

HELPAGE FINLEASE LIMITED

34th ANNUAL REPORT

2015-16

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. Anita Aswal
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, 2016, Friday

Time: 1500 Hours

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

Table of contents

1. Notice
2. Directors' Report
3. Management Discussion & Analysis Report
4. Corporate Governance
5. Auditor's Report
6. Balance Sheet
7. Statement of Profit & Loss
8. Cash Flow Statement
9. Notes to Balance Sheet and Statement of Profit and Loss

NOTICE OF 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Company will be held on Friday, the 30th day of September, 2016 at 3:00 P.M. at registered office of the Company situated at S-191/C, 3rd Floor, Manak Complex, School Block Shakarpur, New Delhi-110092, India to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ananyaa Pandey (DIN: 06966851), who retires by rotation and being eligible offer herself 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 and 142 of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment thereof), 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 2016-2017 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**

Place: Delhi
Date: 13th August, 2016

Sidharth Goyal
Managing Director
DIN: 02855118

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of Himself/ Herself. Such a Proxy/ Proxies need not be a member of the Company. The Proxy form should be deposited at the registered office of the Company not less than 48 Hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Resolution/ Authority, as applicable.
 2. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 30.09.2016 (both days inclusive) for the purpose of Annual General Meeting.
 3. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director, seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for her appointment/ re- appointment.
 4. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 are being sent in the permitted manner.
 5. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.helpagefinlease.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the members may also send requests to the Company's email id: **info@helpagefinlease.com**.
 6. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.
 7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
 8. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
- 9. Voting through electronic means**
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The Facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services Limited (CDSL).

- The facility for voting through poll paper shall be made available at the AGM, and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on 27.09.2016 at 9.00 AM to 29.09.2016 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2016, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the member shall not be allowed to change it subsequently.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1

	then enter RA00000001 in the PAN Field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. 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 Tuesday, 27th September, 2016 (09.00 a.m. IST) and ends on Thursday, 29th September, 2016 (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, 2016 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors proposed to be appointed/ reappointed is enclosed herewith.

Details of Director Seeking Appointment / Re-Appointment at the 34th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Ms. Ananyaa Pandey
Director Identification Number	06966851
Date of Birth	30/01/1989
Date of Appointment on the Board	30/09/2014
Nationality	Indian
Designation	Director
Qualification	MBA
Experience	6 years
List of Directorships held in other Companies	None
Chairman/Member of the Committees of the Boards of other companies in which she is director as on 31.03.2016	None
Shareholding in Helpage Finlease Limited	Nil
Relationship with other director	None

Director s' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 34th Annual Report and Audited Annual Financial Statements for the year ended 31st March 2016.

Financial Results

(In Rs.)

Particulars		2015-2016	2014-2015
	Income	2,100,167.00	1,896,698.00
Less:	Total Expenditure	1,545,535.00	1,323,051.00
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	5,54,632.00	5,73,647.00
Less:	Depreciation	126,955.00	80,034.00
	Net Profit/(Loss) after Depreciation before Tax (PBT)	427,677.00	493,613.00
Less:	Provision for Income Tax-Current	132,152.00	152,526.00
	Profit after Tax	2,95,525.00	3,41,087.00
	Statutory Reserves	-	-

Financial Perspective Of The Year

Revenue from operation for the year ended March 31, 2016 was Rs. 2,100,167/- as compared to the revenue for the previous year was Rs. 1,896,698/-. During the year the Company earned a profit of Rs. 2,95,525.

Dividend

During the year under review, the profit has been deployed back to the Reserves 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 **2,95,525/-** (Rupees Two Lacs Ninety Five Thousand Five Hundred Twenty Five) to the general reserve out of the amount available for appropriation.

Share Capital

The Paid up Share Capital on 31st March, 2016 was Rs. 3, 21, 75,000. The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any scheme.

Listing of Shares

Your Company's shares are listed and are being traded on the BSE Limited. The Listing Fees for the financial year 2015-16 has been paid.

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**Key Managerial Personnel**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

1. Mr. Sidharth Goyal, Managing Director
2. Mr. Sidharth Goyal, Chief Financial Officer
3. Mr. Isha Malik, Company Secretary & Compliance Officer

None of the Key Managerial Personnel have resigned during the year under review.

Retirement by rotation

In terms of Section 152 of the Companies Act, 2013, Ms. Ananyaa Pandey (DIN: 06966851), 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 Company has received necessary declaration from each independent director under section 149(7) of the Companies Act 2013 that he/she meets the criteria of independence laid down in Section 149(6) Companies Act 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation of Board, Committees and Individual Directors

Pursuant to Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 17th March, 2016, wherein the performance of the non-independent directors was evaluated.

The criteria and manner for performance evaluation is as per the Nomination and Remuneration Policy, as annexed to this Report.

Board meetings

The Board met four (4) times during the financial year 2015-2016, 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.

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 Section 178 of the Companies Act, 2013 and Regulation 19(4) & Schedule II Part D (A) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

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

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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 notes to the Financial Statements.

Orders passed by the regulators or courts or tribunals, if any

No significant and or material order(s) had been passed by the regulators or courts or tribunals against the Company during the financial year 2015-16, which may adversely impact the going concern status and operations of the Company in future.

Extract of the annual return

In compliance with the provisions of Section 92 (3), Section 134 (3) (a) and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return have been annexed with this Board's Report in Form- MGT-9 as "**Annexure-II**".

