HELPAGE FINLEASE LIMITED

Regd. Office : S-191/C, 3rd Floor
Manak Complex, School Block
Shakarpur, Delhi-110092
Tel : +91-1122481711

24.08.2018

To,

Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub: Submission of Annual Report for the FY 2017-18

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are pleased to submit herewith the Annual Report for the Financial Year 2017-18 duly approved and adopted by the members in the 36th Annual General Meeting held on 22nd August, 2018.

Hope you shall find the above in order & request you to take the same on record.

Thanking You

For **Helpage Finlease Limited**

Priya Chhabra
Company Secretary & Compliance Officer
ACS-51094

HELPAGE FINLEASE LIMITED NEW DELHI

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

HELPAGE FINLEASE LIMITED

36th ANNUAL REPORT
2017-18

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

*Being Mr. Sushil Kumar appointed as on 12.03.2018 as an Independent Non executive director of the company.

BANKERS

Axis Bank
Mayur Vihar Branch

STATUTORY AUDITORS

M/S K ASG & Co.
Chartered Accountants
210, Safeway House, D- Block, Central Market,
Opp. PVR Cinema Prashant Vihar, New Delhi-110085

SECRETARIAL AUDITOR

Ms. Anita Aswal
Practicing Company Secretary

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Priya Chhabra

INTERNAL AUDITOR

M/S PPG & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENT

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

ANNUAL GENERAL MEETING

Date: 22nd August, 2018, Wednesday
Time: 12:30 P.M.
Venue: S-191/C, 3rd Floor, Manak Complex, School Block, Delhi-110092

TABLE OF CONTENTS

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the Company will be held on Wednesday, 22nd day of August, 2018 at 12:30 P.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, 2018, the Statement of Profit and Loss for the year ended 31st March, 2018 and cash flow for the year ended 31st March, 2018, together with the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Sidharth Goyal (DIN: 02855118), who retires by rotation and being eligible offer himself for re-appointment.

3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment thereof), M/s KASG & Co. be and is hereby appointed by the members of the company for Four (4) financial years commencing from the conclusion of 2017-2018 Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS

1. To appoint Mr. Sushil Kumar (DIN: 08084573), as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sushil Kumar (DIN: 08084573), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 12th March, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 12th March, 2018.

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

Sd/-
Priya Chhabra
Company Secretary and
Compliance officer
M. No. : 51094

Place: Delhi
Date: 20.07.2018

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 16.08.2018 to 21.08.2018 (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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

4. Electronic copy of the Annual Report for 2017-18 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 2017-18 are being sent in the permitted manner.

5. Electronic copy of the Notice of the 36th 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 36th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.helpagefinlease.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the members may also send requests to the Company's email id: **info@helpagefinlease.com**.

6. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.

7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.

8. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.

9. **Voting through electronic means**

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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 19.08.2018 at 9.00 AM to 21.08.2018 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 15.08.2018, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the member shall not be allowed to change it subsequently.

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

A. **The procedure for the same is as under:**

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" tab.

(iii) Now, select the name of the company "HELPAGE FINLEASE LIMITED" from the drop down menu and click on "SUBMIT".

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for "**HELPAGE FINLEASE LIMITED**" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(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 Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

A. The e-voting period commences on Sunday, 19th August, 2018 at 9.00 AM and ends on Tuesday, 21st August, 2018 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 15th August, 2018 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, S-191/C 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092 has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.

D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

E. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.

F. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.helpagefinlease.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.

G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

H. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.

I. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors proposed to be appointed/ reappointed is enclosed herewith.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013 and Pursuant to Regulation 36 (3) of the Listing Regulations

Item No.1: Appointment of Independent Director

Mr. Sushil Kumar being eligible and offering himself for appointment, is proposed to be appointed as Non- executive Independent Director for 5 (Five) consecutive years commencing from 12th March, 2018. In the opinion of the Board, Mr. Sushil Kumar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director.

Mr. Sushil Kumar does not hold any shares in the Company.

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

1.

Name of the Director	**Mr. Sidharth Goyal**
Director Identification Number	02855118
Date of Birth	28/07/1984
Date of Appointment on the Board	23/12/2009
Nationality	Indian
Designation	Managing Director
Qualification	LL.B.
Experience	13
List of Directorships held in other Companies	5
Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2018	None
Shareholding in Helpage Finlease Limited	**5.1772%**
Relationship with other director	None

2.

Name of the Director	**Mr. Sushil Kumar**
Director Identification Number	08084573
Date of Birth	06/07/1981
Date of Appointment on the Board	12/03/2018
Nationality	Indian
Designation	Non executive Independent Director
Qualification	C.A.
Experience	7
List of Directorships held in other Companies	0
Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2018	None
Shareholding in Helpage Finlease Limited	**NIL**
Relationship with other director	None

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 36th Annual Report of the Company along with the Audited Accounts for the year ended March 31, 2018.

1. Financial Highlights

(In Rs.)

	Particular	2017-2018	2016-2017
	Income	83,20,944.00	2,608,807.00
Less:	Total Expenditure	23,71,671.61	2,026,507.00
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	5949272.39	582,300.00
Less:	Depreciation	79,097.77	111,254.00
	Net Profit/(Loss) after Depreciation before Tax (PBT)	6,64,775.39	471,046.00
Less:	Provision for Income Tax-Current	50,468.41	169,020.00
	Profit after Tax	**372,862.98**	**302,026.00**
	Statutory Reserves	**-**	**-**

2. Dividend

Your Directors have not recommended payment of dividend for the financial year ended 31st March 2018 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 INR. 83,20,944/- as against INR. 26,08,807.29/- in the previous year. The profit before tax stands at INR. 664,775.39/- as against INR. 471,046/- in the previous year.

5. Transfer to General Reserve

The Company propose to transfer INR 3,72,862.98/- (INR Three Lakh Seventy Two Eight Hundred and Sixty Two) 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.	NIL	NA	NA

*G2 consultant Private Limited ceased to be Associate company w.e.f. 28.03.2018 as a result of Preferential Allotment of shares.

7. Share capital

The Board decided to raise the capital by way of preferential allotment and in order to augment the capital requirement, it was proposed to increase authorized share capital of the company from 500,00,000/-(INR Five Crore) to INR 11,00,00,000/- (INR Eleven Crores).

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

To augment the fund requirement of the Company, the Board of Directors in its meeting held on 12th February, 2018, proposed to raise additional capital of 67,30,000 Equity shares by way of Preferential allotment in terms in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions.

The board of directors allotted 67,30,000 equity shares in its meeting held on 28th March, 2018.

