

**HELPAGE FINLEASE LIMITED**

**31<sup>ST</sup> ANNUAL REPORT**

**2012-2013**

# HELPAGE FINLEASE LIMITED

REGD. OFF: S-191/C, 3<sup>rd</sup> FLOOR, MANAK  
COMPLEX, SCHOOL BLOCK,  
SHAKARPUR, NEW DELHI -  
110092

## HELPAGE FINLEASE LIMITED

### NOTICE

Notice is hereby given that an Annual General meeting of the Members of the Company will be held on 30<sup>th</sup> September, 2013, at Registered Office of the Company at S-191/c 3<sup>rd</sup> Floor School Block Shakarpur, New Delhi-110092 at 11:00 hrs to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet and the Profit and Loss Statement as on 31<sup>st</sup> March, 2013 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Sidharth Goyal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s K.R.A & Co. , Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT M/S K.R.A & Co , Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, in place of M/S Y.K. Gupta & Co. to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

#### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Dilip Jain, who was appointed as an Additional Director in the meeting of Board of Directors held on 30<sup>th</sup> April, 2013, pursuant to Section 260 and other applicable provisions of the Companies Act, 1956 and Articles of Association of the Company to hold the office up to the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from the member as required under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to file the requisite forms under MCA-21 with the Registrar of Companies, NCT of Delhi and Haryana, New Delhi and to do all other acts, things and deeds required in this regard"

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Ashok Kumar, who was appointed as an Additional Director in the meeting of Board of Directors held on 30<sup>th</sup> August, 2013, pursuant to Section 260 and other applicable provisions of the Companies Act, 1956 and Articles of Association of the Company to hold the office up to the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from the member as required under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

For Helpage Finlease Limited

Sidharth Goyal  
(Director)

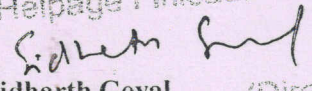
# HELPAGE FINLEASE LIMITED

REGD. OFF: S-191/C, 3<sup>rd</sup> FLOOR, MANAK  
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110092

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to file the requisite forms under MCA-21 with the Registrar of Companies, NCT of Delhi and Haryana, New Delhi and to do all other acts, things and deeds required in this regard"

For and on Behalf of the Board  
For Helpage Finlease Ltd

For Helpage Finlease Limited

  
Sidharth Goyal (Director)  
Director

Date: 30<sup>th</sup> August, 2013  
Place: New Delhi

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
2. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
3. Pursuant to Section 154 of the Companies Act, 1956, the Register of the Members and the Share Transfer Books of the Company will remain closed from Thursday, 26<sup>th</sup> September, 2013 to Monday, 30<sup>th</sup> September, 2013 (both days inclusive).
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the Management to compile the relevant information to reply the same in the meeting.
5. The Copies of Memorandum and Articles of Association of the Company, and all other documents referred in the Notice etc, shall be available for the inspection at the Registered Office of the Company on any working day between 10:00 Hrs to 15: 00 Hours up to the date of Annual General Meeting and also at the venue of Meeting.
6. Members/Proxies are requested to bring their copy of Annual Report and Attendance Slips duly filled in and signed for attending the Meeting.
7. Brief resume of the Director proposed to be re - appointed, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees and number of shares, as stipulated under clause 49 of the Listing Agreement entered into with the Stock Exchanges are enclosed herewith.



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## Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

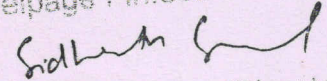
### Item No. 4 & 5:

Mr. Dilip Jain and Mr. Ashok Kumar were appointed as an Additional Director's of the Company by the Board of Directors in their meeting held on 30<sup>th</sup> April, 2013 and 30<sup>th</sup> August, 2013 respectively, who has rich experience in this field and thus board considers that their experience will immensely benefit the Company. Being an Additional Director's they hold the office up to the ensuing Annual General Meeting. As the Board has appointed him for a long term purpose, therefore their appointment as a Director is being proposed in ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Act proposing their candidature as Director.

None of the Directors of the Company except Mr. Dilip Jain and Mr. Ashok Gupta may be deemed to be concerned or interested in the proposed resolution.

For and on Behalf of the Board  
For **HELPAGE FINLEASE LTD.**

For Helpage Finlease Limited



Sidharth Goyal  
(Director)

(Director)

Date: 30<sup>th</sup> August, 2013  
Place: New Delhi



**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT**

(Pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. Sidharth Goyal	Mr. Dilip Jain	Mr. Ashok Kumar
Date of birth	28 <sup>th</sup> July 1984	5 <sup>th</sup> May 1972	4 <sup>th</sup> January 1979
Nationality	Indian	Indian	Indian
Appointed on	23/12/2009	30/04/2013	30/08/2013
Qualifications	LLB	LLM	Post Graduation
Expertise in specific functional areas	Advisory Services, Project Management	Corporate & Advisory Services	Information Technology
List of Directorships held in other Companies except Private Company	Nil	Nil	Nil
Membership/ Chairmanship of various Board Committees	Nil	Nil	Nil
Shareholding	15000	Nil	Nil



# HELPAGE FINLEASE LIMITED

REGD. OFF: S-191/C, 3<sup>rd</sup> FLOOR, MANAK  
COMPLEX, SCHOOL BLOCK,  
SHAKARPUR, NEW DELHI -  
110092

## DIRECTORS' REPORT

Dear Shareholders,

### HELPAGE FINLEASE LIMITED

Your directors have pleasure in presenting their 30<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March 2013.

#### 1. FINANCIAL RESULTS

(In

Rs.)

