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HYBRID FINANCIAL SERVICES

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

BOARD OF DIRECTORS

SHRI.N.R.DIVATE	Wholetime Director
SHRI.K.CHANDRAMOULI	Wholetime Director and Company Secretary
SHRI.JAYESH R.TALPADE	Director
SHRI. TANVEER SHAIKH	Director
SMT. MEGHA J. VAZKAR	Director

CHIEF FINANCIAL OFFICER

SHRI. VINAY RAMAKANT KULKARNI

MANAGEMENT TEAM

SHRI.N.R.DIVATE	Wholetime Director
SHRI.K.CHANDRAMOULI	Wholetime Director and Company Secretary

AUDITORS

S.RAMANAND AIYAR & CO
Chartered Accountants
Mumbai

REGISTERED OFFICE

35, A-Wing, Raj Industrial Complex Premises
Co-operative Society Limited,
Military Road, Marol,
Andheri (East), Mumbai-400 059

WEBSITE

www.hybridfinance.co.in

CORPORATE IDENTIFICATION NUMBER (CIN)

L99999MH1986PLC041277

REGISTRAR & SHARE TRANSFER AGENTS

BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building,
Opp, Vasant Oasis, Makwana Road,
Marol, Andheri (East)
Mumbai - 400 059

NOTICE

Notice is hereby given that the **THIRTYFIRST ANNUAL GENERAL MEETING** of the Members of **HYBRID FINANCIAL SERVICES LIMITED** (FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED) will be held at Vishal Hall, Hotel Highway Inn, Sir.M.V.Road, (Andheri-Kurla Road), Near Andheri Railway Station, Andheri (East), Mumbai – 400 069 on Friday, 27th July 2018 at 11 am to transact the following BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March, 2018 and the Balance Sheet as at that date and the Reports of Directors and the Auditors thereon.
2. To declare Dividend @ 1% on Preference Share for the year.

SPECIAL BUSINESS:

3. **Appointment of Mr. K. Chandramouli as Wholetime Director and Company Secretary**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment / modifications thereof) and subject to such other necessary approval(s), consent(s), or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to appoint Mr. K. Chandramouli (DIN: 00036297 / PAN: AABPC3151D) as a Wholetime Director and Company Secretary of the Company for a period of 3 years with effect from October 01, 2018, on terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. K.Chandramouli, Wholetime Director and Company Secretary, the Company has no profits or the profits are inadequate, approval of the members of the Company be and is hereby accorded to pay him the maximum remuneration in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board and / or Nomination and Remuneration Committee constituted by the Board be and is hereby authorized to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4. **Variation in terms of appointment of Mr. Nandakishore R. Divate, Wholetime Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in partial modification to all resolutions passed in this regard and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, including the rules made there under (including any amendment / modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for payment of following remuneration to Mr. Nandakishore R. Divate effective from October 01, 2018 :

- i. Salary Limit: Not exceeding Rs. 1,65,000 (in the scale of Rs. 1,50,000 - 3,00,000) per month with authority to the Nomination and Remuneration Committee / Board of Directors to determine the amount of salary payable and the amount of increment payable every year effective from 1st October 2018, subject to a maximum of Rs. 3 Lakhs per month during the term of appointment.
- ii. Perquisites:

In addition to the salary Mr. Nandakishore R.Divate will also be entitled to following perquisites and allowance:

- * Retirement benefits, Contribution to superannuation fund and payment of gratuity as per the Company rules.
- * Medical reimbursement for self on actual basis.
- * For the purpose of calculation of the above ceiling, perquisites and allowances will be evaluated as per Income-tax rules wherever applicable. In the absence of any such rules, the perquisites and allowances will be evaluated as per actual cost. For the purpose of Gratuity, the service of all the period from 2008, shall be considered for calculation as continuous service.

RESOLVED FURTHER THAT in compliance with the requirements of Schedule V of the Companies Act, 2013, the term of appointment of Mr.Nandakishore R.Divate be and is hereby reduced from five years to three years which will end on 31st July 2019.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Nandakishore R.Divate as Wholetime Director and, the Company has no profits or the profits are inadequate, approval of the members of the Company be and is hereby accorded to pay him the maximum remuneration in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board and / or Nomination and Remuneration Committee constituted by the Board be and is hereby authorized to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

5. **Extension in tenure of appointment of Mr. Jayesh R.Talpade**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the Section 149, 152, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for extension in tenure of Mr. Jayesh R. Talpade (DIN : 02403271), for the further period of two years to hold the office from the of conclusion this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2020.”

6. **Extension in tenure of appointment of Mr. Tanveer Abdul Karim Shaikh**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the Section 149, 152, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for extension in tenure of Mr. Tanveer Abdul Karim Shaikh (DIN : 02657790), for the further period of two years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2020.”

7. **Appointment of Mrs. Megha J.Vazkar**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the Section 149, 152, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, Mrs. Megha J.Vazkar (DIN: 00179162), be and is hereby appointed as Woman Director of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2023.”

NOTES:

- a) The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 (“Act”) setting out material fact concerning the business under Item Nos. from 3 to 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of person seeking appointment as Whole time Director under Item No. 3 and from Item Nos. from 5 to 7 of the Notice, are also annexed.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER.
- c) The proxy form duly completed and signed by the shareholder should be deposited at the registered office of the company atleast 48 hours before the commencement of the meeting.
- d) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23rd July 2018 to Friday, 27th July 2018 (both days inclusive).

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

- e) Members are requested to notify any change in their address to the Company's Registrars & Share Transfer Agents, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059 quoting their folio nos. immediately, so as to ensure that all communications / reports reach the Members promptly.
- f) Shareholders seeking any information with regard to the Accounts of the Company are requested to write to the Company at an early date so as to enable the Management to keep the information ready. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for the year 2017-2018 will also be available on the Company's website www.hybridfinance.co.in for download.

g) E Voting Procedure

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to Cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. This is optional and members shall have the option to vote either through e-voting or in person at the Annual General Meeting.

Following are the E Voting Procedure:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "HYBRID FINANCIAL SERVICES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker) in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 the HYBRID FINANCIAL SERVICES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - * They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - * They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (xix) The voting period begins at 9.00 am on Tuesday, 24th July 2018 and ends at 5.00 pm on Thursday, 26th July 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th July 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter (i.e at 5.00 pm on 26th July 2018).
- (xx) 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.
- (xxi) The Company has appointed Mr. Vijay S. Tiwari, Practicing Company Secretary (Certificate of Practice No. 12220) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
- (xxiii) The Result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hybridfinance.co.in within three working days after declaration and shall also be communicated to the Stock Exchanges accordingly.

Registered Office:
35, A-Wing, Raj Industrial Complex Premises
Co-operative Society Limited,
Military Road, Marol,
Andheri (East), Mumbai - 400 059

Date: 22nd May 2018

By Order of the Board
For HYBRID FINANCIAL SERVICES LIMITED

K.CHANDRAMOULI
Wholtime Director and
Company Secretary

31ST ANNUAL REPORT 2017-2018

Explanatory Statement

As required by Section 102 of Companies Act, 2013 ("Act"), the following explanatory Statement sets out all material facts relating to the business mentioned under Item no. 3, 4, 5, 6 and 7 of the accompanying Notice:

Item No.3

Appointment of Mr. K. Chandramouli as Wholetime Director and Company Secretary

Mr. K.Chandramouli is presently working as Wholetime Director cum Company Secretary of the Company based on the resolution passed by shareholders on July 19, 2013 and the term of his appointment is expiring on September 30, 2018.

Based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. K.Chandramouli is proposed to be appointed as a Wholetime Director and Company Secretary of the Company for the further period of 3 years with effect from October 01, 2018, subject to the approval of the members.

Duties:

Mr. K. Chandramouli, shall subject to superintendence, control and directions of the Board of Directors devote his whole time to the business of the Company and carry out such duties as may be entrusted to him by Board from time to time, in the best interest of the business of the Company and the business of any one or more of its associated Companies, subsidiaries and / or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated Companies, subsidiaries and/ or joint ventures or any other executing body or any Committee of such a Company.

- i. Salary Limit: Rs. 1,65,000 (in the scale of Rs. 1,50,000 - 3,00,000) per month with authority to the Nomination and Remuneration Committee / Board of Directors to determine the amount of salary payable and the amount of increment payable every year effective from 1st October 2018, subject to a maximum of Rs. 3 Lakhs during the term of appointment.

Perquisites:

In addition to the salary Mr. K.Chandramouli will also be entitled to following perquisites and allowance:

- * Retirement benefits, Contribution to superannuation fund and payment of gratuity as per the Company rules.
- * Medical reimbursement for self on actual basis.
- * Provisions of use of Company's car for official duty, telephone at residence including payment of local calls and long distance official calls shall not be included in the perquisites and allowance for the purpose of calculating the said limit.
- * He will further be eligible for all benefits as are applicable to the senior employees of the Company, including membership of any club, the admission fee for which does not exceed Rs. 3 lakhs.
- * For the purpose of calculation of the above ceiling, perquisites and allowances will be evaluated as per Income Tax rules wherever applicable. In the absence of any such rules, the perquisites and allowances will be evaluated as per actual cost. For the purpose of Gratuity, the service of all the period from 2008, shall be considered for calculation as continuous service.
- * Mr. K.Chandramouli shall operate from Mumbai or anywhere in India as per his convenience in discharging his duties.

Other Incentives and allowances:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Mr. K. Chandramouli, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

Other Information as required under the Act is as follows:

I. GENERAL INFORMATION

- * Nature of Industry : The Company is engaged in providing Services (Service Industry).
- * Financial Performance : The financial performance of the company has been mainly to restructure its balance sheet and debt and there has been significant improvement in the same after the sanction of the 'Scheme of Compromise and Arrangement' under section 391 and 394 of the Companies Act, 1956. The Company is in the lookout for new activities to improve its operations.

II. INFORMATION ABOUT THE APPOINTEE

- * Background : Chartered Accountant and Company Secretary with substantial experience in the industry.
- * Last Remuneration : Rs. 25.80 Lakhs, appointed as per the terms of appointment approved by the members in the Annual General Meeting held on 19th July, 2013.
- * Job Profile and suitability : He has been with the company since 1994 and has adequate managerial capacity in terms of qualifications and experience.
- * Remuneration proposed : Salary of Rs. 1,65,000 (in the scale of Rs. 1,50,000 - 3,00,000) per month with perquisites as given in the explanatory statement. The remuneration proposed is reasonable taking the fact that the ailing company needs the services to make it viable.
- * Other Disclosures : He has no relationship with any directors of the company.

III. OTHER INFORMATION

The company is in the threshold of reviving its operations consequent upon its debt settlement under the Scheme of Compromise and Arrangement sanctioned by the Hon'ble Bombay High Court. In the aforesaid process, there would be a significant role that would be assigned and hence the progress of the company is expected to improve.

The Board recommends the Resolution at Item no. 3 for the approval of members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. K.Chandramouli is concerned and interested in item no. 3 of the Notice.

Item No. 4

Variation in terms of appointment of Mr. Nandakishore R. Divate, Wholetime Director

Mr. Nandakishore R. Divate was appointed as Wholetime Director for a term of 5 years vide Resolution of the Shareholders in the Annual General Meeting held on July 29, 2016. To comply with the requirements of Schedule V of the Companies Act, 2013, it is proposed to reduce his terms of appointment from 5 years to 3 years. Accordingly, his term will now end in the year 2019. Further, since Gratuity was not previously provided, the same is being introduced with effect from 2008. This has also been commented upon by the Statutory Auditors.

Keeping in view the enhanced responsibilities that is required to be undertaken and performance of the Whole time Director, the Board on the recommendation of Nomination and Remuneration Committee, and also on the basis of qualifications of the Statutory Auditors, and subject to the approval of the Members, the amendment to the terms of appointment of Mr. Nandakishore R. Divate, Wholetime Director as set out in the resolution in item No. 4 of the AGM Notice, be approved. The other terms of appointment will remain unchanged.

The Board recommends the Special Resolution at Item No.4 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Nandakishore R. Divate, is concerned and interested in item no. 4 of the Notice.

Item No. 5

Extension in tenure of appointment of Mr. Jayesh R. Talpade

Mr. Jayesh R. Talpade was appointed as Independent Director for a term of 3 years vide Resolution of the Shareholders in the Annual General Meeting held on July 23, 2015.

In view of the possession of requisite skill, experience and knowledge in the field of management by him it is proposed to extend his tenure for further period of two years commencing from the conclusion this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2020, being the maximum period as is permitted presently.

The Board recommends the Resolution at Item no. 5 for the approval of members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Jayesh R.Talpde is concerned and interested in item no. 5 of the Notice.

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

Item No. 6

Variation in tenure of appointment of Mr. Tanveer Abdul Karim Shaikh

Mr. Tanveer Abdul Karim Shaikh was appointed as Independent Director for a term of 3 years vide Resolution of the Shareholders in the Annual General Meeting held on July 23, 2015.

In view of the possession of requisite skill, experience and knowledge in the field of management by him it is proposed to extend his tenure for further period of two years commencing from the conclusion this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2020, being the maximum period as is permitted presently.

The Board recommends the Resolution at Item no. 6 for the approval of members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Tanveer Abdul Karim Shaikh is concerned and interested in item no. 6 of the Notice.

In order to strengthen the Board and also to comply with the Listing Regulations, it is proposed to appoint her for the period of five years commencing from the conclusion this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2023.

The Board recommends the Resolution at Item no. 7 for the approval of members.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Megha J. Vazkar is concerned and interested in item no. 7 of the Notice.

Registered Office:

35, A-Wing, Raj Industrial Complex Premises
Co-operative Society Limited,
Military Road, Marol,
Andheri (East), Mumbai-400 059

Date: 22nd May 2018

By Order of the Board
For HYBRID FINANCIAL SERVICES LIMITED

Item No. 7

Appointment Mrs. Megha J. Vazkar as a Women Director

Mrs. Megha J. Vazkar was appointed as a Woman Director for a term of 3 years vide Resolution of the Shareholders in the Annual General Meeting held on July 23, 2015.

K.CHANDRAMOULI
Wholetime Director and
Company Secretary

ANNEXURE TO THE NOTICE

Details of the Director seeking appointment/re-appointment at the Forthcoming Annual General Meeting

[Pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Particulars	Mr. K. Chandramouli	Mr. Jayesh R. Talpade	Mr. Tanveer Abdul Karim Shaikh	Mrs. Megha J. Vazkar
Date of Birth	August 25, 1954	October 16, 1956	June 16, 1976	December 18, 1963
Qualifications	BCOM ACA, ACS and AICWA	BE MMS	BA PG MBA	BCOM MMS
Date of Original Appointment	September 09, 2008	September 09, 2008	May 22, 2009	October 22, 2014
Expertise in specific functional area	He has substantial experience in the industry. He has been with the company since 1994 and has adequate managerial capacity in terms of qualifications and experience.	He has over Twenty Eight years of experience in the field of Management Consulting.	He has over Nineteen years of experience in the field of Management Consulting	She has over Twenty Five years of experience in the field of Corporate Finance and Institutional Broking.
Directorships held in other body corporate as on 31st March 2018	1) Garron Shares and Stock Brokers Private Limited 2) Garron Trading Company Private Limited 3) Geneous Trading and Marketing Company Private Limited 4) Hybrid Systems Limited 5) Hybrid Services and Trading Limited	1) Maximus Securities Limited	1) E a s e w e l d Equipments (India) Private Limited	1) Garron Trading Company Private Limited 2) Hybrid Services and Trading Limited 3) Hybrid Systems Limited 4) Maximus Securities Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March 2018	Nil	Chairman of the Audit Committee at Maximus Securities Limited	Nil	Member of Audit Committee at Maximus Securities Limited
Number of equity shares held in the Company as on 31st March 2018	93,78,057	30,600	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	None	None	None	None

DIRECTORS' REPORT

To,
The Members
Hybrid Financial Services Limited
(Formerly known as Mafatlal Finance Company Limited)

Your Directors present the Thirty First Annual Report with the Audited Statement of Accounts of the Company for the year ended 31st March 2018.

1. FINANCIAL RESULTS

The Financial results of the company for the year under review as compared to the previous year are summarized below for your consideration:

Particulars	Year Ended 31.03.2018 (Rs. in Lakhs)	Year Ended 31.03.2017 (Rs. in Lakhs)
Gross Income	173.26	174.45
Gross Profit before Depreciation, Exceptional Item and Income Tax	55.76	38.11
Depreciation	0.31	0.31
Provision for Tax	Nil	Nil
Net Profit After Tax	55.45	37.80
Other Comprehensive Income	0.27	0.42
Add: Amount brought forward from previous year	(852.09)	(860.31)
Transferred to Capital Redemption Reserve Account for Redemption of Preference Shares	Nil	30.00
Balance carried forward	(796.37)	(852.09)

2. OPERATIONS

The Financial Year 2017-2018 has ended with the company earning a profit of Rs.55.45 Lakhs after Tax mainly on account of Write Backs and Tax Refunds. The Company's operations are still muted due to the uncertainties of business environment and inadequate liquidity. The Company does not anticipate any significant revenue growth from operations in the coming years, till the resolution of many pending issues.

3. OUTLOOK

The company is trying to undertake new Non - NBFC activities and these activities earned an income of Rs.1.41 Lakhs during the year. Other operations have yielded an income of Rs.84.00 Lakhs and Rs.24.00 Lakhs as Rent. Company's business is confined to attending to past issues from its earlier operations.

4. DIVIDEND

The Board of Directors have recommended a Dividend of 1% on Preference Shares amounting to Rs.2.52 Lakhs inclusive of Dividend Distribution Tax. However, no dividend is recommended on Equity Shares to conserve resources and inadequate profit.

5. ANNUAL RETURN EXTRACT

As per the provisions of the Companies (Amendment) Act, 2017, Extract of Annual Return in the prescribed Form MGT-9 will be placed on the web site of the Company: www.hybridfinance.co.in

6. BOARD MEETINGS

The details of the Board Meetings held during the Financial Year 2017-2018 have been furnished under clause I 2(d) of the Corporate Governance Report forming a part of this Annual Report.

7. OTHER COMMITTEES

The Company has constituted the following Committees and the date of its constituents and changes during the year are as under:

a) Audit Committee:

To meet with the requirement under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), 2015 Mr. K. Chandramouli ceased to become the member of the Audit committee with effect from 30.10.2017 and the committee stands reconstituted. The members of the reconstituted Audit Committee are as under as on 31.03.2018:

Name of Member	Status	Nature of Directorship
Mr. Jayesh Talpade	Chairman	Independent Director
Mr. Tanveer Shaikh	Member	Independent Director
Mr. N. R. Divate	Member	Wholetime Director

Mr. K. Chandramouli, Company Secretary of the Company functions as Ex officio Secretary to the Audit Committee.

b) Nomination and Remuneration Committee:

The company has constituted a Nomination and Remuneration Committee on 27th April 2005 and following are the members in the committee as on 31.03.2018:

Name of Member	Status	Nature of Directorship
Mr. Jayesh Talpade	Chairman	Independent Director
Mr. K. Chandramouli	Member	Wholetime Director
Mr. N. R. Divate	Member	Wholetime Director
Mr. Tanveer Shaikh	Member	Independent Director

c) Stakeholders Relationship Committee:

The company has a Stakeholder Relationship Committee, consisting of the following members as on 31.03.2018:

Name of Member	Status	Nature of Directorship
Mr. Jayesh Talpade	Chairman	Independent Director
Mr. K. Chandramouli	Member	Wholetime Director
Mr. N. R. Divate	Member	Wholetime Director
Mr. Tanveer Shaikh	Member	Independent Director
Mrs. Megha Vazkar	Member	Non – Executive Director

d) Risk Management Committee:

The company has constituted a Risk Management Committee on 22nd October 2014 and following are the members in the committee as on 31.03.2018:

Name of Member	Status	Nature of Directorship
Mr. K. Chandramouli	Chairman	Wholetime Director
Mr. N. R. Divate	Member	Wholetime Director
Mr. Tanveer Shaikh	Member	Independent Director

The details regarding the meetings held during the Financial Year 2017-2018 are given in the Corporate Governance Report forming a part of this Annual Report.

8. COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with the provisions of Secretarial Standard 1 (Board Meetings) and Secretarial Standards 2 (General Meetings) to the extent as applicable to the Company.

9. REMUNERATION POLICY

The Company has framed a Remuneration policy pursuant Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy is enclosed as Annexure I to this Report.

10. BOARD EVALUATION

The Board generally evaluate the overall performance and the evaluation are as under:

- As growth opportunities are getting stymid by environmental threats, the management needs to be in guard to prevent any unforeseen dangers.
- The need to preserve the integrity and ethics are more important than any other business demands.
- Long pending issues need to be addressed and resolved at the earliest so that the future path can be harmonised with greater focus.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The details of Related Parties and the Transaction with them are disclosed as required by Accounting Standard - 18 issued by The Institute of Chartered Accountants of India under Note No. 2.18.9 forming part of this Annual Report.

In our opinion there were no "material" transactions that warrant a disclosure in this report.

Accordingly, particulars of Contracts or Arrangements with related parties referred to in Section 188(1) in Form AOC-2 does not form a part of this report.

Further the members may note that the Company has not entered into Contracts/Arrangements/Transactions which are not at arm's length basis.

12. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

During the year under review, pursuant to the provisions of Section 186 of the Companies Act, 2013, Company has not granted any Loan or has made any Investment or given any guarantees and Security.

13. TRANSFER TO RESERVES

The Company has not made any transfer to the reserve other than transfer of surplus earned during the year.

14. LISTING OF SHARES

The company made an appeal in Securities Appellate Tribunal on 21st April 2017 against BSE for Non-Revocation of Suspension and Listing of New Shares Pursuant to Capital Reduction and against NSDL for not allotting new ISIN subsequent to Capital reduction. Subsequently, Securities Appellate Tribunal has passed an order on October 16, 2017 stating that the Company should make the necessary presentations to BSE and NSE as required by them within 4 weeks after passing this order and BSE and NSE shall consider the same and pass the appropriate order thereon within three months from the date of receiving the representations from the Company.

The company has made the sufficient representations and awaiting for the final order to be passed by BSE and NSE. Although the Company is in compliance with the standard of operating procedure for Revocation of Suspension the BSE is denying the matter due to the alleged difference in capital issued in the year 2000 which is contested by the Company. Due to the same, BSE has not revoked the suspension nor has listed the shares issued post reduction of capital in 2011 nor the preferential allotment made in 2012. This delay is also causing damage to the Company but is beneficial to BSE, as the reinstatement fees levied are based on the number of years of suspension of trading in shares of the Company. This is also contested by the Company as there is no fault of the Company. Further BSE is also insisting on the listing of shares in NSE as the Company has not officially delisted from NSE although shareholders have approved the same in the year 2003. Due to the same, it is felt that the cost implication of the revocation of suspension of listing of shares is prohibitively high and a drain on the Companies resources. The Company however is attempting to negotiate the matter for a satisfactory resolution focusing its outcome to provide an opportunity to the shareholders to have an exit opportunity and hope the same shall be done in the current year.

The Company's ISIN remains suspended as new ISIN subsequent to Name Change and Reduction of Capital is not yet allotted.

15. MAXIMUS SECURITIES LIMITED (MSL) – SUBSIDIARY COMPANY

The Subsidiary Company has earned a net profit of Rs. 64.16 Lakhs after tax for the financial year ended 31st March, 2018. The Subsidiary Company is exploring various options to improve its earnings in the current financial year.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGOING

The Company is not engaged in manufacturing activities therefore there is no information to submit in respect of conservation of energy and absorption of technology.

Foreign Exchange Earnings: Nil
Foreign Exchange Outgoings: Nil

17. DIRECTORATE

The present tenure of Mr. K. Chandramouli as Wholetime Director will end on September 30, 2018. The Nomination and Remuneration Committee has already recommended the reappointment of Mr. K.Chandramouli as Wholetime Director for a period of Three years commencing from 1st October, 2018. Members are hereby requested to consider and approve his reappointment on the terms as per Special resolution placed in the Annual General Meeting. Mr. K.Chandramouli is interested in the said resolution. The Board of Directors also recommend the same, based on the recommendation of Nomination and Remuneration Committee.

Mr. Nandakishore R.Divave was appointed as Wholetime Director for a term of five years vide Resolution of the Shareholders in the Annual General Meeting held on July 29, 2016. To comply with the Schedule V of the Companies Act, 2013, it is proposed to vary his terms of appointment from 5 years to 3 years. Accordingly, his term will now end on 31st July 2019. Further, since Gratuity was not previously provided, the same is being introduced with effect from 2008. This has also been commented upon by the Statutory Auditors.

Keeping in view the enhanced responsibilities that is required to be undertaken and performance of the Wholetime Director the Nomination and Remuneration Committee has recommended the variation in terms of his appointment. Members are hereby requested to consider and approve the variation in terms of appointment as per the Special resolution placed in the Annual General Meeting. Mr. Nandakishore R.Divave is interested in the said resolution. The Board of Directors also recommend the same.

The present tenure of Mr. Jayesh R.Talpade and Mr. Tanveer Abdul Karim Shaikh Independent / Non Executive Directors will end in 2018. It is proposed to extend the same for further period two consecutive years commencing from ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2020, with this the term of appointment of the maximum period of 5 years will end. Members are hereby requested to consider and approve their extension as per the Special Resolution placed in the Annual General Meeting. Mr. Jayesh R.Talpade and Mr. Tanveer Abdul Karim Shaikh are interested in the said resolution.

Also, the present tenure of Mrs. Megha J. Vazkar as Woman Director will end in 2018. It is proposed to appoint her for the period of five years commencing from ensuing Annual General Meeting till the Conclusion of the Annual General Meeting to be held in the year 2023. Members are hereby requested to consider and approve her reappointment as per the Special resolution placed in the Annual General Meeting. Mrs. Megha J. Vazkar is interested in the said resolution.

18. DEPOSITORIES

Effective October 30, 2000, the Equity Shares of your Company have been mandated by Securities and Exchange Board of India for delivery only in dematerialized form for all investors.

Your Company has already entered into arrangements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for custody and dematerialization of shares in accordance with the Depositories Act, 1996.

19. E-VOTING

In terms of the requirements of Listing, the Company has concluded an Agreement with Central Depository Services (India) Limited (CDSL) for E-Voting Facility for its Shareholders.

20. PARTICULARS OF EMPLOYEES

There are no employees who are covered under Section 134(3) of the Companies Act, 2013 read with Companies (Particulars of Employees) Rules 1975.

21. WEBSITE OF THE COMPANY

The Company maintains a website www.hybridfinance.co.in where detailed information of the Company is provided.

22. WHISTLE BLOWER MECHANISM

The Company has a Whistle Blower Policy in place for vigil mechanism. The said policy has been implemented keeping in view of the amendments in the Companies Act, 2013 and in compliance with the Listing Agreement.

23. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate internal control system commensurate with the size of the Company and the nature of its business. The Internal Control System of the Company is monitored and evaluated by Internal Auditor and his Audit Reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board.

24. DIRECTOR'S RESPONSIBILITY STATEMENT

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with applicable transition guidance.

As required under section 134(3)(c) of the Companies Act, 2013 the Directors hereby confirm that:

- i. in the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. the Directors had selected such accounting policies and applied them consistently and made judgments 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 the year;
- iii. 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 and other irregularities;
- iv. the Directors have prepared the Annual Accounts on a going concern basis.

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25. CORPORATE GOVERNANCE

Pursuant to the Listing Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 Management Discussion and Analysis and Corporate Governance Report are made a part of the Annual Report.

26. AUDIT REPORTS

The Statutory Auditors have expressed their opinion or observations in the Audit Report and Management of the Company offers their response on the same:

Opinion / Observations of the Statutory Auditors	Response of the Management
1. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act (except to the extent of disclosure required to be made under Ind AS-19 with regard to Group Gratuity Scheme and Leave Encashment)	<i>Disclosure Required under Ind AS-19 of The Institute of Chartered Accounts of India with regard to Group Gratuity Scheme and Leave Encashment are not given as the Company has no employees as on 31st March 2018 other than Two Whole Time Directors and Chief Financial Officer. However, the Company has provided Leave Encashment and the same is charged to the revenue. The Company has not contributed to Gratuity Fund for the Wholetime Directors and Chief Financial Officer as in the Company's view the number of employee were below the statutory minimum as required and hence not applicable.</i>
2. We have sought and obtained all the information and explanations subject to Item Nos 4 of Note No. 2.18 regarding non receipt of confirmation of certain bank balances.	<i>Most of the Bank Accounts are in-operative for a long time. We have already taken measures to close all these inoperative accounts. Some of the Statutory Accounts which have to be transferred to Investor Education and Protection Fund have already been transferred during the year ended 31st March 2013. In the absence of complete bank statements these balances do not appear to be recoverable.</i>

27. STATUTORY AUDITORS

Pursuant to Section 139(1) of the Companies Act, 2013, M/s. S. Ramanand Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No. 00090N) was appointed as the Statutory Auditors in the Annual General Meeting held on July 23, 2015 to hold office for the period of 4 (Four) years from the conclusion of the 28th Annual General Meeting until the conclusion of the 32nd Annual General Meeting to be held in the year 2019.

As per the Companies (Amendment) Act, 2017 their appointment need not be ratified every year.

28. SECRETARIAL AUDITOR

The Board of Directors have appointed Mr. Vijay S. Tiwari, a practising Company Secretary, as Secretarial Auditor for the Financial Year 2017-2018.

29. CORPORATE SOCIAL RESPONSIBILITY

The said provisions are not applicable to the Company as at present.

30. MINIMUM PUBLIC SHAREHOLDING AS PER THE SECURITIES CONTRACT (REGULATIONS) AMENDMENT RULES 2010

The Company has complied with the requirements of minimum 25% Public shareholding.

31. DISCLOSURES UNDER SECTION 197(12) OF COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER THE RULES OF COMPANIES (APPOINTMENT & REMUNERATION) RULES 2014

The same is provide as Annexure 2 to this Report

32. ACKNOWLEDGEMENTS

Your Directors wish to thank and place on record their appreciation of the valuable support given by Company's Customers, Shareholders and Bankers.

FOR AND ON BEHALF OF THE BOARD

MR. K. CHANDRAMOULI
Wholetime Director and
Company Secretary

Place: Mumbai
Date: 22nd May 2018

MANAGEMENT DISCUSSION AND ANALYSIS

The company would be drawing up the resource plans to carry out future operations in fee based areas.

FINANCIAL REVIEW

The company's income was Rs.173.26 Lakhs which includes Rs.85.41 Lakhs towards operational income and Rs.87.85 Lakhs as other income (which includes write-backs and Tax Refunds) and the company earned a pre-tax profit of Rs.55.45 Lakhs.

BUSINESS ANALYSIS OUTLOOK

The company has been exploring the possibility of alternate activities on the hope of improved market conditions in future in the fee based segment. As the medium-term strategy is to further enhance the competitiveness and activities of its wholly owned stock broking subsidiary. However, the long-term strategy is to develop new areas of operations to further augment its revenue after resolving long pending issues.

Presently the Company's operations are muted due to the overhang of past matters and the inability to put additional resources and relative stagnancy in its subsidiary's operations. The compliance environment are also demanding extreme care and caution. The Company is however facing the challenges with appropriate risk mitigating strategies. Having regard to the dynamics of its business, the Company has to ensure that unforeseen and any other operational error do not impinge on its subsistence or continuity. Hence building an appropriate defence mechanism is a critical focus area.

RISK AND CONCERNS

The company faces the challenge of Contingent Risks which the company is not currently facing but may be exposed too.

The Business environment has still not improved and gives the strained financial position, the Company continuous to focus only on Fee Based Activities. Also, due to tougher regulatory conditions the Company is not contemplating any immediate business plans. The Company's financial position also does not provide any opportunities to undertake any fund based business presently.

INTERNAL CONTROL AND THEIR ADEQUACY

The company has appropriate and adequate internal control system, which are sufficient for the level of activities carried by it. The internal audit is being carried out by an external firm of Chartered Accountant and their findings are reviewed at reasonable intervals. The Board is of the opinion that the internal control system is adequate to the size of the Company's business.

The company has fully computerised and integrated financial and accounting function.

INDUSTRIAL RELATIONS

The Company as on 31st March 2018 has 3 employees on its payroll. The relationship was cordial.

CAUTIONARY STATEMENTS

Statement in the Management Discussion and Analysis describing the Company's position and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulation. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the market in which the Company operates, changes in the Government Regulations, tax laws and other statutes and incidental factors.

ANNEXURE I

NOMINATION ON REMUNERATION POLICY

Introduction:

Hybrid Financial Services Limited (the "Company") has adopted this policy drafted by the Nomination and Remuneration Committee, upon the recommendation of the Board and the said policy is in compliance with the requirements of Section 178 of the Companies Act, 2013 and rules thereunder (the "Act") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (the "LODR") (as amended).

Objective:

The key objectives of the policy would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- b) To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees
- c) Formulation of criteria for evaluation of Independent Directors and the Board;
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;
- e) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- f) To provide reward to Key Managerial Personnel and Senior Management linked directly to their effort, performance, dedication and achievement relating to the Company's operations;

Scope and Applicability

The policy shall apply to

- a) Directors (Executive, Non-Executive and Independent);
- b) Key Managerial Person;
- c) Senior Management Personnel;

Definitions

The following words shall have the meaning as provided in the policy, unless otherwise mentioned in the Act or the Listing Agreements:

1. Board:

"Board" means the Board of Directors of the Company as defined under the Act.

2. Director:

Directors mean Directors of the Company.

3. Policy:

"Policy or this Policy" means policy on nomination and Remuneration of this Company.

4. Senior Management

As per explanations to Section 178, senior Management means personnel of the Company who are members of its core management team excluding the Board of the Directors comprising all the members of the management one level below the Executive Directors, including Functional Heads.

5. Key Managerial Personnel (KMP)

Key Managerial Personnel means Wholtime Key Managerial Personnel of the Company appointed under Section 203 of the Act, which includes;

- i) Managing Director, or Chief Executive Officer or Manger and in their absence, a Wholtime director;
- ii) Company Secretary;
- iii) Chief Financial Officer; and
- iv) Such other office as may be prescribed.

6. Remuneration

Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-Tax, 1961.

7. Independent Directors

Means an Independent Director referred to in sub-section (5) of Section 149

Words and expressions used and not defined in the policy shall have the same meanings as assigned to them in the Act and/or the Listing Agreement.

Interpretation

Term that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

Guiding Principles

The policy ensures that

- The Level and composition of remuneration is reasonable and sufficient to attract, retain and motive Directors of the quality required to run the Company successfully;

- Relationship of remuneration to performance is clear and meets appropriate benchmark and;
- Remuneration to Directors, Key Managerial Personnel, Senior Management shall subject to the guidelines fixed under the Statutory Enactments shall generally comprise at a fixed pay as approved by the shareholders. A variable pay shall be considered based on performance and other objectives appropriate to the working of the company occasionally.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee will consist of three or more non-executive Directors, out of which at least one-half shall be Independent Director(s), provided that chairperson of the Company may be appointed as member of this Committee but shall not chair such committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman. The Committee however may take the assistance of an Executive Director to dovetail the functions based on the needs of the Company.

Frequency of Meeting

The meeting of the committee shall be held at such intervals as may be required.

Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee Meetings.

Duties of the Committee

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non – Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board Members and Senior Management and regularly reviewing plan;
- Evaluating the performance of the Board Members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary change to the Board; and
- Considering any other matters, as may be requested by the Board.

The duties of the Committee in relation to remuneration matters include:

- Considering and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motive members of the Board and such other factors as the Committee shall deem appropriate;
- Approving the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate of the working of the Company;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Considering any other matters as may be requested by the Board.

Policy for Appointment/ Resignation/ Retirement/ Succession/ of Director/ KMP/ Senior Management Personnel

Appointment

- a) The committee shall define the qualification/ experience and expertise of the person for appointment as Director/ KMP/ Senior Management Personnel;
- b) The committee shall also take into consideration the provisions of Section 164 of the Companies Act, 2013 relating to disqualifications for the appointment of Directors;
- c) Appointment of Independent Directors is subject compliance of provisions of Section 149 of the Companies Act, 2013 read with schedule IV and rules thereunder;
- d) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment;
- e) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position;

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- f) The Company shall not appoint or continue the employment of any person as a Director who has attained the age of seventy years. Provided that the term of the person in this position may be extended beyond the age of seventy years in conformity with the Amendments to SEBI (LODR) Regulations, 2015 dated 9th May, 2018 and with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the need for extension of appointment beyond seventy years.

Term/ Tenure

- a) Term for Managing Director / Wholetime Director
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Term for Independent Director
- I. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company will be eligible for re-appointment in passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- II. No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with Company in any other capacity, either directly or indirectly.
- III. At the time of appointment of Independent Director, it should be ensured that the number of Board on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed Companies as an Independent Director in case such person is serving as Wholetime Director of a listed Company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

The Committee shall evaluate the performance of Directors taking into account the various parameters such as:

- Attendance at Board Meeting
- Participation in discussion
- Contribution in decision making,

While evaluation is being done, the Director who is been evaluated shall not participate in the discussion. The recommendations of the Committee will be sent to the Board for its review.

Retirement

The Director/ KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the maximum permissible age, for the benefit of the Company.

Policy for Remuneration of Director/ KMP/ Senior Management Personnel

Remuneration for Executive and Wholetime Directors

The remuneration payable to the Wholetime Directors shall be determined by the Company as per the Articles of the Company and the provisions of the Act and the rules made thereunder. The remuneration so determined shall be proposed to the board for approval and shall subject to the approval of the shareholders/ central government as applicable, whenever required.

Remuneration for Non-Executives and Independent Directors

The remuneration to Non-Executive and Independent Directors shall be as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to ceiling / limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Criteria for making payments to Non-Executives Directors:

Criteria of making payment to Non-Executive Directors will be decided by the Board, it can be on the basis of:

- Contribution during the meeting.
- Active participation in static decision making.

Disclosures

Significant disclosures are required in the Directors report relating to the Remuneration of the Directors/Independent Directors/key management personnel and Senior Management Personnel.

Conclusion

The Nomination and Remuneration Committee shall have authority to modify or waive any procedural requirements of this policy.

In the event of any conflict between the provisions of this policy and provisions of the Listing Agreement or the Act and Rules framed thereunder or any other applicable laws for the time being in force, the later shall prevail over the policy.

ANNEXURE -2 – PARTICULARS OF EMPLOYEES

- a) Information as per Rule 5 (1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration Managerial personnel) Rules, 2014 is as under:

Sr. No.	Disclosure Requirement	Disclosure Details		
		Director	Title	Ratio
1.	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Mr. K. Chandramouli Mr. N. R . Divate	Wholetime Director Wholetime Director	112.71 100
2.	Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manger if any, in the financial year	Director / Key Managerial Personnel	Title	% Increase / Decrease in remuneration
		Mr. K. Chandramouli Mr. N. R. Divate Mr. Vinay Kulkarni	Wholetime Director Wholetime Director Chief Financial Officer	1.85% (0.29%) (4.77%)
3.	Percentage increase in the median remuneration of employees in the financial year			(0.29%)
4.	Number of permanent employees on the rolls of the Company at the end of the year			3 (2 Directors + 1 CFO)
5.	Average percentile increases already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.			Not Applicable
6.	Affirmations that the remuneration is as per the Remuneration Policy	It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company and also in compliance with the relevant Statutory Provisions.		

* Mr. Vinay Kulkarni is not on the roles of the Company and is deputed by Hybrid Systems Limited, a Group Company. His Remuneration is being reimbursed by the Company to the said Group Company.

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

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

The Members,
Hybrid Financial Services Limited
35, A-Wing, Raj Industrial Complex Premises
Co-op.Society Ltd, Military Road, Marol,
Andheri (East), Mumbai – 400059
Maharashtra
CIN: L99999MH1986PLC041277

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hybrid Financial Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Hybrid Financial Services Limited ("the Company") for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made hereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made hereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made hereunder 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 (Listing Obligations and Disclosure Requirements) Regulations 2015.
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) 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;
 - (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;
- (vi) The Company has not identified any other laws which are presently applicable to it .

