

# **HELPAGE FINLEASE LIMITED**

**35<sup>th</sup> ANNUAL REPORT  
2016-17**



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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

### STATUTORY AUDITORS

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

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Himani Gusain

### REGISTRAR & TRANSFER AGENT

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

### ANNUAL GENERAL MEETING

Date: 29th September, 2017, Friday

Time: 11:30 A.M.

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

### BANKERS

Axis Bank  
Mayur Vihar Branch

HDFC Bank  
Asaf Ali Road Branch

### SECRETARIAL AUDITOR

Ms. Anita Aswal  
Practicing Company Secretary

### INTERNAL AUDITOR

M/S PPG & Co.  
Chartered Accountants

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## NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Company will be held on Friday, the 29th day of September, 2017 at 11:30 A.M. at 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, 2017, the Statement of Profit and Loss for the year ended 31st March, 2017 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sidharth Goyal (DIN: 02855118), who retires by rotation and being eligible to offer himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment thereof), M/s K A S G & Co., Chartered Accountant (Firm Registration No: 002228C) be and is hereby appointed by the members of the company for the financial year 2017-2018 at such remuneration as may be determined by the Board of Directors of the Company in place of M/s K R A & Co (Firm registration No: 020266N), Chartered Accountants, Delhi, who retires by rotation.”

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

Place: Delhi  
Date: 14th August, 2017

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 25.09.2017 to 29.09.2017 (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 2016-17 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 2016-17 are being sent in the permitted manner.
5. Electronic copy of the Notice of the 35th 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 35th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.helpagefinlease.com](http://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](mailto: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 35th 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 25.09.2017 at 9.00 AM to 28.09.2017 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 22.09.2017, 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](http://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](http://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

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

(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](mailto: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](mailto: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 Monday, 25th September, 2017 at 9.00 AM and ends on Thursday, 28th September, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017 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](http://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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 35TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

<b>Name of the Director</b>	Mr. Sidharth Goyal
<b>Director Identification Number</b>	02855118
<b>Date of Birth</b>	28/07/1984
<b>Date of Appointment on the Board</b>	23/12/2009
<b>Nationality</b>	Indian
<b>Designation</b>	Director
<b>Qualification</b>	LLB
<b>Experience</b>	12
<b>List of Directorships held in other Companies</b>	5
<b>Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2017</b>	None
<b>Shareholding in Helpage Finlease Limited</b>	6.68%
<b>Relationship with other director</b>	None



## DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 35th Annual Report of the Company along with the Audited Accounts for the year ended March 31, 2017.

### 1. Financial Highlights

(In Rs.)

Particular		2016-17	2015-16
	Income	2,608,807.00	2,100,167.00
Less:	Total Expenditure	2,026,507.00	1,545,535.00
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	582,300.00	5,54,632.00
Less:	Depreciation	111,254.00	126,955.00
	Net Profit/(Loss) after Depreciation before Tax (PBT)	471,046.00	427,677.00
Less:	Provision for Income Tax-Current	169,020.00	132,152.00
	<b>Profit after Tax</b>	<b>302,026.00</b>	<b>295,525.00</b>
	<b>Statutory Reserves</b>	-	-

### 2. Dividend

Your Directors have not recommended payment of dividend for the financial year ended 31st march 2017 since it is proposed to retain the same in the business.

### 3. Fixed Deposit

The Company has not accepted any deposits during the year under review and it continues to be a Non- deposit taking Non Banking Financial Company in conformity with the guidelines of the Reserve Bank of India and the Companies (Acceptance of Deposits) Rules, 2014.

### 4. Review of Operations

During the year under review, your Company achieved a turnover of Rs. 2,608,807/- as against Rs. 2,100,167/- in the previous year. The profit before tax stands at Rs. 471,046/- as against Rs. 427,677/- in the previous year.

### 5. Transfer to General Reserve

The Company propose to transfer Rs. 302,026/- (Rupees Three Lacs Two Thousand Twenty Six) to the general reserve out of the amount available for appropriation.

### 6. 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

### 7. Directors & Key Managerial Personnel (KMP)

#### Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Sidharth Goyal retires by rotation and being eligible, has offered himself for re-appointment.

The brief profile of the director who are to be appointed/ re-appointed form part of the notes and explanatory statement to the notice of the ensuing Annual General Meeting.

#### **Statement on declaration given by Independent Directors**

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

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained hereunder.

The evaluations is based on questionnaire prepared which assessed the performance of the Board on select parameters related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing 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. The evaluation criteria for the Directors was based on their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the Board.

#### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Remuneration Policy is stated in the Corporate Governance Report.

#### **Number of Meetings**

During the financial year four (4) Board Meetings were held. For further details, please refer report on Corporate Governance of this Annual Report.

#### **Key Managerial Personnel**

The following persons are the Key Managerial Personnel of the Company:

Mr. Sidharth Goyal, Managing Director & Chief Financial Officer.

Ms. Himani Gusain (Membership No. A42828) was appointed as Company Secretary & Compliance Officer w.e.f 01st April, 2017 in place of Ms. Isha Malik (Membership No. A36252).