Particulars		2012-2013	2011-12
	Income	218,429.13	188492.42
Less:	Total Expenditure	166069.00	185150.73
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	52360.13	3341.69
Less:	Depreciation	-	-
	Net Profit/(Loss) after Depreciation before Tax (PBT)	52360.13	3341.69
Less:	Provision for Income Tax-Current	17440.00	1704.34
	<b>Profit after Tax</b>	<b>34920.13</b>	<b>1637.35</b>

#### 2. DIVIDEND

Your directors do not recommend any dividend for this year.

#### 3. PUBLIC DEPOSITS

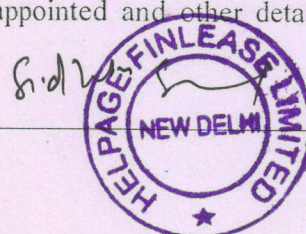
During the year under review, the Company has not accepted any deposit under Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

#### 4. DIRECTORS

In terms of the provisions of the Companies Act, 1956, and Articles of Association of the Company, Mr. Sidharth Goyal, Director of the Company retires by rotation and being eligible, has offered himself for re-appointment.

Pursuant to the Provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company, Mr Dilip Jain & Mr. Ashok Kumar were appointed as Additional Directors of the Company w.e.f. 30<sup>th</sup> April 2013 & 30<sup>th</sup> August 2013 respectively and shall hold office until the date of the ensuing Annual General Meeting.

Your Company has received a notice in writing proposing his candidature along with the requisite deposit pursuant to the provisions of Section 257 of the Companies Act, 1956. The brief resume of the Directors proposed to be appointed/re-appointed and other details as



stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Notice for convening the Annual General Meeting.

#### **5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 as required under Section 217(1) (e) are not applicable to our industry; hence no statement for disclosure has been made. There was no foreign exchange earnings and outgo during the year under review.

#### **6. PARTICULARS OF EMPLOYEES**

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Section 217(2) of the Companies Act, 1956 (Particulars of Employees) Rules, 1975, and hence no particular are required to be disclosed in this Report.

#### **7. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of provisions of Section 217 (2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanation obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a) That in the preparation of the Annual Accounts for the financial year ended on 31st March, 2013, the applicable Accounting Standards had been followed along with proper explanation relating to the material departures.
- b) That the Directors had selected such Accounting policies and applied them consistently and made judgements 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 losses of the Company for that period.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the Assets of the Company and for preventing and detecting fraud or other irregularities.
- d) That the Directors had prepared the Annual Accounts on a going concern basis.

#### **8. AUDITORS' REPORT**

The Observations of the Statutory Auditors in their report read together with the Notes on Annual Accounts are self explanatory and therefore do not call for any further explanation.

#### **9. STATUTORY AUDITORS**

M/S Y.K. Gupta & Co Chartered Accountants, the existing Statutory Auditors have expressed their unwillingness to continue as Statutory Auditors of the Company, therefore, creating casual vacancy in the Office of Directors. The Board has recommended the



appointment of M/S K.R.A& Co as Statutory Auditors in place of M/S Y.K. Gupta & Co to hold office until the conclusion of the forthcoming Annual General Meeting.

The Certificate from the Statutory Auditors has been received to the effect that their appointment, if made would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and they are not disqualified for appointment/re-appointment with in the meaning of Section 226 of the said Act.

#### 10. LISTING OF SHARES

The Equity Shares of the Company is listed on the Delhi Stock Exchange. These shares were not traded during the year under review as the trading of Shares was not taking place at the exchange.

#### 11. CORPORATE GOVERNANCE

The Company believes that Corporate Governance report is a key element in improving efficiency, transparency, accountability and growth as well enhancing investor confidence. As per Clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance forms part of the Annual Report.

A Certificate from the Statutory Auditors of the Company confirming compliance with the condition of Corporate Governance as stipulated under clause 49 of the Listing Agreement is given as Annexure to the Corporate Governance Report.

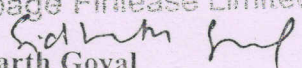
#### 12. ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, stakeholders including Financial Institutions, Distributors, various other Government Departments and its valued business associates who have extended their valuable sustained support and encouragement during the year.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward to your continued support in the future.

By Order of the Board  
For Helpage Finlease Limited

For Helpage Finlease Limited

  
Sidharth Goyal  
(Chairman)

(Director)

Place: New Delhi  
Date: 30<sup>th</sup> August 2013





**DEEPA SINGAL  
COMPANY SECRETARY**

**COMPLIANCE CERTIFICATE**

Registration No. of the Company : L51909DL1982PLC014434  
Nominal Capital : Rs. 5,000,000/- (Rupees Fifty Lacs)

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

I, have examined the registers, records, books and papers of Helpage Finlease Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2013 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company, being a public limited company, has the minimum prescribed paid up Capital.
4. As per the information and explanation provided to us, the Board of Directors duly met 06 (Time) times respectively on 16<sup>th</sup> May 2012, 09<sup>th</sup> August 2012, 28<sup>th</sup> August 2012, 29<sup>th</sup> October 2012, 11<sup>th</sup> February 2013 and 13<sup>th</sup> February 2013 and the proceeding were properly recorded and signed in the minutes Book maintained for the purpose.
5. The Company closed its Register of Members, and/or Debenture holders from 25<sup>th</sup> September 2012 to 29<sup>th</sup> September 2012 during the financial year.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 29<sup>th</sup> September 2012 and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. As per the information and explanation provided to us, the Company has not advanced any loan to its directors or persons or firms or Companies referred to under section 295 of the Act.
9. As per the information and explanation provided to us, the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within purview of Section 314 of the Act, the Company has not obtained the any approvals from the Board of Directors, members or Central Government, as the case may be.