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

It is observed that the Company's shares were suspended from trading by The National Stock Exchange of India Limited (NSE) since September 2001 and BSE Limited (BSE) since December 2002 on account of failure of the Company to redress the Complaints of investors relating to redemption of public issue of non-convertible debentures. The Company has also not yet entered into Simplified Listing Agreement with BSE and NSE due to non-revocation of trading suspension.

It is also observed that the Company has not paid Listing Fees to BSE Limited for the Financial Years from 2012-2013 to 2017-2018 and also not paid Listing Fees to The National Stock Exchange of India Limited for the Financial Years from 2001-2002 to 2017-2018.

I further report that the Company's ISIN remains suspended as new ISIN subsequent to Name Change and Reduction of Capital is not yet allotted. Consequently, the Corporate Action for Reduction of share Capital is pending with the Depositories.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change took place in the composition of the Board of Directors during the period under review.

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.

Majority decision is carried through while the dissenting members' views are captured and considered.

I further report that 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.

For Vijay S. Tiwari & Associates

Company Secretaries in Practice

Vijay Tiwari

Proprietor
C.P. No. – 12220
M.No. 33084

Place: Mumbai
Date: 22nd May 2018

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CORPORATE GOVERNANCE REPORT

In accordance with the Listing Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) the report containing the details of Corporate Governance as at 31st March 2018 is as follows:

I. MANDATORY REQUIREMENTS

1. CORPORATE GOVERNANCE PHILOSOPHY

The company's philosophy is aimed at being transparent by discharge of all functions in a professionally sound and competent manner. The company's operations in the past have been hampered due to operative difficulties but nevertheless the company has been continuously striving to meet its responsibilities and obligations towards shareholders and others.

2. BOARD OF DIRECTORS

(a) Composition and Category of Directors

The company has two Whole Time Directors Mr.Nandakishore R. Divate and Mr.K Chandramouli, two Independent Directors Mr. Jayesh R.Talpade and Mr. Tanveer Shaikh and one Woman Director Mrs.Megha J. Vazkar.

The company follows the prescribed board procedures by circulating various items of agenda in advance which are to be dealt at the Board Meetings.

The company has formulated a code of conduct for the Board Members and Senior Management. The code provides for fair degree of transparency of operations with necessary guidelines for ethics, appropriate safety and healthy working environment.

(b) Attendance of each Director at the Board of Director's Meetings held during 2017-2018 and the last Annual General Meeting is as follows:

Director	Board Meetings Attended	Last Annual General Meeting Attended (Held on 21.07.2017)
Mr. N.R. Divate	4	Yes
Mr. K. Chandramouli	4	Yes
Mr. Jayesh Talpade	4	Yes
Mr.Tanveer Shaikh	4	Yes
Mrs.Megha J.Vazkar	4	Yes

(c) Details of Directorships/Committee Memberships held by the existing Directors in other companies are given hereunder:

Name of the Director	Category	Directorships held in other Companies		Committee Memberships held in other Companies	
		As Director	As Chairman	As Member	As Chairman
Mr. K. Chandramouli	Non Independent, Executive	5	-	-	-
Mr. N.R. Divate	Non Independent, Executive	2	-	1	1
Mr. Jayesh Talpade	Independent, Non-Executive	1	-	1	1
Mr.Tanveer Shaikh	Independent, Non-Executive	1	-	-	-
Mrs.Megha J.Vazkar	Woman Director Non-Executive	4	-	1	-

(d) Number of Board Meetings held and the dates on which held:

Four Board Meetings were held during the year 2017-2018. The dates on which meetings were held were as follows:

18th May, 2017, 21st July 2017, 30th October 2017 and 16th January 2018.

Mr.Binod C.Maharana, Partner of M/S. S.Ramanand Aiyar & Co., Chartered Accountants, Statutory Auditors, attended the Board Meeting held on 18th May 2017 as Special Invitee.

(f) Remuneration of Directors:

The company does not pay any remuneration to the Independent Directors. During the year, the company paid Rs.25,80,408/- to Mr.K.Chandramouli and Rs.22,89,382/- to Mr.N.R.Divate, Wholetime Directors of the Company towards remuneration and the same has been approved by the members. The Company also paid a remuneration of Rs.5,53,220/- for the year to Mr.Vinay Kulkarni, Chief Financial Officer.

(g) Directors Share Holding:

Mr.K.Chandramouli is holding 93,78,057 Equity Shares, 10,50,000 1% Cumulative Redeemable Preference Shares, (ii). Mr.N.R.Divate is holding 93,83,995 Equity Shares, 10,50,000 1% Cumulative Redeemable Preference Shares and (iii). Mr.Jayesh Talpade is holding 30,600 Equity Shares in the Company.

3. AUDIT COMMITTEE

To meet with the requirement under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), 2015 Mr. K. Chandramouli ceased to become the member of the Audit committee with effect from 30.10.2017 and the committee stands reconstituted. The members of the reconstituted Audit Committee are as under on 31.03.2018:

Mr. Jayesh Talpade	...	Chairman and Independent Director
Mr. Tanveer Shaikh	...	Independent Director
Mr. N. R. Divate	...	Wholetime Director

Mr. K. Chandramouli, Company Secretary of the Company functions as Ex officio Secretary of the Audit Committee.

The details of the Audit Committee Meetings and attendance of its members are given below:

Four meetings were held during the year 2017-2018. (18th May, 2017, 21st July, 2017, 30th October 2017 and 16th January 2018). The attendance for the said meetings is as follows:

Name of the Members	Category	Attendance Particulars
Mr. Jayesh R. Talpade	Chairman and Independent Director	4
Mr. Tanveer Shaikh	Independent Director	4
Mr.N.R.Divate	Wholetime Director	4
Mr.K.Chandramouli*	Secretary to the Committee	4

*Mr. K. Chandramouli ceased to become the member of the committee with effect 30th October, 2017 and attended the subsequent committee meeting in the capacity Secretary to the committee.

Mr.Binod C.Maharana, Partner of M/S. S.Ramanand Aiyar & Co., Chartered Accountants, Statutory Auditors, attended the Audit Committee Meeting held on 18th May 2017 as Special Invitee.

4. NOMINATION AND REMUNERATION COMMITTEE

The company has constituted a Nomination and Remuneration Committee on 27th April 2005 and following are the members in the committee as on 31.03.2018:

Mr. Jayesh Talpade	...	Chairman
Mr. K. Chandramouli	...	Wholetime Director
Mr. N.R. Divate	...	Wholetime Director
Mr. Tanveer Shaikh	...	Independent Director

One meetings of Nomination and Remuneration Committee were held on 30th October 2017 during the year 2017-2018 and all the above four members of the committee have attended the meeting.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The company has a Stakeholder Relationship Committee, consisting of the following members as on 31.03.2018:

Mr. Jayesh Talpade	...	Chairman
Mr. K. Chandramouli	...	Wholetime Director
Mr. N.R. Divate	...	Wholetime Director
Mr. Tanveer Shaikh	...	Independent Director
Mrs. Megha J. Vazkar	...	Non Executive Director

The Committee oversees and approves transfer/transmission of equity shares and debentures. The Committee also oversees complaints received from investors for appropriate redressal. The minutes of the Committee meetings are placed at the Board Meetings from time to time. All valid shares transfers received during the year have been acted upon.

Complaint Status: 01.04.2017 to 31.03.2018

Number of Equity Shareholders / Debenture holders / Preference Shareholders complaints pending as on 01.04.2017}	:	Nil
Number of complaints received during the year	:	36
Number of complaints solved during the year	:	36
Number of complaints pending as on 31.03.2018	:	Nil

Four meetings were held during the year 2017-2018. (18th May, 2017, 21st July, 2017, 30th October 2017 and 16th January 2018). The attendance for the said meetings is as follows:

Name of the Director	Category	Attendance Particulars
Mr. Jayesh Talpade	Chairman	4
Mr. K. Chandramouli	Wholetime Director	4
Mr. N.R. Divate	Wholetime Director	4
Mr. Tanveer Shaikh	Independent Director	4
Mrs. Megha J. Vazkar	Non Executive Director	4

6. RISK MANAGEMENT COMMITTEE

The company has constituted a Risk Management Committee on 22nd October 2014 and following are the members in the committee as on 31.03.2018:

Mr. K. Chandramouli	...	Chairman
Mr. N.R. Divate	...	Wholetime Director
Mr. Tanveer Shaikh	...	Independent Director

Two meetings of Risk Management Committee were held on 18th May 2017 and 30th October 2017 during the year 2017-2018 and all the above three members of the committee have attended the meeting.

7. DIRECTORS

The present term of following Independent Directors will end in 2018. In case of Mr. Jayesh R. Talpade and Mr. Tanveer Abdul Karim Shaikh it is proposed to extend their term for the period of two consecutive years commencing from ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2020 and in case of Mrs. Megha Jatendra Vazkar it is proposed to appoint her for the period of five consecutive years commencing from ensuing Annual General meeting till the conclusion of the Annual General Meeting to be held in the year 2023. Their brief profiles are as under:

Name of the Director	Mr. Jayesh R. Talpade	Mr. Tanveer Abdul Karim Shaikh	Mrs. Megha Jatendra Vazkar
Date of Birth/ Age	October 16, 1956 / 61 years	June 16, 1976 / 42 years	December 18, 1963 / 54 years
Qualification	BE.MMS	BA PG MBA	BCOM MMS
Date of original appointment	9th September, 2008	22nd May, 2009	22nd October, 2014
Expertise in specific functional areas	Over Twenty Eight years in the field of Management Consulting	Over Nineteen years in the field of Management Consulting	Over Twenty Five years of experience in the field of Corporate Finance and Institutional Broking
No. of Companies in which person holds the directorship including Hybrid Financial Services Limited	Two	Two	Five

8. GENERAL BODY MEETINGS

Date	Venue	Time
23rd July, 2015	All India Plastics Manufacturer's Association, AIPMA House, A-52, Road No.1, M.I.D.C. Andheri (East), Mumbai – 400 093.	11.00 A.M
29th July, 2016	Vishal Hall, Hotel Highway Inn, Sir M.V. Road, (Andheri- Kurla Road), Near Andheri Railway Station, Andheri (East), Mumbai – 400 093.	11.00 A.M
21st July, 2017	Vishal Hall, Hotel Highway Inn, Sir M.V. Road, (Andheri- Kurla Road), Near Andheri Railway Station, Andheri (East), Mumbai – 400 093.	11.00 A.M

9. SUBSIDIARY COMPANY:

The company has appointed Mr. Jayesh Talpade as a Director of the holding company in the board of the subsidiary company with effect from 22nd January 2009 in compliance with the Listing Agreement. The audit committee of the listed holding company also reviews the financial statement of the unlisted subsidiary company and also other matters connected thereto.

During the year ended 31st March 2006, the company had entered into contract for rendering services to the subsidiary up to Rs. 60 Lakhs per annum plus taxes as per the terms mutually agreed and codified through an agreement entered in this respect. However, in view of the rising costs and enhanced services, this limit was raised up to Rs.84 Lakhs for the financial year 2016-2017 onwards. In view of the additional compliances and other requirements this amount is now proposed to be raised upto Rs. 96 Lakhs for the Financial Year 2018-2019 onwards. These services consist of seconding employee to the subsidiary and attending to the taxation, treasury, accounting and other operations of the subsidiary. These services are provided at a fair and market related price. In addition to the contractual payment, expenses incurred including engagement of Professionals and other Services are paid separately.

10. DISCLOSURES

- The details of related party transactions are given in Point No. 9 of Note No. 2.18, the notes on Financial Statements.
- The company's shares were suspended from trading by The National Stock Exchange of India Limited (NSE) since September 2001 and BSE Limited since December 2002 on account of failure of the company to redress the complaints of investors relating to redemption of public issue of non-convertible debentures.

The Company has made an application to BSE for removal of suspension and relisting of the shares under the new name on 30th August 2011. The matter is being pursued.

The change of name of Company is not yet effected by BSE although the application has been made in the year 2009 and also the requisite fees have been paid.

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The company made an appeal in Securities Appellate Tribunal on 21st April 2017 against BSE for Non-Revocation of Suspension and Listing of New Shares Pursuant to Capital Reduction and against NSDL for not allotting new ISIN subsequent to Capital reduction.

The Company has not made payment of Listing Fee to Bombay Stock Exchange Limited (BSE) or any other Exchanges for the year 2017-2018.

The Company's ISIN remains suspended as new ISIN subsequent to Name Change and Reduction of Capital is not yet allotted. The Company has also not paid the charges of NSDL and CDSL.

The company has not paid the listing fees to Bombay Stock Exchange Limited (BSE) for the years 2012-2013, 2013-14, 2014-2015, 2015-2016 and 2016-2017.

The Company has received a notice from NSE for payment of outstanding listing fees of Rs. 29,13,009/- (inclusive of interest of Rs.13,27,857/-). The Company has not accepted the said liability.

The Shareholders of the Company in the Annual General Meeting held on 29th December 2003 have approved the voluntary delisting of the Company's share from The National Stock Exchange of India Limited (NSE), Delhi Stock Exchange Association Limited, and The Stock Exchange, Ahmedabad. The Company is presently deemed to be listed only in BSE Limited.

The Company shall endeavor to complete the process of Revocation of suspension and Listing of the Shares during the Financial Year 2018-2019, subject to satisfactory resolution on the fees and other issues connected with the same.

11 WHOLETIME DIRECTORS CERTIFICATION:

The Wholetime Directors of the company have certified to the Board that:

- a) They have reviewed the Financial Statements as on 31st March 2018 and the Cash Flow Statement for the year ended 31st March 2018 and that to the best of their knowledge and belief:
 - * These statements do not contain any material untrue statement or omit any material fact or contain statement that might be misleading.
 - * These statements in their opinion present true and fair view of the company's affairs and are in compliance with the existing accounting standards applicable laws and regulations.
- b) There are to the best of their knowledge and belief, no transactions that have been entered into by the company during the year which are fraudulent or illegal or violative of the Company's code of conduct
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company, pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which they are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i). There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii). There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements; and
 - iii). They are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

12 MEANS OF COMMUNICATION

- a) Half-yearly Report sent to each household of shareholders : No
- b) Quarterly Results : Quarterly Results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per the requirements of the Listing Agreement, which enables the Exchanges to put the same in their websites.
 - * In which newspapers normally published in : Navshakti and The Free Press Journal
 - * Websites where displayed : www.hybridfinance.co.in
 - * Whether it also displays official news releases and presentations made to institutional investors/analysis. : No
- c) Whether Management Discussions and Analysis is a part of the Annual Report : Yes

13. GENERAL SHAREHOLDER INFORMATION

13.1 Annual General Meeting

Date, Time & Venue : Friday, 27th July 2018 at 11 A.M. at Vishal Hall, Hotel Highway Inn, Sir.M.V.Road, (Andheri-Kurla Road), Near Andheri Railway Station, Andheri (East), Mumbai – 400 069.

13.2 Financial Calendar (2018-2019) (tentative)

: Quarterly Results:
Quarter Ending June 30, 2018 : Last week of July 2018
Quarter Ending September 30, 2018 : Last week of October 2018
Quarter Ending December 31, 2018 : Last week of January 2019
Quarter Ending March 31, 2019 : Last week of May 2019

13.3 Book Closure date(s) : Monday, 23rd July 2018 to Friday, 27th July 2018 (both days inclusive).

13.4 Dividend payment date(s) : Not applicable

13.5 Listing of Equity shares/debentures on Stock Exchanges : BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

The company's shares were originally listed in The National Stock Exchange of India Ltd (NSE), Ahmedabad Stock Exchange Ltd, and Delhi Stock Exchange Association Ltd. The members have approved delisting from these Exchanges in the Annual General Meeting held on 29th December 2003.

The company has paid the listing fees to BSE Limited (BSE) under protest for the financial years from 2004-2005 to 2007-2008 on 17th May 2007, listing fees for 2008-2009 and 2009-2010 on 18th February 2010, listing fee for 2010-2011 on 26th April 2010 and listing fee for the year 2011-2012 on 20th June 2011

BSE is insisting on listing with NSE also as pre-condition and hence the Company has no other option but to pursue the Revocation of Suspension and Listing of the new shares in both BSE and NSE.

13.6 Stock Code

Physical Segment – BSE : 500262
Demat Segment - BSE : INE965B01014. This ISIN remains suspended as new ISIN subsequent to name change and reduction of capital, is not yet allotted

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

13.7 Market Price Data:

The trading of the company's shares has been suspended in the National Stock Exchange of India Limited (NSE) with effect from September 2001 as well as in the BSE Limited (BSE) with effect from December 2002 and accordingly no market price data is available.

13.8 Registrar & Transfer Agents

: M/s. Big Share Services Private Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai-400059
Tel No: 022- 62638200 Fax: 022- 62638299

**13.9 Share & Transfer agents
(for Electronic Transfers)**

: M/s. Big Share Services Private Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai-400059
Tel No: 022- 62638200 Fax: 022- 62638299

13.10 (a) Distribution of Shareholding as on 31st March, 2018

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to – 5000	52,023	99.59	66,70,177	22.66
5001-10000	97	0.18	6,63,629	2.25
10001-20000	64	0.12	8,79,234	2.99
20001-30000	20	0.04	5,11,412	1.74
30001-40000	8	0.02	2,79,746	0.95
40001-50000	4	0.01	1,86,900	0.64
50001-100000	8	0.02	5,63,250	1.91
100001 and above	7	0.02	1,96,81,927	66.86
GRAND TOTAL	52,231	100.00	2,94,36,275	100.00

(b) Category of Shareholding as on 31st March, 2018

Sr. No.	Category	Shareholding	Percentage
1.	Promoters	1,87,62,052	63.74
2.	Financial Institutions, Nationalised Banks and Mutual Funds	2,62,200	0.89
3	Bodies Corporate	4,21,292	1.43
4.	Directors and their relatives	30,600	0.10
5.	Non-Resident Individuals	22,687	0.08
6.	General Public	99,37,444	33.76
	TOTAL	2,94,36,275	100.00

13.11 Dematerialization of shares

The Company has arrangements with NSDL and CDSL for Demat Facility. 77.62% of the total equity shares are held in dematerialized form with NSDL and CDSL as at 31st March 2018

Members can hold shares in electronic forms and trade the same in Depository System. However, they may hold the same in physical form also. However due to the suspension of the old ISIN and pending allotment of the new ISIN due to change in the Company's name and reduction in value & number of shares, the facility of Dematerialisation is not available.

13.12 Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity.

: NIL

13.13 Registered Office and Address for Correspondence

: No.35, A-Wing, Raj Industrial Complex Premises Co-operative Society Limited, Military Road, Marol, Andheri (East), Mumbai-400 059

II. NON-MANDATORY REQUIREMENTS

1. Office of the Chairman of the Board and re-imbursalment of expenses by the Company

There is no office of the Chairman of the Board and no expenses are reimbursed.

2. Remuneration Committee

The Company has a remuneration Committee in place. For details regarding composition and scope of the Remuneration Committee, please refer to Item No. 4 above under the head "Mandatory Requirements"

3. Shareholders' Rights – Furnishing of Quarterly Results

The Company's Quarterly Results are published in the newspapers and also posted on its own website (www.hybridfinance.co.in). Hence Quarterly Results are not sent to the shareholders. However, the Company furnishes the Quarterly Results on receipt of requests from the shareholders.

4. Audit Qualifications

The Company, at present, does not have any audit qualification pertaining to the financial results. The Auditors have given an unmodified opinion.

5. Mechanism for Evaluating Non-Executive Board Members

The Company at present does not have any mechanism for evaluating the performance of Non-Executive Directors by a peer group.

6. Whistle Blower Policy

The Company has implemented Whistle Blower Policy

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DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company.

I confirm that the Company has received from the Senior Management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the employee in the cadre of Wholetime Directors on 31st March 2018

K.CHANDRAMOULI
Wholetime Director and
Company Secretary

Place: Mumbai
Date: 22nd May 2018

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

TO THE MEMBERS OF
HYBRID FINANCIAL SERVICES LIMITED,
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

We have examined the compliance of conditions of Corporate Governance by **Hybrid Financial Services Limited (Formerly known as Mafatlal Finance Company Limited)** for the year ended on 31st March 2018, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations")

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 an 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 Listing Regulations.