Related Party Transaction

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 IV**".

Particulars Of Employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975.

The Ratio of Remuneration of each Director, Chief Financial Officer, Company Secretary of the Company for the FY-2015-2016 is annexed at "**Annexure-III**".

Corporate Social Responsibility

Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance with conditions of Corporate Governance are made a part of this Annual Report.

In compliance with the above regulation the Managing Director's declaration confirming compliance with the Code of Conduct has been made part of this report.

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, 2016, 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. Anita Aswal, Practicing Company Secretary (CP No.: 13883, ACS: 37019) to undertake the Secretarial Audit of the Company for the F.Y. 2015-16. The Secretarial Audit Report is annexed herewith as "**Annexure I**".

Corporate Governance and Management Discussion and Analysis Report

Pursuant to Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis, Corporate Governance Report, Auditors' Certificate regarding compliance with conditions of Corporate Governance are made a part of this Annual Report. In compliance with the above regulation the CFO's declaration confirming compliance with the Code of Conduct has been made part of this report.

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 have prepared the annual accounts on a going concern basis
- (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

During the year under review, the Company does not involve in any manufacturing or processing activities, therefore the particulars as required under section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not applicable. Further there was no Foreign Exchange earnings and outgo during the Financial Year 2015-2016.

Human Resource

The Company is working on enhancing its competencies to take care of current and future business. Your Company believes that its greatest assets are its people. Company believes in best Human Resource practices for effective staffing, retention and staff development facilitating delivery excellence for our customers.

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.

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors and the Practicing Company Secretary in their reports

There are no qualifications, reservations or adverse remarks made by the Auditors and the Practicing Company Secretary in their report.

Prevention of Insider Trading

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prevention of insider trading and the code for corporate disclosures ("Code"), as approved by the Board from time to time, are in force by the

Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Helpage Finlease Limited at the time when there is unpublished price sensitive information. No other material changes and commitments affecting the financial position of the Company has occurred between April 1, 2016 and the date of signing of this Report.

Internal Control System and compliance framework

The Company possesses adequate internal controls to ensure that all assets are protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. An efficient Internal Audit department monitors adherence to these controls. Statutory auditors also present their suggestions to the appropriate committees of directors for improvements in control and compliance.

Risk Management

The Company has in place a mechanism to inform the Board about the Risk Assessment and minimization procedures and periodical review to ensure that risk is controlled by means of a properly defined framework. In the Board's view there are no material risks, which may threaten the existence of the Company.

Vigil Mechanism

Pursuant to section 177(9) of the Companies Act, 2013 and clause 49 of the erstwhile listing agreement (now corresponding to regulation 22 of the SEBI Listing Regulations, 2015), the Board amended the existing Whistle Blower Policy.

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations, without fear of victimisation, any unethical behaviour, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee.

The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee.

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**

Place: Delhi
Date: 13th August, 2016

Sidharth Goyal
Managing Director

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **31st March 2016**

[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 **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 2016, 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Helpage Finlease Limited ("The company") for the financial year ended on 31st March 2016 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) Other applicable provisions to the company
- vi. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking NBFC/Core Investment Company which are specifically applicable to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.; and
- ii. The Listing Agreements entered into by the Company with Stock Exchanges. BSE Ltd.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. closure of the Register of Members.
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. service of documents by the Company on its Members, Auditors and the Registrar of Companies and other stakeholders ;
- e. notice of Board meetings and Committee meetings of Directors;
- f. the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. the 33rdAnnual General Meeting held on Wednesday, 30th September, 2015.
- h. minutes of proceedings of General Meetings and of the Board and its Committee meetings; **approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;**
- i. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement

- and reappointment of Directors /KMP.
- j. payment of remuneration to Directors/KMP .
 - k. appointment and remuneration of Auditors.
 - l. transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
 - m. declaration and payment of dividends; **No dividend has been declared during reporting period.**
 - n. transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; **No amount was pending**
 - o. borrowings and registration, modification and satisfaction of charges wherever applicable;
 - p. investment of the Company's funds including investments and loans to others;
 - q. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
 - r. Directors' report;
 - s. contracts, common seal, registered office and publication of name of the Company; and
 - t. Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

- a. 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.
 - b. 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.
 - c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
2. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
3. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
4. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
5. I further report that:
- a. The Company has complied with the requirements under the Equity Listing Agreements entered into with Stock Exchanges.
 - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records

- required under the said Regulations;
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;.

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.

Anita Aswal
Company Secretary

Membership Number: ACS 37019
Certificate of Practice No.: 13883

Date: 13/08/2016
Place: Delhi

* 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.