### **8. Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013 your Directors confirm the following:

- that in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for that period.

- that the directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- that the directors have prepared the annual accounts on a 'going concern' basis.
- that the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- that the systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 9. Related Party Transaction

The main business of the Company is financing activities, loans granted to related party (if any) are in the ordinary course of business. No related party transactions were entered during the financial year. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Form AOC-2 is enclosed as "Annexure IV".

#### 10. Particulars of Employees

The information required under Section 197 of the Act 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-2016-2017 is annexed at "Annexure-III".

#### 11. Particulars of Loans, Guarantees And 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.

#### 12. Corporate Social Responsibility (CSR)

Section 135 of the Companies Act 2013 is not applicable to the Company as the Company does not have the specified turnover or net worth or profit criteria and hence there is no requirement for the Company to undertake CSR activities.

#### 13. Vigil Mechanism

The company has adopted Vigil Mechanism policy with a view to provide a mechanism for the directors and employees of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) and (10) of the Companies Act, 2013.

#### 14. a. Audit Observations

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

#### b. Auditors:

##### i) Statutory Auditors

M/s K A S G & Co., Chartered Accountant (Firm Registration No. 002228C) have been appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting and authorize the Board of Directors to fix their remuneration in place of M/s K R A & Co (Firm registration No: 020266N), Chartered Accountants, Delhi."

**ii) Secretarial Audit**

In pursuant to the provisions of Section 204 of the Companies Act, 2013 and 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. The Report of the Secretarial Audit is annexed as “**Annexure I**”.

**iii) Internal Auditor**

M/s PPG & Co, Chartered Accountants has been appointed as Internal Auditors. They will perform the duties of internal auditors of the Company and their report will be reviewed by the audit committee from time to time.

**c. Extract of the Annual Return**

The details forming part of Annual Return in form MGT-9 is annexed as “**Annexure-II**”.

**d. Corporate Governance**

The Company has complied with the provisions pertaining to Corporate Governance as per the requirements of Listing Regulation with the Stock Exchanges and necessary disclosures have been made in this regard. The Report on Corporate Governance is annexed as **Annexure-B** along with a certificate from a Practicing Company Secretary confirming compliance of the same.

**15. Conservation Of Energy, Technology Absorption & Foreign Exchange Earnings And Outgo**

As the Company is not engaged in the manufacturing activity, the prescribed information regarding compliance of rules relating to conservation of Energy and Technology absorption pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule – 8 (3) of the Companies (Accounts) Rules, 2014 is not provided.

The Company does not have any Foreign Exchange Earnings and outgo in the year under review.

**16. Management Discussion And Analysis Report**

Management Discussion and Analysis Report is provided as a separate section in the annual report.

**17. 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.

**18. General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future

4. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
5. No change in nature of business.
6. There were no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of the Report.

#### 19. Acknowledgement

Your Directors wish to express their sincere appreciation for the support and cooperation, which the Company continues to receive from its clients, Banks, Government Authorities, Financial Institutions and associates and are grateful to the shareholders for their continued support to the Company. Your Directors place on record their appreciation for the contributions made and the efforts put in by the management team and employees of the Company at all levels.

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

Place: Delhi  
Date: 14th August, 2017

**Ashok Kumar**  
Director  
DIN: 02641654

**Sidharth Goyal**  
Managing Director  
DIN: 02855118

## Annexure I

## FORM MR-3

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

## SECRETARIAL AUDIT REPORT

(For the Financial Year ended 31st March 2017)

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 2017, 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 2017 and we report that the Company has complied with the relevant provisions of the Acts, Rules, and Standards there under:**
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - 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 BSE Ltd and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**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 35th Annual General Meeting held on Friday 29, 2017.
  - 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.
- 1. 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.
  - 2. 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.
  - 3. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
  - 4. 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

Place: Delhi  
Date:14th August, 2017

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



## Annexure A

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

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the 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.

Place: Delhi  
Date: 14th August, 2017

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

"Annexure II"

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2017  
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:**