We 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 S. RAMANAND AIYAR & CO
Chartered Accountants
Firm Registration No: 000990N

Place: Mumbai
Date: 22nd May 2018

BINOD C. MAHARANA
Partner
Membership No. 056373

INDEPENDENT AUDITORS' REPORT

To,
The Members,
HYBRID FINANCIAL SERVICES LTD (formerly known as MAFATLAL FINANCE COMPANY LIMITED)

Report on the Standalone Ind Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **HYBRID FINANCIAL SERVICES LIMITED** (formerly known as MAFATLAL FINANCE COMPANY LIMITED) ("The Company") which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss and Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors are responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone 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 Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 standalone 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 of Ind AS financial statements 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 mis-statement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view 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 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act (*except to the extent of disclosure required to be made under Ind AS-19 with regard to Group Gratuity Scheme and Leave Encashment*) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at March 31, 2018, its profit, its cash flows and changes in equity 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 Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Companies Act, 2013, we report that:
 - a) we have sought and obtained all the information and explanations subject to Item Nos 4 of Note No. 2.18 regarding non receipt of confirmation of certain bank balances 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 it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013 and
 - 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"; and
 - 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:
 1. Company has disclosed the impact of pending litigations on its financial position in its financial Statements-Refer Note No. 2.18.1 to the financial statement.
 2. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 3. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

FOR S. RAMANAND AIYAR & CO
Chartered Accountants
Firm Registration No: 000990N

BINOD C. MAHARANA
Partner
Membership No. 056373

Place: Mumbai
Date: 22nd May 2018

31ST ANNUAL REPORT 2017-2018

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

[The annexure referred to in our Independent Auditors' Report of even date to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2018, in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of **HYBRID FINANCIAL SERVICES LIMITED** (formerly known as MAFATLAL FINANCE COMPANY LIMITED)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company being in the service sector, clause (ii) of paragraph 3 of the Order, is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties which are covered in the Register to be maintained under Section 189 of the Companies Act 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable to the Company.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act. Therefore, the provisions of clause (vi) of the Order are not applicable to the Company.
- (vii) (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities.
- According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other material statutory dues in arrears, as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, detail of statutory dues which has not been deposited as on 31st March, 2018 on account of dispute is given below:

Name of Statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Sub-Regional Office, Employees' Provident Fund, Vashi	Demand Under Section 7A proceedings	21,06,154/-	2013-2014	The Company had appealed against the order and obtained a favourable decision in its favour from Employee Provident Fund Appellate Tribunal. The Company is unaware of any appeal made by the Department against the same.

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR S. RAMANAND AIYAR & CO
Chartered Accountants
Firm Registration No: 000990N

BINOD C. MAHARANA
Partner
Membership No. 056373

Place: Mumbai
Date: 22nd May 2018

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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 **HYBRID FINANCIAL SERVICES LIMITED** (formerly known as MAFATLAL FINANCE COMPANY LIMITED) ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone 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 ('ICAI'). 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 judgment, 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 authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 31st March 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 S. RAMANAND AIYAR & CO
Chartered Accountants
Firm Registration No: 000990N

BINOD C. MAHARANA
Partner
Membership No. 056373

Place: Mumbai
Date: 22nd May 2018

Balance Sheet as at 31st March 2018

Particulars	Note	31st March 2018 Rs. In 000s	31st March 2017 Rs. In 000s	1st April 2016 Rs. In 000s
A ASSETS				
1 Non Current Assets:				
(a) Property Plant and Equipment	2.01	364	395	426
(b) Financial Assets				
(i) Non Current Investments	2.02	100,437	100,410	100,180
(c) Other Non Current Assets	2.03	7,723	8,857	10,657
Total Non Current Assets		108,524	109,662	111,263
2 Current Assets:				
(a) Financial Assets				
(i) Cash and Bank Balances	2.04	22,422	19,315	17,430
(ii) Other Current Financial Assets	2.05	555	225	263
(b) Other Current Assets	2.06	3,747	2,565	4,323
Total Current Assets		26,724	22,105	22,016
TOTAL ASSETS		135,248	131,767	133,279
B EQUITY AND LIABILITIES				
1 Equity:				
(a) Equity Share Capital	2.07	147,181	147,181	147,181
(b) Other Equity	2.08	(79,637)	(85,209)	(89,031)
Total Equity		67,544	61,972	58,150
2 Non Current Liabilities:				
(a) Borrowings	2.09	21,000	21,000	24,000
(b) Provisions	2.10	33,050	32,811	32,551
(c) Other Non Current Financial Liabilities	2.11	2,126	2,126	2,126
Total Non Current Liabilities		56,176	55,937	58,677
3 Current Liabilities:				
(a) Financial Liabilities				
(i) Other Current Financial Liabilities	2.12	11,276	13,569	16,091
(b) Provisions	2.13	252	289	361
Total Current Liabilities		11,528	13,858	16,452
TOTAL EQUITY AND LIABILITIES		135,248	131,767	133,279

Significant Accounting Policies

1

Notes forming part of the financial statements

2

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

For and on behalf of the Board

N. R. DIVATE
Wholtime Director
DIN - 00304616

JAYESH R. TALPADE
Director
DIN - 02403271

BINOD C. MAHARANA
Partner
M.No. 056373

K.CHANDRAMOULI
Wholtime Director
and Company Secretary
DIN - 00036297

TANVEER SHAIKH
Director
DIN - 02657790

MEGHA J. VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Mumbai, Dated : 22nd May 2018

Statement of Profit and Loss for the Year Ended 31st March 2018

Particulars	Note	Year Ended 31st March 2018 Rs. in 000s	Year Ended 31st March 2017 Rs. in 000s
INCOME			
(a) Revenue from operations			
Service Charges		8,541	7,339
		8,541	7,339
(b) Other Income	2.14	8,785	10,106
1 Total Income		17,326	17,445
EXPENSES:			
(a) Employee Benefit Expenses	2.15	5,416	5,433
(b) Depreciation and Amortisation Expenses	2.01	31	31
(c) Finance Cost	2.16	270	410
(d) Other Expenses	2.17	6,064	7,791
2 Total Expenses		11,781	13,665
3 Profit before Exceptional Items and Tax		5,545	3,780
4 Exceptional items		-	-
5 Profit before Tax from Continuing Operations		5,545	3,780
6 Income Tax Expense:		-	-
7 Profit for the year		5,545	3,780
8 Other Comprehensive Income (OCI)			
Remeasurement of Gains / (Losses) on Non Current Investments		27	42
9 Total Comprehensive Income for the period		5,572	3,822
10 Earning Per Share (Equity Share of Rs. 5/- Each)			
Basic and Diluted (without considering OCI)		0.19	0.13
Significant Accounting Policies	1		
Notes forming part of the financial statements	2		

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No. : 000990N

BINOD C. MAHARANA
Partner
M.No. 056373

For and on behalf of the Board

N. R. DIVATE
Wholetime Director
DIN - 00304616

JAYESH R.TALPADE
Director
DIN - 02403271

K.CHANDRAMOULI
Wholetime Director
and Company Secretary
DIN - 00036297

TANVEER SHAIKH
Director
DIN - 02657790

MEGHA J.VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Mumbai, Dated : 22nd May 2018

31ST ANNUAL REPORT 2017-2018

Cash Flow Statement For The Year Ended 31st March, 2018

	2017-2018 Rs. in 000s	2016-2017 Rs. in 000s
A. Cash Flow from Operating Activities		
Net Profit Before Tax	5,545	3,780
Adjustment for :		
Sundry Credit Balances Written Back	(1)	(69)
Provision for Doubtful Debts Written Back	(1,763)	(3,478)
Depreciation	31	31
Interest / Dividend on Investments	(1,346)	(1,337)
Provisions for Leave Encashment	260	260
Financial Cost	270	410
	<u>(2,549)</u>	<u>(4,183)</u>
Operating Profit / (Loss) before Working Capital Changes	2,996	(403)
Changes in Working Capital		
Adjustments for (Increase) / Decrease in operating assets		
Other Non Current Assets	2	-
Other Current Assets	581	5,236
Adjustments for Increase / (Decrease) in operating liabilities		
Other Current Financial Liabilities	708	547
	<u>1,291</u>	<u>5,783</u>
Cash Generated From Operations	1,291	5,783
Direct Taxes Received (Net)	1,111	1,800
Net Cash From Operating Activities (A)	5,398	7,180
B. Cash Flow from Investing Activities		
Purchase of investments	-	(188)
Interest/Dividend Received	1,016	1,375
	<u>1,016</u>	<u>1,187</u>
Net Cash From Investing Activities (B)	1,016	1,187
C. Cash Flow from Financing Activities		
Financial Costs	(18)	(121)
Redemption of Preference Shares	(3,000)	(6,000)
Dividend Paid on Preference Shares	(240)	(300)
Dividend Distribution Tax on above	(49)	(61)
	<u>(3,307)</u>	<u>(6,482)</u>
Net Cash Used In Financing Activities (C)	(3,307)	(6,482)
Net Increase in Cash and Cash Equivalents (A+B+C)	3,107	1,885
Cash and Cash Equivalents as at the commencement of the year	19,315	17,430
Cash and Cash Equivalents as at the end of the year	22,422	19,315
Net Increase as Disclosed above	3,107	1,885
(See Notes below)		

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	2017-2018 Rs. in 000s	2016-2017 Rs. in 000s
1 Cash and cash equivalents include :		
Cash on hand	1	1
Bank Balances	22,421	19,314
Total	22,422	19,315

2 All figures in brackets are outflows.

3 Previous years figures have been regrouped wherever necessary to confirm to this year's classification.

As per our attached report of even date
For S. RAMANAND AIYAR & Co
 Chartered Accountants
 Firm Registration No.: 000990N

BINOD C. MAHARANA
 Partner
 M.No. 056373

Mumbai, Dated: 22nd May 2018

For and on behalf of Board of Directors

N. R. DIVATE
 Wholetime Director
 DIN - 00304616

JAYESH R. TALPADE
 Director
 DIN - 02403271

K. CHANDRAMOULI
 Wholetime Director and
 Company Secretary
 DIN - 00036297

TANVEER SHAIKH
 Director
 DIN - 02657790

MEGHA J. VAZKAR
 Director
 DIN - 00179162

VINAY KULKARNI
 Chief Financial Officer

Mumbai, Dated: 22nd May 2018

Statement of Changes in Equity for the year ended 31.03.2018

a Equity Share Capital

Particulars	No. of Shares	Rs. in 000s
Balance as at 01.04.2016	29,436,275	147,181
Add: Shares issued during the year	-	-
Balance as at 31.03.2017	29,436,275	147,181
Add: Shares issued during the year	-	-
Balance as at 31.03.2018	29,436,275	147,181

b Other Equity

Rs. in 000s

Particulars	Other Equity			Total
	Retained Earnings	Capital Redemption Reserve Account	Other Comprehensive Income	
Balance as at 1st April 2016	(102,938)	13,907	-	(89,031)
Capital Redemption Reserve Account for Redemption of 3,00,000 1% Redeemable Cumulative Preference Shares of Rs. 10/- each	-	3,000	-	3,000
Addition During the year:				
Transfer to retained earnings	3,780	-	42	3,822
Capital Redemption Reserve Account for Redemption of Preference Shares	(3,000)	-	-	(3,000)
Balance as at 31st March 2017	(102,158)	16,907	42	(85,209)
Capital Redemption Reserve Account for Redemption 1% Redeemable Cumulative Preference Shares of Rs. 10/- each	-	-	-	-
Addition During the year:				
Transfer to retained earnings	5,545	-	27	5,572
Balance as at 31st March 2018	(96,613)	16,907	69	(79,637)

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

For and on behalf of the Board

N. R. DIVATE
Wholtime Director
DIN - 00304616

JAYESH R.TALPADE
Director
DIN - 02403271

TANVEER SHAIKH
Director
DIN - 02657790

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K.CHANDRAMOULI
Wholtime Director
and Company Secretary
DIN - 00036297

MEGHA J.VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Mumbai, Dated : 22nd May 2018

Note No. 1

SIGNIFICANT ACCOUNTING POLICIES

I) CORPORATE INFORMATION

The Company's main business activities are Management Consulting, providing Debt Recovery Advise, Consultancy in Financial, Secretarial, Commercial, Legal, Direct and Indirect Taxation, Other Levies, Statistical, Accountancy and Other Fields. The Company is having Registered Office / Head Quarter in Mumbai. The Company presently has no branches.

II) SIGNIFICANT ACCOUNTING POLICIES:

a. BASIS OF PREPARATION:

The financial statements have been prepared in accordance with Indian Accounting Standards (hereafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards (Ind AS)) Rules, 2015 and other relevant provisions of the Act.

These financial statements are for the year ended 31st March 2018 are the first financials with comparatives prepared under Ind AS. For all previous periods including the year ended 31st March 2017, the company had prepared its financial statement in accordance with accounting standard notified under the Companies (Accounting Standard) Rule 2006 (as amended) and other relevant provision of the Act (hereinafter referred to as the 'Previous GAAP') used for the statutory reporting requirement of India.

The financial statements have been prepared on accrual and going concern basis. The accounting polies are applied consistently to all period presented in the financial statements, including the preparation of the opening Ind AS balance sheet as at 1st April 2016 being the date of transition to Ind AS.

The financial statements up to year ended 31st March 2017 were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

b. USE OF ESTIMATES

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

c. OPERATING CYCLE FOR CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current /non-current classification.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

d. PROPERTY, PLANT AND EQUIPMENT (INCLUDING CAPITAL WORK-IN-PROGRESS)

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

e. DEPRECIATION/AMORTISATION ON FIXED ASSETS

Depreciation on Fixed Assets is provided on straight-line method in accordance with life of assets specified in Part C of Schedule

II to the Companies Act, 2013 as per details given below:

Sl.No.	Nature of Assets	Estimated useful life in years
1	Building	60
2	Computers - Servers	6
3	Computers – End user devices	3
4	Furniture and Fixtures	10
5	Motor Vehicles	8
6	Office Equipments	5

AMORTISATION

Expenses incurred on Computer Software are amortised on straight line basis over a period of three years.

ASSETS ACQUIRED IN SATISFACTION OF CLAIMS

Assets acquired in satisfaction of claim has been accounted at fair value of the assets acquired and is marked down by a subsequent reduction in the Net Realisable Value, if any.

f. IMPAIRMENT OF NON FINANCIAL ASSETS

Non- financial assets other than inventories and non-current assets held for sale are reviewed at each balance sheet date to determine whether there is any indication. If any such indication exists or when annual impairment testing for an asset required, the company estimates the asset's recoverable amount. The recoverable amount is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flow that is largely independent of those from other assets or group of assets.

When the carrying amount of an assets or CGU exceeds its recoverable amount, the assets are considered impaired and is written down to its recoverable amount.

g. STOCK IN TRADE / SECURITIES FOR SALE

Stock in trade is valued at weighted average cost or net realisable value whichever is lower.

h. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, balances in current accounts with scheduled banks and bank deposits.

i. REVENUE RECOGNITION

Revenue is recognized when there is reasonable certainty of its ultimate realization / collection. Revenue is net of service tax where recovered.

(i) Income from Operations

Brokerage income is recognized on transactions on which "Settlements" are completed during the year. In case of Income from Marketing of Financial Products the same are accounted on cash basis.

(ii) Profits on Sale of Investments

Profit on Sale of Investments is accounted reckoning the average cost of the investments.

(iii) Other Income

Other Income is accounted on accrual basis except Dividend Income, Interest on Government Bonds and Interest on Income Tax Refunds which are accounted on cash basis.

j. BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

k. RETIREMENT BENEFITS

The Company has dissolved the Provident Fund Trust and is in the process of closure of the same as there are no employees left other than the two Wholetime Directors and Chief Financial Officer. The Company's Superannuation Fund and Gratuity Fund are administered through Life Insurance Corporation of India and are recognised by the Income Tax Department. Company's contribution to Superannuation Fund for the year is charged against revenue. The Company has not contributed to Gratuity Fund for the Wholetime Directors and Chief Financial Officer, as in Company's view the number of employees were below the statutory minimum as required and hence not applicable.

l. LEAVE ENCASHMENT

Provision is made for Leave Encashment on the basis of actual leave to the credit of the employee.

m. TAXES ON INCOME

Current Tax is determined as per Law. Deferred Tax Asset and Liability are measured using the tax rates that have been enacted or substantively enacted at the Balance Sheet date.

n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized 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 but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

o. LEASED ASSETS

Rentals in respect of assets taken on operating lease by the company are expensed with reference to the lease and other considerations.

p. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement:

Subsequent measurement is determined with reference to the classification of the respective financial assets and the contractual cash flow characteristic of the financial assets, the company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss.

Financial Assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial Assets at fair value through other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL

Debt instruments included within the FVTOCI category are measured at fair value with all changes recognized in profit and loss. However currently the company does not have any financial instrument in this category.

Equity Investment

All equity investments in scope of Ind AS 109 are measured at fair value except unquoted equity investments including investment in subsidiary which are stated at cost. Equity instruments which are held for trading are classified as at FVTPL. For other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. The company makes such election on an instrument by instruments basis. The Classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, all fair value changes on the instrument, excluding dividends are recognized in other comprehensive income. There is no recycling of the amount from other comprehensive income to profit and loss even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

● **Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at fair value.

● **Financial Guarantee Contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

● **De-recognition of Financial Liabilities**

Financial Liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

● **Offsetting Financial Instruments**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis; to realise the assets and settle the liabilities simultaneously.

q. FAIR VALUE MEASUREMENT

The Company measures financial assets and financial liability at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation Techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation and other relevant documents.