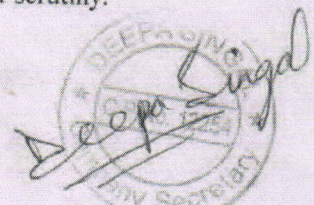
D-208/A, Street No. 9, Laxmi Nagar, Delhi - 110092  
Ph. No.: 7838688884



**DEEPA SINGAL**  
**COMPANY SECRETARY**

12. The Company has not issued any duplicate share certificates during the financial year.
13.
  - a) The Company has delivered all the certificates on lodgement thereof for transfer of securities during the financial year in accordance with the provisions of the Act;
  - b) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - c) The Company has not posted warrants to any member of the Company as no dividend was declared during the financial year.
  - d) The Company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - e) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill the casual vacancy during the financial period.
15. The Company has not appointed any Managing Director/Whole-time Director /Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. As per the information and explanation provided to us, the company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors, pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per the information and explanation provided to us, the Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. As per the information and explanation provided to us, the Company has not made any borrowings during the financial year ended 31/03/2013.
25. As per the information and explanation provided to us, the Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.

D-208/A, Street No. 9, Laxmi Nagar, Delhi - 110092  
Ph. No.: 7838688884

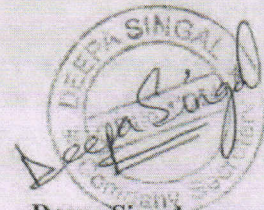


**DEEPA SINGAL**  
**COMPANY SECRETARY**

27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. As per the information and explanation provided to us, there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. As per the information and explanation provided to us, the Company has not deducted any contribution towards Provident Fund during the financial year pursuant to section 418 of the act.

Place: New Delhi

Dated: 30/08/2013



**Deepa Singal**  
**(Company Secretary)**

**C. P. No.: 12254**

**DEEPA SINGAL  
COMPANY SECRETARY**

**REGISTERS AS MAINTAINED BY THE COMPANY:**

ANNEXURE - 'A'

1. Register of Members U/S 150
2. Minutes Book of Board Meetings
3. Minutes Book of General Meetings
4. Register of which Directors are interested U/s 301
5. Register of Directors, Managing Director, Manager & Secretary U/s 303
6. Register of Directors' Shareholdings U/s 307
7. Attendance Register
9. Share allotment register
10. Share Transfer Register

ANNEXURE- 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31<sup>st</sup> March, 2013:

S. No.	Form No./ Return	Filed u/ Sec	For	Date of Filing	Whether filed within prescribed time Yes/ No	If delay in filing whether requisite fee paid Yes/ No
1.	Form 18	146	13/02/2013	14/03/2013	Yes	-

B. With Regional Director: NIL

C. With Central Government or other Authorities: NIL



A circular stamp with the text "DEEPA SINGAL" at the top and "Company Secretary" at the bottom. A handwritten signature, "Deepa Singal", is written across the stamp.

D-208/A, Street No. 9, Laxmi Nagar, Delhi - 110092.  
Ph. No.: 7838688884

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management presents the analysis for the Company for the year 2012-2013 and its outlook for future. This outlook is based on assessment of the current business environment.

### **OVERVIEW**

The Company is involved in investment activities during the financial year under review in pursuing of its main object. The graph of the performance has gone up in comparison to the overall growth as witnessed by the finance and investment sector in general. However, the Management of the Company is making sincere efforts for the betterment and expansion of the business of the Company

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Internal control systems are implemented to safeguard the Company's assets from loss or damage, keep constant check on the cost structure, prevent revenue leakages and to provide adequate financial and accounting controls and implement accounting standards.

The Internal Audit department together with an independent firm of Chartered Accountants reviews the effectiveness of the systems and procedures. The internal Auditors evaluate the adequacy of the internal control systems by analyzing and testing controls and make their recommendations to the management to improve controls wherever necessary. The system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

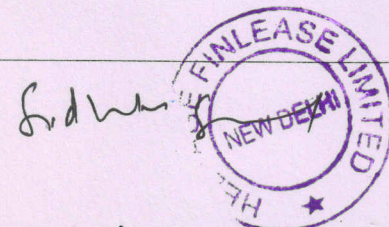
### **HUMAN RESOURCES**

A major strength for your Company has been its employees and your Company's relationship with its employees continues to be excellent. Over the years the company has taken several initiatives to attract and retain best talent. Being in the service industry, the company places foremost thrust on the continuous upgradation of human resource. A detailed performance evaluation system is in place and remuneration and rewards are strongly linked to performance indicators. To keep the employee excellence at high altitudes, your company continues to maintain its commitment towards providing training to its employees at all levels. Your Company's Staff turnover is very low as compared with the industry levels. Best HR Practices and continuous work environment ensures high motivational levels of the employees.

### **CAUTIONARY STATEMENT**

The statements in the "Management Discussion & Analysis Report" describe the Company's objectives, projections, estimates, expectations and predictions which may be "forward looking statements" within the meaning of applicable laws and regulations.

The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.



## **CORPORATE GOVERNANCE REPORT**

### **1. COMPANY'S PHILOSOPHY**

Corporate Governance is about promoting fairness, transparency and accountability in the best interest of various stakeholders in a company. It is a system by which business corporation are directed and controlled.

The Company believes that good governance should entail trusteeship, empowerment and accountability of the management while remaining proactive to the Government policies. The Corporate Governance specifies the distribution of rights, responsibilities and powers among different participants in the corporation. All strategic decision regarding investment, diversification, major decisions regarding procurement, commercial and finance are proceeded ahead after approval of the Board. The Corporate Governance philosophy has been scripted as under:

*"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."*

### **2. BOARD OF DIRECTORS**

The Board of Directors provides strategic direction and the thrust to the operations of the Company and accountable at all time to the shareholders of the Company. The Company has a professionally constituted Board of Directors.