1.	CIN	L51909DL1982PLC014434
2.	Registration Date	04th October, 1982
3.	Name of the Company	<b>Helpage Finlease Limited</b>
4.	Category/Sub-category of the Company	Public Company Limited by Shares
5.	Address of the Registered office & contact details	S-191/c, 3rd floor, Manak Complex, School Block, Shakarpur, Delhi- 110092
6.	Whether listed company	Listed
7.	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	% 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 01.04.2016				No. of Shares held at the end of the year i.e 31.03.2017				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
(1)	Indian	-	-	-	-	-	-	-	-	-
a)	Individual/HUF	465000	-	465000	14.46	465000	-	465000	14.46	-
b)	Central Govt/ State Govt.	-	-	-	-	-	-	-	-	-
c)	Bodies Corporates	800000	-	800000	24.86	800000	-	800000	24.86	-
d)	Bank/FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL:(A) (1)</b>	<b>1265000</b>	<b>-</b>	<b>1265000</b>	<b>39.32</b>	<b>1265000</b>	<b>-</b>	<b>1265000</b>	<b>39.32</b>	<b>-</b>
(2)	Foreign									
a)	NRI- Individuals	-	-	-	-	-	-	-	-	-
b)	Other Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1265000</b>	<b>0</b>	<b>1265000</b>	<b>39.32</b>	<b>1265000</b>	<b>0</b>	<b>1265000</b>	<b>39.32</b>	<b>0</b>
<b>B.</b>	<b>Public</b>									
(1)	Institutions									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks/FI	-	-	-	-	-	-	-	-	-
c)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.	-	-	-	-	-	-	-	-	-
e)	Venture Capital Fund	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2)	Non Institutions									
a)	Bodies corporates	1230631	49250	1279881	39.78	1230631	49250	1279881	39.78	0
i)	Indian	-	-	-	-	-	-	-	-	-
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals	-	-	-	-	-	-	-	-	-
i)	Individual shareholders holding nominal share capital upto INR 2 lakhs	16350	35730	52080	1.62	36350	35730	72080	2.24	0.62
ii)	Individuals shareholders holding nominal share capital in excess of INR 2 lakhs	480000	140539	620539	19.28	460000	140539	600539	18.66	(0.62)
c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Non Resident Indians	-	-	-	-	-	-	-	-	-
	Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
	Clearing Member	-	-	-	-	-	-	-	-	-
	Hindu Undivided Families	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (B)(2):</b>	<b>1726981</b>	<b>225519</b>	<b>1952500</b>	<b>60.68</b>	<b>1726981</b>	<b>225519</b>	<b>1952500</b>	<b>60.68</b>	<b>0</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1726981</b>	<b>225519</b>	<b>1952500</b>	<b>60.68</b>	<b>1726981</b>	<b>225519</b>	<b>1952500</b>	<b>60.68</b>	<b>0</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>2991981</b>	<b>225519</b>	<b>3217500</b>	<b>100</b>	<b>2991981</b>	<b>225519</b>	<b>3217500</b>	<b>100</b>	<b>0.00</b>

## (ii) SHAREHODING OF PROMOTERS

S.N.	Shareholder's 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	Sidharth Goyal	215000	6.68	-	215000	6.68	-	-
2	Mukesh Goyal	50000	1.55	-	50000	1.55	-	-
3	Kusum Goyal	200000	6.22	-	200000	6.22	-	-
4	G2 Consultants Pvt. Ltd.	800000	24.86	-	800000	24.86	-	-
	<b>TOTAL</b>	<b>1265000</b>	<b>39.32</b>		<b>1265000</b>	<b>39.32</b>	-	-

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

S.N.	Particulars	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
		NIL			

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

S.N.	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
<b>1</b>	<b>Candid Wealth Management Pvt. Ltd.</b>				
	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
<b>2</b>	<b>Singhal Technology Pvt. Ltd.</b>				
	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
<b>3</b>	<b>Arun Aggarwal</b>				
	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

S.N.	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
<b>4</b>	<b>Avanindar Bhushan Prasad</b>				
	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
<b>5</b>	<b>Preeti Bhushan</b>				
	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
<b>6</b>	<b>Singhania Capital Private Limited</b>				
	At the beginning of the year	80631	2.51	80631	2.51
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	80631	2.51	80631	2.51
<b>7</b>	<b>Ashwin Dorairajan</b>				
	At the beginning of the year	70429	2.19	70429	2.19
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	70429	2.19	70429	2.19
<b>8</b>	<b>Deepak Kumar Trivedi</b>				
	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
<b>9</b>	<b>Manish Goel</b>				
	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
<b>10</b>	<b>Sarita Ashwin Dorairajan</b>				
	At the beginning of the year	47600	1.48	47600	1.48
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	47600	1.48	47600	1.48

**(v) Shareholding of Directors and KMP**

S.N.	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
<b>1</b>	<b>Sidharth Goyal</b>				
	At the beginning of the year	215000	6.68	215000	6.68
	At the end of the year	215000	6.68	215000	6.68
<b>2</b>	<b>Dilip Jain</b>				
	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
<b>3</b>	<b>Ashok Kumar</b>				
	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
<b>4</b>	<b>Ananyaa Pandey</b>				
	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
<b>5</b>	<b>Himani Gusain</b>				
	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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole time director and or Manager**

SN.	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 Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	-	-
	<b>Ceiling as per the Act</b>		-

**B. Remuneration to other directors**

1	Independent Directors					(Amt. In INR)
S.N.	Particulars of Remuneration	Name of the Directors				Total Amount
(a)	Fee for attending Board/ committee meetings	-	-	-	-	-
(b)	Commission	-	-	-	-	-
(c)	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2	Other Non-Executive Directors					(Amt. In INR)
S.N.	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
	<b>Total (2)</b>					
	<b>Total (B)=(1+2)</b>					
	<b>Total Managerial Remuneration</b>					
	<b>Overall Ceiling as per the Act.</b>					

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

S.N.	Particulars of Remuneration	Key Managerial Personnel	
		Ms. Isha Malik (CS)	Total Amount
		Amt. in INR	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	270,033	270,033
	(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		
	<b>Total</b>	<b>270,033</b>	<b>270,033</b>

**(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)
<b>A. COMPANY-Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS-Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT-Nil</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



## “ANNEXURE III”

**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;**

<b>Name of the Directors</b>	<b>Ratio to Median Remuneration</b>
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;**

<b>Name of the persons</b>	<b>% Increase in Remuneration</b>
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	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.