8. Directors & Key Managerial Personnel (KMP)

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 Board of Directors at its meeting held on 12th March, 2018 appointed Mr. Sushil Sharma, as an Independent Director of the Company.

Mr. Sushil Sharma, is a Chartered Accountant by Profession, having wide range of experience in Finance, Taxation and other Finance related matters and to hold office for a term of 5 (five) consecutive years commencing. With an immense pleasure, the Board proposed for regularization of his appointment as Director in the ensuing Annual General Meeting.

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 Four 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 Seven (7) 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. Priya Chhabra (Membership No.: A51094) was appointed as Company Secretary & Compliance Officer w.e.f., 12th June, 2018 in place of Ms. Himani Gusain, who resigned on 17th March, 2018.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

9. 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 31st March, 2018, 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.

10. 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 II**".

11. 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 FY2017-2018 is annexed at "**Annexure-III**".

12. 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.

13. Corporate Social Responsibility (CSR)

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

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

14. 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

15. a. Audit Observations

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

b. Auditors:

i) Statutory Auditors

In pursuant to the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors), Rules, 2014, the company has appointed M/s KASG & Co. (Chartered Accountants) FRN: 02228C as the Statutory Auditor of the Company. The Auditor's report for the year ended 2017-18 has been attached.

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 Gupta Pardeep & Co., Chartered Accountants (FRN: 031803N) will be appointed as Internal Auditors of the company from the conclusion of Annual general Meeting 2017-18 in place of M/s PPG & Co., Chartered Accountants, from the conclusion of Annual General Meeting 2017- 18 who performed 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 in the Report on Corporate Governance is annexed as **Annexure-D** 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:

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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 place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the company to remain an industry leader.

The Board places on record its appreciation for the support and co-operation your company has been receiving from its suppliers, distributors, business partners and others associated with it as its trading partners. Your Company looks upon them partners in its progress in its progress and has shared with them the rewards for growth. It will be your company endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all shareholders, clients, vendors, banks, Government and Regulatory Authorities and Stock exchanges for their continued support.

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

	Sd/-	Sd/-
Place: Delhi	**Ashok Kumar**	**Sidharth Goyal**
Date:20th July, 2018	Director	Managing Director
	DIN: 02641654	DIN: 02855118

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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, 2018)

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 2018, 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 2018 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 Exchange Board Of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

j) 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 with regard to Meeting of Board (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India; and

ii. The Listing Agreements entered into by the Company with BSE Limited and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

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, 29th September , 2017**.

h. minutes of proceedings of General Meetings and of the Board and its Committee meetings;

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;

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

t. **The Company has raised the Authorised capital of the company from INR 5,00,00,000 (INR Five Crores) to INR 11,00,00,000 (INR Eleven Crores) .**

Moreover, the company has raised the additional Capital 67,30,000 Equity shares by way of Preferential allotment in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009;

u. 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/re-materialization 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 The Reserve Bank Of India has issued a show cause notice dated 22nd March, 2018, for which satisfactory reply was sent in compliance with provisions of the Reserve Bank of India Act, 1934 under section 45-IA to carry on the business of Non- Banking Financial Institution.

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.

Sd/-
Anita Aswal
Company Secretary

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

Place: Delhi
Date:20th July, 2018

* 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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. Wherever 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.

Sd/-
Anita Aswal
Company Secretary
ACS No: 37019
CP No: 13883

Place: Delhi
Date: 20th July, 2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

"Annexure II"

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2018
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	**Helpage Finlease Limited**
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	NIL	NA	NA	NA	NA

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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., 01.04.2018				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	
A.	**Promoters**									
(1)	Indian	-	-	-	-	-	-	-	-	-
a)	Individual/HUF	20,45,000		20,45,000	20.56	465,000		465,000	14.46	-
b)	Central Govt/ State Govt.	-	-	-	-	-	-	-	-	-
c)	Bodies Corporates	12,00,000		12,00,000	12.06	800,000	-	800,000	24.86	-
d)	Bank/FI					-	-	-	-	-
e)	Any other					-	-	-	-	-
	SUB TOTAL:(A) (1)	**32,45,000**		**32,45,000**	**32.62**	**12,65,000**	**-**	**12,65,000**	**39.32**	**-**
(2)	**Foreign**									
a)	NRI- Individuals	-	-	-	-	-	-	-	-	-
b)	Other Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	SUB TOTAL (A) (2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**32,45,000**	**0**	**32,45,000**	**32.62**	**12,65,000**	**0**	**12,65,000**	**39.32**	**0**
B.	**Public**									
(1)	**Institutions**									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks/FI	-	-	-	-	-	-	-	-	-
C)	Central Govt.	-	-	-	-	-	-	-	-	-
d)	State Govt.	-	-	-	-	-	-	-	-	-
e)	Venture Capital Fund	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIIs	-	-	-	-	-	-	-	-	-
h)	Foreign Venture	-	-	-	-	-	-	-	-	-
i)	Capital Funds	-	-	-	-	-	-	-	-	-
j)	Others (specify)	-	-	-	-	-	-	-	-	-
	SUB TOTAL (B)(1):	**0**				**0**	**0**	**0**	**0**	**0**
(2)	**Non Institutions**									
a)	Bodies corporates	54,29,881	0	54,29,881	58.58	12,30,631	49,250	12,79,881	39.78	0
i)	Indian	-	-	-	-	-	-	-	-	-
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals	-	-	-	-		-	-	-	-
i)	Individual shareholders holding nominal share capital upto INR 2 lakhs	72,080	0	72,080	0.72	36,350	35,730	72,080	2.24	0.62
ii)	Individuals shareholders holding nominal share capital in excess of INR 2 lakhs	12,00,539	0	12,00,539	12.07	460,000	140,539	600,539	18.66	(0.62)
c)	Others (specify)	-	-	-	-	-	-	-	-	-
	Non Resident Indians	-	-	-	-	-	-	-	-	-
	Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
	Clearing Member	-	-	-	-	-	-	-	-	-
	Hindu Undivided Families	-	-	-	-	-	-	-	-	-
	SUB TOTAL (B)(2):	**67,02,500**	**0**	**67,02,500**	**67.37**	**17,26,981**	**2,25,519**	**19,52,500**	**60.68**	**0**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**67,02,500**	**0**	**67,02,500**	**67.37**	**17.26,981**	**2,25,519**	**19,52,500**	**60.68**	**0**
C.	**Shares held by Custodian for GDRs & ADRs**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Grand Total (A+B+C)	**99,47,500**	**0**	**99,47,500**	**100**	**29,91,981**	**2,25,519**	**32,17,500**	**100**	**0.00**