During the year under review 2012-2013, Four Board Meetings were held on the following dates:

1. 16<sup>th</sup> May, 2012
2. 9<sup>th</sup> August, 2012
3. 28<sup>th</sup> Aug 2012
4. 29<sup>th</sup> October, 2012
5. 11<sup>th</sup> February, 2013
6. 13<sup>th</sup> February, 2013

The intervening period between the Board Meetings were within the maximum time gap prescribed under Companies Act, 1956 and Clause 49 of Listing Agreement.

The last Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2012.

The details of attendance of Directors at various Board Meetings and at an Annual General Meeting held during the Financial Year 2012-13, are as under:

The following table summarizes the attendance of all the Directors at the said Board Meetings:



Name of Director	Number of Meetings attended	Presence in the AGM dated 30/09/2011	No. of other directorship (Except Pvt. Companies)	Category of Directorship
Sidharth Goyal	4	Yes	Nil	Director
Rajesh Kumar Thakur	4	Yes	Nil	Director
Anil Kumar Goyal *	4	Yes	1	Additional Director

- Mr. Dilip Jain has been appointed as a director in place Mr. Ani Kumar Goyal w.e.f 30.04.2013.

None of the directors of the Company is member in more than ten Committees and they do not act as Chairman of more than five Committees across all Companies in which they are directors.

The Board has access to the following information / records:

- Annual operating plans and budgets;
- Quarterly results;
- Minutes of the meetings of the Audit Committee, share transfer and shareholders'/investors' grievances Committee;
- Any other items/events of materially important nature.

### 3. COMMITTEES OF THE BOARD

The Committees appointed by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters in their area or purview. All decisions and recommendations of the committees are placed before the Board for information or for approval.

The Company is in compliance with all the requirement of the corporate governance code as enshrined in Clause 49 of the listing agreement. The Company has adopted a code of conduct for its Board and Senior Management Personnel.

The Board has constituted following committees with distinct role, accountability and authority as stipulated under Clause 49 of the Listing Agreement read with relevant provision of the Companies Act, 1956.

#### 3.1 AUDIT COMMITTEE

The Audit Committee has been constituted in terms of Section 292 A of the Companies Act, 1956 in accordance with the provision of Clause 49 of the Listing Agreement with the Stock Exchanges.

#### Terms of Reference



The terms of reference of the Audit Committee are in conformity with the provisions of Sub-Clause II of Clause 49 of the Listing Agreement with the Stock Exchanges which, inter alia, include the following:

1. Oversight of the Company's financial reporting process.
2. Reviewing with management the quarterly, half-yearly and annual financial results/ statement with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirement concerning financial statements.
3. Reviewing the adequacy of the Audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.
4. Reviewing the adequacy of internal control system and significant audit findings.
5. Discussion with statutory and internal auditors regarding nature and scope of audit.
6. Reviewing with management the statement of significant related party transactions.

### 3.2 SHARE TRANSFER AND SHAREHOLDERS'/ INVESTORS' GRIEVANCES COMMITTEE

In compliance with the requirement of Corporate Governance under, the listing Agreement with the Stock Exchanges, the Company has constituted a "Transfer and Shareholder/Investors Grievance Committee" to look in to issues relating to the shareholders including share transfer.

The Shareholders'/Investors' Grievance Committee of the Board comprised of three Director as at 31<sup>st</sup> March, 2013.

Sidharth Goyal  
Rajesh Kumar Thakur  
Anil Kumar Goyal

All the complaints of investors are promptly attended by the Company. All Share transfers are dealt with properly.

### 3.3 REMUNERATION COMMITTEE

The Company does not have Remuneration committee as contemplated under the Listing Agreement, as the Company is not paying any remuneration to its Non-Executive Directors.

### 4. GENERAL BODY MEETINGS

The details of the last three Annual General Meeting were held as under:

Year	Date	Time	Location
------	------	------	----------





2011	29 <sup>th</sup> September, 2012	11:00 am	Registered Office
2010	30 <sup>th</sup> September, 2011	11:00 am	Registered Office
2009	30 <sup>th</sup> September, 2010	11:00 am	Registered Office

The following table summarizes the details of special resolution passed or not during the last three years:

S. N.	Particulars	Status
1.	Whether any special resolutions were passed at the last three Annual General Meeting	None
2.	Whether special resolutions were put through postal ballot at the last three Annual General Meeting	None
3.	Persons who conducted the postal ballot	N.A.
4.	Procedure for postal ballot	N.A.

## 5. DISCLOSURES

a)	On materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, Directors or the management, their subsidiaries/relatives that may have potential conflict with the interests of the Company at large.	- None
b)	Details of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchanges, or the Securities and Exchange Board of India or any other statutory body/ authority, on any matter related to capital markets during the last three years.	- None

## 6. MEANS OF COMMUNICATIONS WITH THE INVESTORS/SHAREHOLDERS

The Company regularly intimates unaudited as well as audited financial results to the Stock Exchange(s) immediately after these were taken on record by the Board. The Quarterly/half-yearly/annual financial results are generally published in the English and Hindi Newspapers. The Annual Report, Quarterly Results and Shareholding Patterns of the Company are regularly filed with the Stock Exchanges in hard copies within the stipulated time.

## 7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report forms part of Annual Report and includes discussion on various matters specified under Clause 49(IV) (F) of the Listing Agreement.



**8. GENERAL SHAREHOLDERS INFORMATION:**

**8.1 Annual General Meeting**

Date : 30<sup>th</sup> September, 2013  
Time : 11:00 am  
Venue : Registered Office: S-191/c 3<sup>rd</sup> Floor Manak Complex, School Block,  
Shakarpur, New Delhi- 110001

**8.2 Financial Calendar (tentative):**

The financial year of the Company is from April 1 to March 31, each year.

