)				
	Asian Paints Ltd.	82	82	2.53	2.08
	Bajaj Finance Limited	43	43	3.12	2.21
	Bajaj Finserv Limited	8	8	1.36	0.77
	Crisil Ltd	48	48	1.57	0.88
	Hdfc	79	79	1.89	1.97
	Hdfc Life Insurance Ltd.	123	123	0.66	0.86
	Intense Technologies Ltd	25,000	25,000	20.84	7.96
	Ion Exchange India Ltd.*	20,000	20,000	328.71	261.29
	KRSNAA DIAGNOST	-	-	-	-
	Nureca Limited	-	12,530	-	75.44
	Powergrid Infra	2,00,100	-	134.51	
	Orient Paper Ltd*	86,138	86,138	29.63	21.15
	Pidilite Industries Ltd	129	129	3.17	2.33
	Sundaram Finance Ltd	74	74	1.44	1.91
	Tata Consultancy Services Ltd	74	75	2.77	2.38
	Tata Elxsi Ltd	129	129	11.40	3.47
	Creative Newtech Limited - Equity	2,00,000	-	1,446.00	-
	In Share Warrants (UnQuoted and Partly Paid)				
	Creative Newtech Limited - Warrants(25% Paid Up)	3,00,000	-	82.50	-
				2,072.10	1,835.13

All above investments are held in India


Notes Forming Integral Part of the Financial Statement: (Contd.)

(Rs In Lakhs)

Note 7 : Other Financial Assets

Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
	Deposits	204.95	4.94
	Advance Against Investment	1,600.00	
	Interest Receivable From Margin Deposit	1.08	
	Others	2.32	-
	Total	1,808.35	4.94

Note 8 : Current Tax Assets (net)

(Rs In Lakhs)

Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
	Advance payment of taxes (net of provisions)	8.80	5.02
		8.80	5.02

Note 9 : Deferred Tax Assets / (Liabilities)

(Rs In Lakhs)

Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
1	Deferred tax asset/(liability) on:		
	Depreciation & Amortisation	1.64	1.90
	Provision & Contingencies	70.48	69.70
	Changes in fair value of FVOCI equity instruments	(56,51,951)	(392.29)
	Total	(320.18)	15.09

Note 9 (b) MOVEMENT IN DEFERRED TAX

(Rs In Lakhs)

<i>Movement in deferred tax assets</i>				
	PARTICULARS	Depreciation & Amortisation	Provision & Contingencies	Total
	At 1 April 2020	0.72	51.28	52
	(Charged)/credited:			
	- to profit or loss	1.18	18.43	20
	- to other comprehensive income	-	-	-
	At 31 March 2021	1.90	69.70	72
	(Charged)/credited:			
	- to profit or loss			
	- to other comprehensive income	(0.27)	0.78	1
	At 31st March 2022	1.64	70.48	72.12



Notes Forming Integral Part of the Financial Statement: (Contd.)

Movement in deferred tax liabilities (Rs In Lakhs)					
	PARTICULARS			Changes in fair value of equity instruments	Total
	At 1 April 2020			(8.14)	(8.14)
	(Charged)/credited:				
	- to other comprehensive income			(48.38)	(48.38)
	At 31 March 2021			(56.52)	(56.52)
	(Charged)/credited:				
	- to other comprehensive income			(335.77)	(335.77)
	At 31st March 2022			(392.29)	(392.29)

Note 10

Property, Plant and Equipment (Rs In Lakhs)					
Particulars	Office equipment Owned	Furniture & fixtures Owned	Vehicles Owned	Computer System Owned	Total
Gross Block					
Carrying Value as at 31.03.2021	0.25	0.71	2.38	0.09	3.43
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Carrying Value as at 31.03.2022	0.25	0.71	2.38	0.09	3.43
Depreciation Block					
Accumulated depreciation as at 31.03.2021	-	-	1.26	-	0.74
Depreciation for the year			0.25		0.25
Disposals					
Accumulated depreciation as at 31.03.2022	-	-	1.51	-	0.99
Net Block					
As at 31.03.2021	0.25	0.71	1.13	0.09	2.17
As at 31.03.2022	0.25	0.71	0.88	0.09	1.92



Notes Forming Integral Part of the Financial Statement: (Contd.)

