



HB LEASING AND FINANCE CO. LTD.

Regd. Office : Plot No .31, Echelon Institutional Area, Sector - 32, Gurgaon -122001 (Haryana)
Ph. : 0124-4675500, Fax : 0124-4370985, E-mail : corporate@hbleasing.com
Website : www.hbleasing.com, CIN No. L65910HR1982PLC034071

5th September, 2020

LISTING CENTRE

The Listing Department
BSE Limited,
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Company Code: 508956

Sub: - Submission of 37th Annual Report 2019 – 20 and Notice of AGM

Dear Sir / Madam,

Please find enclosed herewith copy of Annual Report 2019-20 along with the Notice of 37th Annual General Meeting (AGM) in due compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Annual Report along with the Notice of the AGM has also been uploaded on the Company's website, <http://www.hbleasing.com>.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For HB Leasing and Finance Company Limited

SONALI SHARMA
(Company Secretary & Compliance Officer)

Encl: As above



BOARD OF DIRECTORS

Mr. Lalit Bhasin	Chairman
Mr. Anil Goyal	Managing Director
Mr. Lachmi Narain Malik	Director
Mrs. Sapna Khandelwal	Director

CHIEF FINANCIAL OFFICER

Mr. C. P. Singh

STATUTORY AUDITORS

G.C. Agarwal & Associates

Firm Registration No.: 017851N

Chartered Accountants

240, Ghalib Apartments,

Parwana Road, Pitampura,

Delhi - 110 034

REGISTERED OFFICE

Plot No. 31, Echelon Institutional Area,

Sector-32, Gurugram - 122 001, Haryana

Ph : 0124-4675500, Fax : 0124-4370985

Email : corporate@hbleasing.com

CIN: L651910HR1982PLC034071

WEBSITE

www.hbleasing.com

REGISTRAR & SHARE TRANSFER AGENT

RCMC Share Registry Pvt. Ltd.

CIN: U67120DL1950PTC001854

B-25/1, First Floor,

Okhla Industrial Area, Phase-II,

New Delhi - 110 020

Phone : 011 - 26387320, 26387321

Fax : 011 - 26387322

E-mail: investor.services@rcmcdelhi.com

Website: www.rcmcdelhi.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF HB LEASING AND FINANCE COMPANY LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020, AT 03.00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS’ AND AUDITORS’ THEREON.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted.”

2. RE-APPOINTMENT OF MR. ANIL GOYAL (DIN: 00001938), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Anil Goyal (DIN: 00001938), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

**BY ORDER OF THE BOARD
FOR HB LEASING AND FINANCE COMPANY LIMITED**

**Sd/
ANIL GOYAL
(Managing Director)
DIN: 00001938**

**Place: Gurugram
Date: 25th June, 2020**

NOTES:

- In view of the massive outbreak and extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), the Companies are permitted to hold the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Circulars as mentioned hereinabove, the 37th AGM of the Company is being held through VC / OAVM. The deemed venue of this AGM shall be the Registered Office of the Company.
- Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
- The Register of Members and Share Transfer Books of the Company shall remain closed from **24th September, 2020 to 30th September, 2020** (Both days inclusive).
- The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or Authorization Letter authorizing its representative to attend the AGM through VC / OAVM and to vote on their behalf through remote e-voting or through e-voting at the AGM. The said Resolution or Authorization Letter shall be sent to the Scrutinizer, Mr. Arun Kumar Gupta by an e-mail through its registered email address to **aruncs.gupta@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

- In compliance with MCA Circular No. 20/2020 dated 05th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board’s Report, Auditor’s report or other documents required to be attached therewith (together referred to as Annual Report 2019-20) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- The Annual Report 2019-20 and Notice of AGM will also be available on the website of the Company, **www.hbleasing.com**; website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com** and the website of NSDL (agency for providing the Remote e-voting facility) i.e. **https://www.evoting.nsdl.com**.
- Details of Director seeking Appointment / Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India] is annexed hereto and forms an integral part of this Notice.
- All documents referred to in the Notice shall be made available for inspection in electronic mode, from the date of circulation of this Notice upto the date of the meeting. Members may request the same by sending an e-mail from their registered e-mail address mentioning their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at **corporate@hbleasing.com**
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection in electronic mode during the AGM upon login at NSDL e-voting system at **https://www.evoting.nsdl.com**
- Members who would like to express their views/ask questions with regard to the Financial Statements or any other matter can submit their queries in advance through an e-mail from their registered e-mail address mentioning their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at **corporate@hbleasing.com** on or before **26th September, 2020 till 05.00 P.M.** The views/questions of those Members will only be taken up who have mailed it to the Company within time and the same will be replied by the Company suitably.
- Members holding shares in physical form are requested to intimate their PAN, e-mail address, Bank Account details, Change of Address, Change of Name, Registration of Nomination etc. immediately to the Registrar and Share Transfer Agent (RTA) of the Company namely,
**RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor,
Okhla Industrial Area, Phase-II,
New Delhi – 110 020
Phone: 011 – 26387320, 26387321
Fax: 011 – 26387322
E-mail: investor.services@rcmcdelhi.com**
Members holding shares in demat form can update their necessary details with their Depository Participants. These changes will be automatically reflected in the Company’s records which will help the Company to provide efficient and better service to the Members.
- As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company’s RTA for assistance in this regard.
- INFORMATION ON REMOTE E-VOTING, ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING AGM:**

(A) VOTING THROUGH ELECTRONIC MEANS:

- In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various Circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI as mentioned above, the Members are provided with the facility to attend AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to cast their vote electronically through the remote e-voting before the AGM and through e-voting during the AGM, through the Authorised Agency, **National Securities Depository Limited (NSDL)**.
- The remote e-voting period commences on **27th September, 2020 (09.00 A.M)** and ends on **29th September, 2020 (05.00 P.M)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The e-voting rights of the Members shall be in proportion to the paid-up value of their Shares in the Equity Share Capital of the Company. Members of the Company holding Shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 23rd September, 2020**, may cast their vote by remote e-voting / e-voting at the meeting.