**8.3 Quarterly Results for Quarter Ending**

30-06-2012 – 1<sup>st</sup>/2<sup>nd</sup> week of August, 2012.  
30-09-2012 – 1<sup>st</sup>/2<sup>nd</sup> week of November, 2012.  
31-12-2012 – 1<sup>st</sup>/2<sup>nd</sup> week of February, 2013.  
31.03.2013 – 4<sup>th</sup>/5<sup>th</sup> week of May, 2013.

**8.4 Book closure:**

Thursday 26<sup>th</sup> September, 2013 to Monday, 30<sup>th</sup> September, 2013 (both days inclusive).

**8.5 LISTED ON STOCK EXCHANGE(S):**

**DELHI STOCK EXCHANGE LIMITED,**  
DSE House,  
3/1, Asaf Ali Road,  
New Delhi -110002.

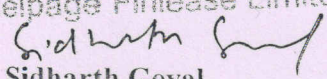
**8.6 ADDRESS FOR CORRESPONDENCES**

For any query related to Annual Report, transfer of shares and other query related to shares,  
please contact at the following addresses.

**M/s HELPAGE FINLEASE LIMITED**

Address : S-191/C, 3<sup>rd</sup> Floor Manak complex,  
School Block, Shakarpur  
New Delhi-110092

Place: New Delhi  
Date: 30<sup>th</sup> August, 2013

By Order of the Board  
For **Helpage Finlease Limited**  
For **Helpage Finlease Limited**  
  
Sidharth Goyal  
Chairman (Director)

For **Helpage Finlease Limited**  
  
(Director)

**ANNEXURE TO DIRECTORS' REPORT**

**Auditors' Report on Corporate Governance**

To,  
The Members of  
**HELPAGE FINLEASE LIMITED,**  
Address: S-191/C 3<sup>rd</sup> Floor, Manak Complex  
School Block, Shakarpur,  
New Delhi-110001

Dear Sir,

We have examined the compliance of conditions of Corporate Governance by **M/s HELPAGE FINLEASE LIMITED**, for the year ended 31<sup>st</sup> March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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 in all material respects with the conditions of corporate governance as stipulated in the Listing Agreement entered into by the said Company with the stock exchange(s).

We certify that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the shareholders/investors' Grievance Committee.

We further certify 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: M/S Y. K. Gupta & Co.**  
**Chartered Accountants**

Sd/  
**Y.k.Gupta**  
**Partner**  
**M. No. - 070767**

**Place: New Delhi**  
**Dated: 30<sup>th</sup> August, 2013**



**CODE OF CONDUCT**

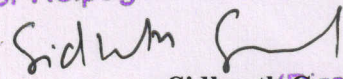
The Board has formulated a code of conduct for the Board members and senior management of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

**Declaration on compliance with code of conduct by the Chairman & Director:**

The Board has formulated a code of conduct for the Board members and senior management of the Company.

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

Place: New Delhi  
Date: 30<sup>th</sup> August, 2013

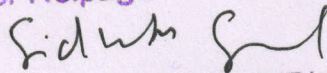
By Order of the Board  
For **Helpage Finlease Limited**  
For Helpage Finlease Limited  
  
Sidharth (Goyal)  
Chairman & Director

**CEO/CFO Certification**

I, Sidharth Goyal, Director responsible for the finance function certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2013 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) To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee
- (i) significant changes in internal control over financial reporting 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 over financial reporting.

Place: New Delhi  
Date: 30<sup>th</sup> August, 2013

By Order of the Board  
For Helpage Finlease Limited  
For Helpage Finlease Limited  
  
Sidharth Goyal (Director)  
Director  
DIN-02855118

Phones: 011-23378161/62

Fax: 011-43508669

# Y. K. GUPTA & CO.

CHARTERED ACCOUNTANTS

206, Hans Bhawan, 1 Bahadur Shah Zafar Marg, New Delhi - 110002

## INDEPENDENT AUDITORS' REPORT

To the Members of  
**HELPAGE FINLEASE LIMITED**

### Report on the financial Statements

We have audited the accompanying financial statements of Helpage Finlease Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

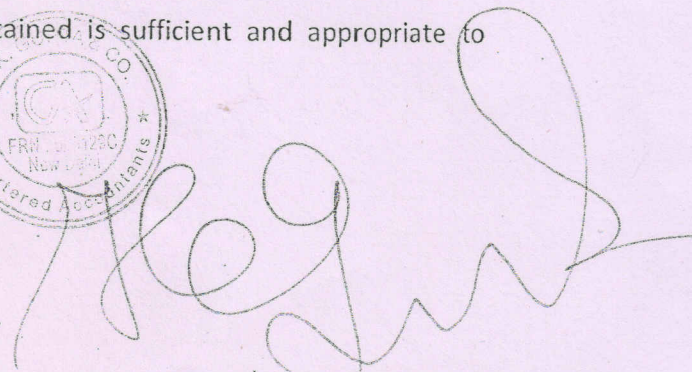
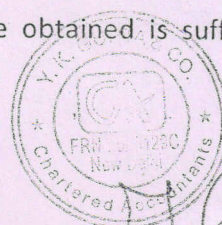
### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

**For Helpage Finlease Limited**  
  
**(Director)**



## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the **state of affairs** of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the **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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Y.K. Gupta & Co.  
Chartered Accountants  
FRN: 505129C



Y. K. Gupta  
Partner  
Membership No. : 070767

Place: New Delhi  
Date: 30<sup>th</sup> May, 2013



The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Helpage Finlease Limited on the accounts of the company for the year ended 31<sup>st</sup> March, 2013.