Note 11 : Other Non-Financial Assets			
Sr.No	Particulars	As at 31st March 2022	As at 31st March 2021
1	Prepaid expenses	0.42	0.11
2	Free Balance in Traces	0.12	0.07
3	Advance Against Investment	-	4.93
4	Other Receivable	0.05	-
	Total	0.58	5.11

Note 12 : Trade Payables (Rs In Lakhs)			
Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
1	Dues to micro and small enterprises	-	-
2	Dues to other than micro and small enterprises (All Trade Payable are Payable within one year)	3.62	1.66
	Total	3.62	1.66

Note 13 : Borrowings (Other than debt securities) (Rs In Lakhs)			
Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
	At amortised cost		
	Working Capital Demand loan		
1	Loan - Repayable on Demand	210.00	-
2	Interest accrued	6.10	1.06
	Total	216.10	1.06

Note 14 : Other financial liabilities (Rs In Lakhs)			
Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
1	Salary Payable	1.00	0.07
	Total	1.00	0.07

Note 15 : Other non-financial liabilities (Rs In Lakhs)			
Sr. No	Particulars	As at 31st March 2022	As at 31st March 2021
1	Statutory dues	3.41	3.63
	Total	3.41	3.63


ABHINAV CAPITAL SERVICES LIMITED
CIN : L65990MH1994PLC083603
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st March 2022

Note 16: Equity Share Capital			(Rs In Lakhs)	
Particulars	31st March, 2022	31st March, 2021		
A. Authorised share capital				
80,00,000 Equity Shares of Rs. 10/- each	800.00	800.00		
B. Issued, subscribed and paid up capital				
Balance at the beginning of the year	692.46	692.46		
change in equity share capital during the year	-	-		
Balance at the end of the year	692.46	692.46		
C. Number of shares				
Balance at the beginning of the year	69.25	69.25		
change in equity shares during the year	-	-		
Balance at the end of the year	69.25	69.25		

Terms/Rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per equity share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders

Note 16 (B): Details of shareholders holding of more than 5% shares

Sr. No.	Name of Shareholder	As At 31st March 2022		As at 31st March 2021	
		% of Holding	No. of Shares held	% of Holding	No. of Shares held
1	Bharat H. Biyani HUF	15.12%	10,47,108	15.12%	10,47,108
2	Hardatrai B. Biyani HUF	19.07%	13,20,500	19.07%	13,20,500
3	Kailash Hardatrai Biyani HUF	18.07%	12,51,350	18.07%	12,51,350
4	Vinod Hardatrai Biyani HUF	19.19%	13,28,550	19.19%	13,28,550

Other Equity					(Rs In Lakhs)
Particulars	Retained earning	Statutory reserve	Other comprehensive income	Total other equity	
Balance as at 1st April 2020	1,860.80	336.17	21.82	2,218.79	
Profit after tax for the year ended on 31.03.2021	128.49	-	-	128.49	
Other Comprehensive income(net of tax)	-	-	142.41	142.41	
Transfer to statutory reserve	(54.18)	54.18	-	-	
Total Comprehensive Income	74.31	54.18	142.41	270.90	
Balance as at 31st March 2021	1,935.11	390.35	164.23	2,489.69	
Profit after tax for the period/year ended on 31.03.2022	469.46			469.46	
Other Comprehensive income(net of tax)			998.36	998.36	
Transfer to statutory reserve	(93.89)	93.89	-	-	
Total	375.57	93.89	998.36	1,467.81	
Add: Transfer from OCI to Retained Earnings	17.27		(17.27)	-	
Balance as at 31st March 2022	2,327.95	484.24	1,145.32	3,957.50	



For S C Mehra & Associates LLP
Firm Regn No.: 106156W/W100305
Chartered Accountants

CA Deepak M. Oza
Partner
Membership No. : 045890

Place : Mumbai
Date : 27/05/2022
UDIN : 22045890AJTHWZ3890

For and on behalf of board of
Abhinav Capital Services Limited

Chetan Karia	Kamlesh Kotak	Ms.Reshma Matele
DIN:00015113	DIN: 00012755	Company Secretary
Director	Director	Mem. No. A-65306

Place : Mumbai
Date : 27/05/2022


ABHINAV CAPITAL SERVICES LIMITED
CIN : L65990MH1994PLC083603
Notes Forming Integral Part of the Financial Statement:

Note : 17 Revenue from Operations		(Rs In Lakhs)	
Sr. No	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
1	Interest Income (On Loans Measured at Amortized Cost)	242.07	278.95
2	Profit on Sale of Investments in Shares / MFs/ Derivative	420.25	44.34
3	Dividend Income	9.69	1.83
	Total	672.01	325.12

Note : 18 Finance Costs		(Rs In Lakhs)	
Sr. No	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
1	Interest Paid	22.84	10.29
	Total	22.84	10.29

Note : 19 Employment Benefit Expenses		(Rs In Lakhs)	
Sr. No	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
1	Salaries	10.52	8.56
2	Director Remuneration	18.54	13.20
3	Director sitting fees	0.48	0.70
4	Staff Welfare	0.55	0.24
	Total	30.08	22.70

Note : 20 Other Expenses		(Rs In Lakhs)	
Sr. No	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
1	Advertisement Expenses	1.09	0.70
2	Auditors' Remuneration [Refer to Note : 21(A)]	0.52	0.52
3	Conveyance	0.00	-
4	Demat Charges	0.03	0.17
5	General Office Expenses	0.27	0.15
6	Interest paid on delayed TDS	0.13	0.00
7	Insurance Premium	0.15	0.15
8	Listing Fees	3.54	3.54
9	Membership & Subscription	0.17	0.06
10	Electricity Charges	2.01	1.68
11	Postage & Telegram	-	0.00
12	Printing & Stationery	-	0.13
13	Profession Tax-Self for Co.	0.03	0.03
14	Professional Fees	4.93	3.55
15	ROC Fees	0.05	0.10
16	Registrar & Transfer Agent Charges	0.65	0.67
17	Rates and Taxes	3.60	3.60
18	Property Tax	0.75	-
19	Society Charges	0.13	0.13
20	Telephone Expenses	0.09	0.08
21	Vehicle Running Expenses	2.44	1.03
22	CDSL E-voting	0.21	0.21
23	Water Charges	1.02	0.40
24	Bank Charges	0.08	0.05
25	Penalty	5.71	-
26	Provision for Expected Credit Loss	3.09	97.67
27	STT & Other Charges on Derivative Charges	0.00	-
28	Miscellaneous Expenses	0.20	0.12
	Total	30.89	114.74


Notes Forming Integral Part of the Financial Statement: (Contd.)

Note : 21(A) Auditors Remuneration		(Rs In Lakhs)	
Sr. No	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
1	For Statutory Audit	0.39	0.39
2	For Tax Audit & Taxation Matter	0.13	0.13
	Total	0.52	0.52

Note Tax Expense		(Rs In Lakhs)	
	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
	Current tax expense	119.00	68.00
	Deferred Tax	(0.51)	(19.61)
	Adjustment in respect of Previous Year	-	-
	Total	118.49	48.39
	Income tax expense attributable to:		
	Profit from Continuing Operations	119.00	68.00
	Profit from Discontinuing Operations	-	-
	Total	119.00	68.00
	Total current tax expense comprises of the following:		
1	Current Tax relating to current reporting period	119.00	68.00
2	Current Tax relating to previous reporting periods	-	-
3	Amount of the benefit arising from a previously unrecognised tax, tax credit or temporary difference of a prior period that is used to reduce current tax expense	-	-
	Total Deferred Tax expense / (benefits) comprises of the following:		
1	Amount of deferred tax expense (income) relating to origination and reversal of temporary differences	(0.51)	(19.61)
2	Amount of deferred tax expense (income) relating to changes in tax rates or the imposition of new rates;	-	-
	Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:		
1	Profit before tax for the year	587.95	176.88
2	Profit from discontinuing operation before income tax expense	-	-
	Tax at the Indian tax rate of 25.168% (Previous Year- 25.168%)	147.97	44.52
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	(28.97)	23.48
	Corporate social responsibility expenditure	-	-
	Income tax expense	119.00	68.00

Note : 22 Earnings Per Share (EPS)			
Sr. No	Particulars	For the Year Ended 31st March 2022	For the Year Ended 31st March 2021
A	Net Profit for the year attributable to equity shareholders (After Tax)	469.46	128.49
B	Weighted average No. of Equity Shares	69.25	69.25
C	Basic and Diluted Earnings per share (A/B)	6.78	1.86
D	Nominal Value Per Share	10.00	10.00


ABHINAV CAPITAL SERVICES LIMITED
Notes Forming Integral Part of the Financial Statement
23. Segment Information

The Company operates in a single reportable segment i.e., financing, since the nature of the loans are exposed to similar risk and return profiles hence, they are collectively operating under a single segment. The Company operates in a single geographical segment i.e., domestic.