- (iv) Any person who acquires Shares of the Company and becomes member of the Company after dispatch of the Notice and holding Shares as on the cut-off date i.e. **23rd September, 2020** may obtain the e-voting login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (v) Mr. Arun Kumar Gupta, Company Secretary in Whole-time Practice (Membership No.: 21227, C.P. No.: 8003) failing him Mr. Kapoor Chand Garg, Company Secretary in Whole-time Practice (Membership No.: 7145, C.P. No.: 7829) have been appointed as the Scrutinizer(s) for conducting the remote e-voting & e-voting at AGM in a fair and transparent manner.
- (vi) **In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, Manager - NSDL, e-mail ID: pallavid@nsdl.co.in / evoting@nsdl.co.in or call on Toll Free No.: 1800-222-990. Members may also write to the Company Secretary at the e-mail ID: corporate@hbleasing.com.**

(B) INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO AGM ARE AS UNDER:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-voting system.

>> Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

- (i) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 113755 then user ID is 113755001***

- (v) Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail address is not registered, please refer the **"PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF AGM, ANNUAL REPORT 2019-20 AND UPDATION OF BANK ACCOUNT DETAILS"** provided hereinafter.

- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- (viii) Now, you will have to click on "Login" button.

- (ix) After you click on the "Login" button, Home page of e-Voting will open.

>> Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
- (ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (iii) Select "EVEN" of company for which you wish to cast your vote.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

>> General Guidelines for Shareholders:

- (i) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- (iii) **In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager - NSDL at pallavid@nsdl.co.in or evoting@nsdl.co.in**

(C) INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (iii) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

(D) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.



- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions during the meeting may pre-register themselves as a speaker by sending a request from their registered e-mail address mentioning their Name, DP ID / Client ID Number / Folio Number, Mobile Number to the Company at **corporate@hbleasing.com**. Those Members who have registered themselves as a speaker on or before **26th September, 2020 till 5:00 P.M.** will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Questions that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

(E) PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF AGM, ANNUAL REPORT 2019-20 AND UPDATION OF BANK ACCOUNT DETAILS.

- (i) **Members holding shares in physical form** who have not registered their e-mail address are requested to send scanned copy of duly signed request letter to Company's Registrar and Share Transfer Agent (RTA), RCMC Share Registry Private Limited through an e-mail at **investor.hb@rcmcdelhi.com** providing Folio No., Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested scanned copy of the PAN Card and any one of the following documents viz., Aadhaar Card, Driving Licence, Voter Card, Passport or Utility bill in support of the address proof of the Member as registered with the Company for the purpose of obtaining e-voting User ID & Password, Notice of AGM and Annual Report 2019-20.

For updation of Bank Account Details, please provide (i) Bank Account Number (ii) Bank Name and Branch Address (iv) MICR Number (v) IFSC Code (vi) Cancelled cheque leaf or copy of Bank Passbook / Bank Statement duly attested by the Bank.

Please note that the registration of e-mail address / updation of Bank Account Details on the basis of scanned documents is only for the purpose of this AGM. The Members will be required to send hard copy of the aforesaid documents to RTA for necessary updation in the master records of the Company.
- (ii) **Members holding shares in demat form** can update their e-mail address and Bank Account Details with their Depository Participants.

(F) DECLARATION OF RESULTS ON THE RESOLUTIONS:

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first unblock the votes cast at the meeting through e-voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make, not later than forty eight (48) hours of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith upon submission of the Scrutinizer's Report.
- (ii) The Company shall submit to the BSE Limited, within forty eight (48) hours of the conclusion of the meeting, details regarding the voting results in the prescribed format. The results declared along with the Scrutinizer's Report(s) shall also be placed on the website of the Company, **www.hbleasing.com** and on the website of NSDL, **https://www.evoting.nsdl.com** immediately after the declaration of results.
- (iii) Subject to the receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the meeting.