- 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 2017:** 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;**

<b>Particulars</b>	<b>Amount in Rs.</b>
Remuneration of Key Managerial Personnel (KMP) during financial year 2016-2017	270,033
Revenue from Operations	2,608,807
Remuneration (as% of revenue)	9.66
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	270,033
Revenue	2,608,807
Remuneration (as % of Revenue)	9.66
Profit before tax (PBT)	471,047
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 2016-17 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.

- l) **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.

## “ANNEXURE IV”

**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  
DIN: 02855118**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Overview

The Management Discussion and Analysis Report (MDA) is an integrated part of Company's annual financial statements. The purpose of the MDA is to provide a narrative explanation, through the eyes of management, of how the Company has performed in the past, its financial condition, and its future prospects. This report contains a description of the year gone by and some of the key factors that influenced the business of the Company during the year, as well as a fair and unbiased overview of the Company's past, present, and future. There are forward looking statements mentioned in this report which may involve risks and uncertainties, including but not limited to the risk inherent to the Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially from those expressed or implied.

### Industry Structure & Development

Non-Banking Financial Companies continue to face competition from the local and multinational players in the market. The Non-Banking Financing Industry grew despite several constraints. These problems relate to the inadequacy of funding, insufficient tax benefits, multiplicity of taxes and the absence of specific legislation governing lease transactions. Frequent changes in law affect Non- Banking Finance operations substantially.

To grow the Non- Banking Financing Industry, it is necessary for the Government to initiate tax incentives. But, due to regular changes in the RBI policies it is difficult to identify the market situation, which results in volatile market and companies' financial position gets affected adversely. Large professionally managed independent Non- Banking Finance companies demonstrated an ability to succeed and grow. The Finance market has not developed commensurately with the growth of Non- Banking Finance companies. This has led to competition and as a result several Non-Banking Finance companies, lacking in profession expertise, were forced to exit.

### NBFC Industry

Over the years NBFC sector has become a crucial part of the financial services sector. The growth rate of the industry is itself sufficient to indicate the impact of the industry in the financial sector. The sector has been dynamically evolving over period of time and has been witnessing constant regulatory changes. RBI has recognised the impact that the NBFCs have on the society at large and have been constantly implementing new policies for tighter controls and providing new avenues for growth.

### 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.

**Performance**

During the year ended 31st March, 2017, the Income of the Company by way of interest and other income has stood at Rs. 2,608,807 as compared to Rs. 2,100,167 during the previous year. Net Profit after tax stood at Rs. 321,322 as compared to Rs. 237,001 during the previous year.

**Human Resources/Industrial Relations**

The Company continues to lay emphasis on people, its most valuable resource. In an increasingly competitive market for human resources, it seriously focuses on attracting and retaining the right talent. It provides equal opportunity to employees to deliver results.

**Internal Control Systems & Adequacy**

Effective internal controls are necessary for building up an efficient organization. Our Company has adequate internal control systems in place to ensure accuracy, transparency and accountability in its operations. A dedicated concurrent audit team functioning within the Company supported by an out sourced concurrent audit team confirms that the activities are in compliance with its policies and occurrences of deviations are reported to the Management. The Company has further strengthened its internal audit function by investing in domain specialists to increase effectiveness of controls. The audit committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

**Cautionary Statement**

The statements made in this report describe the Company's objectives and projections that may be forward looking statement within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the Company. The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

\*\*\*\*

## REPORT ON CORPORATE GOVERNANCE

This Corporate Governance relating to Financial Year 2016-17 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

### COMPANY'S PHILOSOPHY

Helpage Finlease Limited ('the Company') believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value.

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.

### BOARD OF DIRECTORS

The Board of Directors at present comprises of 4 directors out of whom 3 are Independent Directors. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness.

The Chairman being non-executive Director, one third of the strength of the Board comprises of the Independent Directors.

#### Composition and category of Directors:

Name of the Director	Designation	Category
Mr. Sidharth Goyal	Managing Director & Chief Financial Officer	Promoter Executive
Mr. Ashok Kumar	Director	Independent
Mr. Dilip Jain	Director	Independent
Ms. Ananyaa Pandey	Director	Independent

### MEETINGS OF THE BOARD

The Board of Directors must meet at least four times a year, with a maximum time gap of 120 days between two Board meetings. During the financial year 2016-17, the Board met Four times: 30.05.2016, 13.08.2016, 14.11.2016 and 14.02.2017. The necessary quorum was present at all the meetings.

Each Director informs the Company on an annual basis about the Board and Board Committee positions he occupies in other companies including Chairmanships and notifies changes during the term of their directorship in the Company. None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors. Other directorships do not include alternate directorships and companies incorporated outside India. Chairmanships / Memberships of Board Committees include only Audit and Stakeholders Relationship Committees.

Details of attendance of Directors in the Board meeting during the financial year 2016-17 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	4	Yes
Mr. Dilip Jain	4	4	Yes
Ms. Ananyaa Pandey	4	4	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/ brochures , 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](http://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.