24. Disclosure of transactions with related parties as required by Ind AS 24

Related Parties	Relationship	Amount (In Rs.)	Nature of Transaction
Chetan Karia	Chairman	11,000 (P. Yr. 18,000)	Director Sitting Fees
Ritu Mohatta	Director	7,00,000 (P.Yr. 3,46,933)	Director Remuneration
Chetan Karia	Chairman	10,54,000/- (P. Yr. 9,73,000/-)	Director Remuneration
Kamlesh Kotak	Director	5,000/- (P. Yr. 10,000)	Director Sitting Fees
Girish Desai	Director	12,000 (P. Yr. 18,000)	Director Sitting Fees
Gayatri Sonavane	Director	11,000/- (P. Yr. 16,000)	Director Sitting Fees
Ritu Mohatta	Director	4,000/- (P. Yr. 6,000)	Director Sitting Fees
Nasir Shaikh	Director	5,000/- (P. Yr. 2,000)	Director Sitting Fees

25. Events after reporting date

There have been no events after the reporting date that requires adjustment/disclosure in these financial statements.

26. Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

To show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.

**Valuation framework**

The Company has an internal fair value assessment team which assesses the fair values for assets qualifying for fair valuation.

The Company's valuation framework includes:

- Benchmarking prices against observable market prices or other independent sources.
- Development and validation of fair valuation models using model logic, inputs, outputs, and adjustments.

These valuation models are subject to a process of due diligence and validation before they become operational and are continuously calibrated.

Valuation methodologies adopted.

Fair values of financial assets, other than those which are subsequently measured at amortized cost, have been arrived at as under:

- Fair values of investments held for trading under FVTPL have been determined using quoted market prices of the underlying instruments.
- Fair values of strategic investments in equity instruments designated under FVOCI have been measured.

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, investments in equity instruments designated at FVOCI, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.



27: Maturity Analysis

MATURITY ANALYSIS OF ASSETS AND LIABILITIES						
(Rupees)						
Particulars	As at 31.03.2022			As at 31.03.2021		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
I) ASSETS						
(1) Financial Assets						
(i) Cash and Cash Equivalents	67,464/-	0	67,464/-	67,464/-	0	67,464/-
(ii) Bank Balances other than (i) above	89,34,009/-	0	89,34,009/-	17,63,759/-	0	17,63,759/-
(iii) Investments	20,72,10,391/-	0	20,72,10,391/-	18,35,12,622/-	0	18,35,12,622/-
(iv) Other Financial Assets	30,21,85,111/-	0	30,21,85,111/-	13,23,45,051/-	0	13,23,45,051/-
(2) Non-Financial Assets						
(i) Current-Tax Assets	8,80,219/-	0	8,80,219/-	5,01,623/-	0	5,01,623/-
(ii) Other Non-Financial Assets	2,50,344/-	0	2,50,344/-	17,37,270/-	0	17,37,270/-
TOTAL ASSETS	51,95,27,538/-	0	51,95,27,538/-	31,99,27,788/-	0	31,99,27,788/-

Particulars	As at 31.03.2022			As at 31.03.2021		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
II) LIABILITIES						
(1) Financial Liabilities						
Other Financial Liabilities	2,20,71,463/-	0	2,20,71,463/-	2,79,998/-	0	2,79,998/-
(2) Non- Financial Liabilities						
Other Non-Financial Liabilities	3,24,59,645/-	0	3,24,59,645/-	14,32,749/-	0	14,32,749/-
(3) Equity						
(a) Equity Share Capital	6,92,46,000/-	0	6,92,46,000/-	6,92,46,000/-	0	6,92,46,000/-
(b) Other Equity	39,57,50,431/-	0	39,57,50,431/-	24,89,69,042/-	0	24,89,69,042/-
Total Equity	46,49,96,431/-	0	46,49,96,431/-	31,82,15,042/-	0	31,82,15,042/-
TOTAL LIABILITIES AND EQUITY	51,95,27,539/-	0	51,95,27,539/-	31,99,27,789/-/-	0	31,99,27,789/-/-



28) Disclosure of details as prescribed under Paragraph 19 of Non-Banking Financial Company - Non-Systemically Important Non-Deposit Taking Company (Reserve Bank) Directions, 2016

(Amounts in Rs.)