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

- I. (a) The company does not own any fixed assets during the year. Hence the clause b and c regarding physical verification and disposal of substantial part of fixed assets are not applicable.
- II. (a) The nature of the company's business / activities/ transactions does not require it to hold inventories and such clause 4(ii) of the companies (Auditor's Report) Order, 2003 ('Order') is not applicable.
- III. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.  
  
(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
- IV. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- V. a) In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into a register under section 301 of the Companies Act, 1956.  
  
b) In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into a register under section 301 of the Companies Act, 1956 paragraph (v) (b) of the order is not applicable.
- VI. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
- VII. As per information & explanations given by the management, the Company does not have any internal audit system commensurate with its size and the nature of its business.





- VIII. According to the information & explanation given and to the best of our knowledge, the provisions of "The Companies (Cost Accounting Records) Rules, 2011" published by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for maintenance of cost records are not applicable to the company as the company is not engaged in the production, processing, manufacturing or mining activities. Hence paragraph (viii) of the order is not applicable.
- IX. (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, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2013 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there were no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have been deposited on account of any disputes.
- X. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- XI. The Company has not taken any loan from financial institution, bank or debenture holders. Therefore, the provision of this clause is not applicable to the Company.
- XII. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause is not applicable to the Company.
- XIV. The Company is not trading in Shares, Mutual funds & other Investments hence clause (c) is not applicable.
- XV. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- XVI. No term loan had been raised by the company during the year.
- XVII. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.



Handwritten signature of the auditor.

- XVIII. The Company has not made any preferential allotment of shares during the year.
- XIX. The Company has no outstanding debentures during the period under audit.
- XX. The Company has not raised any money by public issue during the year.
- XXI. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For Y.K. Gupta & Co.  
Chartered Accountants  
FRN: 505129C

Y. K. Gupta  
Partner

Membership No. : 070767



Place: New Delhi  
Date: 30<sup>th</sup> May, 2013



# HELPAGE FINLEASE LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in ₹)

PARTICULARS	Note No	As at 31.03.2013	As at 31.03.2012
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDER'S FUNDS</b>			
(A) SHARE CAPITAL	2	3,375,000.00	3,375,000.00
(B) RESERVES AND SURPLUS	3	3,903,869.52	3,868,949.39
<b>(2) SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		-	10,000.00
<b>(3) NON-CURRENT LIABILITIES</b>			
(A) LONG TERM BORROWINGS	4	125,000.00	125,000.00
<b>(4) CURRENT LIABILITIES</b>			
(A) OTHER CURRENT LIABILITIES	5	39,912.00	12,611.00
<b>TOTAL</b>		<b>7,443,781.52</b>	<b>7,391,560.39</b>
<b>II. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(A) NON-CURRENT INVESTMENTS	6	2,500,000.00	2,500,000.00
(B) LONG TERM LOANS & ADVANCES	7	4,413,596.56	4,461,751.59
(C) OTHER NON CURRENT ASSETS	8	396,574.00	396,574.00
<b>(2) CURRENT ASSETS</b>			
(A) CASH AND CASH EQUIVALENTS	9	133,610.96	33,234.80
<b>TOTAL</b>		<b>7,443,781.52</b>	<b>7,391,560.39</b>
<b>ACCOUNTS &amp; SIGNIFICANT ACCOUNTING POLICIES.</b>	1		
<b>THE NOTES NO.FROM 1 TO 12 ARE THE INTEGRATED PART OF THESE FINANCIAL ACCOUNTS</b>			

For Y.K. GUPTA & CO.  
CHARTERED ACCOUNTANTS

Y.K. GUPTA  
PARTNER  
M.No. 070767  
FRN NO. 505129C



For HELPAGE FINLEASE LTD.

For Helpage Finlease Limited

DILIP JAIN  
DIRECTOR

For Helpage Finlease Ltd

SIDHARTH GOYAL  
DIRECTOR



DATED : 30TH MAY, 2013  
PLACE : NEW DELHI

# HELPAGE FINLEASE LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2013

(Amount in ₹)

Particulars	Note No	As at 31.03.2013	As at 31.03.2012
REVENUE:			
REVENUE FROM OPERATIONS		-	-
OTHER INCOME	10	218,429.13	188,492.42
<b>TOTAL REVENUE</b>		<b>218,429.13</b>	<b>188,492.42</b>
EXPENSES:			
EMPLOYEE BENEFIT EXPENSE	11	120,000.00	136,500.00
OTHER EXPENSES	12	46,069.00	48,650.73
<b>TOTAL EXPENSES</b>		<b>166,069.00</b>	<b>185,150.73</b>
PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		52,360.13	3,341.69
EXTRAORDINARY ITEMS		-	-
PROFIT/(LOSS) BEFORE TAX		52,360.13	3,341.69
TAX EXPENSE:			
CURRENT TAX		17,440.00	1,036.00
DEFERRED TAX		-	-
PROFIT/(LOSS) AFTER TAX		34,920.13	2,305.69
EARNING PER SHARE		0.10	0.01
ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES.	1		

THE NOTES NO.FROM 1 TO 12 ARE THE INTEGRATED PART OF THESE FINANCIAL ACCOUNTS

For Y.K. GUPTA & CO.  
CHARTERED ACCOUNTANTS

Y.K. GUPTA  
PARTNER  
M.No. 070767  
FRN NO. 505129C



For HELPAGE FINLEASE LTD.

