

HELPAGE FINLEASE LIMITED

33rd ANNUAL REPORT
2014-15

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. Mr. Sidharth Goyal
2. Mr. Ashok Kumar
3. Mr. Dilip Jain
4. Ms. Ananyaa Pandey

BANKERS

Axis Bank
Mayur Vihar Branch

HDFC Bank
Asaf Ali Road Branch

STATUTORY AUDITORS

M/S K R A & Co.
Chartered Accountants
H-1/208, Garg Tower, NSP
Pitampura,
Delhi-110034, India

SECRETARIAL AUDITOR

Ms. Achita Sobti
Practicing Company Secretary

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Isha Malik

INTERNAL AUDITORS

M/S SNAP & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENT

M/S Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99, Madangir
New Delhi-110062

ANNUAL GENERAL MEETING

Date: 30th September, 2015, Wednesday

Time: 1500 Hours

Venue: S-191/C, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

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NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Company will be held on Wednesday, the 30th day of September, 2015 at 3:00 P.M. at registered office of the Company situated at S-191/C, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092, India to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended 31st March, 2015 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sidharth Goyal (DIN: 02855118), who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013, the reappointment of the Statutory Auditors of company M/s K R A & Co (Firm registration No: 020266N), Chartered Accountants, Delhi be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

By the order of the Board
For **Helpage Finlease Limited**

Date: 14th August, 2015
Place: Delhi

Sidharth Goyal
Managing Director

NOTES:

- A. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**
- B. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- C. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Director(s), seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Director(s) has furnished the requisite declarations for their appointment/ re- appointment.
- D. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- E. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- F. Queries at the Annual General Meeting: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- G. Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25th September, 2015 to Wednesday, 30th September, 2015 for the purpose of the Annual General Meeting.
- H. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, Beetal Financial & Computer Services Pvt Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062
- I. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

- J. Relevant documents referred to in the Notice and the accompanying statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- K. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- L. Members can also download the notice of AGM from the website of the Company i.e. www.helpagefinlease.com
- M. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of Address/name, PAN details , etc to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
- N. Members holding shares in physical form or in multiple folios, in identical names are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
- O. To support the 'Green Initiative'; the Members who have not registered their email addresses are requested to register the same with Company's Registrars and transfer Agent/ Depositories.
- P. **Voting through Electronic means:**
In compliance with provisions of Clause 35B of the listing agreement read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The procedure for the same is as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the company "HELPAGE FINLEASE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "HELPAGE FINLEASE LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user 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 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.

General Instructions:

- A. The e-voting period commences on Saturday, 26th September, 2015 (09.00 a.m. IST) and ends on Tuesday, 29th September, 2015 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015 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.
- B. Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- C. Ms. Anita Aswal, Practicing Company Secretary, H. No. 308 – A, Part – 2, Pratap Vihar, Delhi – 110086, has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- D. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.
- F. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.helpagefinlease.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.
- G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- H. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- I. The information required to be provided under the Listing Agreement regarding the Directors proposed to be appointed/ reappointed is enclosed herewith.

Details of Director Seeking Appointment / Re-Appointment at the 33rd Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. Sidharth Goyal
Director Identification Number	02855118
Date of Birth	28/07/1984
Date of Appointment on the Board	23/12/2009
Nationality	Indian
Designation	Managing Director
Education	LLB
Experience	10 years
List of Directorships held in other Companies	1. Jeen Foundation 2. G2 Consultants Pvt.Ltd. 3. Global Jurix LLP
Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2015	-
Shareholding in Helpage Finlease Limited	215000 shares & 6.68 %

Director's Report

Dear Shareholders,

Your Director's are pleased to present the 33rd Annual Report on the business and operations of the Company along with the Audited Annual Financial Accounts / Annual Financial Statements for the year ended 31st March 2015.

Information on State of the Company's Affairs

The Company had started its journey as Helpage Finlease Limited under the provisions of the Companies Act, 1956, as a public limited company. The Company presently listed at Bombay Stock Exchange. The Company is engaged in the business of investment in securities and providing loans and advances. The Company is registered with the Reserve Bank of India as an NBFC.

Financial Summary and Performance of the Company

(In Rs.)

Particulars		2014-2015	2013-2014
	Income	1,896,698.00	729,501.60
Less:	Total Expenditure	1,323,051.00	528,748.72
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	5,73,647.00	200,752.88
Less:	Depreciation	80,034.00	-
	Net Profit/(Loss) after Depreciation before Tax (PBT)	493,613.00	200,752.88
Less:	Provision for Income Tax-Current	152,526.42	62,032.64
	Profit after Tax	341,086.58	138,720.24
	Statuary Reserves	-	-

Dividend

In order to strengthen the business of the Company, your Directors decided that it would be prudent to plough back the profits of the Company and accordingly the Board does not propose and declare any dividend for the year under review.

Transfer to General Reserve

The Company propose to transfer INR **3,41,086.58/-** (Rupees Three Lacs Forty One Thousand Eighty Six and Fifty Eight Paise) to the general reserve out of the amount available for appropriation.

Share Capital

The Board of Directors in its meeting held on 15th May, 2015, approved the allotment of 28,80,000 (Twenty Eight Lacs and Eighty Thousand only) Equity Shares of Rs. 10/- (Rs. Ten Only) each aggregating Rs. 2,88,00,000/- (Rs. Two Crores Eighty Eight Lacs Only), to the Promoters and Strategic Investors and shall rank pari passu with the existing Equity Shares. Delhi Stock Exchange has granted Listing approval of the said shares on 1st October, 2015

The allotment of these shares was made on 15th May, 2015 and the same were listed and admitted to dealings on the Delhi Stock Exchange with effect from 1st October, 2014.

Listing of Shares

The Company made an application for Listing of Equity Shares at Bombay Stock Exchange in November, 2014 as to provide the trading platform to the Shareholders of the Company. The Board is delighted to inform that Bombay Stock Exchange has granted permission w.e.f. 05th June, 2015.

Disclosure Regarding Subsidiaries, Joint Venture or Associate Companies

S.No	Name of the Company	Percentage of Shareholding	Type
1.	G2 Consultants Private Limited	24.86	Associate Company
2.	Candid Wealth Management Private Limited	20.20	Associate Company

Directors & Key Managerial Personnel

Change in Directors and KMPs

The Board of Directors in its meeting held on 2nd September, 2014, had appointed Ms. Ananyaa Pandey as Additional Director thereafter, regularised by the shareholders in the AGM of the Company held on 30th September, 2014. In the same Board Meeting, Mr. Sidharth Goyal had been appointed as the Managing Director of the Company for a term of five years, thereafter approved by the shareholders in the AGM of the Company held on 30th September, 2014.

The Board of Directors in its meeting held on 15th September, 2014 appointed Ms. Isha Malik as Company Secretary & Compliance Officer and Ms. Ananyaa Pandey as Chief Financial Officer of the Company. However, Ms. Ananyaa Pandey tenders her resignation from the post of Chief Financial Officer & expresses her deep gratitude.

The Board of Directors has appointed Mr. Sidharth Goyal, Managing Director (MD) as MD & Chief Financial Officer of the Company.

Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Sidharth Goyal (DIN: 02855118), Director of the Company retire by rotation at the ensuing Annual General Meeting, and being eligible offer themselves for re-appointment.

Statement on declaration given by Independent Directors

The Board of the Company consist two independent directors and all the Independent Directors have given the declaration that they meet the criteria of independence as provided in Section 149 (6) of the Companies Act 2013.

Statement on annual evaluation of Board, Committees and Individual Directors

The Board has empowered the remuneration committee to evaluate the performance of the Chairman, Independent director, Executive directors and committees in terms of the criteria of evaluation laid down by the Board. The evaluation includes various criteria including performance,

targets, sincerity towards roles and responsibilities etc. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Company has in place a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the same is stated in Corporate Governance Report.

Number of Meetings of the Board of Directors

The Board met seven (7) times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

S. No	Date of Board Meeting	Time Gap between two meetings
1.	15 th May, 2014	Less than 120 days
2.	29 th May, 2014	Less than 120 days
3.	14 th August, 2014	Less than 120 days
4.	2 nd September, 2014	Less than 120 days
5.	15 th September, 2014	Less than 120 days
6.	28 th October, 2014	Less than 120 days
7.	13 th February, 2015	Less than 120 days

Change in the nature of business, if any

During the year under review, there was no Change in the nature of the business of the Company.

Fixed Deposit

During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 read with Chapter V of the Companies Act, 2013 and Companies (Acceptance of Deposit) Rules, 2014, as amended from time to time.

Particulars of loans, guarantees or investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the **Note No. 7** to the Financial Statements.

Demat of Shares

Necessary arrangements are made for Dematerialization of Shares, with NSDL and CDSL. Out of the total, 90.48 % of the equity shares of the company are already in Demat form. Since the shares of the company are traded on stock exchange in compulsory Demat form, the shareholders holding shares in physical form may avail this facility in their own interest.

Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

Your directors confirm that no significant and or material order(s) had been passed against the Company during the financial year 2014-15, which may adversely impact the status and operations of the Company in future.

Extract of the annual return

The extract of the annual return i.e. Form MGT – 9, as prescribed under sub-section (3) of section 92 read with Rule No. 12 of Companies (Management and Administration) Rules, 2014, shall form part of the Board's report and are attached herewith as "Annexure II" to this report.

Particulars of contracts or arrangements with related parties

No related party transactions were entered during the financial year. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Form AOC-2 is enclosed as "Annexure III".

Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

Statutory Auditors & Auditor's Report

M/S K R A & Co., Chartered Accountants, (Registration No FRN 020266N), Delhi, holds office as Statutory Auditors until the conclusion of the ensuing Annual General Meeting and has confirmed their eligibility and willingness to accept office, if re-appointed.

The report of the Statutory Auditors' on Annual Financial Accounts / Statements along with schedules and notes to accounts thereto, for the year ended on 31st March, 2015, are self explanatory and do not call for any comments.

Internal Auditors

M/S SNAP & Co., Chartered Accountant performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and (The Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Achita Sobti, Practicing Company Secretary (CP No.: 12718, ACS: 33858) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure I".

Corporate Governance and Management Discussion and Analysis Report

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure F, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

Directors' Responsibility Statement

Pursuant to Clause (c) of sub-section (3) of the Section 134 and sub-section (5) of section 134 of the Companies Act 2013 read with Companies (Accounts) Rules, 2014, as amended from time to time, your Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they 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 frauds and other irregularities;
- (d) they had prepared the annual accounts for the year ended 31st March 2015 on a going concern basis; and
- (e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- (f) They have laid down internal financial controls in the company that are adequate and were operating effectively.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo have not been furnished considering the nature of activities undertaken by the Company during the year under review. Further there was no Foreign Exchange earnings and outgo during the Financial Year 2014-2015.

Particulars of Employees

There was no employee in the Company throughout the period drawing remuneration more than that prescribed pursuant to the provision under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Establishment of Vigil Mechanism for Directors and Employees

Whistle blower Policy is formulated to encourage all employees and directors of the Company to report any unethical behavior, actual or suspected fraud or violation of the Code of the Company and to provide a secure environment to such employees acting in good faith and safeguarding them from any adverse action by management. This policy is in the line with the requirements of the revised Clause-49 of the Listing Agreement with the Stock Exchanges and the provisions of the Companies

Act, 2013(Sub Section 9 of Section 177) read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, which stipulated every Listed Company shall establish a 'Vigil Mechanism'.

Acknowledgement

Your directors place on record its sincere appreciation for significant contribution made by the employees through their dedication, hard work and commitment and the trust reposed on them and also acknowledge with gratitude the excellent cooperation extended by Bankers and Customers and look forward to their support in all future endeavor.

By the order of Board
For **Helpage Finlease Limited**

Date: 14th August, 2015
Place: Delhi

Sidharth Goyal
Managing Director
DIN : 02855118

Ashok Kumar
Director
DIN : 02641654

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **31st March 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
HELPAGE FINLEASE LIMITED
S-191/c, 3rd floor,
Manak Complex, School Block, Shakarpur,
Delhi-110092

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Helpage Finlease Limited**. (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the **M/s. Helpage Finlease Limited** 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I 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 2015 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

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

During the period under review and as per explanations and clarifications given to us and the representations made by the Management, the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that as per explanation given to me and the representations made by the Management and relied upon by me 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.

I further report that during the audit period, the company had following events which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

During the Fiscal year ended 2015, the Company issued & allotted 2,880,000 equity shares @ Rs.10/- each amounting to the total paid up capital of the company Rs. 32,175,000.

Date: 12th August, 2015
Place: Delhi

Achita Sobti
Company Secretary
Membership Number: 33858
Certificate of Practice No: 12718

* 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

“Annexure – A”

To,
The Members,
HELPAGE FINLEASE LIMITED
S-191/c, 3rd floor,
Manak Complex, School Block, Shakarpur,
Delhi-110092

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 have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 12th August, 2015
Place: Delhi

Achita Sobti
Membership Number: 33858
Certificate of Practice No: 12718

"Annexure II"

FORM NO. MGT 9					
EXTRACT OF ANNUAL RETURN					
as on financial year ended on 31.03.2015					
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.					
I	REGISTRATION & OTHER DETAILS:				
I	CIN	L51909DL1982PLC014434			
ii	Registration Date	04 th October, 1982			
iii	Name of the Company	Helpage Finlease Limited			
iv	Category/Sub-category of the Company	Public Company Limited by Shares			
V	Address of the Registered office & contact details	S-191/c, 3rd floor, Manak Complex, School Block, Shakarpur, Delhi- 110092			
Vi	Whether listed company	Listed			
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 ,Phone-91-11-2996 1281-83			
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY				
	All the business activities contributing 10% or more of the total turnover of the company shall be stated:-				
S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company		
1	Business of Providing Loans & Advances	6492	100		
III	PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES				
S. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	G2 Consultants Private Limited	U74140DL2007PTC 160476	ASSOCIATE	24.86	Section 2(6)
2	Candid Wealth Management Private Limited	U74140DL2005PTC 142848	ASSOCIATE	20.20	Section 2(6)