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(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 share-holding during the year
		No of shares	% of total shares of the company	% of shares pledged encum-bered to total shares	No of shares	% of total shares of the company	% of shares pledged encum-bered to total shares	
1	Sidharth Goyal	2,15,000	6.68	-	5,15,000	5.18	-	-
2	Mukesh Kumar Goyal	50,000	1.55	-	50,000	0.502	-	-
3	Kusum Goyal	200,000	6.22	-	500,000	5.02	-	-
4	G2 Consultants Pvt. Ltd.	800,000	24.86	-	12,00,000	12.06	-	-
5	Hemant Goyal	-	-	-	9,80,000	9.85	-	-
	TOTAL	**12,65,000**	**39.32**	**-**	**20,45,000**	**32.62**	**-**	**-**

(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
1.	Sidharth Goyal	2,15,000	6.68	515,000	5.18
2.	Kusum Goyal	200,000	6.22	500,000	4.75
3.	Mukesh Kumar Goyal	50,000	1.55	50,000	0.47
4.	G2 Consultants Private Limited	800,000	24.86	12,00,000	11.40
5.	Hemant Goyal	-	-	980,000	9.31

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & 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
1	**Sidharth Goyal** At the beginning of the year	215,000	6.68	-	-
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	300,000	-	300,000	-
	At the end of the year	5,15,000	5.18	515,000	5.18
2	**Kusum Goyal** At the beginning of the year	200,000	6.22	-	-
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	300,000	2.69	300,000	2.69
	At the end of the year	500,000	5.03	500,000	5.03

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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
3	**G2 Consultant Private Limited**				
	At the beginning of the year	800,000	24.86	-	-
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	400,000	-	1200,000	-
	At the end of the year	12,00,000	12.06	1200,000	12.06
4	**Hemant Goyal**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	980,000	-	-	-
	At the end of the year	980,000	9.85	980,000	9.85
5	**Vedya Realtors Private Limited**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	500,000	-	-	-
	At the end of the year	500,000	5.03	500,000	5.03
6	**Shekhar Vishwash**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	500,000	5.03	-	-
	At the end of the year	500,000	5.03	500,000	5.03
7	**Aloukik Real Estate and Builders Private Limited**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	12,00,000	-	-	-
	At the end of the year	1200,000	12.06	1200,000	12.06
8	**Accufox Enterprises Private Limited**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	1200,000	-	1200,000	-
	At the end of the year	1200,000	12.06	1200,000	12.06
9	**Mayank Gupta**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	100,000	-	-	-
	At the end of the year	100,000	1.01	100,000	1.01
10	**Singhania Capital Private Limited**				
	At the beginning of the year	80,631	2.51	80,631	2.51
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	400,000			
	At the end of the year	480,631	4.83	480,631	4.83
11	**SS Energy Ventures Private Limited**				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Shareholding Allotment as on 28.03.2018	85,00,000			
	At the end of the year	8500,000	8.54	850,000	8.54

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(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
1	**Sidharth Goyal**				
	At the beginning of the year	215,000	6.68%		
	At the end of the year	515000	5.18%	515,000	5.18%
2	**Dilip Jain**				
	At the beginning of the year				
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL
3	**Ashok Kumar**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL
4	**Ananyaa Pandey**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL
5	**Himani Gusain**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Shareholding	No Change			
	At the end of the year	NIL	NIL	NIL	NIL

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Figs in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(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	-	-
	Total (A)	**-**	**-**
	Ceiling as per the Act		**-**

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	-	-	-	-	-
	Total (1)	**-**	**-**	**-**	**-**	**-**

2	Other Non-Executive Directors					
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
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act.					

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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

S.N.	Particulars of Remuneration	Key Managerial Personnel	
1	Gross salary		**Total Amount**
			Amt. in INR
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	235,935	235,935
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Provident Fund		
	Total	**235,935**	**235,935**

(VII) PENALITIES / PUNISHMENT / COMPOUNDING OF OFFENCES

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

"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;

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

*Mr. Sushil Kumar, has been appointed as a Non Executive Independent Director of the company as on 12.03.2018.

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

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

Name of the persons	% Increase in Remuneration
Mr. Sidharth Goyal, Managing Director	Nil
Mr. Dilip Jain, Non-Executive Independent Director	Nil
Mr. Ashok Kumar, Non-Executive Independent Director	Nil
Ms. Ananyaa Pandey, Non-Executive Non-Independent Director	Nil
Ms. Himani Gusain, 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 2018: Nil

e) The explanation on the relationship between average increase in remuneration and Company performance;

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

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

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2017-2018	235935
Revenue from Operations	8320944
Remuneration (as % of revenue)	0.0235
Remuneration (as % of PBT)*	0.3549

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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. Himani Gusain, Company Secretary
Remuneration	235,935
Revenue	83,20,944
Remuneration (as % of Revenue)	2.83
Profit before tax (PBT)	6,64,775.39
Remuneration (as % of PBT)*	0.35

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

There are no variable components of salary paid in 2017-18 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

"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

Sd/-
Sidharth Goyal
Managing Director
DIN: 02855118

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The Management Discussion and Analysis Report (MDA) is an important part of Company's annual financial statements. MDA explains through the eyes of the Management, Board of directors about the performance of the company in the previous years, its financial conditions, and its future plans. 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 (NBFC) is still struggling for its growth in India. The Non- Banking Financing Industry grew despite several constraints. The NBFC sector is doing much better all over the world as compares to Asian Countries as the general perception about NBFC in the mind of public is still hazy. These problems relate to the inadequacy of funding, insufficient tax benefits, multiplicity of taxes and the absence of specific legislation governing lease transactions. Continuous amendment in the provisions of the act affecting the Non- Banking Financial Operations.

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 recognized 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 INR 100 crores it is presently Non Systemically Important Non Deposit taking NBFC.

Opportunities & Threats and Risks & Concern

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.

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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Performance

During the year ended 31st March, 2018, the Income of the Company by way of interest and other income has stood at INR2608807 as compared to INR 21,00,167 during the previous year. Net Profit after tax stood at INR 321,322 as compared to INR 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

The company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. 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.

****

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

REPORT ON CORPORATE GOVERNANCE

This Corporate Governance relating to Financial Year 2017-18 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 5 directors out of 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	Women Director	Non Independent
Mr. Sushil Kumar*	Additional Director	Non Executive Independent

*Mr. Sushil Kumar has been appointed as an Non Executive Independent Director of the company in the Board Meeting held on 12.03.2018. He will be regularized as an independent director in the ensuing Annual General Meeting.