PROFILE OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

PARTICULARS	MR. ANIL GOYAL
DIN	00001938
Date of Birth	22 nd February, 1959
Date of First Appointment on the Board	01 st January, 1992
Profile / Expertise in Specific functional Areas	Mr. Anil Goyal is a Chartered Accountant with nearly 37 years of experience in the field of finance, taxation, investment, banking, corporate restructuring and strategic planning.
Qualifications	B.Com, CA
List of Directorships in other Companies.	Listed Companies: 1. HB Stockholdings Ltd. 2. HB Estate Developers Ltd. 3. HB Portfolio Ltd. Other Companies: 4. H B Financial Consultants Pvt. Ltd. 5. HB Securities Ltd. 6. Mount Finance Ltd 7. RRB Securities Ltd. 8. HB Corporate Services Ltd. 9. Bhasin Investments Ltd. 10. Taurus Investment Trust Company. Ltd. 11. RRB House Finance Company Ltd.
Membership of Committee of the Board in other Companies.	Audit Committee HB Stockholdings Ltd. (Member) Stakeholders Relationship Committee HB Stockholdings Ltd. (Member) HB Portfolio Ltd. (Member) HB Estate Developers Ltd. (Member) RRB Securities Ltd. (Member) Nomination and Remuneration Committee RRB Securities Ltd. (Member) HB Estate Developers Ltd. (Member) CSR Committee HB Stockholdings Ltd. (Member) HB Portfolio Ltd. (Member) HB Estate Developers Ltd. (Member) Finance and Borrowings Committee HB Portfolio Ltd. (Member) Capital Restructuring Committee HB Portfolio Ltd. (Member) Securities Committee HB Estate Developers Ltd. (Member) Business Restructuring Committee HB Estate Developers Ltd. (Member)
No. of Equity Shares held	150
No. of Board Meetings attended/entitled to attend during the year	4/4
Whether related to any Board Members, Manager or KMP of the Company	No

**BY ORDER OF THE BOARD
FOR HB LEASING AND FINANCE COMPANY LIMITED**

**Place: Gurugram
Date: 25th June, 2020**

**Sd/-
ANIL GOYAL
(Managing Director)
DIN: 00001938**


DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 37th Annual Report together with the Audited Financial Statements for the Financial Year ended 31st March, 2020.

FINANCIAL RESULTS

The summarized financial results of the Company during the year under review are as under:-

(₹ In Lakhs)

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Fee Received/ Advisory	30.00	-
Net gain on fair value changes	0.31	4.27
Total Revenue from Operations	30.31	4.27
Other Income	3.01	2.96
Total Income	33.32	7.23
Expenses	34.50	45.87
Profit / (Loss) Before Tax	(1.18)	(38.64)
Tax Expense	0.12	0.13
Profit / (Loss) for the year	(1.30)	(38.77)
Other Comprehensive Income for the year, net of tax	(0.67)	0.25
Total Comprehensive Income for the year	(1.97)	(38.52)

ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND-AS)

The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. The transition to Ind-AS has been carried out in accordance with Ind-AS 101. Accordingly, the financial figures for the previous year ended 31st March, 2019 have also been regrouped / rearranged in accordance with Ind-AS.

DIVIDEND

In view of the brought forward and current year losses, the Directors regret their inability to recommend Dividend for the Financial Year under review.

TRANSFER TO GENERAL RESERVE

The Board of Directors of your Company has decided not to transfer any amount to the General Reserve for the year under review.

PERFORMANCE REVIEW & OUTLOOK

The Company's business activities have been adversely impacted due to volatility in the stock market and uncertain business environment / outlook. The Company is maintaining its operations in adherence to the safety norms issued by the Government from time to time. The Company has taken adequate measures to control the cash flow and overhead expenditures to manage the operations. There has been no impact on the internal financial reporting and controls of the Company. At present, the Company is in position to fulfil its legal obligations. The Company is closely monitoring the situation and continues to evaluate the impact of COVID-19 as the situation evolves.

It is very difficult to access the future impact on business operations and it is expected to evolve over a period of time. The Company aims to meet all its debt repayment with the available capital and financial resources. Further, the Company does not foresee any material impact on the Company's business due to non-fulfilment of any obligation(s) by any party. The Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

Industry trends and its future prospects have been summed up in the Management Discussion and Analysis Report which forms part of this report.

STATUTORY STATEMENTS
(i) Share Capital

The Paid up Equity Share Capital as on 31st March, 2020 stood at ₹ 1,10,627310/- comprising of 11062731 Equity Shares of ₹ 10/- each. During the year under review, the Company has neither issued any shares with differential voting rights nor granted stock options nor sweat equity.

The Shareholding of Directors of the Company (including Promoter Director) is given in the Corporate Governance Report forming part of this report.

(ii) No. of meeting(s) of the Board

During the year under review, four (4) Board Meetings were convened and held. The details of such Board Meeting(s) are given in the Corporate Governance Report which forms an integral part of the Board's Report. The maximum interval between any two meeting(s) did not exceed 120 days, as prescribed in the Companies Act, 2013.

(iii) Committees of the Board

The Company has several Committees which have been established in compliance with the requirement of the relevant provisions of applicable laws and statutes. As on 31st March, 2020, the Board has three committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the Corporate Governance Report, which forms an integral part of the Board's Report.

(iv) Public Deposits

The Company has not accepted any Deposits from the Public under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

(v) Significant and other material orders passed by the Regulators or Courts

There are no significant material orders passed by the Regulators / Courts or Tribunal during the year under review which has an impact on the Going Concern status and Company's operations in the future.

(vi) Particulars of Loans, Guarantees or Investments under Section 186

The principal business activity of the Company is to undertake financial services, investing and dealing in various kinds of securities. Details of Loans, Guarantees and Investments made by the Company in the ordinary course of its business are given in the notes to the Financial Statements.

(vii) Conservation of Energy, Technology Absorption and foreign and outgo

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rules 8 of the (Accounts) Rules 2014 in respect of conservation of energy and technology absorption are not applicable to your Company.

The total foreign exchange earnings during the year under review and previous period is NIL and total foreign exchange out go during the year under review and the previous period is NIL.

(viii) Change in the Nature of Business

There is no change in the nature of business of the Company during the year under review.