(IV) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) CATEGORY WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2014				No. of Shares held at the end of the year i.e 31.03.2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	203494	203494	60.29	465000	143076	608076	18.90	(41.39)
b) Central Govt/ State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	800000	-	800000	24.86	24.86
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	-	203494	203494	60.29	1265000	143076	1408076	43.76	(16.53)
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	-	203494	203494	60.29	1265000	143076	1408076	43.76	(16.53)
B. Public									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates	-	98256	98256	29.11	1150000	81906	1231906	38.29	9.18
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	35750	35750	10.59	-	-	-	-	10.59

i) Individual shareholders holding nominal share capital upto INR 1 lakhs	-	-	-	-	2500	35730	38230	1.19	1.19
ii) Individuals shareholders holding nominal share capital in excess of INR 1 lakhs	-	-	-	-	493850	45438	539288	16.76	16.76
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Clearing Member	-	-	-	-	-	-	-	-	-
Hindu Undivided Families	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	-	134006	134006	39.71	1646350	163074	1809424	56.24	16.53
Total Public Shareholding (B)= (B)(1)+(B)(2)	-	337500	337500	39.71	1646350	163074	1809424	56.24	16.53
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	337500	337500	100	2911350	306150	3217500	100	0.00

(ii) SHAREHOLDING OF PROMOTERS

S No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Ashok Gupta	47501	14.07	-	47501	1.48	-	(12.59)
2	Mohit Gupta	47975	14.21	-	47975	1.49	-	(12.72)
3	Rohit Gupta	47600	14.10	-	47600	1.48	-	(12.62)
4	Sidharth Goyal	15000	4.44	-	215000	6.68	-	2.24
5	Mukesh Goyal	-	-	-	50000	1.55	-	1.55
6	Kusum Goyal	-	-	-	200000	6.22	-	6.22
7	Ritu Gupta	22500	6.67	-	-	-	-	(6.67)
8	Niti Gupta	22918	6.79	-	-	-	-	(6.79)
9	G2 Consultants Pvt. Ltd.	-	-	-	800000	24.86	-	24.86
Total		203494	60.29	-	1408076	43.76	-	16.53

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

S. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Sidharth Goyal				
	At the beginning of the year	15000	4.44	15000	4.44
	Allotment on 15 th May, 2014	200000	6.21	200000	6.21
	At the end of the year	-	-	215000	6.68
2.	Mukesh Goyal				
	At the beginning of the year	-	-	-	-
	Allotment on 15 th May, 2014	50000	1.55	50000	1.55
	At the end of the year	50000	1.55	50000	1.55
3.	Kusum Goyal				
	At the beginning of the year	-	-	-	-
	Allotment on 15 th May, 2014	200000	6.22	200000	6.22
	At the end of the year	200000	6.22	200000	6.22
4.	Ritu Gupta				
	At the beginning of the year	22500	6.67	22500	6.67
	Sale of Equity Shares on 29th September, 2014	22500	6.67	22500	6.67
	At the end of the year	0	0	0	0
5.	Niti Gupta				
	At the beginning of the year	22918	6.79	22918	6.79
	Sale of Equity Shares on 29th September, 2014	22918	6.79	22918	6.79
	At the end of the year	0	0	0	0
6.	G2 Consultants Pvt. Ltd.				
	At the beginning of the year	0	0	0	0
	Allotment on 15 th May, 2014	800000	24.86	800000	24.86
	At the end of the year	800000	24.86	800000	24.86
	At the end of the year	1408076	43.76	1408076	43.76

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	Candid Wealth Management Pvt. Ltd.	0	0	0	0
	At the beginning of the year				
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	650000	20.20	650000	20.20
2	Singhal Technology Pvt. Ltd.	0	0	0	0
	At the beginning of the year				
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			

	At the end of the year	500000	15.54	500000	15.54
3	Arun Aggarwal At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	100000	3.11	100000	3.11
4	Avanindar Bhushan Prasad At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	100000	3.11	100000	3.11
5	Preeti Bhushan At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	100000	3.11	100000	3.11
6	Deepak Kumar Trivedi At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	50000	1.55	50000	1.55
7	Manish Goel At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	50000	1.55	50000	1.55
8	Pooja Goyal At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	30000	1.55	30000	1.55
9	Amit Goyal At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	30000	1.55	30000	1.55
10	Bhushan Commercial Enterprises Limited At the beginning of the year	24750	7.33	24750	7.33
	Date wise increase/decrease in Shareholding	Allotment of Equity Shares on 15 th May, 2014			
	At the end of the year	30000	1.55	30000	1.55

(v) Shareholding of Directors and KMP

S. No	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Sidharth Goyal At the beginning of the year	15000	4.44	15000	4.44
	Allotment on 15 th May, 2014	200000	6.21	200000	6.21
	At the end of the year	215000	6.68	215000	6.68
2	Dilip Jain At the beginning of the year	NIL	NIL	NIL	NIL

	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL
3	Ashok Kumar At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL
4	Ananyaa Pandey At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL
5	Isha Malik At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Figs in Lacs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and or Manager

S. No	Particulars of Remuneration	Name of the MD/WTD/Manager	Amt. In INR
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-

2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act		-

B. Remuneration to other Directors

1	Independent Directors					(Amt. In INR)
S. No	Particulars of Remuneration	Name of the Directors				Total Amount
	(a) Fee for attending Board/ committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-

2	Other Non-Executive Directors					
S. No	Particulars of Remuneration	Name of the Directors				Total Amount
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	NIL
	(c) Others, please specify.	-	-	-	-	NIL
	(a) Fee for attending board committee meetings	-	-	-	-	-
	(b) Commission	-	-	-	-	NIL
	(c) Others, please specify.	-	-	-	-	NIL
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act.					

C. Remuneration of Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel	
		Ms. Isha Malik (CS)	Total Amount
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	95,000	95,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify		
5	Others, please specify- Provident Fund	-	-

	Total	95,000	95,000
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(VII) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

"ANNEXURE III"

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not on an arm's length basis:

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Nil
2	Nature of contracts/arrangements/transaction	Nil
3	Duration of the contracts/arrangements/transaction	Nil
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5	Justification for entering into such contracts or arrangements or transactions'	Nil
6	Date of approval by the Board	Nil
7	Amount paid as advances, if any	Nil
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions on an arm's length basis:

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Nil
2	Nature of contracts/arrangements/transaction	Nil
3	Duration of the contracts/arrangements/transaction	Nil
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5	Date of approval by the Board	Nil
6	Amount paid as advances, if any	Nil

**By the order of Board
For Helpage Finlease Limited**

**Sidharth Goyal
Managing Director**

Management Discussion and Analysis Report

Industry Overview

NBFCs have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help fill the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas.

The NBFC segment has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

NBFCs have been at the forefront of catering to the financial needs and creating livelihood sources of the so-called unbankable masses in the rural and semi-urban areas. Through strong linkage at the grassroots level, they have created a medium of reach and communication and are very effectively serving this segment. Thus, NBFCs have all the key characteristics to enable the government and regulator to achieve the mission of financial inclusion in the given time.