MEETINGS OF THE BOARD

The Board of Directors must meet at least Seven times a year, with a maximum time gap of 120 days between two Board meetings. During the financial year 2017-18, the Board met Seven times: 29.05.2017, 14.08.2017, 14.11.2017, 12.02.2018, 12.03.2018, 17.03.2018, 28.03.2018 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Details of attendance of Directors in the Board meeting during the financial year 2017-18 are as under:

Name of the Director	No. of Board Meeting	Attendance at the Board Meeting	Whether attended Last AGM
Mr. Sidharth Goyal	7	7	Yes
Mr. Ashok Kumar	7	7	Yes
Mr. Dilip Jain	7	7	Yes
Ms. Ananyaa Pandey	7	7	Yes
Mr. Sushil Kumar*	1	1	No

*Mr. Sushil Kumar has been appointed as an Non Executive Independent Director of the company in the Board Meeting held on 12.03.2018. He will be regularized as an independent director in the ensuing Annual General Meeting.

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

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

Resume of the Directors proposed to be re-appointed

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

Code of Conduct for Board members and Senior Management

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

Declaration on Code of Conduct

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

COMMITTES 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

AUDIT COMMITTEE

(a) Composition

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

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

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

The Company Secretary acts as the Secretary of the committee.

*Mr. Sushil Kumar has been appointed as an Non Executive Independent Director w.e.f., 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018

(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
Mr. Sushil Kumar	Member	*

There were **Four (4)** Audit Committee meetings during the Financial Year 2017-18.

*Mr. Sushil Kumar has been appointed as an Non Executive Independent Director w.e.f., 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018.

(c) Terms of Reference

The Audit Committee has been constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulation. The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors. Besides, the Committee reviews the observations of the management and internal/ external auditors, interim and annual financial results, Management discussion and analysis of financial condition and results of operations, and related party transactions. The other roles of Audit Committee, inter-alia includes the following:

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

(ii) review and monitor the auditor's independence and performance, and effectiveness of audit process

(iii) examination of the financial statement and the auditors' report thereon

(iv) approval or any subsequent modification of transactions of the company with related parties

(v) scrutiny of inter-corporate loans and investments

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(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 Obligation and Disclosure Requirements) Regulations, 2015 as well as in terms of the provisions of Section 178 of the Companies Act, 2013. As at 31.03.2018, the Nomination and Remuneration Committee consists of three Non-Executive Directors.

The Nomination and Remuneration Committee comprises of the following Directors:

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

*Mr. Sushil Kumar has been appointed as a Non executive, Independent director of the company as on 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018.

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 2017-18.

(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
Mr. Sushil Kumar	Member	*

*Mr. Sushil Kumar has been appointed as a Non executive, Independent director of the company as on 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

(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, 2018

Name of Director	Designation	Sitting fees (In INR)	Salaries & Perquisites (In INR)	Commission, Bonus Ex-gratia	Total Amount (In INR)	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
Mr. Sushil Kumar*	Director	Nil	Nil	Nil	Nil	Nil

*Mr. Sushil Kumar has been appointed as a Non executive, Independent director of the company as on 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018.

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
Ms. Sidharth Goyal	Member	1
Mr. Sushil Kumar*	Member	*

*Mr. Sushil Kumar has been appointed as a Non executive, Independent director of the company as on 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018.

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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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)
Mr. Sushil Kumar*	Member (Independent)

*Mr. Sushil Kumar has been appointed as a Non executive, Independent director of the company as on 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018.

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
Mr. Sushil Kumar*	Member	1

**Mr. Sushil Kumar has been appointed as an Non Executive Independent Director w.e.f., 12.03.2018. After, his appointment, the composition of the committee is reconstituted and appointed Mr. Sushil Kumar as the member of the committee in the board meeting held on 29th March, 2018.

d) There Stakeholders Relationship Committee met four (4) times i.e. 29th May, 2017, 14th August, 2017, 14th November, 2017and 12th February 2018 during the Financial Year 2017-18.

e) There were no investor's complaints pending as on 31st, March, 2018.

f) Compliance Officer

Ms. Priya Chhabra, 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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) Extra- Ordinary General Meetings: There was only One (1) Extra- Ordinary General Meeting ('EGM") passed during the year 2017-18. Particulars of the Extra- Ordinary General Meetings has been mentioned below:

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2018	15.03.2018	S-191/C, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	3.00 P.M.	1

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

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2017	30.09.2017	S-191/C, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092	11.30 P.M.	4
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

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

- **Risk Management**

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

- **Code for Prevention of Insider Trading Practices**

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

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

- **Policy**

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

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

- **Code of Conduct**

  Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., www.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, 2018 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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

11. MEANS OF COMMUNICATION

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

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

12. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Day & Date	Time	Venue
Wednesday, August, 22nd, 2018	12.30 P.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, 2017	29th May, 2017
Financial Result for the second quarter ending 30th September, 2017	14th August, 2017
Financial Result for the third quarter ending 31st December, 2017	14th November, 2017
Financial Result for the fourth quarter ending 31st March, 2018	29th May 2018

iii) Dates of Book Closure 16th August, 2018 to 21st August, 2018 (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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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 (LODR) Regulations, 2015 Stock Exchanges and the said certificate is submitted with the Stock Exchanges within the stipulated time period.

xi) Distribution of Shareholding as on 31st March, 2018

Share holding of nominal value	Share Holders		Share Amount	
INR	Number	% to total	INR	% to total
(1)	(2)	(3)	(4)	(5)
Up to 5000	406	92.69	3,14,800.00	0.3165
5001-10000	-	-	-	-
10001-20000	1	0.22	14,000	0.0141
20001-30000	2	0.45	54,500.00	0.0548
30001-40000	-	-	-	-
40001-50000	1	0.22	50,000.00	0.0503
50001-100000	1	0.22	87,500.00	0.0880
100001 and above	27	6.16	9895420.00	99.4765
Total	**438**	**100.00**	**9947500.00**	**100.0000**

xii) List of Top 10 Shareholders of the Company as on March 31, 2018

Sr. No	Name of the Shareholder	Number of Shares	% of Shareholding
1	Mr. Sidharth Goyal	515000	5.18%
2	Ms. Kusum Goyal	500000	5.030%
3	G2 Consultants Private Limited	438196	12.0600%
4	Mr. Hemant Kumar Goyal	980000	9.8500%
5	Vedya Realtors Private Limited	500000	5.0300%
6	Shekhar Vishwash	500000	5.0300%
7	Aloukik Real Estate and Builders Private Limited	1200000	12.0600%
8	Accufox Enterprises Private Limited	1200000	12.0600%
9	Mr. Mayank Gupta	100000	1.0100%
10	M/s Singhania Capital Private Limited	480631	4.8300%
11	M/s SS Energy Ventures Private Limited	850000	8.5400%

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

As on 31st March, 2018 the statement of the shares in demat form is given below:

S. No.	Particulars	No. of Shares	%
1.	NSDL	381250	3.833%
2.	CDSL	26,10,731	26.245%
3.	Physical	69,55,519	69.922%
	Total	**99,47,500**	**100%**

*The request for Dematerialization was pending at CDSL/ NSDL and got its approval as on 20.04.2018.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

xiii) CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer have issued certificate pursuant to the provisions Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

xiv) COMPLIANCE CERTIFICATE OF THE AUDITORS

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

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

xvi) Plant Locations: N.A.