(ix) Maintenance of cost records

The nature of Company's business / activities is such that maintenance of cost records under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

(x) Material Changes and commitments

No material changes and commitments have occurred between the end of the financial year to which the Financial Statements relate and date of this report, affecting the Financial Position of the Company.

(xi) Reporting of frauds by the Auditors

No fraud has been noticed or reported by the Statutory Auditor's during the course of their Audit.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company is not having any Subsidiary, Joint Venture and Associate Companies during the year under review.

The Board of Directors has approved a Policy for Determining Material Subsidiaries in compliance with the provisions of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy for Determining Material Subsidiary has been suitably modified as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The said Policy is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT

As required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion & Analysis Report; a Report on the



Corporate Governance together with the Compliance Certificate from the Company's Statutory Auditor's confirming compliance(s) forms an integral part of this report.

WHISTLE BLOWER POLICY –VIGIL MECHANISM

In terms of the provisions of Sec 177(9) & (10) of the Companies Act, 2013 and pursuant to the provisions of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for Stakeholders, Employees and Directors of the Company has been established. The Whistle Blower Policy duly approved by the Board of Directors is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

RELATED PARTY TRANSACTIONS

The Related Party Transactions that were entered during the financial year under review were on arm's length basis and were in the ordinary course of business. The Audit Committee has accorded its omnibus approval for the said transactions. The Company has not entered into any materially significant Related Party Transaction under Sec 188 of the Companies Act, 2013. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved a Policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules made there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Related Party Transactions has been suitably modified as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The Policy is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all Stakeholders and in ensuring adherence to all laws and regulation in force.

The Board of Directors has adopted the Code of Conduct for regulating, monitoring and reporting of trading by insiders and other connected persons, in compliance with Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct lays down guidelines and procedures to be followed and disclosures to be made while dealing with the Shares of the Company, as well as the consequences of violation. The Code of Conduct has been formulated for prevention of Insider Trading and to maintain the highest standards of dealing in Company Securities. The Code of Conduct has been suitably modified as per the provisions of the Insider Trading Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Further, the Policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information have been framed in line with the provisions of the Insider Trading Regulations, as amended.

PRESERVATION OF DOCUMENTS & ARCHIVAL POLICY

In terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in their meeting held on 12th February, 2016 has adopted a Policy for Preservation of Documents & Archival thereof, classifying them in two categories as follows:

- (a) documents whose preservation shall be permanent in nature;
- (b) documents with preservation period of not less than eight years after completion of the relevant transactions.

The said Policy is available on the Website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Board of Directors has adopted the Risk Management Policy which sets out the framework for the management of risks faced by the Company in the conduct of its business to ensure that all business risks are identified, managed and monitored. The contents of Risk Management Policy have been included in Management Discussion and Analysis forming part of this report.

PREVENTION OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace. The Board of Directors in their meeting held on 06th August, 2014 constituted the Internal Complaint

Committee and adopted a Policy on prevention, prohibition and redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

The Internal Complaint Committee comprises of following members:

- i. Mrs. Banmala Jha , Presiding Officer (Senior V.P. Legal – HB Estate Developers Limited)
- ii. Mrs. Madhu Suri, Member (Working in the Delhi Legal Services Authority as a Counsellor)
- iii. Mr. Anil Goyal, Member (Managing Director)
- iv. Mr. Lakshay Vaid, Member (Company Secretary) - Resigned w.e.f. 07th December, 2019

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The women employees were made aware about the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under and the provisions of Internal Complaint Policy of the Company.

Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided in the Corporate Governance Report which forms an integral part of the Board's Report.

INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of Internal Controls. The information about Internal Controls is set out in the Management Discussion and Analysis forming part of this report.

INTERNAL FINANCIAL CONTROLS

The Company has established Internal Financial Control System for ensuring the orderly and efficient conduct of the business including adherence to Company's Policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable Financial Statements.

AUDITORS OF THE COMPANY

a) Statutory Auditors

The Shareholders in their held on 29th September, 2017 had appointed 'G. C. Agarwal & Associates', Chartered Accountants, Delhi (FRN 017851N) as the Statutory Auditors for a term of five (5) consecutive years i.e. from the conclusion of the 34th Annual General Meeting to the conclusion of 39th Annual General Meeting to be held in the year 2022.

There are no qualifications, reservation, adverse remark, observations, comments or disclaimer given by the Auditors in their Report. The Report given by the Statutory Auditors on the Financial Statements of the Company for the Financial Year 2019-20, is part of the Annual Report and self explanatory.

b) Internal Auditors

M/s. Marv & Associates LLP, Chartered Accountants, New Delhi performs the duties of the Internal Auditors of the Company and their report is reviewed by the Audit Committee on quarterly basis.

c) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. Arun Gupta, Proprietor, 'Arun Gupta & Associates', Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is enclosed as a part of this report as "ANNEXURE – I".

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

(a) Appointment / Re-appointment / Resignation of Directors and KMP

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Goyal (DIN: 00001938), Managing Director, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.

Mr. Lakshay Vaid (M. No. A-45438) has resigned from the position of the Company Secretary with effect from 07th December, 2020.

The information on the Particular of Director eligible for Appointment / Re-appointment in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India has been provided in the Notes to the Notice convening the Annual General Meeting.