Our Industry Segment

The Non Banking Financial Companies (NBFC) Sector is still struggling for its growth in India. The NBFC Sector is doing much better all over the world as compared to Asian Countries as the general perception about NBFC in the mind of public is still hazy.

Business

The Company is engaged in the business of investment in securities and providing loans and advances. The Company is registered as Non-deposit taking Non-Banking Finance Company with the Reserve Bank of India. Since the asset size of the company is not more than Rs. 100 crores it is presently Non Systemically Important Non Deposit taking NBFC.

Opportunities & Threats and Risks & Concern

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience in NBFC sector your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

Outlook

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast.

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

Internal Control Systems and Adequacy

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

Cautionary Statement

The statements in Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

1. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

The Company believes that Corporate Governance is a set of mechanisms, processes and relations by which corporations are controlled and directed. Governance structures identify the distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders) and includes the rules and procedures for making decisions in corporate affairs. Corporate governance is creation and enhancing long- term sustainable value for the stakeholders through ethically driven business process. At Helpage Finlease Limited, it is vital that our company affairs are managed in a fair and transparent manner.

2. BOARD OF DIRECTORS

The Board of Directors is the core of our corporate governance and oversees how the Management serves and protects the long- term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

Name	Designation	Category	No. of positions held in other Public Companies		
			Board	Committee	
				Member ship	Chairman ship
Mr. Sidharth Goyal	Managing Director & Chief Financial Officer	Promoter Executive	Nil	Nil	Nil
Mr. Ashok Kumar	Director	Independent	Nil	Nil	Nil
Mr. Dilip Jain	Director	Independent	Nil	Nil	Nil
Ms. Ananyaa Pandey	Director	Non Independent	Nil	Nil	Nil

Independent Directors

During the year under review, the Independent Directors met separately on 16th March, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess 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 their duties.

Familiarization Programme for Independent Directors

The Company familiarized its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates.

The detail of such familiarisation programme is placed on website of the Company i.e. www.helpagefinlease.com.

Board's Responsibilities

The board of directors represents the interest of the company's shareholders, in optimising long-term value by providing the management with guidance and strategic direction on the shareholders' behalf. The board has a formal schedule of matters reserved for its consideration and decision, which includes reviewing corporate performance, ensuring adequate availability of financial resources, regulatory compliance, safeguard interest of shareholders and reporting to shareholders.

Resume of the Directors proposed to be re-appointed

The brief resume of directors retiring by rotation and seeking re-appointment is appended in the Notice for convening the Annual General Meeting (AGM).

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. The Code of Conduct is available on the website of the company.

Declaration on Code of Conduct

The Managing Director of the Company has laid down the declaration about the Board members and members of the Senior Management of the Company.

Directors' Attendance Record

During the Financial Year 2014-15, seven meetings of the Board of Directors were held on 15.05.2014, 29.05.2014, 14.08.2014, 02.09.2014, 15.09.2014, 28.10.2014, and 13.02.2015. The gap between no two Board Meetings exceeded one hundred and twenty days.

Details of attendance of Directors in the Board meeting during the financial year 2014-15 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Sidharth Goyal	7	7	Yes
Mr. Ashok Kumar	7	6	Yes
Mr. Dilip Jain	7	6	Yes
Ms. Ananyaa Pandey	7	3	Yes

**Ms. Ananyaa Pandey was appointed as Additional Director w.e.f 2nd September, 2014 thereafter, regularised in AGM held on 30th September, 2014*

3. AUDIT COMMITTEE

(a) Composition

The Audit Committee of the Company consists of two-thirds of the members as Independent Directors. The Chairman of the Audit Committee is financially literate and majority of them having accounting and financial management experience. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the period under review, the Audit Committee met 4 times. The Audit Committee comprises of the following Directors:

Name of the Director	Category
Mr. Dilip Jain	Chairman (Non Executive ,Independent)
Mr. Ashok Kumar	Member (Non Executive ,Independent)
Mr. Sidharth Goyal	Member (Executive, Non independent)

The Company Secretary acts as the Secretary of the committee.

(b) Attendance

Names of Members	Category	No. of meetings attended
Mr. Dilip Jain	Chairman	4
Mr. Ashok Kumar	Member	4
Mr. Sidharth Goyal	Member	4

There were **Four (4)** Audit Committee meetings during the Financial Year 2014-15.

(c) Terms of Reference

The Audit Committee has been constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors. Besides, the Committee reviews the observations of the management and internal/ external auditors, interim and annual financial results, Management discussion and analysis of financial condition and results of operations, and related party transactions. The other roles of Audit Committee, inter-alia includes the following:

- Review of Quarterly/Half Yearly Financial Results.
- Review of quarterly Internal Audit Report and Internal Control System.
- Review of adequacy of internal audit function and discuss any significant finding with them, assessing and evaluating the risk and taking measures for mitigating the same.
- Review with Internal Auditors on significant findings and follow up thereon.
- Recommending the appointment/re-appointment of Auditors, fixation of Audit Fees and approval of payment of fees for any other services rendered by them.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Review of Audited Annual Financial Statements.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments;

- Valuation of undertakings or assets of the company, wherever it is necessary;
- Reviewing the findings of any internal investigations by the internal auditors and the executive.
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Management's response on matters where is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Reviewing the Company's financial and risk management policies.
- Considering such other matters as may be required by the Board.
- Reviewing any other areas which may be specified as role of the Audit Committee under the Listing Agreement, Companies Act and other statutes, as amended from time to time.

4. NOMINATION AND REMUNERATION COMMITTEE

(a) Composition

The Nomination and Remuneration Committee of the Company consists of three non-executive directors and half of them are independent. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. The Nomination and Remuneration Committee comprises of the following Directors:

Name of the Director	Category
Mr. Ashok Kumar	Chairman (Non Executive, Independent)
Mr. Dilip Jain	Member (Non Executive, Independent)
Ms. Ananyaa Pandey	Member (Non Executive, Non-Independent)

The Company Secretary acts as the Secretary of the committee.

(b) Terms of Reference

The Nomination and Remuneration Committee has been constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The Nomination and Remuneration Committee shall 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.

The Remuneration Committee has been constituted to recommend/ review and approve the remuneration payable to Managing Director, Whole time Director or other directors of the Company based on their performance.

There was one Meeting of Remuneration Committee meeting during the Financial Year 2014-15.

(c) Attendance

Names of Members	Category	No. of meetings attended
Mr. Dilip Jain	Chairman	1
Mr. Ashok Kumar	Member	1
Ms. Ananyaa Pandey	Member	1

(d) Remuneration Policy of the Company

A Remuneration Policy of the Company has been approved by Nomination and Remuneration Committee and Board of Directors of the Company. The said policy lays down the criteria for Directors'/Key Managerial Personnel's appointment and remuneration including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Companies Act, 2013 and Listing Agreement. Remuneration to Executive Directors are being recommended and paid as per policy as and when required.

The remuneration is fixed keeping in view of the overall limit laid down under the Companies Act 2013, qualification and experience of the appointee and overall financial performance of the Company. The remuneration of Directors, KMP and other employees of the Company is being paid as approved by the Board of Directors and Shareholders of the Company.