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NOTES FORMING PART OF FINANCIAL STATEMENTS

2.01 Property, Plant and Equipment

Rs. in 000s

Particulars	Building	Furnitures & Fixtures	Computer Equipments	Office Equipments	Total
Deemed cost as at 1st April, 2016	521	35	329	181	1,066
Additions during the year	-	-	-	-	-
Deletions during the year	-	-	-	-	-
As at 31st March 2017	521	35	329	181	1,066
Additions during the year	-	-	-	-	-
Deletions during the year	-	-	-	-	-
As at 31st March 2018	521	35	329	181	1,066
Depreciation and impairment					
As at 1st April 2016	176	17	285	162	640
Depreciation charge for the year	8	4	14	5	31
Deletions during the year	-	-	-	-	-
As at 31st March 2017	184	21	299	167	671
Depreciation charge for the year	8	4	14	5	31
Deletions during the year	-	-	-	-	-
As at 31st March 2018	192	25	313	172	702
Net book value					
As at 31st March 2018	329	10	16	9	364
As at 31st March 2017	337	14	30	14	395
As at 1st April 2016	345	18	44	19	426

2.02 Non Current Investments

Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
IN FULLY PAID EQUITY SHARES OF SUBSIDIARY COMPANIES			
1,00,00,000 Shares of Rs.10 each in Maximus Securities Limited	100,000	100,000	100,000
SUB TOTAL (A)	100,000	100,000	100,000
IN FULLY PAID EQUITY SHARES - QUOTED			
112 (Previous Year 75) (Bonus received during the year 37) Shares of Rs.2 each in Larsen & Toubro Limited	147	118	-
28 Shares of Rs.10 each in Ultratech Cement Limited	110	112	-
SUB TOTAL (B)	257	230	-
IN FULLY PAID EQUITY SHARES - UNQUOTED WITH ASSOCIATE COMPANIES			
24,500 shares of Rs.10 each in Hybrid Systems Limited	245	245	245
	245	245	245
Less: Provision for Diminution in Value	245	245	245
SUB TOTAL (C)	-	-	-
WITH OTHERS			
16,000 shares of Rs.10 each in AB Corp Ltd.	1,280	1,280	1,280
3,00,000 shares of Rs.10 each in Leisure Hotel Ltd.	3,000	3,000	3,000
	4,280	4,280	4,280
Less: Provision for Diminution in Value	4,120	4,120	4,120
SUB TOTAL (D)	160	160	160
IN FULLY PAID PREFERENCE SHARES			
52,255 shares of Rs.10 each in Pasupati Fabrics Ltd.	523	523	523
Less: Provision for Diminution in Value	523	523	523
SUB TOTAL (E)	-	-	-
OTHERS			
333 shares of Rs.30 each in Bombay Mercantile Co-operative Bank Ltd.	10	10	10
1,000 shares of Rs.10 each in Saraswat Co-operative Bank Ltd.	10	10	10
SUB TOTAL (E)	20	20	20
TOTAL [A + B + C + D + E]	100,437	100,410	100,180

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
2.03 Other Non current Assets			
Advance payment of Income Tax and Tax Deducted at Source	1,280	2,412	4,212
Sub Total (A)	1,280	2,412	4,212
Deposit with others			
(i) Considered Good	466	468	468
(ii) Considered Doubtful	8,000	8,000	8,000
	8,466	8,468	8,468
Less : Provision for Doubtful Deposit	8,000	8,000	8,000
Sub Total (B)	466	468	468
Assets acquired in satisfaction of claims [Refer Note No. 2.18.5]	5,977	5,977	5,977
Sub Total (C)	5,977	5,977	5,977
Total	7,723	8,857	10,657
2.04 Cash and bank balances			
Cash-in-Hand			
Cash Balance	1	1	1
Sub Total (A)	1	1	1
Balances With Banks In Current Accounts [Refer Note No. 2.18.4]	1,838	3,886	926
	1,838	3,886	926
Bank Deposits			
Fixed Deposits for Bank Overdraft	9,361	8,906	8,402
Fixed Deposits Others	11,222	6,522	8,101
Sub Total (B)	22,421	19,314	17,429
Note: There are no Bank Deposits which carries a maturity period beyond 12 Months as on 31st March 2018			
Total	22,422	19,315	17,430
2.05 Other Current Financial Assets			
Interest Accrued on Bank Deposits	555	225	263
Total	555	225	263
2.06 Other Current Assets			
Loans and Advances to related parties Loans to Subsidiary Company - Unsecured Considered Good	1,878	952	1,509
Other Related Parties - Unsecured			
(i) Considered Good	-	-	1
(ii) Considered Doubtful	704	2,467	5,945
	704	2,467	5,946
Less : Provision for Doubtful Advances	704	2,467	5,945
	-	-	1
Advances recoverable in cash or in kind or for value to be received - Unsecured Considered Good	1,869	1,613	2,813
Total	3,747	2,565	4,323

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Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
2.07 Equity Share Capital			
AUTHORISED CAPITAL			
7,00,00,000 Equity shares of Rs.5/- each	350,000	350,000	350,000
	<u>350,000</u>	<u>350,000</u>	<u>350,000</u>
ISSUED , SUBSCRIBED & PAID UP CAPITAL			
2,94,36,275 Equity Shares of Rs.5/- each fully paid	147,181	147,181	147,181
Total	<u>147,181</u>	<u>147,181</u>	<u>147,181</u>

Movements in Share Capital

Equity shares

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	Number	Rs. in 000s	Number	Rs. in 000s	Number	Rs. in 000s
Number of shares at the beginning of the year	29,436,275	147,181	29,436,275	147,181	29,436,275	147,181
Add: Shares issued during the year	-	-	-	-	-	-
Number of shares at the end of the year	29,436,275	147,181	29,436,275	147,181	29,436,275	147,181

Terms/Rights attached to Equity shares

The company has one class of share referred to as equity shares having a par value of Rs.5/- . Each holder of equity shares is entitled to one vote per share and dividend per share as may be declared/proposed by the Board of Directors.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5 percent equity shares in the Company:

Name of the Shareholders	31st March 2018		31st March 2017		1st April 2016	
	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding
Mr. Nandakishore R. Divate - Promoter	9,383,995	31.88	9,383,995	31.88	9,383,995	31.88
Mr. K.Chandramouli - Promoter	9,378,057	31.86	9,378,057	31.86	9,378,057	31.86
Total	18,762,052	63.74	18,762,052	63.74	18,762,052	63.74

Note:

Promoters of the Company are holding 63.74 % (Previous Year 63.74%) of the total Equity Share Capital of the Company and there are no other Share Holders holding more than 5% of the Equity Share Capital of the Company.

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
2.08 Other Equity			
Capital Redemption Reserve Account	16,907	13,907	7,907
Add:			
Capital Redemption Reserve Account for redemption of 1% Redeemable Cumulative Preference Share	-	3,000	6,000
Total (A)	16,907	16,907	13,907
Surplus / (Deficit) as per Statement of Profit & Loss:			
Opening Balance	(102,158)	(102,938)	(103,686)
Add: Profit for the year	5,545	3,780	6,748
	(96,613)	(99,158)	(96,938)
Less:			
Capital Redemption Reserve Account	-	3,000	6,000
Total (B)	(96,613)	(102,158)	(102,938)
Other Comprehensive Income As per Last Balance Sheet	42	-	-
Add: Movement in OCI (Net) during the year	27	42	-
Total (C)	69	42	-
Total	(79,637)	(85,209)	(89,031)
2.09 Borrowings			
21,00,000 1% Redeemable Cumulative Preference Shares of Rs.10/- each fully paid	21,000	21,000	24,000
Total	21,000	21,000	24,000
2.10 Provisions			
Provision for Employee Benefits :			
Leave Encashment	5,050	4,790	4,530
Provision For Taxation	-	21	21
Provision for Contingencies [Refer Note.2.18.1]	28,000	28,000	28,000
Total	33,050	32,811	32,551
2.11 Other Non Current Financial Liabilities			
Unsecured :			
Security Deposits from lessees and others etc. [Refer Note No.2.18.3]	126	126	126
Rent Deposit Received	2,000	2,000	2,000
Total	2,126	2,126	2,126
2.12 Other Current Financial Liabilities			
Redeemable Preference Shares Payable	3,600	6,600	9,600
Unclaimed Dividend on Preference Shares	29	29	29
Related Parties for Services Provided	5,653	5,398	5,220
Statutory Dues Payable :			
Tax Deducted at Source	147	191	128
Profession Tax	1	1	-
Goods and Service Tax	161	-	-
Other Payables :			
Auditor's Remuneration	90	103	90
Outstanding Expenses Payable	1,515	1,247	779
Others	80	-	245
Total	11,276	13,569	16,091
2.13 Provisions			
Short Term Provisionn :			
For Proposed Dividend on Preference Shares	210	240	300
For Dividend Distribution Tax on Proposed Dividend on Preference Shares	42	49	61
Total	252	289	361

Particulars	Year Ended 31st March 2018 Rs. in 000s	Year Ended 31st March 2017 Rs. in 000s
2.14 Other income		
Interest Income :		
Interest on Deposits with Banks	1,344	1,335
Interest on Income Tax Refund	852	380
Interest Others	1	-
Dividend Income from Long Term Investments	2	2
Other non-operating income :		
Rent Received	2,598	3,000
Credit Balances no longer payable written back	1	69
Provision for Doubtful Debts/Advances written Back	1,763	3,478
Others	2,224	1,842
Total	8,785	10,106
2.15 Employee Benefit Expenses		
Salaries & Other Allowances	3,631	3,600
Contribution to Superannuation Fund	979	992
Leave Encashment	260	260
Reimbursement of Salaries	546	581
Total	5,416	5,433
2.16 Finance Cost		
Bank Charges and Commission	7	5
Interest on Bank Overdraft	11	116
Dividend on Redeemable Preference Shares including Dividend Distribution Tax	252	289
Total	270	410
2.17 Other Expenses		
Advertisement & Business Promotion Expenses	963	876
Audit Fees and Other Services	158	148
Conveyance Expenses	33	38
Custodial and Corporate Action Fees	142	142
Insurance	12	10
Listing Fees	250	200
Motor Car Expenses	195	185
Postage and Courier Expenses	287	245
Printing and Stationery	432	420
Professional Fees & Service Charges	2,438	4,404
Rates and Taxes	13	9
Rent and Office Premises Compensation	144	144
Office Maintenance Expenses	29	7
Shared Service Expenses	123	132
Telephone Expenses	42	69
Travelling Expenses	21	32
Miscellaneous Expenses	782	730
Total	6,064	7,791

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2.18 NOTES ON FINANCIAL STATEMENTS

1. Contingent Liabilities:

Sl.No.	Particulars	Current Year (Rs.)	Previous Year (Rs.)	Current Status
1	Interest Tax	21,07,307/-	21,07,307/-	Under Appeal by Income Tax Department in High Court
2	Labour Court, Civil Court and Consumer Forums	29,51,064/-	29,51,064/-	Under Appeal before the Respective Authorities
3	Foreign Exchange Management Act	5,60,00,000/-	5,60,00,000/-	Under Appeal before the Appellate Tribunal for Foreign Exchange, New Delhi. The Company has now provided Rs.2,80,00,000/- out of abundant caution being 50% of the net liability as Contingency Provision.
4	Sub-Regional Office, Employees' Provident Fund, Vashi	21,06,154/-	21,06,154/-	The Company had appealed against the order and obtained a favourable decision in its favour from Employee Provident Fund Appellate Tribunal. The Company is unaware of any appeal made by the Department against the same.
5	Listing Fees payable to The Nation Stock Exchange of India Limited (NSE)	29,13,009/-	24,42,468/-	The Company has contested the same and does not consider it as a liability.
6	BSE Limited	30,00,000/-	-	In the event of Listing of the Shares after revocation of suspension, the Company may be compelled to pay the Reinstatement Fees.
7	Disputed Income Tax Demands	8,14,51,511/-	8,14,51,511/-	The Company has obtained a favourable order from ITAT Mumbai. However, as the Company is not aware of any appeal made by the Income Tax Department, the same is shown as Contingent Liability

Other than the above Contingent Liabilities, the Company receive notices of claims from various Courts in India which are not to its knowledge. These amounts are presently unascertainable.

2. Payment to Auditors :

	Current Year Rs. in 000s	Previous Year Rs. in 000s
Statutory Audit Fee	75	75
Tax Audit Fees	25	25
Limited Review and Other Certification Work	55	45
Out of Pocket Expenses	3	3
Total	158	148

3. Scheme of Compromise and Arrangements

The Company has since made all the payments due as per the sanctioned scheme except Security Depositors who have not yet claimed.

4. Non Confirmations and Reconciliations of Banks

In respect of Current Accounts with banks amounting to Rs. 6,67,612/- (net) [Previous Year Rs.6,67,612/- (net)] which includes book debit balance of Rs. 8,37,243/- and book credit balance of Rs. 1,69,631/-, statements of account were not being received; including from 2000-2001 in some cases.

- During the year 2004-2005 the company has accounted for the immovable properties acquired in satisfaction of claims valued at Rs.59,76,429/-. Though the company is in possession of the property, completion of documentation is pending.
- The company's Debtors are fully written off as most of them have been suit filed or not traceable. In the past the Company had circulated confirmation letters to debtors/advances. As most of these companies' latest addresses are not available, the Company has not sent any confirmation letters this year. The Company has not circularised confirmations for Sundry Creditor Balances.
- The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.
- The Company is in possession of 3,00,000 shares of Sunanda Capital Services Limited. Pending for transfer of these shares in the name of the Company, the same is not taken as investments in the books.
- As required by Accounting Standard - 18 issued by The Institute of Chartered Accountants of India, Related Party Disclosures are as follows:

A. Subsidiary Company

Maximus Securities Limited

B. Associate Companies

Garron Shares and Stock Brokers Private Limited
Garron Trading Company Private Limited
Hybrid Systems Limited
Hybrid Services and Trading Limited
(Formerly known as Sunanda Service and Trading Limited)

C. Key Management Personnel

Mr. N. R. Divate
Mr. K.Chandramouli

Transactions with Related Parties:

Particulars	Subsidiary Company		Associate Companies		Key Management Personnel	
	2017-18 Rs.	2016-17 Rs.	2017-18 Rs.	2016-17 Rs.	2017-18 Rs.	2016-17 Rs.
(a) Outstanding Receivables	18,78,560	9,52,265	7,03,788	24,67,388	-	-
(b) Provision made as on date for doubtful debts	Nil	Nil	7,03,788	24,67,388	-	-
(c) Rent Deposit taken	20,00,000	20,00,000	-	-	-	-
(d) Outstanding Payable	-	-	56,53,437	53,98,607	-	-
(e) Investment in Subsidiary	10,00,00,000	10,00,00,000	-	-	-	-
(f) Rental Income	24,00,000	30,00,000	-	-	-	-
(g) Rent Paid	-	-	1,44,000	1,44,000	-	-
(h) Service Charges charged to them	84,00,000	72,00,000	-	-	-	-
(i) Service Charges charged by them	Nil	Nil	24,27,923	41,80,903	-	-
(j) Other Expenses Charged to them	21,69,644	9,60,250	Nil	Nil	-	-
(k) Other Expenses Charged by them	2,115	1,465	Nil	Nil	-	-
(l) Managerial Remuneration	-	-	-	-	48,69,790	48,29,475

10. The Company has complied with AS-22 "Accounting for taxes on Income", issued by the Institute of Chartered Accountants of India; accordingly, the opening deferred tax asset and as well as for the year has not been accounted on the grounds of prudence.
11. The company has taken Office premises on Operating Lease and Lease Rent amounting to Rs. 1,44,000/- (Previous Year Rs. 1,44,000/-) was paid during the year has been debited to Statement of Profit and Loss. The future minimum lease payment is as under:

	2017-2018 Rs.	2016-2017 Rs.
Not later than 1 year	1,44,000	1,44,000
Later than 1 year and Not later than 5 years	Nil	Nil
Later than 5 years	Nil	Nil
Total	1,44,000	1,44,000

12. Earning Per Share:

	Current Year (Rs. In 000s)	Previous Year (Rs. in 000s)
I) Basic Earning Per Share		
Profit for the year as per Statement of Profit & Loss (Excluding OCI)	55,45	37,80
Weighted average number of Equity Shares of Rs.5 each outstanding during the year.	2,94,36,275	2,94,36,275
Basic Earning Per Share (Rupees)	0.19	0.13
II) Diluted Earning Per Share		
Profit for the year as per Statement of Profit & Loss (Excluding OCI)	55,45	37,80
Add: Interest forgone on account of Potential Equity shares	-	-
	55,45	37,80
Weighted average number of Equity Shares of Rs.5 each outstanding during the year.	2,94,36,275	2,94,36,275
Add: Shares issuable under Loan Contract upon default of payment of principal and interest	-	-
Total Weighted average number of Equity Shares.	2,94,36,275	2,94,36,275
Diluted Earning Per Share	0.19	0.13
Nominal Value of Shares (Rupees)	5.00	5.00

13. Comparative financial information (i.e. the amounts and other disclosures for the previous year presented above as corresponding figures), is included as an integral part of the current year's Financial Statements and is to be read in relation to the amounts and other disclosures relating to the current year. Figures of the previous year have been reworked, regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year.

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial Risk Factors

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

The Company has financial assets which are at fixed interest rates and is therefore not exposed to the risks associated with the effects of fluctuation in interest rates.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As the company does not deal in forex transaction, there is not foreign risk.

Credit Risk

Credit Risk represents the potential loss that the Company would incur if counter parties fail to perform pursuant to the terms of their obligations to the Company. The Company limits its credit risk by carrying out transactions. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The Company's main credit risk concentration as on 31st March 2018 is negligible.

There is no risk in terms of Bank Balances, since the counterparty is a reputable bank with high quality external credit ratings.

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Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. The table below illustrates the aged analysis of the Company's financial liabilities.

Rs in 000s

	On Demand	Less than 1 Year	1 to 5 Years	Total
As at 31st March 2018				
Borrowings	-	-	21000	21000
Trade Payables	-	-	-	-
Other Payables	-	11276	-	11276
As at 31st March 2017				
Borrowings	-	-	21000	21000
Trade Payables	-	-	-	-
Other Payables	-	13569	-	13569
As at 1st April 2016				
Borrowings	-	-	24000	24000
Trade Payables	-	-	-	-
Other payables	-	-	16090	16090

Fair value measurement

The carrying value and fair value of financial instruments by categories as of March 31, 2018, March 31, 2017 and April 1, 2016 were as follows

Rs. In 000s

Particulars	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Carrying value	Fair Value	Carrying value	Fair Value	Carrying value	Fair Value
Financial Assets						
Non-Current Investment	100369	100437	100369	100410	100180	100180
Other Non Current Assets	7723	7723	8857	8857	10657	10657
Trade Receivable	-	-	-	-	-	-
Cash and Bank	22422	22422	19315	19315	17430	17430
Other Current Financial Assets	555	555	225	225	263	263
Financial Liabilities						
Non-Current Borrowings	21000	21000	21000	21000	24000	24000
Other-Non Current Financial Liabilities	2126	2126	2126	2126	2126	2126
Other Current Financial Liabilities	11276	11276	13569	13569	16091	16091

15. First-time adoption of Ind AS

The Company has adopted Ind AS with effect from 1 April 2016 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1 April 2016 and all the periods presented have been restated accordingly

A. Exemptions availed on first time adoption of Ind AS 101

On first time adoption of Ind AS Ind AS 101 allows certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following exemptions:

- Under Ind AS 109 at initial recognition of a financial asset an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets as 'fair value through other comprehensive income' on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly the Company has designated its investments in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.
- The Company has opted to continue with the carrying values measured under the previous GAAP and use that carrying value as the deemed cost for investment in subsidiaries associates and joint ventures on the date of transition to Ind AS.
- Fair value measurement of financial assets or liabilities at initial recognition: The Company has not applied the provision of Ind AS 109 Financial Instruments upon the initial recognition of the financial instruments where there is no active market.
- Designation of previously recognised financial instruments: The Company does not have any financial assets or liabilities as of the transition dates which were required to be designated and which met the required criteria given in Ind AS 101 as a financial asset or financial liability at FVPL

B. Exceptions

The following mandatory exceptions have been applied in accordance with Ind AS 101 in preparing the financial statements:

a) Estimates

The estimates as at 1 April 2016 and 31 March 2017 are consistent with those made for the same dates in accordance with previous GAAP (after adjustment to reflect and differences if any in accounting policies) apart from the following items where the application of previous GAAP did not require estimation:

- * Impairment of financial assets based on the expected credit loss model;
- * and Investments in equity instruments carried as FVPL or FVOCI.
- * The estimates used by the Company to present

The amounts in accordance with the Ind AS reflect conditions that existed at the date on transition to Ind AS.

b) Derecognition of financial assets

The Company has elected to apply the derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

c) Classification and movement of financial assets and liabilities

The Company has classified the financial assets and liabilities in accordance with Ind AS 109 on the basis of facts and circumstances that existed at the date on transition to Ind AS.