### 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 Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. 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 2016-17.

**(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 Obligations and Disclosure Requirements) Regulations, 2015. 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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. As at 31.03.2017, 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, 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 2016-17.

**(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, 2017**

Name of Director	Designation	Sitting fees (In Rs.)	Salaries & Perquisites (In Rs.)	Commission, 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 Regulations.

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
Mr. 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 Companies Act, 2013 and 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. 30th May, 2016, 13th August, 2016, 14th November, 2016, 14th February 2017 during the Financial Year 2016-17.
- e) There were no investor's complaints pending as on 31st, March, 2017.

#### f) Compliance Officer

Ms. Himani Gusain, 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.

## 1. 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.

## 2. 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 05 November, 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.

## 9. 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
2016	30.09.2016	S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	03.00 P.M.	Nil
2015	30.09.2015	S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	03:00 P.M.	Nil
2014	30.09.2014	S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	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.

## 10. 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](http://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.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, 2017.

➤ **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, 2017 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.

**11. 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 SEBI (Listing Obligations and Disclosure Requirements) 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](http://www.helpagefinlease.com)

**12. GENERAL SHAREHOLDERS INFORMATION****i) Annual General Meeting**

Day & Date	Time	Venue
Friday, September 29, 2017	11.30 A.M.	S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

**ii) Financial Calendar**

Events	Date
Financial Result for the first quarter ended 30th June, 2016	13th August, 2016
Financial Result for the second quarter ending 30th September, 2016	14th November, 2016
Financial Result for the third quarter ending 31st December, 2016	14th February, 2017
Financial Result for the fourth quarter ending 31st March, 2017	29th May, 2017

- iii) **Dates of Book Closure** 25th September, 2017 to  
29th September, 2017  
(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 Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the said certificate is submitted with the Stock Exchanges within the stipulated time period.

## xi) Distribution of Shareholding as on March 31st, 2017

Share holding of nominal value Rs.	Share Holders		Share Amount	
	Number	% to total	Rs.	% to total
	(2)	(3)	(4)	(5)
Up to 5000	547	95.62	3,14,800.00	0.9784
5001-10000	-	-	-	-
10001-20000	1	0.17	14,000.00	0.0435
20001-30000	2	0.34	54,500.00	0.1694
30001-40000	-	-	-	-
40001-50000	1	0.17	50,000.00	0.1554
50001-100000	1	0.17	87,500.00	0.2720
100001 and above	20	3.49	31,654,200.00	93.3814
<b>Total</b>	<b>572</b>	<b>100.00</b>	<b>32,175,000.00</b>	<b>100.0000</b>

## xii) List of Top 10 Shareholders of the Company as on March 31st, 2017

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 March 31st, 2017 the statement of the shares in demat form is given below:

S.No.	Particulars	No. of Shares	%
1.	NSDL	10,31,250	32.05
2.	CDSL	19,60,731	60.94
3.	Physical	2,25,519	7.01
	<b>Total</b>	<b>32,17,500</b>	<b>100</b>

## xiii) CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer have issued certificate pursuant to the provisions Regulation 17(8) of SEBI (Listing Obligations 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 Obligations and Disclosure Requirements) Regulations, 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, 3rd 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.

**12. 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](http://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 SEBI (Listing Obligations and Disclosure Requirements) 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, 2017.

**For Helpage Finlease Limited**

Place: Delhi  
Date: 14th August, 2017

**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 (Listing Obligations and Disclosure Requirements) 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 2016-17 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  
DIN: 02855118**

Place: Delhi  
Date: 29th May, 2017

## “ANNEXURE B”

**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, 2017, 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 Obligations and Disclosure Requirements) Regulations, 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 Regulation 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.

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

Place: Delhi  
Date:14th August, 2017

## 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, 2017, 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 2017, 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act
  - f) 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: 29th May, 2017

**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, 2017**

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: 29th May, 2017

**BALANCE SHEET AS AT 31ST MARCH, 2017**

(Amount in Rs.)

<b>PARTICULARS</b>	<b>Notes</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDER'S FUNDS</b>			
(A) SHARE CAPITAL	2	<b>32,175,000</b>	32,175,000
(B) RESERVES AND SURPLUS	3	<b>4,113,049</b>	3,695,825
<b>(2) SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		-	
<b>(3) NON-CURRENT LIABILITIES</b>			
(A) LONG TERM BORROWINGS	4	-	-
(B) DEFERRED TAX LIABILITY		<b>75,999</b>	95,294
<b>(4) CURRENT LIABILITIES</b>			
(A) OTHER CURRENT LIABILITIES	5	<b>9,896,323</b>	201,297
<b>TOTAL</b>		<b>46,260,371</b>	36,167,416
<b>II. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(A) FIXED ASSETS	6	<b>293,557</b>	404,811
(B) NON-CURRENT INVESTMENTS	7	-	-
(C) LONG TERM LOANS & ADVANCES	8	<b>42,137,676</b>	31,137,676
(D) OTHER NON CURRENT ASSETS	9	<b>889,533</b>	666,471
<b>(2) CURRENT ASSETS</b>			
(A) CASH AND CASH EQUIVALENTS	10	<b>1,561,413</b>	2,958,458
(B) SUNDRY DEBTORS	11	<b>1,000,000</b>	1,000,000
(C) OTHER CURRENT ASSETS	12	<b>378,192</b>	-
<b>TOTAL</b>		<b>46,260,371</b>	36,167,416
<b>ACCOUNTS &amp; SIGNIFICANT ACCOUNTING POLICIES.</b>	1	-	
<b>THE NOTES NO.FROM 1 TO 13 ARE THE INTEGRATED PART OF THESE FINANCIAL ACCOUNTS</b>			