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 provision 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: 13/08/2016
Place: Delhi

Anita Aswal
Company Secretary
ACS No: 37019
CP No: 13883

FORM NO. MGT 9					
EXTRACT OF ANNUAL RETURN					
as on financial year ended on 31.03.2016					
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	U74140DL2007PTC160476	ASSOCIATE	24.86	Section 2(6)
2	Candid Wealth Management Private Limited	U74140DL2005PTC142848	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 01.04.2015				No. of Shares held at the end of the year i.e 31.03.2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	465000	143076	608076	18.90	465000	-	465000	14.46	(4.44)
b) Central Govt/ State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	800000	-	-	24.86	800000	-	800000	24.86	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	1265000	143076	1408076	43.76	1265000	-	1265000	39.32	(4.44)
(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)	1265000	143076	1408076	43.76	1265000	0	1265000	39.32	(4.44)
B. Public									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
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	1150000	81906	1231906	38.29	1230631	49250	1279881	39.78	1.49
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto INR 1 lakhs	2500	35730	38230	1.19	16350	35730	52080	1.62	0.43
ii) Individuals shareholders holding nominal share capital in excess of INR 1 lakhs	493850	45438	539288	16.76	480000	140539	620539	19.28	2.52
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Clearing Member	-	-	-	-	-	-	-	-	-
Hindu Undivided Families	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	1646350	163074	1809424	56.24	1726981	225519	1952500	60.68	4.44
Total Public Shareholding (B)= (B)(1)+(B)(2)	1646350	163074	1809424	56.24	1726981	225519	1952500	60.68	4.44
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2911350	306150	3217500	100	2991981	225519	3217500	100	0.00

(ii) SHAREHODING 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	1.48	-	-	-	-	(1.48)
2	Mohit Gupta	47975	1.49	-	-	-	-	(1.49)
3	Rohit Gupta	47600	1.48	-	-	-	-	(1.48)
4	Sidharth Goyal	215000	6.68	-	215000	6.68	-	-
5	Mukesh Goyal	50000	1.55	-	50000	1.55	-	-
6	Kusum Goyal	200000	6.22	-	200000	6.22	-	-
7	G2 Consultants Pvt. Ltd.	800000	24.86	-	800000	24.86	-	-
Total		1408076	43.76	-	1265000	39.32	-	(4.44)

(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.	Ashok Gupta				
	At the beginning of the year	47051	1.48	47051	1.48
	Sale of Equity shares on 30 th January, 2016	47051	1.48	47051	1.48
	At the end of the year	0	0	0	0
2.	Mohit Gupta				
	At the beginning of the year	47975	14.21	47975	14.21
	Sale of Equity shares on 30 th January, 2016	47975	14.21	47975	14.21
	At the end of the year	0	0	0	0
3.	Rohit Gupta				
	At the beginning of the year	47600	1.48	47600	1.48
	Sale of Equity shares on 30 th January, 2016	47600	1.48	47600	1.48
	At the end of the year	0	0	0	0

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

S. No	For Each of the Top 10 Shareholders	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	Candid Wealth Management Pvt. Ltd.				
	At the beginning of the year	650000	20.20	650000	20.20
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	650000	20.20	650000	20.20
2	Singhal Technology Pvt. Ltd.				
	At the beginning of the year	500000	15.54	500000	15.54
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	500000	15.54	500000	15.54
3	Arun Aggarwal				
	At the beginning of the year	100000	3.11	100000	3.11
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	100000	3.11	100000	3.11
4	Avanindar Bhushan Prasad				
	At the beginning of the year	100000	3.11	100000	3.11
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	100000	3.11	100000	3.11
5	Preeti Bhushan				
	At the beginning of the year	100000	3.11	100000	3.11
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	100000	3.11	100000	3.11
6	Ashwin Dorairajan				
	At the beginning of the year	22928	0.71	22928	0.71
	Date wise increase/decrease in Shareholding	Purchase of Equity Shares on 30 th January, 2016			
	At the end of the year	70429	2.18	70429	2.18
7	Deepak Kumar Trivedi				
	At the beginning of the year	50000	1.55	50000	1.55
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	50000	1.55	50000	1.55
8	Manish Goel				
	At the beginning of the year	50000	1.55	50000	1.55
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	50000	1.55	50000	1.55
9	Pooja Goyal				
	At the beginning of the year	30000	0.93	30000	0.93

	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	30000	0.93	30000	0.93
10	Amit Goyal At the beginning of the year	30000	0.93	30000	0.93
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	30000	0.93	30000	0.93

(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	215000	6.68	15000	6.68
	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
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1125000	-	1125000
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	-	1125000	-	1125000
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)	-	0	-	0

(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				Total Amount
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	
1	Gross Salary	Ms. Isha Malik (CS)	Total Amount
Amt. in INR			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2,66,000	2,66,000
	(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	2,66,000	2,66,000

(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	-	-	-	-	-

DETAILS OF RATIO OF REMUNERATION OF DIRECTORS UNDER SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES 2014

- a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

Name of the Directors	Ratio to Median Remuneration
Mr. Sidharth Goyal, Managing Director	Nil
Mr. Dilip Jain, Non-Executive Independent Director	Nil
Mr. Ashok Kumar, Non-Executive Independent Director	Nil
Ms. Ananyaa Pandey, Non-Executive Non-Independent Director	Nil

Independent Directors were paid only Sitting Fees during the financial year under review. Hence, their Ratio to Median Remuneration has been shown as nil.

- b) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

Name of the persons	% Increase in Remuneration
Mr. Sidharth Goyal, Managing Director	Nil
Mr. Dilip Jain, Non-Executive Independent Director	Nil
Mr. Ashok Kumar, Non-Executive Independent Director	Nil
Ms. Ananyaa Pandey, Non-Executive Non-Independent Director	Nil
Ms. Isha Malik, Company Secretary	25

Independent Directors were paid only Sitting Fees during the financial year under review. Hence, their Ratio to Median Remuneration has been shown as nil.