(b) Declaration By Independent Directors

Mr. L.N. Malik and Mrs. Sapna Khandelwal are Non-Executive Independent Directors on the Board of the Company. The Company has received declarations from both the Independent Director(s) confirming that they meet with the criteria of Independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b), 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(c) Nomination and Remuneration Policy

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has approved a Policy for selection, appointment & remuneration including criteria for determining qualifications, positive attributes of Directors, Key Managerial Personnel (KMP) and Senior Management employees of the Company.

Brief outline / salient features of the Nomination and Remuneration Policy are as follows:

➤ Nomination and Remuneration Committee has been empowered inter-alia to carry out the following functions:

- Identification and selection of persons for appointment as Director, KMP or at Senior Management level considering their qualification, experience and integrity.
- Determining the appropriate size, diversity and composition of the Board.
- Developing a succession plan for the Board and Senior Management of the Company.
- To recommend all remuneration, in whatever form, payable to senior management.
- Considering and determining the remuneration based upon the performance to attract retain and motivate members of the Board.
- Approving the remuneration of the Senior Management including KMPs of the Company.
- Evaluation of performance of the Board, its committees, individual directors and Senior Management Personnel on yearly basis.
- To extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors

➤ Approval of the Shareholders by way of Special Resolution is required in following cases:

- To appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years.
- To appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years.
- To re-appoint Independent Directors for second terms of five consecutive years.
- Payment of fees or compensation to executive directors who are promoters or members of the promoter group exceeding particular limits specified in the policy.
- The annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

➤ Executive Directors / Managing Director are paid remuneration as per applicable provisions of the Companies Act, 2013 and rules made there under.

➤ Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and the Committees constituted by the Board. The sitting fee for each meeting of Board of Directors and the Committee of Directors has been fixed by the Board of Directors within the overall ceiling laid down under the Companies Act, 2013.

Following changes have been made in the Nomination and Remuneration Policy of the Company during FY 2019-2020 as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:

- 1) The Nomination and Remuneration Committee to recommend to the Board, all remuneration, in whatever form, payable to the Directors, key managerial personnel and Senior Management.
- 2) “**Senior Management**” means officers / personnel of the Company who are members of the core management team excluding Board of Directors comprising all members of management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
- 3) The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

4) The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the company:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

5) The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The complete Nomination and Remuneration Policy of the Company is available on the website of the Company having following web link:

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

(d) Board Diversity

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. The Board of Directors on the recommendations of the Nomination and Remuneration Committee has adopted a Policy on Diversity of Board of Directors in terms of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(e) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an Annual performance evaluation of its own performance and of all the Directors individually as well as the evaluation of the working of Audit, Nomination & Remuneration and other Compliance Committees. The manner in which the evaluation has been carried out is explained in the Corporate Governance Report.

(f) Remuneration of the Directors / Key Managerial Personnel (KMP) and Particulars of Employees

The Company has one Executive Director, Mr. Anil Goyal. No remuneration is paid to him as he holds the office of the Managing Director of HB Portfolio Limited and opts to draw his remuneration from HB Portfolio Limited. The Non-Executive Directors are paid only sitting fees for attending the meeting of the Board of Directors and the Committees constituted by the Board.

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year; & the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sr. No.	Name	Category	Ratio/Times per Median of employee remuneration	% Increase in remuneration
1.	Mr. Anil Goyal	Managing Director (Executive)	NIL	NIL
2.	Mr. Lalit Bhasin	Director (Non-Executive)	NIL	NIL
3.	Mr. Lachmi Narain Malik	Director (Non-Executive)	NIL	NIL
4.	Mrs. Sapna Khandelwal**	Director (Non-Executive)	NIL	NIL
5.	Mr. C.P. Singh	Chief Financial Officer		N.A.
6.	Mr. Lakshay Vaid *	Company Secretary		N.A.

(*) Resigned w.e.f. 07th December, 2019.

(**) Appointed w.e.f. 30th May, 2019.



The Non-Executive Directors are paid only sitting fees for attending meeting of the Board of Directors and the Committees constituted by the Board.

- (ii) There is no increase in the median remuneration of employees in current financial year as compared to previous financial year.
- (iii) There are two permanent employees on the rolls of Company as on 31st March, 2020.
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and

point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil

- (v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (vi) **Statement of particulars of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) &(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2020:**

a) Details of top ten employee in terms of remuneration drawn as on 31st March, 2020:

Sl. No.	Name	Designation	Gross Remuneration received (In ₹)	Nature of Employment	Qualification	Experience (In Year)	Date of Commencement of Employment	Age (In Year)	Last Employment held before joining the Company	Percentage/ No. of Equity Shares held	Whether any such employee is a relative of any director or manager of the Company
1	Mr. Anil Goyal	Managing Director	Nil	Permanent	CA	37	01-01-1992	61	Surya Agroils Limited	150 (0.00%)	No.
2	Mr. C.P. Singh	Chief Financial Officer	8,40,000	Permanent	LLB	28	07-01-1992	52	-	-	No

Note: There are total 2 employees, details of which is given hereinabove.

- b) Details of the Employees, who were in receipt of remuneration aggregating ₹ 1,02,00,000/- or more per annum : **None**
- c) Details of the Employees, who were employed for part of the Financial Year and was in receipt of remuneration not less than ₹ 8,50,000/- per month: **None**
- d) Details of the Employees, who were employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: **None**

- b) the Directors have 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 or Loss of the Company for that period;
- c) the Directors have 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;
- d) the Directors had prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

EXTRACT OF ANNUAL RETURN

The extract of Annual Return is required under section 92(3) of the Companies Act, 2013 in **Form MGT-9** in annexed herewith as **“Annexure II”**.