(e) Details of the Directors' Remuneration for the financial year ended 31st March, 2015

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In Rs.)	Comm ission, Bonus Ex-gratia	Total Amount (In Rs.)	No. of Shares held & %
Mr. Sidharth Goyal	Managing Director	Nil	Nil	Nil	Nil	Nil
Mr. Ashok Kumar	Director	Nil	Nil	Nil	Nil	Nil
Mr. Dilip Jain	Director	Nil	Nil	Nil	Nil	Nil
Ms. Ananyaa Pandey	Director	Nil	Nil	Nil	Nil	Nil

5. Risk Management Committee**(a) Composition**

The Risk Management Committee comprises of the following Directors:

Name of the Director	Category
Mr. Dilip Jain	Chairman (Non Executive, Independent)
Mr. Ashok Kumar	Member (Non Executive, Independent)
Mr. Sidharth Goyal	Member(Executive, Non Independent)

The Company Secretary acts as the Secretary of the committee.

(b) The objectives and scope of the Risk Management policy broadly comprise of:

- i. Oversight of risk management performed by the executive management;
- ii. Reviewing the RM policy and framework in line with local legal requirements and SEBI guidelines;
- iii. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- iv. Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

6. Stakeholders Relationship Committee

a) The Company has constituted a “Stakeholders Relationship Committee” to look into redressal of Shareholder’s / investors’ complaints, to approve share transfer, share transmission etc and to oversee all matters connected with the Shareholders.

b) Composition

The Stakeholders Relationship Committee comprises of the following Directors:

Name of the Director	Category
Mr. Dilip Jain	Chairman (Non Executive, Independent)
Mr. Ashok Kumar	Member (Non Executive, Independent)
Mr. Sidharth Goyal	Member (Executive, Non Independent)

The Company Secretary acts as the Secretary of the committee.

c) Attendance

Names of Members	Category	No. of meetings attended
Mr. Dilip Jain	Chairman	4
Mr. Ashok Kumar	Member	4
Mr. Sidharth Goyal	Member	4

d) There Stakeholders Relationship Committee met four (4) times i.e. 14th August, 2014, 28th October, 2014, 13th February 2015, 29th May 2015 during the Financial Year 2014-15.

e) There were no investor’s complaints pending as on 31st, March, 2015.

f) Compliance Officer

Ms. Isha Malik, Company Secretary, is the Compliance Officer of the Company and can be contacted at: Helpage Finlease Limited, S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092 E-mail: info@helpagefinlease.com. Complaints or queries relating to the Shares can be forwarded to the Company’s Registrar and Transfer Agents -M/s Beetal Financial Computer Services Private Limited at beetal@beetalfinancial.com.

7. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination Committee was empowered to carry out a separate exercise to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit committee, Nomination and Remuneration committee as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

8. GENERAL BODY MEETINGS

a) Annual General Meetings: Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2014	30.09.2014	S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	03:00 P.M.	a) Appointment of Mr. Sidharth Goyal as Managing Director of the Company. b) Borrowings under Section 180(1)(c) of the Companies Act, 2013.
2013	30.09.2013	S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	11.00 A.M.	Nil
2012	29.09.2012	G-107, Himalya House, 23 K.G. Marg, New Delhi-110001	11.00 A.M.	Nil

b) Extra Ordinary General Meetings: Particulars of Extra Ordinary General Meetings of the Company:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2014	29.03.2014	S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	11:00 A.M.	a) Increase in Authorised Capital b) Further issue of equity shares

c) Postal Ballot: No resolution has been passed through postal ballot process during the last three years. Further, there is no resolution proposed in the proposed AGM to be passed through postal ballot process.

8. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large.

(b) Non compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(c) Non mandatory requirements

The Company proposes to adopt the non-mandatory requirements given in Annexure-3 of Clause 49 of the listing agreement in due course of time.

9. MEANS OF COMMUNICATION

- (a) At present quarterly/ half-yearly reports are not being sent to each household of shareholders.
- (b) The Quarterly / half-yearly / annual accounts results are published in the English and Hindi Newspapers.

-Which newspaper normally published in	Financial Express (English) and Hari Bhoomi (Hindi)
-Any website where displayed	Yes - www.helpagefinance.in

- (c) The Management Discussion and Analysis forms a part of the Annual Report.

10. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Day & Date	Time	Venue
Wednesday, September 30, 2015	03.00 P.M.	S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

ii) Financial Calendar

Events	Date
Financial Reporting for the first quarter ended 30 th June, 2014	14 th August, 2014
Financial Reporting for the second quarter ending 30 th September, 2014	28 th October, 2014
Financial Reporting for the third quarter ending 31 st December, 2014	13 th February 2015
Financial Reporting for the fourth quarter ending 31 st March, 2015	29 th May 2015

- iii) **Dates of Book Closure** 25th September, 2015 to
30th September, 2015
(Both days inclusive)
- iv) **Dividend Payment Date** Not applicable
- v) **Listing on Stock Exchanges:** The Shares of the Company is listed on the BSE Limited w.e.f. 05th June, 2015, earlier it was listed on Delhi Stock Exchange.
- vii) **Market Price Data:** As there is no trading on Delhi Stock Exchange, the stock market data, pertaining to Monthly High and Low prices of Equity shares of the Company, during the previous financial year are not available.
Further the Equity Shares of the Company have been admitted for listing and trading on BSE Ltd (Bombay Stock Exchange Limited), Mumbai w.e.f. 05th June, 2015.

viii) **Registrar and Share Transfer Agent**

The Company has appointed M/s Beetal Financial Computer Services Private Limited as the Registrar & Share Transfer Agent. All the physical as well as the demat Share registry works are handles by the Registrar of Share Transfer Agent.

ix) **Share Transfer System**

The Company's share being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders and Investors Grievance Committee. The Committee has delegated the authority for approving share transfer, transmission etc. The details of transfers/transmission so approved from time to time, is placed before the Shareholders'/Investors' Grievances Committee. The share transfer process is reviewed by the said committee.

The Company obtains from a Company Secretary in Practice, the half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and the said certificate is submitted with the Stock Exchanges within the stipulated time period.

x) **Distribution of Shareholding as on 31st March 2015**

Share holding of nominal value	Share-Holders		Share Amount		
	Rs.	Number	% to total	Rs.	% to total
(1)	(2)	(3)	(4)	(5)	
Up to 5000	546	95.12	3,13,800.00	0.9753	
5001-10000	-	-	-	-	
10001-20000	1	0.17	14,000.00	0.0435	
20001-30000	2	0.35	54,500.00	0.1694	
30001-40000	-	-	-	-	
40001-50000	1	0.17	50,000.00	0.1554	

50001-100000	1	0.17	88,500.00	0.2751
100001 and above	23	4.01	31,654,200.00	93.3814
Total	574	100.00	32,175,000.00	100.0000

- xi) Dematerialization of shares and liquidity:** The Company has admitted with both the Depositories namely National Security Depositories Ltd. (NSDL) or Central Depository Services Ltd. (CDSL). Any shareholder wishes to get their shares dematerialized, can get their shares demated.