- c) **The percentage increase in the median remuneration of employees in the financial year: Nil**
- d) **The number of permanent employees on the rolls of company as on 31st March 2016: Nil**
- e) **The explanation on the relationship between average increase in remuneration and Company performance;**

The increase in remuneration is in the line with the market trends in order to ensure that remuneration reflects company performance; the performance pay is linked to the organization performance.

- f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2015-2016	2,66,000
Revenue from Operations	21,00,167
Remuneration (as% of revenue)	7.89
Remuneration (as % of PBT)*	-

* As the Profit of the Company is very negligible hence not comparable.

- g) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year: Nil
- h) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration: Nil
- i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Particulars	Ms. Isha Malik, Company Secretary
Remuneration	2,66,000
Revenue	21,00,167
Remuneration (as % of Revenue)	7.89
Profit before tax (PBT)	427,677
Remuneration (as % of PBT)*	-

* As the Profit of the Company is very negligible hence not comparable.

- j) The key parameters for any variable component of remuneration availed by the directors;

There are no variable components of salary paid in 2015-16 linked with the performance of the Company for the said managerial personnel.

- k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

There is no such employee being paid higher than the highest paid director.

I) Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

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

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Indian NBFC's have been effective in serving the unbanked customers by spearheading into retail asset-backed lending, lending against securities and microfinance

In this scenario, the NBFCs have played a crucial role in promoting entrepreneurial spirit, now proudly known as 'Make in India'. Various NBFCs, catering to diverse sector needs, continue to address the debt requirements, thereby partnering in their growth and contributing to the economy. Once fragmented and unorganized, today the NBFC sector is largely organized, with dedicated and specific NBFCs formed for specific sectors.

Our Industry Segment

The Non Banking Financial Companies (NBFC) Sector continues to emerge as a preferred alternative to mainstream banking, making significant strides towards the objective of financial inclusion. The sector has witnessed remarkable growth in recent times, adapting to the changes and requirements of the dynamic financial system of the country.

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

Non Banking Financial Institutions act as critical pillars contributing to macroeconomic stability and sustained economic growth and prosperity, due to their ability to finance firms and individuals at a reasonable cost, reduce volatility by providing multiple sources to finance and park funds and enable creation of a competitive environment characterized by a diverse array of products

The biggest challenge before NBFCs is that they are facing stiff competition from banks and financial institutions, due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. More stringent capital adequacy norms have been stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance.

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.

Financial Performance

For details, refer enclosed Balance Sheet.

Human resource / Industrial relations

The Company always considers its human resources as a valuable asset and is committed towards their development for continuous growth. Focus on training to enhance the skill-sets of employees in line with the business and market requirements continued throughout the year and it confers rewards and recognition based on merit.

Internal Control Systems and Adequacy

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability.

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

This Corporate Governance relating to Financial Year 2015-16 has been issued in compliance with the requirement of Regulation 34(3) read with Clause C of Schedule V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and form part of the Report of Director to the member of the Company.

1. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

A good corporate governance process aims to achieve balance between shareholders interest and corporate goals by providing long term vision of its business and establishing systems that help the board in understanding and monitoring risk at every stage of the corporate evolution process to enhance the trust and confidence of the stakeholders without compromising with laws and regulations.

The Company's philosophy on Corporate Governance focuses on the attainment of the highest standards of transparency, accountability, ethics and equity with management flexibility, empowerment and responsiveness in the interest of shareholders, customers, employees, business associates and the society at large.

2. BOARD OF DIRECTORS

In compliance with the provisions of the Listing Regulations, the Company has a combination of executive and non-executive directors with one woman director. As on 31 March 2016, the Board of the Company consisted of four directors of whom two were independent directors, two non-independent directors and one executive director.

The Board of Directors and its committees meet at regular intervals.

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

Number of Board Meetings

During the Financial Year 2015-16, four meetings of the Board of Directors were held on 29.05.2015, 09.11.2015, 14.08.2015 and 13.02.2016. The maximum gap between two Board Meetings did not exceed one hundred and twenty days.

Details of attendance of Directors in the Board meeting during the financial year 2015-16 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Sidharth Goyal	4	4	Yes
Mr. Ashok Kumar	4	3	Yes
Mr. Dilip Jain	4	3	Yes
Ms. Ananyaa Pandey	4	2	Yes

Board's Responsibilities

The board of directors is appointed to act on behalf of the shareholders to run the day to day affairs of the business. The board is directly accountable to the shareholders and each year the company will hold an annual general meeting (AGM) at which the directors must provide a report to shareholders on the performance of the company, what its future plans and strategies are and also submit themselves for re-election to the board.

Familiarization Programme for Independent Directors

The board members are provided with necessary documents /brouchers, reports and internal policies to enable them to familiarize with the company's procedure and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and operations of the Company as well as the group.

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

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 Board of Directors plays an important role in ensuring good governance and have laid down the code of conduct applicable to all Board members and senior executives of the company.

3. COMMITTEES OF THE BOARD

- (A) Audit Committee
- (B) Stakeholders Relationship Committee
- (C) Nomination and Remuneration Committee
- (D) Risk Management Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees.

AUDIT COMMITTEE

(a) Composition

A qualified and Independent Audit Committee has been set up by the Board in compliance with the requirements of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Act. During the period under review, the Board of Directors of the Company accepted all the recommendations of the Audit Committee. The Audit Committee comprises of the following Directors:

During the period under review, the Audit Committee met 4 times.

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 2015-16.