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

Investor Relation Centre Helpage Finlease Limited S-191/C, 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

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.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

iv. Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

v. The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

I. Code for Prevention of Insider Trading

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

II. Code of Conduct

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT UNDER REGULATION 17 (5) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

In accordance with Regulation 17 of the Listing Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed the compliance with Code of Conduct, as applicable to them for the financial year ended on March 31, 2017.

For Helpage Finlease Limited

Sd/-
Sidharth Goyal
Managing Director
DIN: 02855118

Place: Delhi
Date: 20th July, 2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

MD AND CFO CERTIFICATION

To,
The Board of Directors
HELPAGE FINLEASE LIMITED

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

a) We have reviewed financial statements and the Cash flow statement of the Company for the year 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

Sd/-
Sidharth Goyal
Managing Director & CFO
DIN: 02855118

Place: Delhi
Date: 20th July, 2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

"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, 2018, 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 Requirement) Regulation, 2015.

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

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

For Helpage Finlease Limited

Sd/-
Sidharth Goyal
Managing Director & CFO
DIN: 02855118

Place: Delhi
Date: 20th July, 2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

INDEPENDENT AUDITOR'S REPORT

To the Members of **M/s HELPAGE FINLEASE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of M/s HELPAGE FINLEASE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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 the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K A S G & CO.
Chartered Accountants
FRN: 002228C

Sd/-
CA VIPIN GOEL
(PARTNER)
Membership No - 512694

Place: New Delhi
Date: 30/05/2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

i. a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; 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 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 respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

v. The company has not accepted any deposits from the public covered under sections 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 records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities in india.

b. According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, 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. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company. At the end of the financial year, company has taken loan for which installment is getting started from next financial year beginning. Hence, no case of default in repayment of dues will airse. Also, according to the records of the company examined by us and as per the information and explanations given to us, the company has not issued debentures.

ix. Based on our audit procedures and according to the information given by the management, the money raised by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.

x. 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 we have been informed of any such instance by the management.

xi. According to the information and explanations given to us, we report that no managerial remuneration has been paid during the financial year.

xii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

xiii. According to the information and explanations given to us, there is no transactions with the related parties. Hence the requirement of clause (xiii) is not applicable to the company.

xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv. The company has not entered into non-cash transactions with directors or persons connected with him.

xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For K A S G & CO.
Chartered Accountants
FRN: 002228C

Sd/-
CA VIPIN GOEL
(PARTNER)
Membership No - 512694

Place: New Delhi
Date: 30/05/2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Annexure 'B'

Report on Internal Financial Controls over Financial Reporting

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s HELPAGE FINLEASE LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K A S G & CO.
Chartered Accountants
FRN: 002228C

Sd/-
CA VIPIN GOEL
(PARTNER)
Membership No - 512694

Place: New Delhi
Date: 30/05/2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

BALANCE SHEET AS AT 31ST MARCH 2018

(Amount in ₹)

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	1	9,94,75,000.00	3,21,75,000.00
Reserves and surplus	2	2,14,31,633.73	41,13,048.75
Money received against share warrants		-	-
		12,09,06,633.73	**3,62,88,048.75**
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	3	10,90,28,111.00	-
Deferred tax liabilities (Net)	4	1,96,721.00	75,999.00
Other long term liabilities		-	-
Long-term provisions	5	-	-
		10,92,24,832.00	**75,999.00**
Current liabilities			
Short-term borrowings		-	-
Trade payables	6		
(A) Micro enterprises and small enterprises		-	-
(B) Others		1,48,725.00	96,98,678.00
Other current liabilities		5,00,000.00	-
Short-term provisions	5	17,66,758.41	1,97,645.00
		24,15,483.41	**98,96,323.00**
TOTAL		**23,25,46,949.14**	**4,62,60,370.75**
ASSETS			
Non-current assets			
Fixed assets	7		
Tangible assets		70,51,709.23	2,93,557.00
Intangible assets		-	-
Capital work-in-Progress		-	-
Intangible assets under development		-	-
Non-current investments		-	-
Deferred tax assets (net)	4	-	-
Long-term loans and advances	8	13,51,47,176.00	4,21,37,676.00
Other non-current assets		-	-
		14,21,98,885.23	**4,24,31,233.00**
Current assets			
Current investments		-	-
Inventories		-	-
Trade receivables	9	-	10,00,000.00
Cash and cash equivalents	10	8,41,81,315.62	15,61,412.46
Short-term loans and advances	8	-	-
Other current assets	11	61,66,748.29	12,67,725.29
		9,03,48,063.91	**38,29,137.75**
TOTAL		**23,25,46,949.14**	**4,62,60,370.75**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **K A S G & CO.**
Chartered Accountants
(FRN: 002228C)
Sd/-
CA VIPIN GOEL
PARTNER
Membership No.: 512694

For and on behalf of the Board of Directors

Sd/-
ASHOK KUMAR
Director
DIN: 02641654

Sd/-
SIDHARTH GOYAL
Managing Director
DIN: 02855118

Place: New Delhi
Date: 30/05/2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

Particulars	Note No.	31st March 2018	31st March 2017
Revenue			
Revenue from operations	12	83,20,944.00	26,08,807.29
Less: Excise duty		-	-
Net Sales		**83,20,944.00**	**26,08,807.29**
Other income	13	500.54	-
Total revenue		**83,21,444.54**	**26,08,807.29**
Expenses			
Cost of material Consumed		-	-
Purchase of stock-in-trade		-	-
Changes in inventories		-	-
Employee benefit expenses	14	7,17,791.00	7,55,739.00
Finance costs		44,09,011.00	-
Depreciation and amortization expenses	15	79,097.77	1,11,254.00
Other expenses	16	24,50,769.38	12,70,767.64
Total expenses		**76,56,669.15**	**21,37,760.64**
Profit before exceptional, extraordinary and prior period items and tax		**6,64,775.39**	**4,71,046.65**
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		**6,64,775.39**	**4,71,046.65**
Extraordinary items		-	-
Prior period item		-	-
Profit before tax		**6,64,775.39**	**4,71,046.65**
Tax expenses			
Current tax	17	50,468.41	1,69,020.00
Deferred tax		1,20,722.00	(19,295.00)
Excess/short provision relating earlier year tax		-	-
Profit(Loss) for the period		**4,93,584.98**	**3,21,321.65**
Earning per share			
Basic			
Before extraordinary Items		0.05	0.10
After extraordinary Adjustment		0.05	0.10
Diluted			
Before extraordinary Items		0.15	0.10
After extraordinary Adjustment		0.15	0.10