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

C. Reconciliation under Ind AS 101

Reconciliation of equity as previously reported under previous GAAP to Ind AS (Transition Date i.e. 01.04.2016)

Amount in Rs.in 000s

Particular	Regrouped pervious GAAP (31.03.2016)	Ind AS adjustment	Ind AS
Non Current Assets			
(a) Property Plant and Equipment	427	-	427
(b) Financial Assets			
(i) Non Current Investments	100180	-	100180
(c) Other Non Current Assets	10656	-	10656
Total Non Current Assets	111263	-	111263
Current Assets			
(a) Financial Assets			
(i) Cash and bank balances	17430	-	17430
(ii) Other Current Financial Assets	263	-	263
(b) Other current assets	4323	-	4323
Total Current Assets	22016	-	22016
TOTAL ASSETS	133279	-	133279
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	147181	-	147181
(b) Other Equity	(89030)	-	(89030)
Total Equity	58151	-	58151
Non Current Liabilities			
(a) Borrowings	24000	-	24000
(b) Provisions	32551	-	32551
(c) Other Non-Current Financial Liabilities	2126	-	2126
Total Non Current Liabilities	58677	-	58677
Current Liabilities			
(a) Financial Liabilities			
(i). Other Current Financial Liabilities	16090	-	16090
(b) Provisions	361	-	361
Total Current Liabilities	16451	-	16451
TOTAL EQUITY AND LIABILITIES	133279	-	133279

Reconciliation of statement of profit and loss for the year ended 31.03.2016 (Transition Date i.e. 01.04.2016)

Amount in Rs.in 000s

Particular	Regrouped pervious GAAP	Ind AS adjustment	Ind AS
INCOME			
(a) Revenue from operations			
Service Charges	6090	-	6090
(b) Other income	15938	-	15938
Total Income	22028	-	22028
EXPENSES:			
(a) Employee benefit expenses	5020	-	5020
(b) Depreciation and amortisation expenses	43	-	43
(c) Finance Cost	522	-	522
(d) Other expenses	8382	-	8382
(e) Bad Debts Written Off	952	-	952
Total Expenses	14919	-	14919
Profit before Exceptional Items and Tax	7109	-	7109
Income Tax Expense:	Nil	-	Nil
Profit for the year	7109	-	7109
Other Comprehensive Income	-	-	-
-Re-Measurement of fair value of non-current investment	-	-	-
Total Comprehensive Income for the period	7109	-	7109

16. Figures have been rounded off to the nearest rupee and expressed in thousands.

Signatures to Notes 1 and 2

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

BINOD C. MAHARANA
Partner
M.No. 056373

For and on behalf of the Board

N. R. DIVATE
Wholetime Director
DIN - 00304616

JAYESH R.TALPADE
Director
DIN - 02403271

K.CHANDRAMOULI
Wholetime Director
and Company Secretary
DIN - 00036297

TANVEER SHAIKH
Director
DIN - 02657790

MEGHA J.VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai Dated: 22nd May 2018

Mumbai Dated: 22nd May 2018

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To,
The Members,
HYBRID FINANCIAL SERVICES LIMITED (formerly known as MAFATLAL FINANCE COMPANY LIMITED)

Report on the Consolidated Ind Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **HYBRID FINANCIAL SERVICES LIMITED** (formerly known as MAFATLAL FINANCE COMPANY LIMITED) (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors are responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act (except to the extent of disclosure required to be made under Ind AS-19 with regard to Group Gratuity Scheme and Leave Encashment) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at March 31, 2018, its profit, its cash flows and changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Companies Act, 2013, we report that:
 - a) We have sought and obtained all the information and explanations subject to Item Nos 3 of Note No 2.22) regarding non receipt of confirmation of certain balances which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statement.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies 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 A"; and
 - 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:
 1. Company has disclosed the impact of pending litigations on its financial position in its financial statement Refer note No. 2.22.1 to the financial statement.
 2. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 3. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

FOR S. RAMANAND AIYAR & CO
Chartered Accountants
Firm Registration No: 000990N

BINOD C. MAHARANA
Partner
Membership No. 056373

Place: Mumbai
Date: 22th May 2018

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting of **HYBRID FINANCIAL SERVICES LIMITED** (formerly known as MAFATLAL FINANCE COMPANY LIMITED) (hereafter referred to as "Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of directors of the Holding Company, its subsidiary company which are companies incorporated in India, are 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 ('ICAI'). 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 judgment, 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 authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 Holding 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 31st March 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 S. RAMANAND AIYAR & CO
Chartered Accountants
Firm Registration No: 000990N

Place: Mumbai
Date: 22nd May 2018

BINOD C. MAHARANA
Partner
Membership No. 056373

31ST ANNUAL REPORT 2017-2018
Consolidated Balance Sheet as at 31st March 2018

Particulars	Note	As at	As at	As at
		31st March 2018	31st March 2017	1st April 2016
		Rs. in 000s	Rs. in 000s	Rs. in 000s
A ASSETS				
1 Non Current Assets:				
(a) Property Plant and Equipment	2.01	12,100	12,827	13,698
(b) Other Intangible Assets	2.01	325	128	9
(c) Financial Assets				
(i) Non Current Investments	2.02	161,061	127,218	81,726
(d) Other Non Current Assets	2.03	23,424	25,100	25,991
Total Non Current Assets		196,910	165,273	121,424
2 Current Assets:				
(a) Financial Assets				
(i) Trade Receivables	2.05	4,080	3,434	3,236
(ii) Cash and Bank Balances	2.06	125,300	121,100	113,390
(iii) Other Current Financial Assets	2.07	2,230	1,354	5,496
(b) Other Current Assets	2.08	1,726	1,571	1,834
Total Current Assets		133,336	127,459	123,956
TOTAL ASSETS		330,246	292,732	245,380
B EQUITY AND LIABILITIES				
1 Equity:				
(a) Equity Share Capital	2.09	147,181	147,181	147,181
(b) Other Equity	2.10	101,750	60,306	2,489
Total Equity		248,931	207,487	149,670
2 Non Current Liabilities:				
(a) Borrowings	2.11	21,000	21,000	24,000
(b) Provisions	2.12	34,761	35,117	33,371
(c) Defferred Tax Liability (net)	2.04	901	809	625
(d) Other Non Current Financial Liabilities	2.13	5,562	8,129	10,594
Total Non Current Liabilities		62,224	65,055	68,590
3 Current Liabilities:				
(a) Financial Liabilities				
(i) Borrowings	2.14	417	570	3,969
(ii) Trade Payables	2.15	4,623	4,214	5,268
(iii) Other Current Financial Liabilities	2.16	13,798	15,117	17,522
(b) Provisions	2.17	253	289	361
Total Current Liabilities		19,091	20,190	27,120
TOTAL EQUITY AND LIABILITIES		330,246	292,732	245,380

Significant Accounting Policies 1
Notes forming part of the financial statements 2

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

For and on behalf of the Board

N. R. DIVATE
Wholtime Director
DIN - 00304616

JAYESH R. TALPADE
Director
DIN - 02403271

BINOD C. MAHARANA
Partner
M.No. 056373

K.CHANDRAMOULI
Wholtime Director
and Company Secretary
DIN - 00036297

TANVEER SHAIKH
Director
DIN - 02657790

MEGHA J. VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Mumbai, Dated : 22nd May 2018

Consolidated Statement of Profit and Loss for the Year Ended 31st March 2018

Particulars	Note	Year Ended 31st March 2018 Rs. in 000s	Year Ended 31st March 2017 Rs. in 000s
INCOME			
(a) Revenue from operations			
Service Charges		141	139
Brokerage Income		23,551	20,206
Income from Depository Services		1,738	3,522
Financial Products Marketing Fees		495	487
		<u>25,925</u>	<u>24,354</u>
(b) Other Income	2.18	21,787	25,377
1 Total Income		<u><u>47,712</u></u>	<u><u>49,731</u></u>
EXPENSES:			
(a) Employee Benefit Expenses	2.19	15,712	15,628
(b) Depreciation and Amortisation Expenses	2.01	1,129	1,137
(c) Finance Cost	2.20	351	612
(d) Other Expenses	2.21	15,301	15,723
2 Total Expenses		<u><u>32,493</u></u>	<u><u>33,100</u></u>
3 Profit before Exceptional Items and Tax		15,219	16,631
4 Exceptional items		-	-
5 Profit before Tax from Continuing Operations		<u>15,219</u>	<u>16,631</u>
6 Income Tax Expense:			
(a) Current tax		2,615	2,680
(b) MAT Credit Entitlement (Net)		-	(58)
(c) Deferred tax		92	184
(d) Excess / Short provision for earlier years		551	-
		<u>3,258</u>	<u>2,806</u>
7 Profit for the year		11,961	13,825
8 Other Comprehensive Income (OCI)			
Remeasurement of Gains / (Losses) on Non Current Investments		29,483	43,992
9 Total Comprehensive Income for the period		<u><u>41,444</u></u>	<u><u>57,817</u></u>
10 Earning Per Share (Equity Share of Rs. 5/- Each)			
Basic and Diluted (without considering OCI)		0.41	0.47

Significant Accounting Policies 1
Notes forming part of the financial statements 2

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

For and on behalf of the Board

N. R. DIVATE
Wholtime Director
DIN - 00304616

JAYESH R. TALPADE
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DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Mumbai, Dated : 22nd May 2018

31ST ANNUAL REPORT 2017-2018
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	2017-2018 Rs. in 000s	2016-2017 Rs. in 000s
A. Cash Flow from Operating Activities		
Net Profit before Tax	15,219	16,631
Adjustment for :		
Sundry Credit Balances Written Back	(2,550)	(2,734)
Provision for Doubtful Debts Written Back	(1,763)	(3,478)
Depreciation	1,129	1,137
Loss / (Profit) on Sale of Investments	1,292	(3,055)
Interest / Dividend on Investments	(10,276)	(10,006)
Provision for Gratuity	45	49
Provisions for Leave Encashment	300	304
Provisions & Write offs	137	-
Financial Cost	335	600
Operating Profit / (Loss) before Working Capital Changes	(11,351)	(17,183)
Changes in Working Capital	3,868	(552)
Adjustments for (Increase) / Decrease in operating assets		
Trade Receivables	(783)	(198)
Other Non Current Assets	498	(909)
Other Current Assets	1,592	3,737
Adjustments for Increase / (Decrease) in operating liabilities		
Trade Payables	409	(1,054)
Other Non Current Financial Liabilities	(55)	46
Other Current Financial Liabilities	1,697	818
Long Term Provisiosn	(160)	(202)
Cash Generated From Operations	3,198	2,238
Direct Taxes (Paid) / Received (Net)	(2,507)	773
Net Cash From Operating Activities (A)	4,559	2,459
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(599)	(385)
Purchase of Investments	(9,277)	(3,076)
Sale of Investments	3,625	4,631
Interest/Dividend Received	9,416	14,152
Net Cash From Investing Activities (B)	3,165	15,322
C. Cash Flow from Financing Activities		
Short Term Borrowings	(153)	(3,399)
Financial Costs	(82)	(311)
Redemption of Preference Shares	(3,000)	(6,000)
Dividend Paid on Preference Shares	(240)	(300)
Dividend Distribution Tax on above	(49)	(61)
Net Cash Used In Financing Activities (C)	(3,524)	(10,071)
Net Increase in Cash and Cash Equivalents (A+B+C)	4,200	7,710
Cash and Cash Equivalents as at the commencement of the year	121,100	113,390
Cash and Cash Equivalents as at the end of the year	125,300	121,100
Net Increase as disclosed above (See Notes below)	4,200	7,710

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	2017-2018 Rs. in 000s	2016-2017 Rs. in 000s
1 Cash and cash equivalents include :		
Cash on hand	22	14
Bank Balances	125,278	121,086
Total	125,300	121,100
2 Bank Balances include Fixed Deposit Pledged with Banks and Exchanges of Subsidiary Company amounting to Rs. 76,600 ('000) [Previous Year Rs. 76,600 ('000)]		
3 All figures in brackets are outflows.		
4 Previous years figures have been regrouped wherever necessary to confirm to this year's classification.		

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

BINOD C. MAHARANA
Partner
M.No. 056373

Mumbai, Dated : 22nd May 2018

For and on behalf of the Board

N. R. DIVATE
Wholetime Director
DIN - 00304616

JAYESH R. TALPADE
Director
DIN - 02403271

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Director
DIN - 02657790

MEGHA J. VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Consolidated Statement of Changes in Equity for the year ended 31.03.2018

a Equity Share Capital

Particulars	No. of Shares	Rs. in 000s
Balance as at 01.04.2016	29,436,275	147,181
Add: Shares issued during the year	-	-
Balance as at 31.03.2017	29,436,275	147,181
Add: Shares issued during the year	-	-
Balance as at 31.03.2018	29,436,275	147,181

b Other Equity

Rs.in 000s

Particulars	Other Equity			Total
	Retained Earnings	Capital Redemption Reserve Account	Other Comprehensive Income	
Balance as at 1st April 2016	(37,701)	13,907	26,283	2,489
Capital Redemption Reserve Account for Redemption of 3,00,000 1% Redeemable Cumulative Preference Shares of Rs. 10/- each	-	3,000	-	3,000
Addition During the year:				
Transfer to retained earnings	13,825	-	43,992	57,817
Capital Redemption Reserve Account for Redemption of Preference Shares	(3,000)	-	-	(3,000)
Balance as at 31st March 2017	(26,876)	16,907	70,275	60,306
Capital Redemption Reserve Account for Redemption 1% Redeemable Cumulative Preference Shares of Rs. 10/- each	-	-	-	-
Addition During the year:				
Transfer to retained earnings	11,961	-	29,483	41,444
Balance as at 31st March 2018	(14,915)	16,907	99,758	101,750

As per our report of even date
For S Ramanand Aiyar & Co
Chartered Accountants
Firm Registration No.: 000990N

For and on behalf of the Board

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Director
DIN - 02657790

K.CHANDRAMOULI
Wholtime Director
and Company Secretary
DIN - 00036297

MEGHA J.VAZKAR
Director
DIN - 00179162

VINAY KULKARNI
Chief Financial Officer

Mumbai, Dated : 22nd May 2018

Mumbai, Dated : 22nd May 2018

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Note No. 1

SIGNIFICANT ACCOUNTING POLICIES

I) CORPORATE INFORMATION

The Company's main business activities are Management Consulting, providing Debt Recovery Advise, Consultancy in Financial, Secretarial, Commercial, Legal, Direct and Indirect Taxation, Other Levies, Statistical, Accountancy and Other Fields. The Company is having Registered Office / Head Quarter in Mumbai. The Company presently has no branches.

The Subsidiary Company's main business activities are Share and Stock Broking, Investment, Depository Participant and Marketing of Financial Products. The Company is having Registered Office / Head Quarter in Mumbai and having Branches at Vadodara and Pune.

II) SIGNIFICANT ACCOUNTING POLICIES:

a. BASIS OF PREPARATION:

The financial statements have been prepared in accordance with Indian Accounting Standards (hereafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standards (Ind AS)) Rules, 2015 and other relevant provisions of the Act.

These financial statements are for the year ended 31st March 2018 are the first financials with comparatives prepared under Ind AS. For all previous periods including the year ended 31st March 2017, the company had prepared its financial statement in accordance with accounting standard notified under the Companies (Accounting Standard) Rule 2006 (as amended) and other relevant provision of the Act (hereinafter referred to as the 'Previous GAAP') used for the statutory reporting requirement of India.

The financial statements have been prepared on accrual and going concern basis. The accounting polices are applied consistently to all period presented in the financial statements, including the preparation of the opening Ind AS balance sheet as at 1st April 2016 being the date of transition to Ind AS.

The financial statements up to year ended 31st March 2017 were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

b. USE OF ESTIMATES

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

c. PRINCIPLES OF CONSOLIDATION:

The consolidated financial statements relate to Hybrid Financial Services Limited (the Company), and it's wholly owned Subsidiary incorporated in India. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiary have been prepared based on a line-by-line consolidation by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transaction.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company's individual financial statements.

d. OPERATING CYCLE FOR CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current /non-current classification.

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

e. PROPERTY, PLANT AND EQUIPMENT (INCLUDING CAPITAL WORK-IN-PROGRESS)

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

f. DEPRECIATION/AMORTISATION ON FIXED ASSETS

Depreciation on Fixed Assets is provided on straight-line method in accordance with life of assets specified in Part C of Schedule II to the Companies Act, 2013 as per details given below:

Sl.No.	Nature of Assets	Estimated useful life in years
1	Building	60
2	Computers - Servers	6
3	Computers – End user devices	3
4	Furniture and Fixtures	10
5	Motor Vehicles	8
6	Office Equipments	5

AMORTISATION

Expenses incurred on Computer Software are amortised on straight line basis over a period of three years.

ASSETS ACQUIRED IN SATISFACTION OF CLAIMS

Assets acquired in satisfaction of claim has been accounted at fair value of the assets acquired and is marked down by a subsequent reduction in the Net Realisable Value, if any.

g. IMPAIRMENT OF NON FINANCIAL ASSETS

Non-financial assets other than inventories and non-current assets held for sale are reviewed at each balance sheet date to determine whether there is any indication. If any such indication exists or when annual impairment testing for an asset required, the company estimates the asset's recoverable amount. The recoverable amount is higher of asset's or cash generating units (CGU) fair value less cost of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flow that is largely independent of those from other assets or group of assets.

When the carrying amount of an assets or CGU exceeds its recoverable amount, the assets are considered impaired and is written down to its recoverable amount.

h. STOCK IN TRADE / SECURITIES FOR SALE

Stock in trade is valued at weighted average cost or net realisable value whichever is lower.

h. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, balances in current accounts with scheduled banks and bank deposits.

i. REVENUE RECOGNITION

Revenue is recognized when there is reasonable certainty of its ultimate realization / collection. Revenue is net of service tax where recovered.

(i) Income from Operations

Brokerage income is recognized on transactions on which "Settlements" are completed during the year. In case of Income from Marketing of Financial Products the same are accounted on cash basis.

(ii) Profits on Sale of Investments

Profit on Sale of Investments is accounted reckoning the average cost of the investments.

(iii) Other Income

Other Income is accounted on accrual basis except Dividend Income and Interest on Government Bonds which are accounted on cash basis.

j. BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

k. RETIREMENT BENEFITS

The Parent Company has dissolved the Provident Fund Trust and is in the process of closure of the same as there are no employees left other than the Wholetime Directors and Chief Financial Officer. The Company's Superannuation Fund and Gratuity Fund are administered through Life Insurance Corporation of India and are recognised by the Income Tax Department. Company's contribution to Superannuation Fund for the year is charged against revenue. The Company has not contributed to Gratuity Fund for the Wholetime Directors and Chief Financial Officer, as the Company is of the opinion that the same is not applicable.

The Subsidiary Company has also dissolved the Provident Fund Trust and is in the process of closure of the same as the number of employees has fallen below the Statutory Minimum. The Company's Super Annuation Fund is covered by the scheme with Life Insurance Corporation of India, are charged to the Profit & Loss A/c. The Company also provides for gratuity on the basis of half month's salary for each completed year of service.

l. LEAVE ENCASHMENT

Provision is made for Leave Encashment on the basis of actual leave to the credit of the employee.

m. TAXES ON INCOME

Current Tax is determined as per Law.

Deferred Tax is calculated at tax rates that have been enacted or substantively enacted at the Balance Sheet date and is recognized on timing differences, being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets subject to the consideration of prudence, are recognized and carried forward only to the extent that there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized 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 but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

o. LEASED ASSETS

Rentals in respect of assets taken on operating lease by the company are expensed with reference to the lease and other considerations.

p. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

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Subsequent Measurement:

Subsequent measurement is determined with reference to the classification of the respective financial assets and the contractual cash flow characteristic of the financial assets, the company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss.

Financial Assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial Assets at fair value through other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. Debt instruments included within the FVTOCI category are measured at fair value with all changes recognized in profit and loss. However currently the company does not have any financial instrument in this category.

Equity Investment

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For other equity instruments, the company decides to classify the same either as at FVTOCI or FVTPL. The company makes such election on an instrument by instruments basis. The Classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, all fair value changes on the instrument, excluding dividends are recognized in other comprehensive income. There is no recycling of the amount from other comprehensive income to profit and loss even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

* **Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at fair value.

* **Financial Guarantee Contracts**

Financial guarantee contracts issued by the Company are those contracts that require

a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

* **De-recognition of Financial Liabilities**

Financial Liabilities are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other gains/(losses).

* **Offsetting Financial Instruments**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis; to realise the assets and settle the liabilities simultaneously.

q. **FAIR VALUE MEASUREMENT**

The Company measures financial assets and financial liability at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation Techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation and other relevant documents.