(c) Terms of Reference

The Audit Committee has been constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulation. 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:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company

- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process
- (iii) examination of the financial statement and the auditors' report thereon
- (iv) approval or any subsequent modification of transactions of the company with related parties
- (v) scrutiny of inter-corporate loans and investments
- (vi) valuation of undertakings or assets of the company, wherever it is necessary
- (vii) evaluation of internal financial controls and risk management systems
- (viii) monitoring the end use of funds raised through public offers and related matters

NOMINATION AND REMUNERATION COMMITTEE

(a) Composition

The Company complies with the provisions relating to the Nomination and Remuneration Committee in terms of earlier Clause 49(IV) of the revised Listing Agreement with Stock Exchanges now Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. As at 31.03.2016, the Nomination and Remuneration Committee consists of three Non-Executive Directors.

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

Recommend to the board the set up and composition of the board and its committees including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

1. Recommend to the board the appointment or reappointment of directors.
2. Devise a policy on board diversity.
3. Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
4. Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

There was one Meeting of Remuneration Committee meeting during the Financial Year 2015-16.

(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

The objective and broad framework of the Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the long term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on professional competence and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results. The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel, which is then approved by the Board of Directors, subject to the approval of shareholders, wherever necessary. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the Company required to run the Company successfully.

(e) Details of the Directors' Remuneration for the financial year ended 31st March, 2016

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisi tes (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

RISK MANAGEMENT COMMITTEE

The Board has constituted the Risk Management Committee as per the requirements of the Companies Act, 2013 along with applicable Rules and requirements of the Listing Agreement.

The Risk Management Committee lays down procedures

- A) To inform Board members about the risk assessment and minimization procedures.
- B) Framing, implementing and monitoring the risk management plan for the company.
- C) Any other matter that may be entrusted to the Committee by the Board.

The frequency, agenda, duration, etc., for meetings of Risk Management Committee shall be as set by the Chairman of the Committee. The Company has established effective risk assessment and minimization procedures, which are reviewed by the Board periodically. The procedures comprise of an in-house exercise on Risk Management, carried out periodically by the Company, including the functioning of a structure to identify and mitigate various risks faced by the Company from time to time.

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

The structure also comprises of risk identification and assessment by the concerned departments, identification of controls in place/ mitigation process in place, updating of risk registers by various departments if required. These reports are consolidated and presented by the Chairman, to the Board of the Company. Your Company adopts the methods and process to assess and analyze risk holistically, identifies all compliance requirements and proactively develops measures to comply with such requirements. Your Company by identifying and proactively addressing risks and opportunities, protects and creates value for stakeholders, including owners, employees, customers, regulators, and society overall. A detailed report on risk management is provided herewith in this Annual Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

- a) The Board has reconstituted the Shareholders/Investors Grievance Committee as per the provision of section 178 of chapter XII of New Companies Act-2013 and as per earlier Clause 49 of the listing Agreement with Stock Exchanges, now as per Regulation 20 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to specifically look into the redressal of Shareholders complaints.

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. 29th May, 2015, 14th August, 2015, 9th November, 2015, 13th February 2016 during the Financial Year 2015-16.
- e) There were no investor's complaints pending as on 31st, March, 2016.

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.

4. PERFORMANCE EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees on the evaluation criteria defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and Directors.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee Composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated

5. INDEPENDENT DIRECTORS

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 17 March 2016, without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

- 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.

6. 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
2015	30.09.2015	S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	03:00 P.M.	Nil
2014	30.09.2014	S-191/c, 3 rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	11.00 A.M.	Nil
2013	30.09.2013	G-107, Himalya House, 23 K.G. Marg, New Delhi-110001	11.00 A.M	Nil

b) 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.

7. DISCLOSURES**➤ Related Party Transactions**

Besides the transactions mentioned elsewhere in the Annual Report, there were no other materially significant related party transactions that may have potential conflict with the interests of the Company at large.

➤ Details of non-compliance(s) by the Company

Your Company has complied with all the requirements of the Stock Exchange(s) and the Securities Exchange Board of India on matters related to Capital Markets or any other matter, as may be applicable from time to time. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.

➤ Accounting treatment in preparation of financial statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

➤ Risk Management

Your Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.

➤ Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive Code for prevention of Insider Trading, for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

The objective of this Code is to prevent purchase and/or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Directors and designated employees are completely prohibited from dealing in the Company's shares when the Trading Window is closed. Further the Code specifies the procedures to be followed and disclosures to be made by Directors and the designated employees, while dealing with the shares of the Company and enlists the consequences of any violations.

➤ Policy

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The Company has also adopted Policy on Determination of Materiality for Disclosures and Policy for Preservation of Documents.

The said policies have been also put up on the website of the Company at the following link:

www.helpagefinlease.com

➤ **Code of Conduct**

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., [www. www.helpagefinlease.com](http://www.helpagefinlease.com). All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2016.

➤ **Reconciliation of share capital audit**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

➤ **CEO/CFO Certification**

CEO / CFO of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2016 which is annexed to this Report.

➤ **Management Discussion and Analysis Report**

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

➤ The Auditor's certificate on Corporate Governance is enclosed.

8. MEANS OF COMMUNICATION

- The Board of Directors of the Company approves the quarterly audited/ unaudited financial results in the proforma prescribed by Regulation 33/47 of the Listing Regulations, 2015 within 45 days of the close of the respective periods. (except audited results for the year/ last quarter within 60 days of the end of the accounting year).
- The approved financial results are mailed immediately after the Board Meeting to the Stock Exchange where the Company's shares are listed and are published in Financial Express (English) and Hari Bhoomi (Hindi), within 48 hours of approval thereof by the Board of Directors.