Liabilities Side:			
(1) Loans and advances availed by NBFC inclusive of interest accrued thereon but not paid:			
	Particulars	Amount outstanding	Amount overdue
	Debentures (Other than falling within the meaning of public deposits)	NIL	NIL
a)	i. Secured ii. Unsecured		
b)	Deferred Credits	NIL	NIL
c)	Term Loans	NIL	NIL
d)	Inter-Corporate Loans and Borrowings	Rs. 2,16,09,630/- (P. Yr. 1,06,379)	NIL
e)	Commercial Paper	NIL	NIL
f)	Public Deposits	NIL	NIL
g)	Other Loans (specify nature)	NIL	NIL
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):			
(a)	In the form of Unsecured debentures	NIL	NIL
(b)	In the form of partly secured debentures i.e., debentures where there is a shortfall in the value of security	NIL	NIL
(c)	Other public deposits	NIL	NIL
	* Please see Note 1 below	NIL	NIL

Assets Side:		
	Particulars	Amount outstanding
(3) Break up of Loans and Advances including bills receivable Other than those included in 4 below		
	a) Secured	NIL
	b) Unsecured (all loans and advances)	Rs. 12,13,49,923(P. Yr. 13,13,50,872 /-)
(4) Break up of Leased Assets and Stock on Hire and other assets counting towards AFC activities:		
(i)	Lease assets including lease rentals under sundry debtors:	
	a) Financial Lease	NIL
	b) Operating Lease	NIL
(ii)	Stock on Hire including hire charges under sundry debtors:	
	a) Assets on Hire	NIL
	b) Repossessed Assets	NIL
(iii)	Other Loans counting towards AFC activities	
	a) Loans where assets have been repossessed.	NIL
	b) Loans other than (a) above	NIL
(5) Break up of Investments		
a)	Current Investments:	
	1) Quoted:	
	- Equity Shares	NIL
	- Preference Shares	NIL
	- Debentures and Bonds	NIL
	- Units of Mutual Funds	NIL
	- Government Securities	NIL
	- Others (please specify)	
	2) Unquoted:	
	- Equity Shares	NIL
	- Preference Shares	NIL
	- Debentures and Bonds	NIL
	- Units of Mutual Funds	
		(P. Yr. 14,50,40,000)



		- Government Securities - Others (please specify)	NIL NIL
b)	Long Term Investments		
	1) Quoted:		
		- Equity Shares - Preference Shares - Debentures and Bonds - Units of Mutual Funds - Government Securities - Others (please specify)	Rs. 20,72,10,391/- (P. Yr. 3,84,72,622/-) NIL NIL NIL NIL NIL
	2) Unquoted:		
		- Equity Shares - Preference Shares - Debentures and Bonds - Units of Mutual Funds - Government Securities - Others	NIL NIL NIL NIL NIL NIL
	Total		Rs. 20,72,10,391/- (P. Yr. 18,35,12,622/-)
(6)	Borrower group-wise classification of assets financed as in (3) and (4) above:		
		Category	Amount net of provisions
			Secured Unsecured Total
	a)	Related Parties 1 Subsidiaries 2 Companies in the same group 3 Other related parties	Nil Nil Nil Nil
	b)	Other than related parties (all Loans & Advances)	Rs. 12,13,49,923/- (P. Yr. 13,13,50,872/-)
		Total	Rs. 12,13,49,923/- (P. Yr. 13,13,50,872/-)
(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)		
		Category	Market Value/ Breakup or Fair Value or NAV Book Value (Net of Provisions)
	a)	Related Parties 1. Subsidiaries 2. Companies in the same group 3. Other related parties	NIL NIL NIL NIL
	b)	Other than related parties	Rs.20,72,10,391/- (P. Yr. 3,84,72,622/-)
		Total	Rs. 5,13,40,471 (P. Yr. 1,60,15,727 /-)
		Total	Rs.20,72,10,391/- (P. Yr. 3,84,72,622/-)
		Total	Rs. 5,13,40,471 (P. Yr. 1,60,15,727 /-)
(8)	Other Information		
		Particulars	Amounts
	a)	Gross Non-Performing Assets 1 Related Parties 2 Other than related parties	NIL Rs. 2,80,04,154/- (P. Yr. 2,76,95,399/-)
	b)	Net Non-Performing Assets 1 Related Parties 2 Other than related parties	NIL Rs. 2,80,04,154/- (P. Yr. 2,76,95,399/-)
	c)	Assets acquired in satisfaction of debt	NIL