For K R A & CO.  
CHARTERED ACCOUNTANTS

For HELPAGE FINLEASE LIMITED

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

**ASHOK KUMAR**  
DIRECTOR  
DIN: 02641654

**SIDHARTH GOYAL**  
MANAGING DIRECTOR  
DIN: 02855118

**HIMANI GUSAIN**  
COMPANY SECRETARY  
M. No: 42828

DATE: 29th MAY, 2017  
PLACE: NEW DELHI

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017**

(Amount in Rs.)

<b>PARTICULARS</b>	<b>Notes</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
REVENUE FROM OPERATIONS	13	<b>2,608,807</b>	2,100,167
<b>TOTAL REVENUE</b>		<b>2,608,807</b>	2,100,167
EXPENSES:			
EMPLOYEE BENEFIT EXPENSE	14	<b>755,739</b>	675,820
OTHER EXPENSES	15	<b>1,270,768</b>	869,715
DEPRECIATION		<b>111,254</b>	126,955
<b>TOTAL EXPENSES</b>		<b>2,137,761</b>	1,672,490
PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		<b>471,047</b>	427,677
EXTRAORDINARY ITEMS		-	-
PROFIT/(LOSS) BEFORE TAX		<b>471,047</b>	427,677
TAX EXPENSE:			
CURRENT TAX		<b>169,020</b>	132,152
DEFERRED TAX		<b>(19,295)</b>	58,524
PROFIT/(LOSS) AFTER TAX		<b>321,322</b>	237,001
EARNING PER SHARE		<b>0.10</b>	0.07
<b>ACCOUNTS &amp; SIGNIFICANT ACCOUNTING POLICIES.</b>	1		
<b>THE NOTES NO.FROM 1 TO 13 ARE THE INTEGRATED PART OF THESE FINANCIAL ACCOUNTS</b>			

**For K R A & CO.**  
CHARTERED ACCOUNTANTS

**For HELPAGE FINLEASE LIMITED**

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

**ASHOK KUMAR**  
DIRECTOR  
DIN: 02641654

**SIDHARTH GOYAL**  
MANAGING DIRECTOR  
DIN: 02855118

**HIMANI GUSAIN**  
COMPANY SECRETARY  
M. No: 42828

DATE: 29th MAY, 2017  
PLACE: NEW DELHI

**CASH FLOW STATEMENT FOR THE YEAR 2016-17**

(Amount in Rs.)

Particulars	As at 31.03.2017		As at 31.03.2016	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit After Tax and Extra Ordinary Items		<b>321,322</b>		237,001
Adjustment for				
Depreciation	<b>111,254</b>		126,955	
Transferred to Statutory Reserve	<b>95,902.04</b>			
Provision for Tax	<b>149,725</b>	<b>356,881</b>	190,676	317,631
		<b>678,203</b>		554,632
Operating Profit before Working Capital Changes				
(Increase)/ Decrease in Trade Receivables	-		-	
(Increase)/ Decrease in Other Current Assets	<b>(378,192.29)</b>			
(Increase)/ Decrease in Long Term Loan and Advances	<b>(11,000,000)</b>		7,343,429	
(Increase)/ Decrease in Other Non- Current Assets	<b>(223,062)</b>		(185,558)	
(Increase)/ Decrease in Long Term Loan and Advances				
Increase/ (Decrease) in Long Term Borrowings				
Increase/ (Decrease) in Trade Payables	<b>9,658,158</b>			
Increase/ (Decrease) in Other Current Liabilities	-	<b>(1,943,096)</b>	(5,739,569)	(293,302)
Cash Generated From Operations		<b>(1,264,894)</b>		847,934
Income Tax Paid		<b>132,152</b>		132,152
Cash Flow Before Extra Ordinary Items		<b>(1,397,046)</b>		715,782
Extra Ordinary Items (Excess Provision Written Back)				(113,175)
Net Cash From Investing Activities (I)		<b>(1,397,046)</b>		828,957
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Investments	-	-	-	-
Purchase of Fixed Assets	-	-	-	-
Net Cash From Investing Activities (II)	-	-	-	-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Share Application Money	-			
Realization from Non Current Investment	-		1,500,000	
Repayment of Long Term Borrowing		-		1,500,000
Net Cash From Financing Activities (III)		-		1,500,000
<b>NET CASH INCREASE IN CASH AND CASH EQUIVALENTS (I)+(II)+(III)</b>		<b>(1,397,046)</b>		2,328,957
Cash and Cash Equivalent at the beginning of period		<b>2,958,458</b>		629,501
<b>CASH AND CASH EQUIVALENT AT THE END</b>		<b>1,561,412</b>		2,958,458

For K R A & CO.  
CHARTERED ACCOUNTANTS

For HELPAGE FINLEASE LIMITED

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

**ASHOK KUMAR**  
DIRECTOR  
DIN: 02641654

**SIDHARTH GOYAL**  
MANAGING DIRECTOR  
DIN: 02855118

**HIMANI GUSAIN**  
COMPANY SECRETARY  
M. No: 42828

DATE: 29th MAY, 2017  
PLACE: NEW DELHI



**Schedule forming part of the financial statements for the year ended 31st March 2017****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.