The Company's financial results are displayed on the Company's website.- www.helpagefinlease.com

9. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Day & Date	Time	Venue
Friday, September 30, 2016	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, 2015	14 th August, 2015
Financial Reporting for the second quarter ending 30 th September, 2015	9 th November, 2015
Financial Reporting for the third quarter ending 31 st December, 2015	13 th February 2016
Financial Reporting for the fourth quarter ending 31 st March, 2016	30 th May 2016

- iii) Dates of Book Closure** 24th September, 2016 to 30th September, 2016 (Both days inclusive)
- iv) Dividend Payment Date** Not applicable
- v) Listing on Stock Exchanges:** BSE Limited
- vi) Stock Codes:** ISIN (Equity Shares) in NSDL & CDSL: INE738P01015
BSE Code: 539174
- vii) Corporate Identification Number:** L51909DL1982PLC014434
- viii) Market Price Data:** The shares of the company are presently not tradable, so the market price data is not available for the Company.
- ix) 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.
- x) 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.

xi) Distribution of Shareholding as on 31st March 2016

Share holding of nominal value	Share-Holders		Share Amount		
	Rs. (1)	Number (2)	% to total (3)	Rs. (4)	% to total (5)
Up to 5000		546	95.62	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		20	3.5	31,654,200.00	93.3814
Total		571	100.00	32,175,000.00	100.0000

xii) List of Top 10 Shareholders of the Company as on March 31, 2016

Sr. No	Name of the Shareholder	Number of Shares	% of Shareholding
1	G2 CONSULTANTS PRIVATE LIMITED	800000	24.86
2	CANDID WEALTH MANEGEMENT PRIVATE LIMITED	650000	20.20
3	SINGHALTECHNOLOGIES PRIVATE LIMITED	500000	15.54
4	SIDHARTH GOYAL	215000	6.68
5	KUSUM GOYAL	200000	6.22
6	ARUN AGGARWAL	100000	3.11
7	AVANINDRA BHUSHAN PRASAD	100000	3.11
8	PREETI BHUSHAN	100000	3.11
9	SINGHANIA CAPITAL PRIVATE LIMITED	80631	2.51
10	ASHWIN DORAIRAJAN	70429	2.19

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, 2016 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	19,60,631	60.94
3.	Physical	2,25,519	7.01
	Total	32,17,500	100

xiii) CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer have issued certificate pursuant to the provisions Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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.

xiv) COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and the same forms part of the Annual Report.

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

xvi) Plant Locations: N.A.

xvii) 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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Green Initiative In Corporate Governance

Pursuant to Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, Ministry of Corporate Affairs (MCA) has launched "Green Initiative in Corporate Governance" whereby the companies are allowed to send notices, documents and other communication to the shareholders in electronic mode.

Your Company encourages its shareholders to support the "Green Initiative" by registering their email addresses with their respective depositories/ Company's Registrar and Transfer Agent and intimate changes in the email address from time to time.

10. COMPLIANCES

- i. There were no instances of non-compliance by the company, penalties, strictures 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - 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 REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17 (5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

In accordance with Regulation 17 of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed the compliance with Code of Conduct, as applicable to them for the financial year ended on March 31, 2016.

For Helpage Finlease Limited

Date: 13th August, 2016
Place: Delhi

Sidharth Goyal
Managing Director
DIN: 02855118

MD AND CFO CERTIFICATION

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

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, Chief Financial officer of the Company has certified to the Board that:

a) We have reviewed financial statements and the Cash flow statement of the Company for the year 2015-16 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: 30th May, 2016

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, 2016, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

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 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:30th May, 2016
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, 2016, 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 2016, 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, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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
Membership No. 503150
Partner

Place: New Delhi
Date: 30th May, 2016

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, 2016

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
Membership No.: 503150
Partner

Place: New Delhi
Date: 30th May, 2016

HELPAGE FINLEASE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in Rs.)

PARTICULARS	Note No	As at 31.03.2016	As at 31.03.2015
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDER'S FUNDS			
(A) SHARE CAPITAL	2	32,175,000	32,175,000
(B) RESERVES AND SURPLUS	3	3,695,825	3,345,648
(2) SHARE APPLICATION MONEY PENDING ALLOTMENT		-	-
(3) NON-CURRENT LIABILITIES			
(A) LONG TERM BORROWINGS	4	-	1,125,000
(B) DEFERRED TAX LIABILITY		95,294	36,770
(4) CURRENT LIABILITIES			
(A) OTHER CURRENT LIABILITIES	5	201,297	5,940,866
TOTAL		36,167,416	42,623,284
II. ASSETS			
(1) NON-CURRENT ASSETS			
(A) FIXED ASSETS	6	404,811	531,766
(B) NON-CURRENT INVESTMENTS	7	-	1,500,000
(C) LONG TERM LOANS & ADVANCES	8	31,137,676	38,481,105
(D) OTHER NON CURRENT ASSETS	9	666,471	480,913
(2) CURRENT ASSETS			
(A) CASH AND CASH EQUIVALENTS	10	2,958,458	629,501
(B) SUNDRY DEBTORS	11	1,000,000	1,000,000
TOTAL		36,167,416	42,623,285
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
CFO & MANAGING DIRECTOR
DIN: 02855118

ISHA MALIK
COMPANY SECRETARY
M. No: 36252

DATE: 30th MAY, 2016

PLACE: NEW DELHI

HELPAGE FINLEASE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

(Amount in Rs.)