The Annual Return (Form MGT-7) filed by the Company for FY 2018-19 with the Registrar of Companies is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Annual%20Returns/Returns%20PDF/2018-19.pdf>

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (3) & (5) of Section 134 of the Companies Act, 2013, it is hereby stated that:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

Place : Gurugram
Date : 25th June, 2020

FOR AND ON BEHALF OF THE BOARD
HB LEASING AND FINANCE COMPANY LIMITED

Sd/-
LALIT BHASIN
(Chairman)
DIN: 00002114



**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

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

To,
The Members of
HB Leasing and Finance Company Limited
Plot No. 31, Echelon Institutional Area,
Sector-32, Gurugram -122001 (Haryana)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HB Leasing and Finance Company Limited - CIN: L65910HR1982PLC034071** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **HB Leasing and Finance Company Limited'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 authorised representatives during the conduct of secretarial audit, the explanations and clarifications made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to spread of the COVID-19 pandemic, we hereby report that in our opinion, the company has, during the audit period covering the **financial year ended on 31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2020**, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings*.
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) 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;
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
 - 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, 2018*.

*Foreign Exchange Management Act, 1999 and the rules and regulations at sub-para (iv) above, SEBI Regulations listed at sub-para (v) Serial Nos. (e), (f), (g), (h) and (i) above are not applicable to the Company for 2019-20 as there were no corporate decisions/actions attracting these regulations.
 - (vi) The Other Laws applicable specifically to the Company are:
 - (a) The Reserve Bank of India Act, 1934.
 - I. Non-Banking Financial Company – non-systemically Important Non-Deposit Taking Company (Reserve Bank) Directions 2016, as amended and other applicable guidelines/instructions issued by RBI;
 - II. The Company is an NBFC-ND (Investment Company) and holds valid Certificate of Registration No. 14.00081 dated 26.02.1998 issued under Section 45IA of the Reserve Bank of India, 1934. The Company has complied with the provisions of above Acts, Directions, Guidelines, standards and instructions issued by Reserve Bank of India to the extent applicable.
 - (b) Credit Information Companies (Regulation) Act, 2005.
 - (c) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

2. We have also examined the compliances with the applicable Regulations/Standards of the following:
 - (i). SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the Bombay Stock Exchange (BSE Limited); and
 - (ii). Secretarial Standards issued by the Institute of Company Secretaries of India.
3. During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standard, etc. mentioned above.
4. **We further report that:**
 - (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - (c) Majority decision is carried through while dissenting members' views are captured and recorded as part of the minutes.
5. **We 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 all applicable laws, rules, regulations and guidelines.
6. **We further report that** during the audit period, no major decisions having a bearing on Company's affairs in pursuance of the above referred laws, rules/regulations were taken.

**For Arun Gupta & Associates
Company Secretaries**

Sd/
Arun Kumar Gupta
(Proprietor)
ACS: 21227
C.P. No. 8003
UDIN: A021227B000367078

Place: New Delhi
Date: 25th June, 2020

Note: This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

“ANNEXURE A”

To
The Members of
HB Leasing and Finance Company Limited
Plot No. 31, Echelon Institutional Area,
Sector-32, Gurugram -122001 (Haryana)

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws, standards rules and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is reasonably adequate and appropriate for us to provide a basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the management's representation Letter about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Arun Gupta & Associates
Company Secretaries**

Sd/
Arun Kumar Gupta
(Proprietor)
ACS: 21227
C.P. No. 8003
UDIN: A021227B000367078

Place: New Delhi
Date: 25th June, 2020



FORM NO. MGT – 9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31st March, 2020
(Pursuant to Section 92 (3) of the Companies Act, 2013 and
Rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

i.	CIN	L65910HR1982PLC034071
ii.	Registration Date	30 th March, 1982
iii.	Name of the Company	HB Leasing and Finance Company Limited
iv.	Category/Sub-Category of the Company	Company having Share Capital
v.	Address of the Registered office & contact details	Plot No. 31, Echelon Institutional Area, Sector-32, Gurugram – 122001, Haryana Phone: 0124-4675500 Fax : 0124-4370985 Email : corporate@hbleasing.com Website: www.hbleasing.com
vi.	Whether Listed Company	Yes (Listed at BSE Limited)
vii.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	RCMC Share Registry Pvt. Ltd. B- 25/1, First Floor, Okhla Industrial Area, Phase- II, New Delhi- 110020 Phone: 011-26387320/ 21 Fax: 011-26387322 Email: investor.services@rcmcdelhi.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name & Description of main products/services	NIC Code of the Product Service	% to total turnover of the Company
1.	Financial Leasing Companies Activities	64910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sl. No.	Name & Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.			NIL		

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity):

(i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	3946327	0	3946327	35.67	3946327	0	3946327	35.67	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL: (A) (1)	3946327	0	3946327	35.67	3946327	0	3946327	35.67	0.00
(2) Foreign									
a) NRI-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL: (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	3946327	0	3946327	35.67	3946327	0	3946327	35.67	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	1570	1570	0.01	0	1570	1570	0.01	0.00
b) Banks / FI	100	510	610	0.01	100	510	610	0.01	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	100	2080	2180	0.02	100	2080	2180	0.02	0