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **K A S G & CO.**
Chartered Accountants
(FRN: 002228C)

Sd/-
CA VIPIN GOEL
PARTNER
Membership No.: 512694

For and on behalf of the Board of Directors

Sd/-
ASHOK KUMAR
Director
DIN: 02641654

Sd/-
SIDHARTH GOYAL
Managing Director
DIN: 02855118

Place: New Delhi
Date: 30/05/2018

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in ₹)

	PARTICULARS	31st March 2018	31st March 2017
A.	**Cash Flow From Operating Activities**		
	Net Profit before tax and extraordinary items(as per Statement of Profit and Loss)	**3,83,972.39**	**4,71,046.65**
	Adjustments for non Cash/ Non trade items:		
	Depreciation & Amortization Expenses	79,097.77	1,11,254.00
	Finance Cost	44,09,011.00	-
	Other Inflows / (Outflows) of cash	1,71,05,803.00	95,902.04
	Operating profits before Working Capital Changes	**2,19,77,884.16**	**6,78,202.69**
	Adjusted For:		
	(Increase) / Decrease in trade receivables	10,00,000.00	-
	Increase / (Decrease) in trade payables	(95,49,953.00)	96,58,158.00
	Increase / (Decrease) in other current liabilities	20,18,645.00	-
	(Increase) / Decrease in other current assets	(48,99,023.00)	(3,78,192.29)
	(Increase) / Decrease in long term loans and advances	-	(11,000,000.00)
	(Increase) / Decrease in other non – current assets	-	(2,23,062.00)
	Cash generated from Operations	**1,05,47,553.16**	**(12,64,894.00)**
	Income Tax (Paid) / Refund	-	1,32,152.00
	Net Cash flow from Operating Activities(A)	**1,05,47,553.16**	**(13,97,046.00)**
B.	**Cash Flow From Investing Activities**		
	Purchase of tangible assets	(68,37,250.00)	-
	Cash advances and loans made to other parties	(13,51,47,176.00)	-
	Cash advances and loans received back	4,21,37,676.00	-
	Net Cash used in Investing Activities(B)	**(9,98,46,750.00)**	**-**
C.	**Cash Flow From Financing Activities**		
	Finance Cost	(44,09,011.00)	-
	Increase in / (Repayment) of Long term borrowings	10,90,28,111.00	-
	Increase / (Decrease) in share capital	6,73,00,000.00	-
	Other Inflows / (Outflows) of cash	-	-
	Net Cash used in Financing Activities(C)	**17,19,19,100.00**	**-**
D.	**Net Increase / (Decrease) in Cash & Cash Equivalents(A+B+C)**	**8,26,19,903.16**	**(13,97,046.00)**
E.	Cash & Cash Equivalents at Beginning of period	15,61,412.46	29,58,458.00
F.	Cash & Cash Equivalents at End of period	8,41,81,315.62	15,61,412.46
G.	**Net Increase / (Decrease) in Cash & Cash Equivalents(F-E)**	**8,26,19,903.16**	**(13,97,046.00)**
H.	**Difference (F-(D+E))**	**-**	**-**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **K A S G & CO.**
Chartered Accountants
(FRN: 002228C)
Sd/-
CA VIPIN GOEL
PARTNER
Membership No.: 512694

For and on behalf of the Board of Directors

Sd/-
ASHOK KUMAR
Director
DIN: 02641654

Sd/-
SIDHARTH GOYAL
Managing Director
DIN: 02855118

Place: New Delhi
Date: 30/05/2018

Note:

1. The Cash Flow Statement has been prepared by Indirect Method as per AS-3 issued by ICAI.
2. Figures of previous year have been rearranged/regrouped wherever necessary
3. Figures in brackets are outflow/deductions

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Schedule forming part of the financial statements for the year ended 31st March 2018

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 earnings 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.

****

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Notes to Financial statements for the year ended 31st March 2018

The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation.

NOTE NO. 1 SHARE CAPITAL **(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March 2017
Authorised :		
11000000 (31/03/2017:5000000) Equity shares of Rs. 10.00/- par value	11,00,00,000.00	5,00,00,000.00
Issued :		
9947500 (31/03/2017:3217500) Equity shares of Rs. 10.00/- par value	9,94,75,000.00	3,21,75,000.00
Subscribed and paid-up :		
9947500 (31/03/2017:3217500) Equity shares of Rs. 10.00/- par value	9,94,75,000.00	3,21,75,000.00
Total	**9,94,75,000.00**	**3,21,75,000.00**

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity shares **(Amount in ₹)**

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	32,17,500	3,21,75,000.00	32,17,500	3,21,75,000.00
Issued during the Period	67,30,000	6,73,00,000.00	-	-
Redeemed or bought back during the period	-	-	-	-
Outstanding at end of the period	**99,47,500**	**9,94,75,000.00**	**32,17,500**	**3,21,75,000.00**

Right, Preferences and Restriction attached to shares

Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

NOTE NO. 2 RESERVES AND SURPLUS **(Amount in ₹)**

Particulars	As at 31st March 2018	As at 31st March 2017
Surplus		
Opening Balance	34,70,836.71	31,49,515.06
Add: Profit for the year	4,93,584.98	3,21,321.65
Less : Deletion during the year	2,80,803.00	-
Closing Balance	**36,83,618.69**	**34,70,836.71**
Securities premium		
Opening Balance	4,50,000.00	4,50,000.00
Add: Addition during the year	1,68,25,000.00	-
Less : Deletion during the year	-	-
Closing Balance	**1,72,75,000.00**	**4,50,000.00**
Other reserves		
Opening Balance	1,92,212.04	96,310.00
Add: Addition during the year	2,80,803.00	95,902.04
Less : Deletion during the year	-	-
Closing Balance	**4,73,015.04**	**1,92,212.04**
Balance carried to balance sheet	**2,14,31,633.73**	**41,13,048.75**

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

NOTE NO. 2 RESERVES AND SURPLUS (Amount in ₹)