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
REVENUE FROM OPERATIONS	12	-	-
TOTAL REVENUE		2,100,167	1,896,698
EXPENSES:			
EMPLOYEE BENEFIT EXPENSE	13	675,820	409,109
OTHER EXPENSES	14	869,715	913,942
Depreciation		126,955	80,034
TOTAL EXPENSES		1,672,490	1,403,085
PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		427,677	493,613
EXTRAORDINARY ITEMS		-	-
PROFIT/(LOSS) BEFORE TAX		427,677	493,613
TAX EXPENSE:			
CURRENT TAX		132,152	152,526
DEFERRED TAX		58,524	36,770
PROFIT/(LOSS) AFTER TAX		237,001	304,317
EARNING PER SHARE		0.70	0.90
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
 CFO & MANAGING DIRECTOR
 DIN: 02855118

ISHA MALIK
 COMPANY SECRETARY
 M. No: 36252

DATE: 30th MAY, 2016
PLACE: NEW DELHI

HELPAGE FINLEASE LIMITED
CASH FLOW STATEMENT FOR THE YEAR 2015-16

(Amount in Rs.)

Particulars	As As at 31.03.2016		As at 31.03.2015	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit After Tax and Extra Ordinary Items		237,001		304,317
Adjustment for				
Depreciation	126,955		80,034	
Provision for Tax	190,676	317,631	189,296	189,296
		554,632		493,613
Operating Profit before Working Capital Changes				
(Increase)/ Decrease in Trade Receivables	-		(1,000,000)	
(Increase)/ Decrease in Trade Inventories				
(Increase)/ Decrease in Long Term Loan and Advances	7,343,429		(35,081,105)	
(Increase)/ Decrease in Other Non- Current Assets	(185,558)		(83,589)	
(Increase)/ Decrease in Long Term Loan and Advances				
Increase/ (Decrease) in Long Term Borrowings	(1,125,000)		1,000,000	
Increase/ (Decrease) in Trade Payables				
Increase/ (Decrease) in Other Current Liabilities	(5,739,569)	293,302	5,796,987	(29,367,707)
Cash Generated From Operations		847,934		(28,874,094)
Income Tax Paid		132,152		152,526
Cash Flow Before Extra Ordinary Items		715,782		(29,026,621)
Extra Ordinary Items (Excess Provision Written Back)		(113,175)		310,567
Net Cash From Investing Activities (I)		828,957		(29,337,188)
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investments	-	-	-	-
Purchase of Fixed Assets	-		(611,800)	
Net Cash From Investing Activities (II)	-	-	(611,800)	(611,800)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Share Application Money	-		28,800,000	
Realization from Non Current Investment	1,500,000		1,000,000	
Repayment of Long Term Borrowing		1,500,000		29,800,000
Net Cash From Financing Activities (III)		1,500,000		29,188,200
NET CASH INCREASE IN CASH AND CASH EQUIVALENTS (I)+(II)+(III)		2,328,957		(760,788)
Cash and Cash Equivalent at the beginning of period		629,501		1,390,288
CASH AND CASH EQUIVALENT AT THE END		2,958,458		629,501

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
CFO & MANAGING DIRECTOR
DIN: 02855118

ISHA MALIK
COMPANY SECRETARY
M. No: 36252

DATE: : 30th MAY, 2016
PLACE: NEW DELHI

Schedule forming part of the financial statements for the year ended 31st March 2016**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 2016	As at 31 March 2015
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				
	SIDHARTH GOYAL	2,15,000	6.68%	2,15,000	6.68%
	KUSUM GOYAL	2,00,000	6.22%	2,00,000	6.22%
	G2 CONSULTANTS PRIVATE LIMITED	8,00,000	24.86%	8,00,000	24.86%
	SINGHAL TECHNOLOGIES PVT LTD	5,00,000	15.54%	5,00,000	15.54%
	CANDID WEALTH MANEGEMENT PRIVATE LIMITED	6,50,000	20.20%	6,50,000	20.20%

Note	PARTICULARS	As at 31 March 2015	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	As at 31 March 2016
3	RESERVES & SURPLUS	-	-	-	
(A)	SECURITIES PREMIUM ACCOUNT	450,000.00	-	-	450,000.00
(B)	STATUTORY RESERVES (20%)	96,310.00	-	-	96,310.00
		546,310.00	-	-	546,310.00
(C)	STATEMENT OF PROFIT & LOSS	2,799,339.00	350,176.06	-	3,149,515.06
	TOTAL	3,345,649.00	350,176.06	-	3,695,825.06

Note	PARTICULARS	As at 31 March 2016	As at 31 March 2015
4	<u>NON-CURRENT LIABILITIES</u>		
	<u>LONG TERM BORROWINGS</u>		
	UNSECURED LOANS		
	CAPITAL SECURITIES LTD	-	125,000.00
G2 CONSULTANTS PVT LTD	-	1,000,000.00	
	TOTAL	-	1,125,000.00
5	<u>CURRENT LIABILITIES</u>		
	<u>OTHER CURRENT LIABILITIES</u>		
	PROVISION FOR INCOME TAX PAYABLE	132,152.19	152,526.42
	SUNDRY CREDITORS	40,520.00	5,760,250.00
	<u>OTHER PAYABLE</u>		
AUDIT FEE PAYABLE	28,625.00	28,090.00	
	TOTAL	201,297.19	5,940,866.42