\*\*\*\*

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in Rs.)

Note	Particulars	As at 31.03.2017	As at 31.03.2016
2	<b><u>SHARE CAPITAL</u></b>		
	<b>AUTHORISED CAPITAL</b> (50,00,000 Equity Shares of Rs. 10/- each, Previous Year (5,00,000))	<b>50,000,000.00</b>	50,000,000.00
	<b>ISSUED AND SUBSCRIBED SHARE CAPITAL</b> (32,17,500 Nos. of Equity Shares of Rs. 10/- each fully Issued and Subscribed, Previous Year 337,500 )	<b>32,175,000.00</b>	32,175,000.00
		<b>32,175,000.00</b>	32,175,000.00
	<b>PAID UP SHARE CAPITAL</b> (32,17,500 Nos. of Equity Shares of Rs. 10/- each fully Issued and Subscribed, Previous Year 337,500 )	<b>32,175,000.00</b>	32,175,000.00
	<b>TOTAL</b>	<b>32,175,000.00</b>	32,175,000.00

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 31st March 2017		AS AT 31st March 2016	
		No. of Shares	% Holding	No. of Shares	% Holding
2.2.1	<b>EQUITY SHARES OF Rs. 10/- EACH</b>				
	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 2016	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	As at 31 March 2017
3	<b><u>RESERVES &amp; SURPLUS</u></b>				
(A)	SECURITIES PREMIUM ACCOUNT	450,000.00	-	-	<b>450,000.00</b>
(B)	STATUTORY RESERVES (20%)	96,310.00	95,902.04	-	<b>192,212.04</b>
		546,310.00	95,902.04	-	<b>642,212.04</b>
(C)	STATEMENT OF PROFIT & LOSS	3,149,515.06	321,321.65	-	<b>3,470,836.71</b>
	<b>TOTAL</b>	<b>3,695,825.06</b>	<b>321,321.65</b>	-	<b>4,113,048.75</b>

Note	Particulars	As at 31.03.2017	As at 31.03.2016
4	<b><u>NON-CURRENT LIABILITIES</u></b>		
	<b><u>LONG TERM BORROWINGS</u></b>		
	<b>UNSECURED LOANS</b>		
	CAPITAL SECURITIES LTD	-	-
	G2 CONSULTANTS PVT LTD	-	-
	<b>TOTAL</b>	-	-
5	<b><u>CURRENT LIABILITIES</u></b>		
	<b><u>OTHER CURRENT LIABILITIES</u></b>		
	PROVISION FOR INCOME TAX PAYABLE	<b>169,020.00</b>	132,152.19
	SUNDRY CREDITORS	<b>9,698,678.00</b>	40,520.00
	<u>OTHER PAYABLE</u>		
	AUDIT FEE PAYABLE	<b>28,625.00</b>	28,625.00
	<b>TOTAL</b>	<b>9,896,323</b>	201,397.19

**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	275700	-	-	275,700	151,826	81,173		232,999	42,701	123,874
Furniture	336100			336,100	55,163	30,081		85,244	250,856	280,937
<b>Total</b>	<b>611,800</b>	-	-	<b>611,800</b>	<b>206,989</b>	<b>111,254</b>	-	<b>318,243</b>	<b>293,557</b>	<b>404,811</b>
Previous Year	611,800	-	-	611,800	80,034	126,955	-	206,989	404,811	531,766

Note	Particulars	As at 31.03.2017	As at 31.03.2016
7	<b><u>NON-CURRENT ASSETS</u></b>		
	<b><u>NON-CURRENT INVESTMENTS</u></b>		
	SHAKTI FOAMS PVT. LTD	-	-
	CENTURY TEX FEB PVT. LTD	-	-
	<b>TOTAL</b>	-	-