Particulars	As at 31st March 2018			As at 31st March 2017		
	Non-Current	Current Maturities	Total	Non-Current	Current Maturities	Total
Term Loan - From banks						
Secured Loan from bank - Car loan unsecured	45,00,000.00	-	45,00,000.00	-	-	-
	45,00,000.00	**-**	**45,00,000.00**	**-**	**-**	**-**
Other Loans and advances						
Unsecured loan	10,45,28,111.00	5,00,000.00	10,50,28,111.00	-	-	-
	10,45,28,111.00	**5,00,000.00**	**10,50,28,111.00**	**-**	**-**	**-**
The Above Amount Includes						
Unsecured Borrowings	10,45,28,111.00	5,00,000.00	10,50,28,111.00	-	-	-
Amount Disclosed Under the Head "Other Current Liabilities"(Note No.)		(5,00,000.00)	(5,00,000.00)		(-)	(-)
Net Amount	**10,45,28,111.00**	**0**	**10,45,28,111.00**	**-**	**0**	**-**

NOTE NO. 4 DEFERRED TAX (Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Deferred tax liability		
Deferred Tax liability	1,96,721.00	75,999.00
Gross deferred tax liability	**1,96,721.00**	**75,999.00**
Net deferred tax assets	**-**	**-**
Net deferred tax liability	**1,96,721.00**	**75,999.00**

NOTE NO. 2 RESERVES AND SURPLUS (Amount in ₹)

Particulars	As at 31st March 2018			As at 31st March 2017		
	Long-term	Short-term	Total	Long-term	Short-term	Total
Other provisions						
TDS Payable	-	4,45,148.00	4,45,148.00	-	-	-
Electricity expenses payable	-	5,530.00	5,530.00	-	-	-
Other Expenses payable	-	11,00,462.00	11,00,462.00	-	-	-
Current tax provision	-	50,468.41	50,468.41	-	1,69,020.00	1,69,020.00
Salary payable	-	1,35,650.00	1,35,650.00	-	-	-
Audit fees payable	-	29,500.00	29,500.00	-	28,625.00	28,625.00
	-	**17,66,758.41**	**17,66,758.41**	**-**	**1,97,645.00**	**1,97,645.00**
Total	**-**	**17,66,758.41**	**17,66,758.41**	**-**	**1,97,645.00**	**1,97,645.00**

NOTE NO. 6 TRADE PAYABLES (Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
(B) Others		
Sundry Creditors	1,48,725.00	96,98,678.00
	1,48,725.00	**96,98,678.00**
Total	**1,48,725.00**	**96,98,678.00**

NOTE NO. OTHER CURRENT LIABILITIES (Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Current maturities of long-term debt (Note No. 3)	5,00,000.00	
Total	**5,00,000.00**	**-**

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

NOTE NO. 7 FIXED ASSETS CHART AS AT 31ST MARCH 2018

(Amount in ₹)

	Assets	Useful Life (In Years)	Gross Block							Accumulated Depreciation/ Amortisation				Net Block	
			Balance as at 1st April 2017	Additions during the year	Revaluation increase (decrease)	Deletion during the year	Increase (Decrease) through net exchange difference	Other Adjustment (Gross Block)	Balance as at 31st March 2018	Balance as at 1st April 2017	Provided during the year	Deletion / adjustments during the year	Balance as at 31st March 2018	Balance as at 31st March 2018	Balance as at 31st March 2017
A	**Tangible assets**														
	Own Assets														
	Computers	3.00	2,75,700.00	-	-	-	-	-	2,75,700.00	2,32,999.00	42,701.00	-	2,75,700.00	-	42,701.00
	Furniture	10.00	3,36,100.00	-	-	-	-	-	3,36,100.00	85,244.00	31,947.87	-	1,17,191.87	2,18,908.13	2,50,856.00
	Car E-200	8.00	-	68,37,250.00	-	-	-	-	68,37,250.00	-	4,448.90	-	4,448.90	68,32,801.10	-
	Total (A)		**6,11,800.00**	**68,37,250.00**	**-**	**-**	**-**	**-**	**74,49,050.00**	**3,18,243.00**	**79,097.77**	**-**	**3,97,340.77**	**70,51,709.23**	**2,93,557.00**
	P.Y Total		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,11,254.00**	**-**	**1,11,254.00**	**(1,11,254.00)**	**-**

General Notes :

1. No depreciation if remaining useful life is negative or zero.
2. Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.
3. If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

STATEMENT SHOWING ASSETS WISE CALCULATION OF DEPRECIATION AS PER COMPANIES ACT 2013 (S.L.M. METHOD)

Name of Asset Computers — **Useful Life (In Years)** 3.00

Group of asset Computers and data processing units — **Shift Type** Single

Particulars	Date of purchase of asset	Original cost of asset	Residual value	WDV as on 31.3.2017	Date of sale of assets if any	Standard life as per Co.s act 2013 (In Days)	Life elapsed (In Days) (difference between date of purchase to 31.3.2017)	Remaining useful life as on 31.3.2017 (In Days) (col7 - col8)	Assets used during current F.Y. (In Days)	Dep Rate*	Depreciation (Col5 - col4 / Col9 * col10)
1	2	3	4	5	6	7	8	9	10	11	12
Computer	30/07/2014	2,75,700.00	-	42,701.00		1095.00	976.00	119.00	119.00	15.49	42,701.00
Total		**2,75,700.00**	**-**	**42,701.00**							**42,701.00**

STATEMENT SHOWING ASSETS WISE CALCULATION OF DEPRECIATION AS PER COMPANIES ACT 2013 (S.L.M. METHOD)

Name of Asset Furniture — **Useful Life (In Years)** 10.00

Group of asset Furniture and fittings — **Shift Type** Single

Particulars	Date of purchase of asset	Original cost of asset	Residual value	WDV as on 31.3.2017	Date of sale of assets if any	Standard life as per Co.s act 2013 (In Days)	Life elapsed (In Days) (difference between date of purchase to 31.3.2017)	Remaining useful life as on 31.3.2017 (In Days) (col7 - col8)	Assets used during current F.Y. (In Days)	Dep Rate*	Depreciation (Col5 - col4 / Col9 * col10)
1	2	3	4	5	6	7	8	9	10	11	12
Furniture	30/07/2014	3,36,100.00	16,805.00	2,50,856.00		3650.00	976.00	2674.00	365.00	9.51	31,947.87
Total		**3,36,100.00**	**16,805.00**	**2,50,856.00**							**31,947.87**

STATEMENT SHOWING ASSETS WISE CALCULATION OF DEPRECIATION AS PER COMPANIES ACT 2013 (S.L.M. METHOD)