Notes:

- As defined in point xxv of paragraph 3 of Chapter -II of these Directions.
- Provisioning norms shall be applicable as prescribed in these Directions.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt.

29. The day-to-day operations of the company are closely supervised by the Board of Directors and no significant deficiencies or material weakness has been observed in the operation and Financial Control and processes of the company. However, the company is in process of documenting an Internal Control framework mechanism commensurate with the size of the Company and nature of its activities.

30. Disclosure under RBI Circular RBI/2019-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019-20 dated 13th March 2021 – Implementation of Indian Accounting Standards: -

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	Rs. 12,45,03,731/- (P. Yr. Rs. 13,42,20,926)	Rs. 31,83,809 (P. Yr. Rs. 28,75,054)	Rs. 12,13,19,923- (P.Yr. Rs. 13,13,45,871/-)	Rs. 3,11,259/- (P.Yr. Rs. 3,35,552/-)	Rs. 28,72,549/- (P. Yr. Rs. 25,39,502/-)
Standard	Stage 2	-	-	-	-	-
Subtotal		Rs. 12,45,03,731/- (P. Yr. Rs. 13,42,20,926)	Rs. 31,83,809 (P. Yr. Rs. 28,75,054)	Rs. 12,13,19,923- (P.Yr. Rs. 13,13,45,871/-)	Rs. 3,11,259/- (P.Yr. Rs. 3,35,552/-)	Rs. 28,72,549/- (P. Yr. Rs. 25,39,502/-)
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-
Other Items	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	Rs. 12,45,03,731/- (P. Yr. Rs. 13,42,20,926)	Rs. 31,83,809 (P. Yr. Rs. 28,75,054)	Rs. 12,13,19,923- (P.Yr. Rs. 13,13,45,871/-)	Rs. 3,11,259/- (P.Yr. Rs. 3,35,552/-)	Rs. 28,72,549/- (P. Yr. Rs. 25,39,502/-)
	Stage 2	-	-	-	-	-
	Stage 3	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-	Rs. 2,48,20,345/- (P. Yr. Rs. 2,48,20,345)	-
	Total	Rs. 14,93,24,076/- (P. Yr. Rs. 15,90,41,271/-)	Rs. 2,80,04,154/- (P. Yr. Rs. 2,76,95,399/-)	Rs. 12,13,19,923- (P.Yr. Rs. 13,13,45,871/-)	Rs. 2,51,31,604/- (P. Yr. Rs. 2,51,55,897/-)	Rs. 28,72,549/- (P. Yr. Rs. 25,39,502/-)



31. Additional disclosures in Notes to Accounts as per Sch III - refer notification dated 24th March 2021 As per RBI.

The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered:

- a) The Company has not traded or invested in crypto currency or virtual currency during the financial year
- b) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under
- c) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority
- d) The Company has not entered into any scheme of arrangement
- e) No satisfaction of charges are pending to be filed with ROC
- f) There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- g) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Company has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

For S C Mehra & Associates LLP
Firm Regn No.:
106156W/W100305
Chartered Accountants

For and on behalf of the Board of
Abhinav Capital Services Limited

CA Deepak M. Oza
Partner
Membership No.: 045890
UDIN: -22045890AJTHWZ3890
Place: Mumbai
Date: 27th May 2022

Chetan Karia
DIN: 00015113
Director

Place : Mumbai
Date : 27th May 2022

Kamlesh Kotak
DIN: 00012755
Director

Ms.Reshma Matele
Company Secretary
Membership No. 65306





NOTES

ABHINAV CAPITAL SERVICES LTD.

“Athena House”, Row House No.4, Rajnigandha,
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