DILIP JAIN  
DIRECTOR

SIDHARTH GOYAL  
DIRECTOR (Director)



DATED : 30TH MAY, 2013  
PLACE: NEW DELHI

# HELPAGE FINLEASE LIMITED

Reqd. Office: S-191/C, 3RD FLOOR MANAK COMPLEX SCHOOL BLOCK, SHAKARPUR, DELHI-110092

## CASH FLOW STATEMENT

(Amount in ₹)

PARTICULARS	AS AT 31 MARCH 2013		AS AT 31 MARCH 2012	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit After taxation, and extraordinary items		34,920		2,306
Adjustment for :				
Provision For Taxation	17,440	17,440	1,036	1,036
Operating profit before working capital changes		52,360		3,342
(Increase)/ Decrease in Trade Receivables	-	-	-	-
(Increase)/ Decrease in Trade Inventories	-	-	-	-
(Increase)/ Decrease in Short Term Loan and Advances	-	-	-	-
(Increase)/ Decrease in Other Non-Current assets	-	-	-	-
(Increase)/ Decrease in Long Term Loans & Advances	48,155		1,938,248	
(Increase)/ Decrease in Short Term Borrowings	-	-	-	-
(Increase)/ Decrease in Trade Payables	-	-	-	-
(Increase)/ Decrease in Other Current Liabilities	27,301	75,456	6,036	1,944,284
Cash generated from operations		127,816		1,947,626
Income Tax Paid (Advance Tax, TDS & Self Asst. Tax)		17,440		1,036
Cash Flow before extraordinary items		110,376		1,946,590
Extraordinary items (specifying nature)		-		-
Net cash from operating activities (I)		110,376		1,946,590
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Investment	-	-	(1,000,000)	
Net cash from Investing activities (II)		-		(1,000,000)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Share application money	-	-	10,000	
Repayment of Share application money	(10,000)	-	-	
Repayment of Long Term Borrowings	-	(10,000)	(1,010,000)	(1,000,000)
Net cash from Financing activities (III)		(10,000)		(1,000,000)
<b>NET CASH INCREASE IN CASH AND CASH EQUIVALENTS (I)+(II)+(III)</b>		100,376		(53,410)
Cash and cash equivalents at beginning of period		33,235		86,645
<b>CASH AND CASH EQUIVALENTS AT THE END</b>		133,611		33,235

For Y.K. GUPTA & CO.  
CHARTERED ACCOUNTANTS

Y.K. GUPTA  
PARTNER  
M.No. 070767  
FRN NO. 505129C

DATED : 30TH MAY, 2013  
PLACE: NEW DELHI



For HELPAGE FINLEASE LTD.

For Helpage Finlease Limited

DILIP JAIN  
DIRECTOR

(Director)

For Helpage Finlease Lim

SIDHARTH GOYAL  
DIRECTOR

(Direc



**HELPAGE FINLEASE LIMITED**  
NOTES TO THE FINANCIAL STATEMENTS

(AMOUNT IN ₹)

Note	PARTICULARS	As at 31 March 2013	As at 31 March 2012
2	<b>SHARE CAPITAL</b>		
	<b>AUTHORISED CAPITAL</b> (5,00,000 Equity Shares of ₹ 10/- each)	5,000,000.00	5,000,000.00
	<b>ISSUED AND SUBSCRIBED SHARE CAPITAL</b> (337,500 Nos. of Equity Shares of ₹ 10/- each fully Issued and Subscribed)	3,375,000.00	3,375,000.00
		3,375,000.00	3,375,000.00
	<b>PAID UP SHARE CAPITAL</b> (337,500 Nos. of Equity Shares of ₹ 10/- each fully paid up)	3,375,000.00	3,375,000.00
	<b>TOTAL</b>	<b>3,375,000.00</b>	<b>3,375,000.00</b>

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

2.2 Shareholders holding more than 5% share in company.

PARTICULARS	AS AT 31 March 2013		AS AT 31 March 2012	
	No. of Shares	% Holding	No. of Shares	% Holding
2.2.1 EQUITY SHARES OF ₹ 10/- EACH				
MOHIT GUPTA	47,975	14.21	47,975	14.21
ROHIT GUPTA	47,600	14.10	47,600	14.10
ASHOK GUPTA	47,501	14.07	47,501	14.07
BHUSAN COMMERCIAL ENTERPRISE LTD.	24,750	7.33	24,750	7.33
INDO TRADERS & SERVICES LTD.	24,500	7.26	24,500	7.26
NITI GUPTA	22,918	6.79	22,918	6.79
RITU GUPTA	22,500	6.67	22,500	6.67

Note	PARTICULARS	As at 31 March 2012	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	As at 31 March 2013
3	<b>RESERVES &amp; SURPLUS</b>				
(A)	SECURITIES PREMIUM ACCOUNT	450,000.00	-	-	450,000.00
(B)	RESERVES (20%)	718.34	6,984.03	-	7,702.37
		450,718.34	6,984.03	-	457,702.37
(C)	STATEMENT OF PROFIT & LOSS	3,418,231.05	34,920.13	6,984.03	3,446,167.15
	<b>TOTAL</b>	<b>3,868,949.39</b>	<b>34,920.13</b>	<b>6,984.03</b>	<b>3,903,869.52</b>

For HELPAGE FINLEASE LTD.  
For Helpage Finlease Ltd. For Helpage Finlease Limited  
DILIP JAIN SIDHARTH GOYAL  
DIRECTOR DIRECTOR  
(Director) (Director)