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies Corporate	744650	99297	843947	7.63	739397	100257	839654	7.59	(0.04)
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakhs	1957129	3313268	5270397	47.64	1985439	3295804	5281243	47.74	2.25
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakhs	790908	0	790908	7.15	794476	0	794476	7.18	(2.12)
c) Other (specify)									
i) Clearing Members	10689	0	10689	0.10	250	0	250	0.00	(0.10)
ii) Non-Residents	25389	119794	145183	1.31	25667	120112	145501	1.32	0.01
iii) NBFC	53100	0	53100	0.48	53100	0	53100	0.48	0.00
SUB TOTAL (B)(2):	3581865	3532359	7114224	64.31	3598329	3515895	7114224	64.31	0.00
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	3581965	3534439	7116404	64.33	3598429	3517975	7116404	64.33	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	7528292	3534439	11062731	100	7544756	3598429	11062731	100	0.00

(ii) Shareholding of Promoters:

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1.	Lalit Bhasin	3856327	34.86	0.00	3856327	34.86	0.00	0.00
2.	Mamta kapur	46000	0.41	0.00	46000	0.41	0.00	0.00
3.	Rima Arora	22000	0.20	0.00	22000	0.20	0.00	0.00
4.	H.C.Bhasin (HUF)	22000	0.20	0.00	22000	0.20	0.00	0.00
5.	Merrygold Investments Ltd	0	0.00	0.00	0	0.00	0.00	0.00
6.	Pal Properties (India) Pvt. Ltd.	0	0.00	0.00	0	0.00	0.00	0.00
7.	H B Stockholdings Ltd	0	0.00	0.00	0	0.00	0.00	0.00
8.	R R B Securities Ltd	0	0.00	0.00	0	0.00	0.00	0.00
9.	HB Financial Consultants Pvt. Ltd.	0	0.00	0.00	0	0.00	0.00	0.00
	Total	3946327	35.67	0.00	3946327	35.67	0.00	0.00

(iii) Change in Promoters' Shareholding (Please specify, if there is no change):

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise increase / decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease. (e.g. allotment/transfer/bonus/sweat equity etc.)	No changes in Promoters shareholding during the year			
3.	At the end of the year				

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Shubhika Estate & Trading Pvt. Ltd.				
	At the beginning of the year	343300	3.10	343300	3.10
	At the end of the year			343300	3.10
2.	Delhi Iron & Steel Co. (P) Ltd.				
	At the beginning of the year	169782	1.53	169782	1.53
	At the end of the year			169782	1.53
3.	Rajesh Jain				
	At the beginning of the year	120659	1.09	120659	1.09
	At the end of the year			120659	1.09
4.	Ashari Agencies Ltd.				
	At the beginning of the year	109507	0.99	109507	0.99
	At the end of the year			109507	0.99



Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
5.	Chirayush Pravin Vakil					
	At the beginning of the year	83136	0.75	83136	0.75	
	At the end of the year			83136	0.75	
6.	Urvi Jatin Parekh					
	At the beginning of the year	69316	0.63	69316	0.63	
	At the end of the year			69316	0.63	
7.	Light House Investments Ltd.					
	At the beginning of the year	57800	0.52	57800	0.52	
	At the end of the year			57800	0.52	
8.	Onida Finance Limited					
	At the beginning of the year	49200	0.44	49200	0.44	
	At the end of the year			49200	0.44	
9.	Reena Divedi					
	At the beginning of the year	37203	0.34	37203	0.34	
	13/09/2019	Buy	1000	0.01	38203	0.35
	15/11/2019	Buy	400	0.00	38603	0.35
	20/12/2019	Buy	109	0.00	38712	0.35
	10/01/2020	Buy	1000	0.01	39712	0.36
	17/01/2020	Buy	9	0.00	39721	0.36
	07/02/2020-	Buy	1000	0.01	40721	0.37
	At the end of the year			40721	0.37	
10.	Nilaben Navneet Hindocha					
	At the beginning of the year	38873	0.35	38873	0.35	
	At the end of the year			38873	0.35	

(v) Shareholding of Directors and Key Managerial Personnel (KMP):

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Lalit Bhasin (Chairman)	3856327	34.86	3856327	34.86
2.	Mr. Anil Goyal, M.D (KMP)	150	0.00	150	0.00
3.	Mr. Lachmi Narain Malik	300	0.00	300	0.00
4.	Mrs. Sapna Khandelwal*	NIL	N.A	NIL	N.A
5.	Mr. C.P. Singh, CFO (KMP)	NIL	N.A	NIL	N.A
6.	Mr. Lakshay Vaid, CS (KMP)**	NIL	N.A	NIL	N.A

(*) Appointed w.e.f. 30th May, 2019.

(**) Resigned w.e.f. 07th December, 2019

V. INDEBTEDNESS:

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

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	NIL	15,50,000	NIL	15,50,000
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	15,50,000	NIL	15,50,000
Changes in Indebtedness during the Financial Year				
• Addition	NIL	15,50,000	NIL	15,50,000
• Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	15,50,000	NIL	15,50,000
Indebtedness at the end of the Financial Year				
i) Principal Amount	NIL	31,00,000	NIL	31,00,000
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	31,00,000	NIL	31,00,000


VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A) Remuneration to Managing Director, Whole-time Directors and / or Manager:

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission - as % of profit - others, specify	NIL NIL
5.	Others, please specify	NIL
	Total (A)	NIL
	Ceiling as per the Act	5% of the Net Profits / As per Schedule V of the Companies Act, 2013 in case of absence or inadequacy of profits.