As on 31st March, 2015 the statement of the shares in demat form is given below:

S.No.	Particulars	No. of Shares	%
1.	NSDL	10,31,350	32.05
2.	CDSL	18,80,000	58.43
3.	Physical	3,06,150	9.52
	Total	32,17,500	100

xii) CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

xii) COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the BSE Ltd. (Bombay Stock Exchange) and the same forms part of the Annual Report.

- xii)** There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.

xiii) Plant Locations: N.A.

- xiv) Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents or to the Company at:

Investor Relation Centre Helpage Finlease Limited S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092 Phone: 011-22481711	Beetal Financial Computer Services Private Limited Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone- 91-11-2996 1281-83 Fax- 91-11-2996 1284 Email- beetal@beetalfinancial.com website : www.beetalfinancial.com
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11. NON-MANDATORY REQUIREMENTS

The Company proposes to adopt the non-mandatory requirements given in Annexure-3 of Clause 49 of the listing agreement in due course of time.

12. COMPLIANCES

- i. There were no instances of non-compliance by the company, penalties, structures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- ii. The Company had adopted a formal Whistle Blower Policy. All personnel have access to the Audit Committee.
- iii. The Company has complied with all mandatory requirements of Clause 49 of the listing agreement. The Company has adopted following non-mandatory requirements of clause 49:
 - a. Audit Qualification - The Company is in the regime of unqualified financial statements.
 - b. Separate posts of Chairman and CEO - The Company has appointed separate persons to the post of Chairman and CEO.
 - c. Reporting of Internal Auditor -The internal Auditor directly reports to the Audit Committee.
- iv. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.
- v. The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

I. Code for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The aforesaid Code is available at the website of the Company www.helpagefinlease.com.

II. Code of Conduct

Declaration

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year.

For Helpage Finlease Limited

Date: 14th August, 2015
Place: Delhi

Sidharth Goyal
Managing Director
DIN: 02855118

MD AND CFO CERTIFICATION

**To,
The Board of Directors
HELPAGE FINLEASE LIMITED**

I, Sidharth Goyal, Managing Director & Chief Financial Officer of the Company inter alia, certify the following:

a) We have reviewed financial statements and the Cash flow statement of the Company for the year 2014-15 and that to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into the company during the year, which are fraudulent or illegal of the company's code of conduct.

c) We accept responsibility for establishing and maintaining internal control systems of the company and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of 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 Audit committee:

i) Significant changes in internal control during the year;

ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) Instances of significant fraud of which they 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.

For Helpage Finlease Limited

Sidharth Goyal
Managing Director & CFO

Date: 29th May, 2015

Place: Delhi

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Helpage Finlease Limited

We have examined the compliance of conditions of Corporate Governance by Helpage Finlease Limited (hereinafter referred as “the Company”) for the year ended March 31, 2015, as stipulated in Clause 49 of the listing agreement of the said Company with the stock exchanges on Corporate Governance.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement on Corporate Governance.

We further state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Investor’s Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For K R A & CO
Chartered Accountants
FRN: 020266N

CA Rajat Goyal
Partner
Membership No.:503150

Date:29th May, 2015
Place: Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of HELPAGE FINLEASE LIMITED

Report on the (Standalone) * Financial Statements

1. We have audited the accompanying financial statements of HELPAGE FINLEASE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) * Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates

made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further 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 purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act
 - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014: :
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise

- iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For K R A & Co.
Chartered Accountants
Firm Registration No 020266N

CA Rajat Goyal
Partner
Membership No. 503150

Date : 29th May, 2015
Place: Delhi

Annexure referred to in paragraph 7 Our Report of even date to the members of HELPAGE FINLEASE LIMITED on the accounts of the company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
(b). As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- ii. The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
- ix. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.

- x. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year.
- xi. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For **K R A & Co.**
Chartered Accountants
Firm Registration No 020266N

CA Rajat Goyal
Partner
Membership No.: 503150

Date: 29th May, 2015
Place: New Delhi

HELPAGE FINLEASE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in Rs.)

PARTICULARS	Note No	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(A) SHARE CAPITAL	2	32,175,000.00	3,375,000.00
(B) RESERVES AND SURPLUS	3	3,382,418.46	4,043,732.76
(2) SHARE APPLICATION MONEY PENDING ALLOTMENT			
-			
(3) NON-CURRENT LIABILITIES			
(A) LONG TERM BORROWINGS	4	1,125,000.00	125,000.00
(4) CURRENT LIABILITIES			
(A) OTHER CURRENT LIABILITIES	5	5,940,866.42	143,879.64
TOTAL		42,623,284.88	7,687,612.40
II. ASSETS			
(1) NON-CURRENT ASSETS			
(A) FIXED ASSETS	6	531,765.88	-
(B) NON-CURRENT INVESTMENTS	7	1,500,000.00	2,500,000.00
(C) LONG TERM LOANS & ADVANCES	8	38,481,105.00	3,400,000.00
(D) OTHER NON CURRENT ASSETS	9	480,913.00	397,324.00
(2) CURRENT ASSETS			
(A) CASH AND CASH EQUIVALENTS	10	629,501.00	1,390,288.40
(B) SUNDRY DEBTORS	11	1,000,000.00	-
TOTAL		42,623,284.88	7,687,612.40
ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES	1		

THE NOTES NO. FROM 1 TO 13 ARE THE INTEGRATED PART OF THESE FINANCIAL ACCOUNTS

For K R A & CO.
CHARTERED ACCOUNTANTS

For HELPAGE FINLEASE LIMITED

CA RAJAT GOYAL
PARTNER
M.No. 503150
FRN NO. 020266N

ASHOK KUMAR
DIRECTOR
DIN: 02641654

SIDHARTH GOYAL
MANAGING DIRECTOR
DIN: 02855118

ISHA MALIK
COMPANY SECRETARY
M. No: 36252

DATE: 29TH MAY, 2015

PLACE: NEW DELHI

HELPAGE FINLEASE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)

Particulars	Note No	As at 31.03.2015	As at 31.03.2014
REVENUE FROM OPERATIONS	12	-	-
		1,896,698.00	729,501.60
TOTAL REVENUE		1,896,698.00	729,501.60
EXPENSES:			
EMPLOYEE BENEFIT EXPENSE	13	409,109.00	142,545.00
OTHER EXPENSES	14	913,942.00	386,203.72
Depreciation		80,034.00	
TOTAL EXPENSES		1,403,085.00	528,748.72
PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		493,613.00	200,752.88
EXTRAORDINARY ITEMS		-	-
PROFIT/(LOSS) BEFORE TAX		493,613.00	200,752.88
TAX EXPENSE:			
CURRENT TAX		152,526.42	62,032.64
DEFERRED TAX		-	-
PROFIT/(LOSS) AFTER TAX		341,086.58	138,720.24
EARNING PER SHARE		1.01	0.41
ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES.	1		

THE NOTES NO. FROM 1 TO 13 ARE THE INTEGRATED PART OF THESE FINANCIAL ACCOUNTS

For K R A & CO.
CHARTERED ACCOUNTANTS

CA RAJAT GOYAL
PARTNER
M.No. 503150
FRN NO. 020266N
DATE: 29TH MAY, 2015
PLACE: NEW DELHI

For HELPAGE FINLEASE LIMITED

ASHOK KUMAR
DIRECTOR
DIN: 02641654

SIDHARTH GOYAL
MANAGING DIRECTOR
DIN: 02855118

ISHA MALIK
COMPANY SECRETARY
M. No: 36252

HELPAGE FINLEASE LIMITED
CASH FLOW STATEMENT FOR THE YEAR 2014-15

(Amount in Rs.)