2.01 Property, Plant and Equipment

Rs. in 000s

Particulars	Property, Plant and Equipment					Total	Other Intangible assets Computer Software
	Building	Vehicles	Furnitures & Fixtures	Computer Equipments	Office Equipments		
Deemed cost as at 1st April, 2016	10,292	5,629	825	1,537	456	18,739	1,804
Additions during the year	-	-	-	100	96	196	189
Deletions during the year	-	-	-	-	56	56	-
As at 31st March 2017	10,292	5,629	825	1,637	496	18,879	1,993
Additions during the year	-	-	39	96	70	205	394
Deletions during the year	-	-	-	-	-	-	-
As at 31st March 2018	10,292	5,629	864	1,733	566	19,084	2,387
Depreciation and impairment							
As at 1st April 2016	962	1,842	469	1,368	400	5,041	1,795
Depreciation charge for the year	162	654	101	76	74	1,067	70
Deletions during the year	-	-	-	-	56	56	-
As at 31st March 2017	1,124	2,496	570	1,444	418	6,052	1,865
Depreciation charge for the year	162	491	141	98	40	932	197
Deletions during the year	-	-	-	-	-	-	-
As at 31st March 2018	1,286	2,987	711	1,542	458	6,984	2,062
Net book value							
As at 31st March 2018	9,006	2,642	153	191	108	12,100	325
As at 31st March 2017	9,168	3,133	255	193	78	12,827	128
As at 1st April 2016	9,330	3,787	356	169	56	13,698	9

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

2.02 Non Current Investments

Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
IN FULLY PAID EQUITY SHARES - QUOTED			
6000 Shares of Rs.1 each In Astral Poly Technik Limited	5,374	3,285	2,517
15000 Shares of Rs.1 each In Ashok Leyland Limited	2,179	1,268	1,628
15000 (Previous Year 10000) (Bonus Received during the period 5000) Shares of Rs.2 each In Bharat Heavy Electricals Limited	1,221	1,631	1,138
5700 Shares of Rs. 2 each in BSE Limited	4,310	5,573	-
600 (Previous Year 410) Shares of Rs.5 each In CERA Sanitaryware Limited	2,067	1,235	754
1000 (Previous Year Nil) Shares of Rs.2 each In Cholamandalam Investment & Finance Company Limited	1,450	-	-
300 Shares of Rs.10 each in Credit Analysis and Research Limited	363	497	280
Nil (Previous Year 15000) Shares of Rs.2 each in EIH Limited	-	1,806	1,573
12000 (Previous Year 100000) Shares of Rs.2 each in EMCO Limited	124	1,953	2,590
100 Shares of Rs.1 each in Exide Industries Limited	22	22	-
1250 Shares of Rs.2 each In GE T&D India Limited	506	413	556
41177 Shares of Rs. 2 each in Gammon Infrastructure Projects Limited	102	168	202
1500 (Previous Year Nil) Shares of Rs.2 each In Graphite India Limited	1,090	-	-
15000 Shares of Rs.1 each in GEOJIT Financial Services Limited	1,370	891	466
400 (Previous Year Nil) Shares of Rs.2 each In HDFC Bank Limited	757	-	-
37500 (Previous Year 30000) Shares of Rs.2 each in Indiabulls Ventures Limited	9,094	1,746	433
800 (Previous Year Nil) Shares of Rs.10 each In IFB Industries Limited	920	-	-
Nil (Previous Year 10000) Shares of Rs.2 each in Jaiprakash Associates Limited	-	138	76
3200 Shares of Rs.1 each in Jindal Steel & Power Limited	702	387	192
32700 (Previous Year 30000) Shares of Rs.1 each in JM Financial Limited	4,210	2,663	1,143
400 (Previous Year Nil) Shares of Rs.10 each in Kaira Can Company Limited	420	342	-
100 Shares of Rs.5 each in Kotak Mahindra Bank Limited	105	87	68
5737 (Previous Year 3825) (Bonus received during the year 1912) Shares of Rs.2 each in Larsen & Toubro Limited	7,526	6,034	4,561
Nil (Previous Year 50000) Shares of Rs.10 each in Rattan India Power Limited	-	408	498
5000 Shares of Rs.10 each in Sastasundar Ventures Limited	555	495	323
1000 Shares of Rs. 2 each in Siemens Limited	1,073	1,258	1,099
1000 (Previous Year Nil) Shares of Rs.1 each in State Bank of India	250	293	-
1000 Shares of Rs.1 each in Sterling Biotech Limited	2	4	4
20000 Shares of Rs.10 each in Supreme Infrastructure India Limited	1,050	1,746	1,948
200 (Previous Year Nil) Shares of Rs.1 each In Tasty Bite Eatables Limited	1,493	-	-
600 (Previous Year Nil) Shares of Rs.1 each In Titan Company Limited	565	-	-
1000 (Previous Year Nil) Shares of Rs.1 each In TVS Motor Limited	617	-	-
28 Shares of Rs.10 each in Ultratech Cement Limited	110	112	-
16800 Shares of Rs.2 each in Vedanta Limited	4,675	4,615	1,510
20000 Shares of Rs.10 each in Viceroy Hotels Limited	247	413	319
3800 (Previous Year 3000) Shares of Rs.1 each in Voltas Limited	2,358	1,236	831
2500 (Previous Year Nil) Shares of Rs.10 each in Voltamp Transformers Limited	2,660	2,629	-
61000 (Previous Year 65000) Shares of Rs.10 each in Whirlpool of India Limited	92,327	74,658	45,643
SUB TOTAL (A)	151,894	118,006	70,352
IN FULLY PAID EQUITY SHARES - UNQUOTED WITH ASSOCIATE COMPANIES			
24,500 shares of Rs.10 each in Hybrid Systems Limited	245	245	245
	245	245	245
Less: Provision for Diminution in Value	245	245	245
SUB TOTAL (B)	-	-	-
WITH OTHERS			
16,000 shares of Rs.10 each in AB Corp Ltd.	1,280	1,280	1,280
5700 Shares of Rs. 2 each in BSE Limited	-	-	2,283
3,00,000 shares of Rs.10 each in Leisure Hotel Ltd.	3,000	3,000	3,000
308167 shares of Rs. 10 each in Phthalocyanines & Chemicals (India) Ltd.	4,630	4,630	4,630
	8,910	8,910	11,193
Less: Provision for Diminution in Value	4,120	4,120	4,120
SUB TOTAL (C)	4,790	4,790	7,073
IN FULLY PAID PREFERENCE SHARES			
52,255 shares of Rs.10 each in Pasupati Fabrics Ltd.	523	523	523
Less: Provision for Diminution in Value	523	523	523
SUB TOTAL (D)	-	-	-
IN FULLY PAID UP GOVERNMENT BONDS (QUOTED)			
8.10 % 300 Bonds in Indian Railway Finance Corporation Limited	346	350	336
8.20% 400 Bonds in National Highways Authority of India	444	450	444
8.20% 500 Bonds in Power Finance Corporation Limited	551	560	547
8.30% 600 Bonds in National Highways Authority of India	707	712	686
8.76% 800 Bonds in Housing and Urban Development Corporation Limited	970	984	954
8.20% to 8.35% 500 Bonds in Housing and Urban Development Corporation Limited	571	573	554
8.00% to 8.15 % 700 Bonds in Indian Railway Finance Corporation Limited	768	773	760
SUB TOTAL (E)	4,357	4,402	4,281
OTHERS			
333 shares of Rs.30 each in Bombay Mercantile Co-operative Bank Ltd.	10	10	10
1,000 shares of Rs.10 each in Saraswat Co-operative Bank Ltd.	10	10	10
SUB TOTAL (F)	20	20	20
TOTAL [A + B + C + D + E + F]	161,061	127,218	81,726

Previous Year figures in terms of quantity indicated within brackets represents the stock position as on 31st March 2017

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Particulars	As at	As at	As at
	31st March 2018	31st March 2017	1st April 2016
	Rs. in 000s	Rs. in 000s	Rs. in 000s
2.03 Other Non current Assets			
Advance payment of Income Tax and Tax Deducted at Source	4,332	5,510	7,310
Sub Total (A)	4,332	5,510	7,310
Deposit with others			
(i) Considered Good	13,115	13,613	12,704
(ii) Considered Doubtful	8,000	8,000	8,000
	21,115	21,613	20,704
Less: Provision for Doubtful Deposit	8,000	8,000	8,000
Sub Total (B)	13,115	13,613	12,704
Assets acquired in satisfaction of claims [Refer Note No. 2.22.4]	5,977	5,977	5,977
Sub Total (C)	5,977	5,977	5,977
Total	23,424	25,100	25,991
2.04 Deferred tax Assets / Liabilities (Net)			
Deferred Tax Liabilities			
Timing Difference on account of Provision for Gratuity, Leave Encashment and Doubtful Debts.	89	64	31
Timing Difference on account of Accumulated Depreciation of Fixed Assets	812	745	594
Total	901	809	625
2.05 Trade receivables			
Unsecured, Considered Good :			
Trade Receivables	4,080	3,434	3,236
Total	4,080	3,434	3,236
2.06 Cash and bank balances			
Cash-in-Hand			
Cash Balance	22	14	5
Sub Total (A)	22	14	5
Balances With Banks			
In Current Accounts [Refer Note No.2.22.3]	8,407	9,370	6,789
	8,407	9,370	6,789
Bank Deposits			
Bank Deposits with more than 12 months Maturity [Refer Note No.2.22.7]	73,788	59,588	68,788
Other Bank Deposits [Refer Note No.2.22.7]	43,083	52,128	37,808
Sub Total (B)	125,278	121,086	113,385
Total	125,300	121,100	113,390

Movements in Share Capital

Equity shares

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	Number	Rs. in 000s	Number	Rs. in 000s	Number	Rs. in 000s
Number of shares at the beginning of the year	29,436,275	147,181	29,436,275	147,181	29,436,275	147,181
Add: Shares issued during the year	-	-	-	-	-	-
Number of shares at the end of the year	29,436,275	147,181	29,436,275	147,181	29,436,275	147,181

Terms/Rights attached to Equity shares

The company has one class of share referred to as equity shares having a par value of Rs.5/-. Each holder of equity shares is entitled to one vote per share and dividend per share as may be declared/proposed by the Board of Directors.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5 percent equity shares in the Company:

Name of the Shareholders	31st March 2018		31st March 2017		1st April 2016	
	No of shares	% of holding	No of shares	% of holding	No of shares	% of holding
Mr. Nandakishore R. Divate - Promoter	9,383,995	31.88	9,383,995	31.88	9,383,995	31.88
Mr. K.Chandramouli - Promoter	9,378,057	31.86	9,378,057	31.86	9,378,057	31.86
Total	18,762,052	63.74	18,762,052	63.74	18,762,052	63.74

Note:

Promoters of the Company are holding 63.74 % (Previous Year 63.74%) of the total Equity Share Capital of the Company and there are no other Share Holders holding more than 5% of the Equity Share Capital of the Company.

Particulars	As at	As at	As at
	31st March 2018	31st March 2017	1st April 2016
	Rs. in 000s	Rs. in 000s	Rs. in 000s
2.07 Other Current Financial Assets			
Interest Accrued on Bank Deposits	2,205	1,345	5,491
Sub Total (A)	2,205	1,345	5,491
Inventories - Stock in Trade:			
IN FULLY PAID UP EQUITY SHARES (QUOTED) (At Cost or Net Realisable Value whichever is lower)			
40 Shares of Rs.10 each in Agri-Tech India Limited	1	1	1
44 Shares of Rs. 10 each in Nath Bio-Genes (India) Limited	1	1	1
116 Shares of Rs.10 each in Nath Seeds Limited	2	2	2
10 Shares of Rs.10 each in NEPC Agro Foods Limited	1	1	1
45 Shares of Rs.10 each in Oswal Agro Mills Limited	1	1	1
200 Shares of Rs.10 each in Roofit Industries Limited	33	33	33
15 Shares of Rs. 10 each in S & S Power Switchgear Limited	1	1	1
	40	40	40
Less: Fall in Market Value	15	31	35
Sub Total (B)	25	9	5
Total	2,230	1,354	5,496
2.08 Other Current Assets			
Loans to Related Parties - Unsecured			
(i) Considered Good	-	-	1
(ii) Considered Doubtful	704	2,467	5,945
	704	2,467	5,946
Less : Provision for Doubtful Advances	704	2,467	5,945
	-	-	1
Prepaid Expenses (Unsecured, Considered Good)	1,092	920	1,023
Advances recoverable in cash or in kind or for value to be received - Unsecured Considered Good	634	651	810
Total	1,726	1,571	1,834
2.09 Equity Share Capital			
AUTHORISED CAPITAL			
7,00,00,000 Equity shares of Rs.5/- each	350,000	350,000	350,000
	350,000	350,000	350,000
ISSUED , SUBSCRIBED & PAID UP CAPITAL			
2,94,36,275 Equity Shares of Rs.5/- each fully paid	147,181	147,181	147,181
Total	147,181	147,181	147,181

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Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
2.10 Other Equity			
Capital Redemption Reserve Account	16,907	13,907	7,907
Add: Capital Redemption Reserve Account for redemption of 1% Redeemable Cumulative Preference Share	-	3,000	6,000
Total (A)	16,907	16,907	13,907
Surplus / (Deficit) as per Statement of Profit & Loss:			
Opening Balance	(26,876)	(37,701)	(41,587)
Add: Profit for the year	11,961	13,825	9,886
	(14,915)	(23,876)	(31,701)
Less: Capital Redemption Reserve Account	-	3,000	6,000
Total (B)	(14,915)	(26,876)	(37,701)
Other Comprehensive Income As per Last Balance Sheet	70,275	26,283	-
Add: Movement in OCI (Net) during the year	29,483	43,992	26,283
Total (C)	99,758	70,275	26,283
Total	101,750	60,306	2,489
2.11 Borrowings			
21,00,000 1% Redeemable Cumulative Preference Shares of Rs.10/- each fully paid	21,000	21,000	24,000
Total	21,000	21,000	24,000
2.12 Provisions			
Provision for Employee Benefits :			
Gratuity	319	316	267
Leave Encashment	5,307	5,147	5,045
	5,626	5,463	5,312
Provision For Taxation	1,135	1,654	59
Provision for Contingencies [Refer Note. 2.22.1]	28,000	28,000	28,000
Total	34,761	35,117	33,371
2.13 Other Non Current Financial Liabilities			
Unsecured :			
Client Deposits towards Margin	5,436	5,491	5,445
Security Deposits from lessees and others etc. [Refer Note No.2.22.2]	126	126	126
Others	-	2,512	5,023
Total	5,562	8,129	10,594
2.14 Borrowings			
Loans repayable on demand			
Secured			
From Banks - Overdraft (Secured against Pledge of Fixed Deposits)	417	570	3,969
Total	417	570	3,969
2.15 Trade payables			
Total Outstanding of			
- Micro, Small and Medium Enterprises (MSME) (Refer Note No.2.22.6)	-	-	-
- Other than MSME	4,623	4,214	5,268
Total	4,623	4,214	5,268
2.16 Other Current Financial Liabilities			
Redeemable Preference Shares Payable	3,600	6,600	9,600
Unclaimed Dividend on Preference Shares	29	29	29
Client Deposits towards Margin - Future and Options	966	228	195
Related Parties for Services Provided	5,767	5,513	5,220
Statutory Dues Payables:			
Tax Deducted at Source	345	394	211
Profession Tax	2	2	1
Goods and Service Tax	201	-	-
Service Tax	-	-	7
Swachh Bharat Cess	-	-	1
Security Transaction Tax	1	-	-
Other Payables			
Auditor's Remuneration	247	261	247
Client Dividend Payable	248	184	277
Rent Deposit Received	306	51	306
Outstanding Expenses Payable	2,001	1,797	1,171
Others	85	58	257
Total	13,798	15,117	17,522

Particulars	As at 31st March 2018 Rs. in 000s	As at 31st March 2017 Rs. in 000s	As at 1st April 2016 Rs. in 000s
2.17 Provisions			
Short Term Provisions :			
For Proposed Dividend on Preference Shares	210	240	300
For Dividend Distribution Tax on Proposed Dividend on Preference Shares	43	49	61
Total	253	289	361
Particulars	Year Ended 31st March 2018 Rs. in 000s	Year Ended 31st March 2017 Rs. in 000s	
2.18 Other income			
Interest Income :			
Interest on Deposits with Banks (Gross)	8,956	9,703	
Interest on Government Bonds	313	313	
Interest on Income Tax Refund	852	380	
Interest Others	167	289	
Dividend Income :			
Long Term Investments	1,320	303	
Current Investments	1	1	
Other non-operating income :			
Rent Received	723	255	
Profit on Sale of Investments (Net)	-	3,055	
Credit Balances no longer payable written back	2,550	2,734	
Bad Debts Written Off in Earlier Years Recovered	4,814	3,609	
Provision for Doubtful Debts/Advances written Back	1,763	3,478	
Income from Trading in Shares	224	16	
Others	104	1,241	
Total	21,787	25,377	
2.19 Employee Benefit Expenses			
Salaries & Other Allowances	9,075	9,028	
Contribution to Superannuation Fund	1,093	1,106	
Gratuity	46	49	
Leave Encashment	309	304	
Staff Welfare Expenses	471	417	
Reimbursement of Salaries	4,718	4,724	
Total	15,712	15,628	
2.20 Finance Cost			
Bank Charges and Commission	16	12	
Interest on Bank Overdraft	83	311	
Dividend on Redeemable Preference Shares including Dividend Distribution Tax	252	289	
Total	351	612	
2.21 Other Expenses			
Advertisement & Business			
Promotion Expenses	1,036	925	
Audit Fees and Other Services	371	381	
Clearing House Expenses	158	132	
Computer Maintenance Expenses	173	164	
Custodial and Corporate Action Fees	142	142	
Electricity Expenses	334	344	
Expenses on Depository Services	316	378	
Insurance	470	421	
Listing Fees	250	200	
Membership and Subscription	187	187	
Motor Car Expenses	490	497	
Postage and Courier Expenses	377	351	
Printing and Stationery	656	661	
Professional Fees & Service Charges	3,123	5,438	
Rates and Taxes	27	9	
Rent and Office Premises Compensation	282	279	
Office Maintenance Expenses	305	272	
SEBI Registration and Turnover Fees	233	243	
Shared Service Expenses	1,097	1,130	
Stamp Duty Charges	1,025	654	
Telephone Expenses	712	761	
Transaction Charges	440	247	
Travelling & Conveyance Expenses	685	740	
Loss on Sale of Investments (Net)	1,292	-	
Bad Debts Written Off	137	-	
Miscellaneous Expenses	983	1,167	
Total	15,301	15,723	

2.22 NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

1. Contingent Liabilities:

Sl.No.	Particulars	Current Year (Rs.)	Previous Year (Rs.)	Current Status
1	Interest Tax	21,07,307/-	21,07,307/-	Under Appeal by Income Tax Department in High Court
2	Labour Court, Civil Court and Consumer Forums	29,51,064/-	29,51,064/-	Under Appeal before the Respective Authorities
3	Foreign Exchange Management Act	5,60,00,000/-	5,60,00,000/-	Under Appeal before the Appellate Tribunal for Foreign Exchange, New Delhi. The Company has now provided Rs.2,80,00,000/- out of abundant caution being 50% of the net liability as Contingency Provision.
4	Sub-Regional Office, Employees' Provident Fund, Vashi	21,06,154/-	21,06,154/-	The Company had appealed against the order and obtained a favourable decision in its favour from Employee Provident Fund Appellate Tribunal. The Company is unaware of any appeal made by the Department against the same.
5	Listing Fees payable to The Nation Stock Exchange of India Limited (NSE)	29,13,009/-	24,42,468/-	The Company has contested the same and does not consider it as a liability.
6	BSE Limited	30,00,000/-	-	In the event of Listing of the Shares after revocation of suspension, the Company may be compelled to pay the Reinstatement Fees.
7	Disputed Income Tax Demands	8,14,51,511/-	8,14,51,511/-	The Company has obtained a favourable order from ITAT Mumbai. However, as the Company is not aware of any appeal made by the Income Tax Department, the same is shown as Contingent Liability

Other than the above Contingent Liabilities, the Company receive notices of claims from various Courts in India which are not to its knowledge. These amounts are presently unascertainable.

Contingent Liability - Subsidiary Company

During the year 2013-2014 the Subsidiary Company had decided to write back Rs.1,25,57,780/- laying unclaimed since long under Long Term Liabilities in five years in equal installment of Rs.25,11,556/- each year. The Company is contingently liable for the total write back of Rs. 1,25,57,780/- (including that of Rs.1,00,46,224/- written back in the previous years) till 31st March 2018.

2. Scheme of Compromise and Arrangements

The Company has since made all the payments due as per the sanctioned scheme except Security Depositors who have not yet claimed.

3. Non Confirmations and Reconciliations of Banks

In respect of Current Accounts with banks amounting to Rs. 6,67,612/- (net) [Previous Year Rs.6,67,612/- (net)] which includes book debit balance of Rs. 8,37,243/- and book credit balance of Rs. 1,69,631/-, statements of account were not being received; including from 2000-2001 in some cases.