Note	PARTICULARS	As at 31 March 2013	As at 31 March 2012
	<b>NON-CURRENT LIABILITIES</b>		
4	<b>LONG TERM BORROWINGS</b>		
	UNSECURED LOANS		
	CAPITAL SECURITIES LTD	125,000.00	125,000.00
	<b>TOTAL</b>	<b>125,000.00</b>	<b>125,000.00</b>
	<b>CURRENT LIABILITIES</b>		
5	<b>OTHER CURRENT LIABILITIES</b>		
	PROVISION FOR INCOME TAX PAYABLE	17,440.00	2,611.00
	OTHER PAYABLE		
	AUDIT FEE PAYABLE	22,472.00	10,000.00
	<b>TOTAL</b>	<b>39,912.00</b>	<b>12,611.00</b>

Note	PARTICULARS	As at 31 March 2013	As at 31 March 2012
	<b>NON-CURRENT ASSETS</b>		
6	<b>NON-CURRENT INVESTMENTS</b>		
	SHAKTI FOAMS PVT. LTD	1,500,000.00	1,500,000.00
	CENTURY TEX FEB PVT. LTD	1,000,000.00	1,000,000.00
	<b>TOTAL</b>	<b>2,500,000.00</b>	<b>2,500,000.00</b>
7	<b>LONG TERM LOANS AND ADVANCES</b>		
	UNSECURED, CONSIDERED GOOD		
	ARUN GUPTA		1,020,423.20
	BIMAL KUMAR HUF	2,013,596.56	2,041,328.39
	SHRI LAXMI ARCHCON PRIVATE LIMITED	1,000,000.00	
	CREATIVE CAPITAL SERVICE LIMITED	1,400,000.00	1,400,000.00
	<b>TOTAL</b>	<b>4,413,596.56</b>	<b>4,461,751.59</b>
8	<b>OTHER NON-CURRENT ASSETS</b>		
	INCOME TAX REFUND DUE	396,574.00	396,574.00
	<b>TOTAL</b>	<b>396,574.00</b>	<b>396,574.00</b>
	<b>CURRENT ASSETS</b>		
9	<b>CASH AND CASH EQUIVALENTS</b>		
	CASH IN HAND	129,838.38	23,844.22
	BALANCE IN BANK ( HDFC BANK )	3,772.58	9,390.58
	<b>TOTAL</b>	<b>133,610.96</b>	<b>33,234.80</b>

For HELPAGE FINLEASE LTD.  
 For Helpage Finlease Limited  
 For Helpage Finlease Limited  
 For Helpage Finlease Limited

DILIP JAIN  
 DIRECTOR

SIDHARTH GOYAL  
 DIRECTOR



Note	PARTICULARS	As at 31 March 2013	As at 31 March 2012
10	<b>OTHER INCOMES</b>		
	INTEREST ON LOAN	218,429.06	188,492.42
	ROUND OFF	0.07	-
	<b>TOTAL</b>	<b>218,429.13</b>	<b>188,492.42</b>
11	<b>EMPLOYEE BENEFIT EXPENSE</b>		
	SALARIES & WAGES	120,000.00	136,500.00
	<b>TOTAL</b>	<b>120,000.00</b>	<b>136,500.00</b>
12	<b>OTHER EXPENSES</b>		
	BANK CHARGES	-	5,094.73
	CONVEYANCE	3,620.00	-
	INCOME TAX	251.00	-
	INTEREST ON INCOME TAX	378.00	-
	FILING FEES	-	1,500.00
	LISTING FEES	5,618.00	5,515.00
	PRINTING & STATIONARY	3,730.00	3,646.00
	PROFESSIONAL CHARGES	10,000.00	3,000.00
	ADVERTISEMENT EXPENSES	-	24,895.00
	<b>PAYMENT TO AUDITORS</b>		
	AUDIT FEES	15,000.00	2,500.00
	TAXATION MATTER FEES	5,000.00	2,500.00
	SERVICE TAX ON AUDIT FEES	2,472.00	-
	<b>TOTAL</b>	<b>46,069.00</b>	<b>48,650.73</b>

For HELPAGE FINLEASE LTD.

For Helpage Finlease Limited For Helpage Finlease Limited

DILIP JAIN  
DIRECTOR

SIDHARTH GOYAL  
DIRECTOR

(Director)

(Director)





## NOTES TO THE FINANCIAL STATEMENTS.

### **1 Significant Accounting Policies**

#### **1.1 Basis of Preparation of Financial Statements**

The Financial Statements have been prepared by following the going concern concept on historical cost convention and in accordance with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956.

The Company follows mercantile system of accounting and recognizes items of income and expenditure on accrual basis. Where it is not possible to determine the quantum of accrual with reasonable certainty e.g. insurance and other claims, refund of custom/excise duty etc., these continue to be accounted for on settlement basis.

#### **1.2 Use of Estimation**

The preparation of financial statements required management to make estimations & assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### **1.3 Fixed Assets**

Company doesn't have any Fixed Asset.

#### **1.4 Inventories**

Company doesn't have any Inventory.

#### **1.5 Taxation**

Tax liability is estimated considering the provisions of the Income Tax Act, 1961. Deferred tax is not recognized as there is no timing difference.

#### **1.6 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognized and disclosed in notes. Contingent Assets are neither recognised nor disclosed in financial statements.



**1.7 Earnings Per Share**

(In item of AS 20)

Basic Earnings Per Share is computed and disclosed using the weighted average number of shares outstanding during the year. There being no potential equity shares Diluted Earnings Per Share has not been computed.

Previous year's figures have been regrouped/reclassified wherever necessary, to make them comparable.

For: Y. K. GUPTA & CO.  
Chartered Accountants

For: HELPAGE FINLEASE LIMITED

Y. K. Gupta  
M.NO. 070797  
PARTNER

DATED: 30<sup>th</sup> May, 2013  
PLACE: New Delhi



For Helpage Finlease Limited

Dilip Jain  
Director

For Helpage Finlease Limited

(Director) Sidharth Goyal  
Director

(Director)

Sidharth