Particulars	As at 31.03.2015		As at 31.03.2014	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit After Tax and Extra Ordinary Items		3,41,086.58		1,38,720.24
Adjustment for Provision for Tax	1,52,526	1,52,526.42	62,033	62,032.64
		4,93,613.00		2,00,752.88
Operating Profit before Working Capital Changes				
(Increase)/ Decrease in Trade Receivables				
(Increase)/ Decrease in Trade Inventories				
(Increase)/ Decrease in Short Term Loan and Advances				
(Increase)/ Decrease in Other Non-Current Assets	19,80,897.00		-750	
(Increase)/ Decrease in Long Term Loan and Advances	3,84,81,097.00		10,13,596.56	
Increase/ (Decrease) in Short Term Borrowings				
Increase/ (Decrease) in Trade Payables				
Increase/ (Decrease) in Other Current Liabilities	-59,40,861.42	3,45,21,132.58	1,03,967.64	11,16,814.20
Cash Generated From Operations		3,50,14,745.58		13,17,567.08
Income Tax Paid		1,52,526.42		62,032.64
Cash Flow Before Extra Ordinary Items		3,48,62,219.17		12,55,534.44
Extra Ordinary Items (Excess Provision Written Back)	-1,143.00	-1,143.00	-1,143.00	-1,143.00
Net Cash From Operating Activities (I)		3,48,63,362.17		12,56,677.44
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investments	-	-	-	-
Net Cash From Investing Activities (II)	-	-	-	-
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Share Application Money				
Replacement of Share Application Money				
Repayment of Long Term Borrowing		-		-
Net Cash From Financing Activities (III)		-		-
NET CASH INCREASE IN CASH AND CASH EQUIVALENTS (I)+(II)+(III)		3,48,63,362.17		12,56,677.44
Cash and Cash Equivalent at the beginning of period		13,90,288.44		1,33,611.00
CASH AND CASH EQUIVALENT AT THE END		3,62,53,650.61		13,90,288.44

For K R A & CO.
CHARTERED ACCOUNTANTS

For HELPAGE FINLEASE LIMITED

CA RAJAT GOYAL
PARTNER
M.No. 503150
FRN NO. 020266N

ASHOK KUMAR
DIRECTOR
DIN: 02641654

SIDHARTH GOYAL
MANAGING DIRECTOR
DIN: 02855118

ISHA MALIK
COMPANY SECRETARY
M. No: 36252

DATE: 29TH MAY, 2015
PLACE: NEW DELHI

Schedule forming part of the financial statements for the year ended 31st March 2015

Significant Accounting Policies

Note No. 1

1. Basis of preparation

The financial statements of HELPAGE FINLEASE LIMITED (“the Company”) have been prepared to comply with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013 (the ‘Act’). The financial statements have been prepared under the historical cost convention and on an accrual basis. The accounting policies applied by the Company are consistent with those used in the prior years.

2. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements. Actual results if they differ from those estimates are recognised prospectively in the current and future periods. Any revision to accounting estimates is recognised prospectively in the current and future periods.

3. Fixed assets and depreciation

Fixed assets are stated at cost (gross block) less accumulated depreciation. The cost of fixed assets comprises its purchase price and any cost attributable to bringing the assets to its working condition and intended use.

Depreciation on fixed assets is provided According to Useful life provided in Companies Act.

4. Revenue Recognition

Revenue is recognized as prescribed in AS 9 on accrual basis.

5. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long term investments.

6. Employee benefits

All employee benefits payable within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognised in the Profit and Loss Account in the period in which employee renders the related services. No Provision for Terminal Benefits is required.

7. Taxes on income

Tax expense comprises current taxes and deferred taxes. Current tax is determined as the amount of tax payable in respect of taxable income for the year.

There is no Timing Difference in Book Profit and Taxable Profit of the Company.

8. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earning per share is calculated by converting convertible preference shares in accordance with the AS 22.

9. Provisions and Contingent liability

The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. The disclosure is made for possible or present obligations that may, but probably will not, require outflow of resources as contingent liability in the financial statements.

HELPAGE FINLEASE LIMITED
NOTES TO THE FINANCIAL STATEMENTS

Note	PARTICULARS	As at 31 March 2015	As at 31 March 2014
2	SHARE CAPITAL		
	AUTHORISED CAPITAL (50,00,000 Equity Shares of Rs. 10/- each, Previous Year (5,00,000))	50,000,000.00	5,000,000.00
	ISSUED AND SUBSCRIBED SHARE CAPITAL (32,17,500 Nos. of Equity Shares of Rs. 10/- each fully Issued and Subscribed, Previous Year 337,500)	32,175,000.00	3,375,000.00
		32,175,000.00	3,375,000.00
	PAID UP SHARE CAPITAL (32,17,500 Nos. of Equity Shares of Rs. 10/- each fully Issued and Subscribed, Previous Year 337,500)	32,175,000.00	3,375,000.00
	TOTAL	32,175,000.00	3,375,000.00

2.1 Equity Share carry voting rights at General Meeting of the Company and are entitled to dividend and to participate in surplus, if any, in the event of winding up.

2.2 Shareholders holding more than 5% share in company

PARTICULARS		AS AT 31 March 2015		AS AT 31 March 2014	
		No. of Shares	% Holding	No. of Shares	% Holding
2.2.1	EQUITY SHARES OF Rs. 10/- EACH				
	MOHIT GUPTA			47,975	14.21
	ROHIT GUPTA			47,600	14.1
	ASHOK GUPTA			47,501	14.07
	BHUSAN COMMERCIAL ENTERPRISE LTD.			24,750	7.33
	INDO TRADERS & SERVICES LTD.			24,500	7.26
	NITI GUPTA			22,918	6.79
	RITU GUPTA			22,500	6.67
	SIDHARTH GOYAL	2,15,000	6.68%		
	KUSUM GOYAL	2,00,000	6.22%		
	G2 CONSULTANTS PRIVATE LIMITED	8,00,000	24.86%		
	SINGHAL TECHNOLOGIES PVT LTD	5,00,000	15.54%		
	CANDID WEALTH MANEGEMENT PRIVATE LIMITED	6,50,000	20.20%		

Note	PARTICULARS	As at 31 March 2014	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	As at 31 March 2015	As at 31 March 2014
3	RESERVES & SURPLUS	-	-			
		-	-			
(A)	SECURITIES PREMIUM ACCOUNT	4,50,000.00	-	-	4,50,000.00	-
(B)	STATUTORY RESERVES (20%)	35,446.41	68,217.32	-	1,03,663.73	-
		4,85,446.41	68,217.32	-	5,53,663.73	-
(C)	STATEMENT OF PROFIT & LOSS	35,58,286.35	3,41,086.58	(10,70,618.20)	28,28,754.73	10,70,618.20
	TOTAL	40,43,732.76	3,41,086.58	(10,70,618.20)	33,82,418.46	10,70,618.20