NOTE NO. 6: FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	Figures at the beginning of the reporting period	Additions during the year	Deductions / Adjustments during the year	Figures at the end of the reporting period	Figures at the beginning of the reporting period	For the year	Deductions / Adjustments during the year	Figures at the end of the reporting period	Figures at the end of the reporting period	Figures at the beginning of the reporting period
Computers	275,700	-	-	275,700	58,602	33,731		92,333	183,367	217,098
Furniture	336,100			336,100	21,432	93,224		114,656	221,444	314,668
Total	611,800	-	-	611,800	80,034	126,955	-	206,989	404,811	531,766
Previous Year	-	611,800	-	611,800	-	80,034	-	80,034	531,766	-

Note	PARTICULARS	As at 31 March 2016	As at 31 March 2015
7	<u>NON-CURRENT ASSETS</u>		
	<u>NON-CURRENT INVESTMENTS</u>		
	SHAKTI FOAMS PVT. LTD	-	1,500,000.00
	CENTURY TEX FEB PVT. LTD	-	-
	TOTAL	-	1,500,000.00

8	<u>LONG TERM LOANS AND ADVANCES</u>		
	UNSECURED, CONSIDERED GOOD		
	ARUN GUPTA	-	-
	BIMAL KUMAR HUF	2,000,000.00	2,000,000.00
	SHYAM TRADERS	15,000,000.00	-
	CREATIVE CAPITAL SERVICE LIMITED	1,400,000.00	1,400,000.00
	ADITYA PODDAN	2,500,000.00	2,580,137.00
	DINESH KUMAR AGARWAL		2,000,000.00
	GHP BUILDCON PVT LTD	540,500.00	500,000.00
	NABKARI DEVELOPERS PVT LTD	800,000.00	800,000.00
	NEW PODDAR TRACTOR CO		15,366,792.00
	SAHIL MITTAL	1,500,000.00	1,500,000.00
	SUDHA DEVI SHAR	3,000,000.00	3,000,000.00
	SUNIL KUKREJA	3,000,000.00	3,000,000.00
	VAISHNVAI INTERNATIONAL	600,000.00	600,000.00
	VINEET KUMAR	797,176.00	734,176.00
	V JAYRAM	-	5,000,000.00
	TOTAL	31,137,676.00	38,481,105.00
9	<u>OTHER NON-CURRENT ASSESTS</u>		
	INCOME TAX REFUND DUE	666,471.00	480,913.00
	TOTAL	666,471.00	480,913.00
10	<u>CURRENT ASSETS</u>		
	<u>CASH AND CASH EQUIVALENTS</u>		
	CASH IN HAND	108,605.00	382,411.00
	BALANCE IN BANK (HDFC BANK)	2,849,853.00	247,090.00
	TOTAL	2,958,458.00	629,501.00
11	<u>SUNDRY DEBTORS</u>		
	UNSECURED AND CONSIDERED GOOD	1,000,000.00	1,000,000.00
	TOTAL	1,000,000.00	1,000,000.00

Note	PARTICULARS	As at 31 March 2016	As at 31 March 2015
12	<u>INCOME</u>		
	INTEREST ON LOAN	2,100,167.00	1,896,698.00
	ROUND OFF		
	TOTAL	2,100,167.00	1,896,698.00
13	<u>EMPLOYEE BENEFIT EXPENSE</u>		
	SALARIES & WAGES	633,530.00	372,330.00
	Staff Welfare	42,290.00	36,779.00
	TOTAL	675,820.00	409,109.00
14	<u>OTHER EXPENSES</u>		
	BANK CHARGES	175.00	2,242.00
	CONVEYANCE	59,110.00	54,200.00
	INTEREST ON INCOME TAX	660.00	1,500.00
	FILING FEES	5,810.00	13,562.00
	LISTING FEES	244,293.00	33,708.00
	PRINTING & STATIONARY	37,635.00	32,130.00
	PROFESSIONAL CHARGES		-
	ADVERTISEMENT EXPENSES	40,361.00	27,947.00
	Meeting Expense	51,630.00	35,844.00
	Telephone	18,520.00	17,015.00
	Travelling	65,047.00	100,737.00
	Misc. Expense	124,010.00	298,528.00
	Office Expense	149,927.00	198,675.00
	CSDL Charges	39,312.00	26,967.00
	RTA Expense		23,097.00
	Power and Fuel	4,600.00	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	3,625.00	3,090.00
	TOTAL	869,715.00	913,942.00

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

DP ID No. _____

Client ID No. _____

Folio No. _____

No. of Shares held _____

I/We hereby record my/our presence at the 34th 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 Friday, the 30th Day of September 2016 at 03:00 P.M. or at any adjournment thereof.

Name of Shareholder (In Block Letters) _____

Father's/ Husband's Name of the Shareholder _____

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 34th Annual General Meeting of the Company will be held on Friday, 30th day of September, 2016 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, 2016, 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 Ms. Ananyaa Pandey (DIN: 06966851), who retires by rotation and being eligible offer herself for re-appointment.		
3.	To re-appoint Statutory Auditors of the Company for the financial year 2016-17 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 ____ 2016

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.

Route Map of AGM Venue