4. During the year 2004-2005 the company has accounted for the immovable properties acquired in satisfaction of claims valued at Rs.59,76,429/-. Though the company is in possession of the property, completion of documentation is pending.

5. The company's Debtors are fully written off as most of them have been suit filed or not traceable. In the past the Company had circulated confirmation letters to debtors/advances. As most of these companies' latest addresses are not available, the Company has not sent any confirmation letters this year. The Company has not circularised confirmations for Sundry Creditor Balances.

6. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

7. Fixed Deposit with Bank of Rs.7,66,00,000/- (Previous year Rs.7,66,00,000/-) is pledged by subsidiary company for overdraft facility, base capital and guarantees given to National Securities Clearing Corporation Ltd. / BSE Limited.

8. The Subsidiary Company is holding some securities not claimed by the clients having market value of Rs. 78,07,7444/- (Previous Year Rs.56,74,104/-) in the company's beneficiary depository account. The reconciliation of this beneficiary account is complete till 31st March 2018 and the company has sent letters as well as further reminders to all the identified clients for their confirmations prior to effecting transfer of these securities to their account.

9. The Company is in possession of 3,00,000 shares of Sunanda Capital Services Limited. Pending for transfer of these shares in the name of the Company, the same is not taken as investments in the books.

10. As required by Accounting Standard - 18 issued by The Institute of Chartered Accountants of India, Related Party Disclosures are as follows:

A. Subsidiary Company

Maximus Securities Limited

B. Associate Companies

Garron Shares and Stock Brokers Private Limited

Garron Trading Company Private Limited

Hybrid Systems Limited

Hybrid Services and Trading Limited

(Formerly known as Sunanda Service and Trading Limited)

C. Key Management Personnel

Mr. N. R. Divate

Mr. K.Chandramouli

Mrs. Megha J.Vazkar and

Mr. K.Suryanarayanan

Transactions with Related Parties:

	Particulars	Associate Companies		Key Management Personnel	
		2017-18 Rs.	2016-17 Rs.	2017-18 Rs.	2016-17 Rs.
(a)	Outstanding Receivables	7,03,788	24,67,388	-	-
(b)	Provision made as on date for doubtful debts	7,03,788	24,67,388	-	-
(c)	Outstanding Payable	78,23,081	55,13,297	-	-
(d)	Rent Paid	1,44,000	1,44,000	-	-
(e)	Service Charges charged by them	73,63,387	91,08,236	-	-
(f)	Other Expenses Charged by them	Nil	96,690	-	-
(g)	Managerial Remuneration	-	-	67,89,473	68,06,179

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11. Consolidated Segment Information for the year ended 31st March 2018

Rs. in 000s

Particulars	Financial Services		Broking / Income from Capital Market Operations		Consolidated Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
REVENUE						
External	1,73,26	1,74,45	4,33,58	4,34,47	6,06,84	6,08,92
Inter Segment Revenue	(1,29,70)	(1,11,60)	(2)	(1)	(1,29,72)	(1,11,61)
Net Revenue	43,56	62,85	4,33,56	4,34,46	4,77,12	4,97,31
RESULTS						
Segment Results	(74,23)	(73,79)	2,26,42	2,40,10	1,52,19	1,66,31
Income Tax					(32,58)	(28,06)
Net Profit after Tax					1,19,61	1,38,25
Other Information						
Segment Assets	3,96,69	2,72,27	29,52,45	25,99,95	32,59,14	28,72,22
Unallocated Assets					43,32	55,10
TOTAL ASSETS					33,02,46	29,27,32
Segment Liabilities	13,32,38	12,97,04	19,49,62	16,05,23	32,82,10	29,02,27
Unallocated Liabilities					20,36	24,63
TOTAL LIABILITIES					33,02,46	22,24,57
Capital Expenditure	Nil	Nil	599	385	599	385
Depreciation	31	31	10,98	11,06	11,29	11,37
Other Non Cash Expenditure.	Nil	Nil	Nil	Nil	Nil	Nil

12. Listing of Subsidiary and Associates:

A). Subsidiary

Name	Proportion of Ownership Interest and Voting Power	
	As at 31.03.2018	As at 31.03.2017
Maximus Securities Limited [Incorporated in India]	100%	100%

B). Associates

Name	Proportion of Ownership Interest and Voting Power	
	As at 31.03.2018	As at 31.03.2017
Sunanda Capital Services Limited	45 %	45 %
Sushmita Engineering and Trading Limited	30 %	30 %
Hybrid Systems Limited	49 %	49 %

13. The company has taken Office premises on Operating Lease and Lease Rent amounting to Rs. 2,82,000/- (Previous Year Rs. 2,79,000/-) was paid during the year has been debited to Statement of Profit and Loss. The future minimum lease payment is as under:

	2017-2018 Rs.	2016-2017 Rs.
Not later than 1 year	2,83,788	1,38,000
Later than 1 year and Not later than 5 years	55,763	1,95,551
Later than 5 years	Nil	Nil
Total	3,39,551	3,33,551

12. Earning Per Share:

	Current Year (Rs. In 000s)	Previous Year (Rs. in 000s)
I) Basic Earning Per Share		
Profit for the year as per Statement of Profit & Loss (Excluding OCI)	1,19,61	1,38,25
Weighted average number of Equity Shares of Rs.5 each outstanding during the year.	2,94,36,275	2,94,36,275
Basic Earning Per Share (Rupees)	0.41	0.47

II) Diluted Earning Per Share

Profit for the year as per Statement of Profit & Loss (Excluding OCI)	1,19,61	1,38,25
Add: Interest forgone on account of Potential Equity shares	-	-
	1,19,61	1,38,25
Weighted average number of Equity Shares of Rs.5 each outstanding during the year.	2,94,36,275	2,94,36,275
Add: Shares issuable under Loan Contract upon default of payment of principal and interest	-	-
Total Weighted average number of Equity Shares.	2,94,36,275	2,94,36,275
Diluted Earning Per Share	0.41	0.47
Nominal Value of Shares (Rupees)	5.00	5.00

13. Comparative financial information (i.e. the amounts and other disclosures for the previous year presented above as corresponding figures), is included as an integral part of the current year's Financial Statements and is to be read in relation to the amounts and other disclosures relating to the current year. Figures of the previous year have been reworked, regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year.

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial Risk Factors

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

The Company has financial assets which are at fixed interest rates and is therefore not exposed to the risks associated with the effects of fluctuation in interest rates.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As the company does not deal in forex transaction, there is not foreign risk.

Credit Risk

Credit Risk represents the potential loss that the Company would incur if counter parties fail to perform pursuant to the terms of their obligations to the Company. The Company limits its credit risk by carrying out transactions. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. The Company's main credit risk concentration as on 31st March 2018 is negligible.

There is no risk in terms of Bank Balances, since the counterparty is a reputable bank with high quality external credit ratings.

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(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. The table below illustrates the aged analysis of the Company's financial liabilities.

	Rs in 000s			
	On Demand	Less than 1 Year	1 to 5 Years	Total
At 31st March 2018				
Borrowings	-	-	21417	21417
Trade Payables	-	4623	-	4623
Other Payables	-	19360	-	19360
At 31st March 2017				
Borrowings	-	-	21570	21570
Trade Payables	-	4214	-	4214
Other Payables	-	23246	-	23246
At 1st April 2016				
Borrowings	-	-	27969	27969
Trade Payables	-	5268	-	-
Other payables	-	-	28116	-

Fair value measurement

The carrying value and fair value of financial instruments by categories as of March 31, 2018, March 31, 2017 and April 1, 2016 were as follows

Particulars	Rs. In 000s					
	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
Financial Assets	Carrying value	Fair Value	Carrying value	Fair Value	Carrying value	Fair Value
Non-Current Investment	61304	161061	56943	127218	55443	81726
Other Non Current Assets	23424	23424	25100	25100	25991	25991
Trade Receivable	4080	4080	3434	3434	3236	3236
Cash and Bank	125300	125300	121100	121100	113390	113390
Other Current Financial Assets	2230	2230	1354	1354	5496	5496
Financial Liabilities						
Non-Current Borrowings	21000	21000	21000	21000	24000	24000
Other-Non Current Financial Liabilities	5562	5562	8129	8129	10594	10594
Current Borrowings	417	417	570	570	3969	3969
Other Current Financial Liabilities	13798	13798	15117	15117	17522	17522

15. First-time adoption of Ind AS

The Company has adopted Ind AS with effect from 1 April 2016 with comparatives being restated. Accordingly, the impact of transition has been provided in the Opening Reserves as at 1 April 2016 and all the periods presented have been restated accordingly

A. Exemptions availed on first time adoption of Ind AS 101

On first time adoption of Ind AS, Ind AS 101 allows certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has availed the following exemptions:

- Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as 'fair value through other comprehensive income' on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly, the Company has designated its investments in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.
- The Company has opted to continue with the carrying values measured under the previous GAAP and use that carrying value as the deemed cost for investment in subsidiaries, associates and joint ventures on the date of transition to Ind AS.
- Fair value measurement of financial assets or liabilities at initial recognition: The Company has not applied the provision of Ind AS 109, Financial Instruments, upon the initial recognition of the financial instruments where there is no active market.
- Designation of previously recognised financial instruments: The Company does not have any financial assets or liabilities as of the transition dates which were required to be designated, and which met the required criteria given in Ind AS 101, as a financial asset or financial liability at FVPL

B. Exceptions

The following mandatory exceptions have been applied in accordance with Ind AS 101 in preparing the financial statements:

a) Estimates

The estimates as at 1 April 2016 and 31 March 2017 are consistent with those made for the same dates in accordance with previous GAAP (after adjustment to reflect and differences if any, in accounting policies) apart from the following items where the application of previous GAAP did not require estimation:

- * Impairment of financial assets based on the expected credit loss model;
- * and Investments in equity instruments carried as FVPL or FVOCI.
- * The estimates used by the Company to present

The amounts in accordance with the Ind AS reflect conditions that existed at the date on transition to Ind AS.

b) Derecognition of financial assets

The Company has elected to apply the derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

c) Classification and movement of financial assets and liabilities

The Company has classified the financial assets and liabilities in accordance with Ind AS 109 on the basis of facts and circumstances that existed at the date on transition to Ind AS.

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C. Reconciliation under Ind AS 101

Reconciliation of equity as previously reported under previous GAAP to Ind AS (Transition Date i.e. 01.04.2016)

Amount in Rs.in 000s

Particular	Regrouped previous GAAP (31.03.2016)	Ind AS adjustment	Ind AS
Non- current assets			
(a) Property Plant and Equipment	13698	-	13698
(b) Other Intangible Assets	9	-	9
(b) Financial Assets			
(i) Non Current Investments	55443	26283	81726
(c) Other Non Current Assets	25991	-	25991
Total Non Current Assets	95141	26283	121424
Current assets			
(a) Financial Assets			
(i) Trade Receivables	3236	-	3236
(ii) Cash and Bank balances	113390	-	113390
(iii) Other Current Financial Assets	5496	-	5496
(b) Other current assets	1834	-	1834
Total Current Assets	123956	-	123956
TOTAL ASSETS	219097	26283	245380
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	147181	-	147181
(b) Other Equity	(23794)	26283	2489
Total Equity	123387	26283	149670
Non Current Liabilities			
(a) Borrowings	24000	-	24000
(b) Provisions	33371	-	33371
(c) Deferred Tax Liabilities	625	-	625
(d) Other Non-Current Financial Liabilities	10594	-	10594
Total Non Current Liabilities	68590	-	68590
Current Liabilities			
(a) Financial Liabilities			
(i). Borrowings	3969	-	3969
(ii). Trade Payables	5268	-	5268
(i). Other Current Financial Liabilities	17522	-	17522
(b) Provisions	361	-	361
Total Current Liabilities	27120	-	27120
TOTAL EQUITY AND LIABILITIES	219097	26283	245380

Reconciliation of statement of profit and loss for the year ended 31.03.2016 (Transition Date i.e. 01.04.2016)

Amount in Rs.in 000s

Particular	Regrouped previous GAAP	Ind AS adjustment	Ind AS
INCOME			
(a) Revenue from operations			
Service Charges	90	-	90
Brokerage Income	16943	-	16943
Income from Depository Services	1664	-	1664
Financial Products Marketing Fees	421	-	421
(b) Other income	24419	-	24419
Total Income	43537	-	43537
EXPENSES:			
(a) Employee benefit expenses	13340	-	13340
(b) Depreciation and amortisation expenses	1162	-	1162
(c) Finance Cost	1040	-	1040
(d) Other expenses	15556	-	15556
(e) Bad Debts Written Off	953	-	953
Total Expenses	32051	-	32051
Profit before Exceptional Items and Tax	11486	-	11486
Income Tax Expense:			
(a) Current tax	877	-	877
(b) MAT Credit Entitlement (Net)	(51)	-	(51)
(c) Deferred tax	378	-	378
(d) Excess / Short provision for earlier years	35	-	35
	1239	-	1239
Profit for the year	10247	-	10247
Other Comprehensive Income			
-Re-Measurement of fair value of non-current investment		26283	26283
Total Comprehensive Income for the period	10247	26283	36530

16. Figures have been rounded off to the nearest rupee and expressed in thousands.

Signatures to Notes 1 and 2

As per our report of even date
For S Ramanand Aiyar & Co
 Chartered Accountants
 Firm Registration No.: 000990N

BINOD C. MAHARANA
 Partner
 M.No. 056373

Mumbai, Dated : 22nd May 2018

For and on behalf of the Board

N. R. DIVATE
 Wholtime Director
 DIN - 00304616

JAYESH R.TALPADE
 Director
 DIN - 02403271

K.CHANDRAMOULI
 Wholtime Director
 and Company Secretary
 DIN - 00036297

TANVEER SHAIKH
 Director
 DIN - 02657790

MEGHA J.VAZKAR
 Director
 DIN - 00179162

VINAY KULKARNI
 Chief Financial Officer

Mumbai, Dated : 22nd May 2018

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014-Form No. MGT-11]

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)
CIN: L99999MH1986PLC041277

Regd. Office: 35, A-Wing, Raj Industrial Complex Premises Co-operative Society Limited, Military Road, Marol, Andheri (East), Mumbai-400 059 Tel No. 29207802 Email Id : office@hybridfinance.co.in
Website: www.hybridfinance.co.in

31st Annual General Meeting dated 27th July 2018

Name of the member(s)	
Registered Address	
Email	
Folio No. / Client ID	
DPID	

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

Name: _____ Email: _____

Address: _____

Signature: _____

Or failing him / her

Name: _____ Email: _____

Address: _____

Signature: _____

Or failing him / her

Name: _____ Email: _____

Address: _____

Signature: _____

(contd...)

as my / our proxy to attend and vote (on a poll) for me /us and my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, 27th July 2018 at 11.00 a.m. at Vishal Hall, Hotel Highway Inn, Sir.M.V.Road, (Andheri-Kurla Road), Near Andheri Railway Station, Andheri (East), Mumbai – 400 069 and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No	Resolution	For	Against	Abstain
Ordinary Business				
1	Adoption of Audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March, 2018 and the Balance Sheet as at that date and the Reports of Directors and the Auditors thereon.			
2	Approval of Dividend @ 1% on Preference Shares for the year			
Special Business				
3.	Appointment of Mr. K. Chandramouli (DIN:00036297) as Wholetime Director and Company Secretary for a period of Three years with effect from 1st October 2018.			
4.	Variation in terms of appointment of Mr. Nandakishore R. Divate (DIN: 00304616), Wholetime Director			
5.	Extension in tenure of appointment Mr. Jayesh R.Talpade (DIN: 02403271) for the further period of Two years			
6.	Extension in tenure of appointment of Mr. Tanveer Abdul Karim Shaikh (DIN: 02657790) for the further period of Two years			
7.	Appointment of Mrs. Megha J.Vazkar (DIN: 00179162) for the period of Five years.			

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp of not
less than Rs.1

Signature of the member(s)

Signature of the proxy holder(s)

Note :

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Attendance Slip

HYBRID FINANCIAL SERVICES LIMITED

(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

CIN : L99999MH1986PLC041277

Regd. Office : 35, A-Wing, Raj Industrial Complex Premises Co-operative Society Limited, Military Road,
Marol, Andheri (East), Mumbai-400 059 Tel No. 29207802 Email Id : office@hybridfinance.co.in

Website: www.hybridfinance.co.in

31st Annual General Meeting dated 27th July 2018

Registered Folio No. / DP ID No. / Client ID No.

Number of shares held

I certify that I am a member / proxy / authorized representative for the member of the Company

I hereby record my presence at the 31st Annual General Meeting of the Company on Friday 27th July 2018 at 11.00 a.m. at Vishal Hall, Hotel Highway Inn, Sir.M.V.Road, (Andheri-Kurla Road), Near Andheri Railway Station, Andheri (East), Mumbai – 400 069

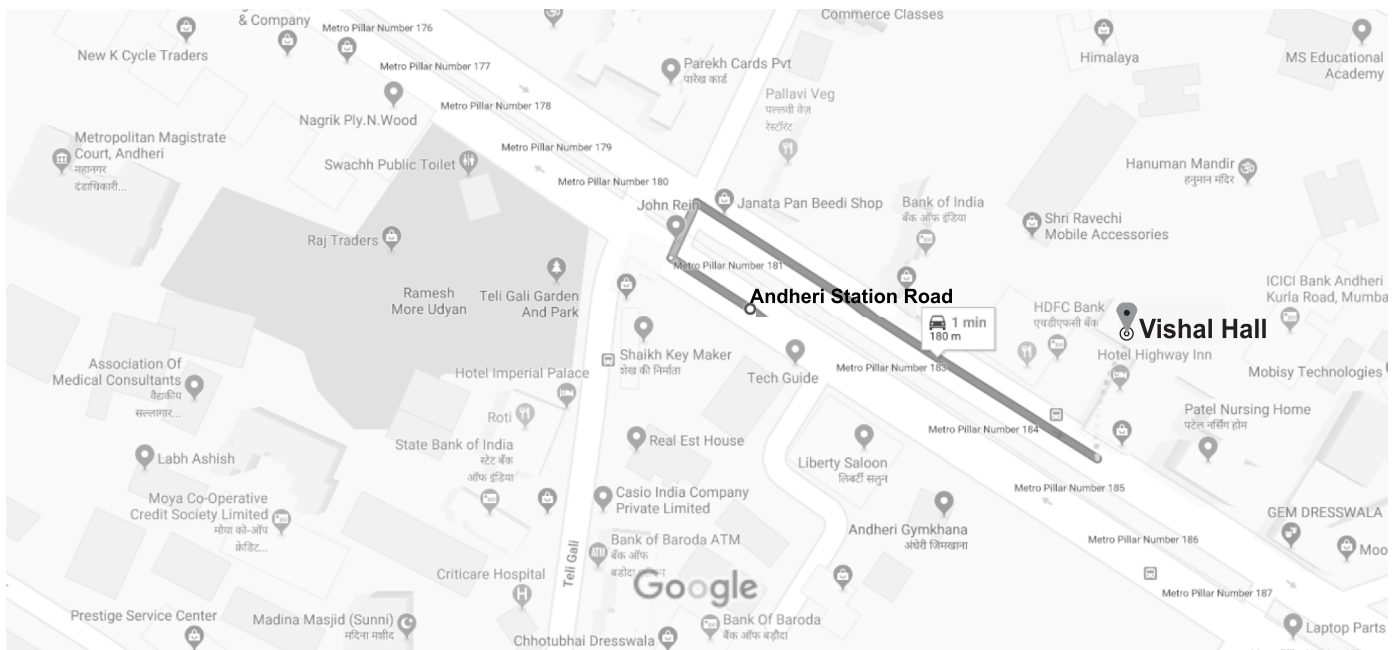
.....
Name of the member / proxy In BLOCK letters

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual report to the AGM

Andheri Station Road to Vishal Hall

Drive 180 m.



via Andheri - Kurla Rd/Andheri Station Rd/Sir Mathuradas VasANJI Rd

180 m

If undelivered, please return :

BIGSHARE SERVICES PRIVATE LIMITED
Unit : HYBRID FINANCIAL SERVICES LIMITED
1st Floor, Bharat Tin Works Building,
Opp, Vasant Oasis, Makwana Road,
Marol, Andheri (East)
Mumbai - 400 059