Note	PARTICULARS	As at 31 March 2015	As at 31 March 2014
	NON-CURRENT LIABILITIES		
4	LONG TERM BORROWINGS		
	UNSECURED LOANS		
	CAPITAL SECURITIES LTD	1,25,000.00	1,25,000.00
	G2 CONSULTANTS PVT LTD	10,00,000.00	-
	TOTAL	11,25,000.00	1,25,000.00
	CURRENT LIABILITIES		
5	OTHER CURRENT LIABILITIES		
	PROVISION FOR INCOME TAX PAYABLE	1,52,526.42	62,032.64
	SUNDRY CREDITORS	57,60,250.00	53,757.00
	OTHER PAYABLE		
	AUDIT FEE PAYABLE	28,090.00	28,090.00
	TOTAL	59,40,866.42	1,43,879.64

Note 6	Cost	Residual Value	Balance	Useful Life	Used during year	Depreciation for the year	Closing WDV
Computer	275700	13785	261915	1095	245	58602	217098
Furniture	336100	16805	319295	3650	245	21432	314668

Note	PARTICULARS	As at 31 March 2015	As at 31 March 2014
	<u>NON-CURRENT ASSETS</u>		
7	<u>NON-CURRENT INVESTMENTS</u>		
	SHAKTI FOAMS PVT. LTD	15,00,000.00	15,00,000.00
	CENTURY TEX FEB PVT. LTD	-	10,00,000.00
	TOTAL	15,00,000.00	25,00,000.00
8	<u>LONG TERM LOANS AND ADVANCES</u>		
	<u>UNSECURED, CONSIDERED GOOD</u>		
	ARUN GUPTA	-	-
	BIMAL KUMAR HUF	20,00,000.00	20,00,000.00
	SHRI LAXMI ARCHCON PRIVATE LIMITED	-	-
	CREATIVE CAPITAL SERVICE LIMITED	14,00,000.00	14,00,000.00
	ADITYA PODDAN	25,80,137.00	-
	DINESH KUMAR AGARWAL	20,00,000.00	-
	GHP BUILDCON PVT LTD	5,00,000.00	-
	NABKARI DEVELOPERS PVT LTD	8,00,000.00	-
	NEW PODDAR TRACTOR CO	1,53,66,792.00	-
	SAHIL MITTAL	15,00,000.00	-
	SUDHA DEVI SHAR	30,00,000.00	-
	SUNIL KUKREJA	30,00,000.00	-
	VAISHNVAI INTERNATIONAL	6,00,000.00	-
	VINEET KUMAR	7,34,176.00	-
	V JAYRAM	50,00,000.00	-
	TOTAL	3,84,81,105.00	34,00,000.00
9	<u>OTHER NON-CURRENT ASSETS</u>		
	INCOME TAX REFUND DUE	4,80,913.00	3,97,324.00
	TOTAL	4,80,913.00	3,97,324.00
10	<u>CURRENT ASSETS</u>		
	<u>CASH AND CASH EQUIVALENTS</u>		
	CASH IN HAND	3,82,411.00	13,73,696.94
	BALANCE IN BANK (HDFC BANK)	2,47,090.00	16,591.46.00
	TOTAL	6,29,501.00	13,90,288.40
11	<u>SUNDRY DEBTORS</u>		
	UNSECURED AND CONSIDERED GOOD	10,00,000.00	71,713.00
	TOTAL	10,00,000.00	71,713.00

Note	PARTICULARS	As at 31 March 2015	As at 31 March 2014
12	<u>INCOME</u>		
	INTEREST ON LOAN	18,96,698.00	7,29,500.00
	ROUND OFF	-	1.60
	TOTAL	18,96,698.00	7,29,501.60
13	<u>EMPLOYEE BENEFIT EXPENSE</u>		
	SALARIES & WAGES	3,72,330.00	1,20,000.00
	STAFF WELFARE	36,779.00	22,545.00
	TOTAL	4,09,109.00	1,42,545.00
14	<u>OTHER EXPENSES</u>		
	BANK CHARGES	2,242.00	4,157.32
	CONVEYANCE	54,200.00	16,910.00
	INTEREST ON INCOME TAX	1,500.00	1,791.00
	FILING FEES	13,562.00	31,618.00
	LISTING FEES	33,708.00	81,014.40
	PRINTING & STATIONARY	32,130.00	10,630.00
	PROFESSIONAL CHARGES	-	10,500.00
	ADVERTISEMENT EXPENSES	27,947.00	71,713.00
	MEETING EXPENSE	35,844.00	30,000.00
	TELEPHONE	17,015.00	8,900.00
	TRAVELLING	1,00,737.00	22,500.00
	MISC. EXPENSE	2,98,528.00	33,330.00
	OFFICE EXPENSE	1,98,675.00	35,050.00
	CSDL CHARGES	26,967.00	
	RTA EXPENSE	23,097.00	
	POWER AND FUEL	19,700.00	
	<u>PAYMENT TO AUDITORS</u>		
	AUDIT FEES	20,000.00	20,000.00
	TAXATION MATTER FEES	5,000.00	5,000.00
	SERVICE TAX ON AUDIT FEES	3,090.00	3,090.00
	TOTAL	9,13,942.00	3,86,203.72

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Off: S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

Email Id: info@helpagefinlease.com, Website: www.helpagefinlease.com

Tel: 011-22481711

ATTENDANCE SLIP

Folio No. _____

No. of Shares held _____

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company to be held at its Registered Office situated at S-191/c, 3rd floor, Manak Complex, School Block, Shakarpur, Delhi - 110092, India on Wednesday, the 30th Day of September 2015 at 03:00 P.M. or at any adjournment thereof.

Name of Shareholder (In Block Letters) _____

Name of Proxy _____

(To be filled only when shareholder is appointing Proxy)

(Signature of the Shareholder/Proxy)

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Off: S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

Email Id: info@helpagefinlease.com, Website: www.helpagefinlease.com

Tel: 011-22481711

Form MGT-11**Proxy Form****(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)**

Name of the member(s):	Folio No./ DP Id-Client Id.:
Registered Address:	Email id.:

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

1.

Name:	Email id.:
Address:	Signature:

Or failing him/her

2.

Name:	Email id.:
Address:	Signature:

Or failing him/her

3.

Name:	Email id.:
Address:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company will be held on Wednesday, 30th day of September, 2015 at 03:00 P.M. at Registered Office of the Company situated at S-191/C, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092, India and any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For*	Against*
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2015, the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Sidharth Goyal (DIN: 02855118), who retires by rotation and being eligible offer himself for re-appointment.		
3.	To re-appoint Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration. M/s K R A & Co (Firm registration No: 020266N) Delhi, the retiring auditors are eligible for re-appointment.		

Signed this _____ day of ____ 2015

Signature of Shareholder(s) _____

Signature of Proxy Holder(s) _____

Affix INR 1 Revenue Stamp

Notes:

- Please put a cross (x) in the box in the appropriate column against the respective resolutions. If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
- This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.