Note	Particulars	As at 31.03.2017	As at 31.03.2016
<b>8</b>	<b><u>LONG TERM LOANS AND ADVANCES</u></b>		
	<b>UNSECURED, CONSIDERED GOOD</b>		
	ARUN GUPTA	-	-
	ADITYA PODDAR	-	-
	ARTH FOUNDATION	1700000	
	BIKANER MOTORS	5000000	
	BIMAL KUMAR HUF	2,000,000.00	2,000,000.00
	SHYAM TRADERS	17,500,000.00	15000000
	CREATIVE CAPITAL SERVICE LIMITED	1,400,000.00	1,400,000.00
	CTV NETWORKS	2,500,000	
	DEEPA TRIPATHI	2,000,000	
	ADITYA PODDAN	-	2500000
	DINESH KUMAR AGARWAL	-	
	GHP BUILDCON PVT LTD	540,500.00	540,500.00
	GUPTA FINISHING INDUSTRIES	1000000	
	NABKRI DEVELOPERS PVT LTD	800000	
	NABKARI DEVELOPERS PVT LTD	-	800,000.00
	NEW PODDAR TRACTOR CO	-	-
	SAHIL MITTAL	1,500,000.00	1,500,000.00
	SUDHA DEVI SHARMA	1500000	
	SUNIL KUKREJA H	3,000,000.00	3,000,000.00
	VAISHNVAI INTERNATIONAL	600,000.00	600,000.00
	VINAYAKA INSTITUTE OF MANAGEMENT	300000	
	SUDHA DEVI SHAR	-	3,000,000.00
	SUNIL KUKREJA	-	3,000,000.00
	VAISHNVAI INTERNATIONAL	-	600,000.00
	VINEET KUMAR	797,176.00	797,176.00
	V JAYRAM	-	
	<b>TOTAL</b>	<b>42,137,676.00</b>	<b>31,137,676.00</b>
<b>9</b>	<b><u>OTHER NON-CURRENT ASSETS</u></b>		
	INCOME TAX REFUND DUE	889,533.00	666,471.00
	<b>TOTAL</b>	<b>889,533.00</b>	<b>666,471.00</b>
	<b><u>CURRENT ASSETS</u></b>		
<b>10</b>	<b><u>CASH AND CASH EQUIVALENTS</u></b>		
	CASH IN HAND	40,254.94	108,605.00
	BALANCE IN BANK ( HDFC BANK )	1521157.68	2849853.00
	<b>TOTAL</b>	<b>1561412.62</b>	<b>2958458.00</b>

Note	Particulars	As at 31.03.2017	As at 31.03.2016
11	<b><u>SUNDRY DEBTORS</u></b>		
	UNSECURED AND CONSIDERED GOOD	1,000,000.00	1,000,000.00
	<b>TOTAL</b>	<b>1,000,000.00</b>	<b>1,000,000.00</b>
12	<b><u>OTHER CURRENT ASSETS</u></b>		
	Interest Accrued but not Due	378,192.29	
	<b>TOTAL</b>	<b>378,192.29</b>	
13	<b><u>INCOME</u></b>		
	INTEREST ON LOAN ROUND OFF	2,608,807.29	2,100,167.00
	<b>TOTAL</b>	<b>2,608,807.29</b>	<b>2,100,167.00</b>
13	<b><u>EMPLOYEE BENEFIT EXPENSE</u></b>		
	SALARIES & WAGES	661,449.00	633,530.00
	Staff Welfare	94,290.00	42,290.00.00
	<b>TOTAL</b>	<b>755,739.00</b>	<b>675,820.00</b>
14	<b><u>OTHER EXPENSES</u></b>		
	BANK CHARGES	1,379.64	175.00
	CONVEYANCE	189,850.00	59,110.00
	INTEREST ON INCOME TAX	-	660.00
	FILING FEES	3,600.00	5,810.00
	LISTING FEES	229,000.00	244,293.00
	PRINTING & STATIONARY	70,265.00	37,635.00
	PROFESSIONAL CHARGES		-
	ADVERTISEMENT EXPENSES	29,366.00	40,361.00
	Meeting Expense	145,520.00	51,630.00
	Telephone	22,450.00	18,520.00
	Travelling	113,750.00	65,047.00
	Misc. Expense	212,777.00	124,010.00
	Office Expense	168,920.00	149,927.00
	CSDL Charges	26,765.00	39,312.00
	RTA Expense	13,800.00	
	Power and Fuel	14,700.00	4,600.00
	<b>PAYMENT TO AUDITORS</b>		
	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	3,625.00
	<b>TOTAL</b>	<b>1,270,767.64</b>	<b>869,715.00</b>



### 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 35th Annual General Meeting of the Company to be held at S-191/c, 3rd floor, Manak Complex, School Block, Shakarpur, Delhi-110092, India on Friday, the 29th Day of September 2017 at 11:30 A.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:

- |          |            |
|----------|------------|
| Name:    | Email id.: |
| Address: | Signature: |

Or failing him/her
- |          |            |
|----------|------------|
| Name:    | Email id.: |
| Address: | Signature: |

Or failing him/her
- |          |            |
|----------|------------|
| 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 35th Annual General Meeting of the Company will be held on Friday, 29th day of September, 2017 at 11:30 A.M. 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.	Adoption of the Audited Standalone Financial Statements for Financial Year ended 31.03.2017, reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Sidharth Goyal (DIN: 02855118) as director, who retires by rotation		
3.	Appointment of M/s K A S G & Co., Chartered Accountant for the financial year 2017-2018 at such remuneration as may be determined by the Board of Directors of the Company in place of M/s K R A & Co., Chartered Accountants, Delhi, who retires by rotation."		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix INR 1 Revenue Stamp
---------------------------------

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

**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





## BOOK POST

*If undelivered please return to*

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