Name of Asset Car E-200 — **Useful Life (In Years)** 8.00

Group of asset Motor Vehicles — **Shift Type** Single

Particulars	Date of purchase of asset	Original cost of asset	Residual value	WDV as on 31.3.2017	Date of sale of assets if any	Standard life as per Co.s act 2013 (In Days)	Life elapsed (In Days) (difference between date of purchase to 31.3.2017)	Remaining useful life as on 31.3.2017 (In Days) (col7 - col8)	Assets used during current F.Y. (In Days)	Dep Rate*	Depreciation (Col5 - col4 / Col9 * col10)
1	2	3	4	5	6	7	8	9	10	11	12
Car E-200		-	-	-		2920.00			365.00		-
Car E-200	30/03/2018	68,37,250.00	3,41,862.50	-		2920.00	0.00	2920.00	2.00	0.07	4,448.90
Total		**68,37,250.00**	**3,41,862.50**	**-**							**4,448.90**

* Depreciation rate = ((Depreciation / Amount of purchase) * 100) / Shift

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

NOTE NO. 8 LOANS AND ADVANCES (Amount in ₹)

Particulars	As at 31st March 2018		As at 31st March 2017	
	Long-term	Short-term	Long-term	Short-term
Other loans and advances				
Unsecured, considered good	13,51,47,176.00	-	4,21,37,676.00	-
	13,51,47,176.00	**-**	**4,21,37,676.00**	**-**
Total	**13,51,47,176.00**	**-**	**4,21,37,676.00**	**-**

NOTE NO. 9 TRADE RECEIVABLES (Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Less than six months		
Unsecured, Considered Good	-	10,00,000.00
Total	**-**	**10,00,000.00**
Total	**-**	**10,00,000.00**

NOTE NO. 10 CASH AND CASH EQUIVALENTS (Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Balance with banks		
Cash at bank	8,41,61,722.84	15,21,157.68
Total	**8,41,61,722.84**	**15,21,157.68**
Cash in hand		
Cash in hand	19,592.78	40,254.78
Total	**19,592.78**	**40,254.78**
Total	**8,41,81,315.62**	**15,61,412.46**

NOTE NO. 11 OTHER CURRENT ASSETS (Amount in ₹)

Particulars	As at 31st March 2018	As at 31st March 2017
Other Assets		
Interest Accrue but not due	56,82,530.29	3,78,192.29
Income Tax refund	90,065.00	8,89,533.00
TDS receivable	3,94,153.00	-
Total	**61,66,748.29**	**12,67,725.29**

NOTE NO. 12 REVENUE FROM OPERATIONS (Amount in ₹)

Particulars	31st March 2018	31st March 2017
Sale of services		
Interest income	83,20,944.00	26,08,807.29
	83,20,944.00	**26,08,807.29**
Net revenue from operations	**83,20,944.00**	**26,08,807.29**

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

NOTE NO. 13 OTHER INCOME **(Amount in ₹)**

Particulars	31st March 2018	31st March 2017
Other non-operating income		
Other receipts	500.54	-
	500.54	**-**
Total	**500.54**	**-**

NOTE NO. 14 EMPLOYEE BENEFIT EXPENSES **(Amount in ₹)**

Particulars	31st March 2018	31st March 2017
Salaries and Wages		
Salary and wages	6,47,271.00	6,61,449.00
	6,47,271.00	**6,61,449.00**
Staff welfare Expenses		
Staff welfare expenses	70,520.00	94,290.00
	70,520.00	**94,290.00**
Total	**7,17,791.00**	**7,55,739.00**

FINANCE COSTS **(Amount in ₹)**

Particulars	31st March 2018	31st March 2017
Interest		
Interest on long-term loans from others	44,09,011.00	-
	44,09,011.00	**-**
Total	**44,09,011.00**	**-**

NOTE NO. 15 DEPRECIATION AND AMORTIZATION EXPENSES FINANCE COSTS **(Amount in ₹)**

Particulars	31st March 2018	31st March 2017
Depreciation on tangible assets	79,097.77	1,11,254.00
Total	**79,097.77**	**1,11,254.00**

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

NOTE NO. 16 OTHER EXPENSES **(Amount in ₹)**

Particulars	31st March 2018	31st March 2017
Advertising expenses	33,041.54	29,366.00
Annual Fees To BSE	2,87,500.00	2,29,000.00
Audit fees	30,375.00	23,625.00
Bank charges	3,913.84	1,379.64
Board Meeting Expense	5,900.00	1,45,520.00
Books periodicals	1,01,230.00	-
Conveyance expenses	1,52,370.00	1,89,850.00
Depository Fees	37,745.00	26,765.00
Electricity expenses	90,150.00	-
Newspaper	14,060.00	-
Power and Fuel Expenses	34,850.00	14,700.00
Printing and stationery	1,07,830.00	70,265.00
Processing Fees	2,12,400.00	-
Professional expenses	5,900.00	5,000.00
Roc Filling Expense	5,40,000.00	3,600.00
Other expenditure	5,87,384.00	3,95,497.00
Telephone and postage expenses	6,500.00	22,450.00
Travelling Expenses	1,99,620.00	1,13,750.00
Total	**24,50,769.38**	**12,70,767.64**

NOTE NO. 17 CURRENT TAX **(Amount in ₹)**

Particulars	31st March 2018	31st March 2017
Current tax pertaining to current year	50,468.41	1,69,020.00
Total	**50,468.41**	**1,69,020.00**

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

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

ATTENDENCE SLIP

DP ID No. _____ Client ID No. _____

Folio No. _____ No. of Shares held _____

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company to be held at S-191/C, 3rd floor, Manak Complex, School Block, Shakarpur, Delhi-110092, India on Wednesday, 22nd Day of August, 2018 at 12:30 P.M or at any adjournment thereof.

Name of Shareholder (In Block Letters) _____

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

Name of Proxy _____
(To be filled only when shareholder is appointing Proxy)

(Signature of the Shareholder/Proxy)

_____

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434
Regd. Off: S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092
Email Id: info@helpagefinlease.com, Website: www.helpagefinlease.com
Tel: 011-22481711

Form MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

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

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

1.

Name:	Email id.:
Address:	Signature:

Or failing him/her

2.

Name:	Email id.:
Address:	Signature:

Or failing him/her

3.

Name:	Email id.:
Address:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company will be held on Wednesday, 22nd day of August, 2018 at 12:30 P.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*

Signed this _____ day of _____2018

Signature of Shareholder(s)_____

Signature of Proxy Holder(s)_____

Affix INR 1 Revenue Stamp

Notes:

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor

Route Map of AGM Venue

BOOK POST

If undelivered please return to

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

PDF compression, OCR, web optimization using a watermarked evaluation copy of CVISION PDFCompressor