B) Remuneration to other directors:

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	Mr. L. N. Malik	Mrs. Meenakshi Gopal (upto 30.05.2019)	Mrs. Sapna Khandelwal (w.e.f. 30.05.2019)	
	• Fee for attending board / committee meetings #	46,000	16,000	43,000	1,05,000
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	-	-	-	-
	Total (1)	46,000	16,000	43,000	1,05,000
2.	Other Non-Executive Directors	Mr. Lalit Bhasin			
	• Fee for attending board / committee meetings #		54,000		54,000
	• Commission		NIL		NIL
	• Others, please specify		-		-
	Total (2)				54,000
	Total Managerial Remuneration (1) + (2)				1,59,000
	Overall Ceiling as per the Act	Sitting fee is paid as per the provisions of the Companies Act, 2013.			

Excluding reimbursement of travel and other expenses incurred for attending the meetings.

C) Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. C. P. Singh (CFO)	Mr. Lakshay Vaid (Company Secretary) (upto 07.12.2019)	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3,60,000 4,80,000 -	1,89,194 2,42,648 -	5,49,194 7,22,648 -
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	8,40,000	4,31,842	12,71,842

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT / Court)	Appeal made if any (give details)
A. COMPANY					
Penalty Punishment Compounding			None		
B. DIRECTORS					
Penalty Punishment Compounding			None		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment compounding			None		



MANAGEMENT’S DISCUSSION AND ANALYSIS

1. OPERATING RESULTS

During the year under review, the Company’s Total Revenue is ₹ 33.32 Lakhs as compared to ₹ 7.23 Lakhs in the previous year. The Company incurred total expenses amounted to ₹ 34.50 Lakhs as compared to ₹ 45.87 Lakhs during the previous year. Loss after tax stood at ₹ 1.30 Lakhs as against ₹ 38.77 Lakhs in the previous year.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The financial services sector is poised to grow eventually on the back of strong fundamentals, adequate liquidity in the economy, significant government and regulatory support, and the increasing pace of digital adoption.

Global financial markets, which traded on a buoyant note during most part of 2019 and early 2020, experienced panic sell-offs across asset classes, triggered by the outbreak of COVID-19. Volatility soared to extraordinarily high levels, reminiscent of the turbulence seen during the global financial crisis (GFC).

In India, equity market also fell sharply in sync with global markets with the outbreak of COVID-19. The growth softened in 2019 as economic and regulatory uncertainty, together with concerns about the health of the non-banking financial sector, weighed on demand. There was a strong hope of recovery in the last quarter of 2019-20. However, the COVID-19 pandemic made this recovery extremely difficult in the near to medium term.

During 2019-20, the Reserve Bank undertook several measures to develop the financial markets further in terms of broadening the participation base in various segments of the markets, easing access and transaction norms, expanding the range of financial products, simplifying procedures and improving financial market infrastructure, while maintaining rigorous surveillance to ensure market integrity. The Reserve Bank’s liquidity management operations, in rupees and forex, were stepped up and unconventional instruments were also deployed to ensure adequate liquidity, the normal functioning of markets and the stability of the financial system in the face of the dislocation caused by COVID-19.

3. OPPORTUNITIES AND THREATS

The financial services industry continues to recover from the economic crisis. Against the backdrop of a complex and uncertain economic environment, financial service institutions in India are struggling to retain their competitiveness and to align their business models to the rapidly changing circumstances. These complexities in the Indian business environment make the future of financial services difficult to predict.

The India growth story, although impacted to a great extent by international factors, is equally driven by domestic factors, like changing consumer behavior, falling investment, the increasing trade gap and current account deficit. In view of the growing integration with global markets, India needs to have a strong regulatory framework to prevent and protect against external threats. Being a hugely under-penetrated financial market, India presents immense opportunities to tap investors’ savings and channel them into the financial markets. A strong regulatory framework entails strengthening liquidity conditions, enhancing risk coverage, reducing leverage, recognising systemic risk and maintaining financial stability.

4. FUTURE PROSPECTS AND OUTLOOK

With the worldwide outbreak of COVID-19, the global economy is staring at a recession of a magnitude never seen before in recent history. To counter the pandemic, countries across the globe has resorted to lockdowns, which has already brought the economy to a standstill. Continued lockdown due to COVID-19 can lead to a serious impact on the organisation, including a significant decline in profitability, liquidity concerns and others.

The coming year shall however continue to be a year of uncertainty and shall be dependent upon government policies and global financial market conditions. Effective policies to contain impact of pandemic may cause short term toll on economic activity but shall be an investment for long term human and economic health.

RBI expects India’s GDP growth in 2021 to remain in the negative territory. India, like rest of the world, is in uncharted territory in the pandemic. The pandemic and the lockdown resulted in the stoppage and even collapse of several economic activities. Considering the pandemic-related economic slowdown, the next year’s fiscal deficit is expected to rise further. The economic disruption caused by the pandemic would result in demand and supply shocks, combined with large scale job losses, countering any recovery anticipated earlier in the year.

5. RISKS AND CONCERNS

The Company like any other Company is exposed to specific risks that are particular to its business and the environment within which it operates. The Company is exposed to the market risk (including liquidity risk) and also the factors that are associated with capital market, which inter alia includes economic/business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility and credit risk.

Risk Management Policy

The Company has implemented a systematic process to assist in the identification, assessment, treatment and monitoring of risks which provides the necessary tools and resources to management and staff to support the effective management of risks.

The Company is primarily engaged in investment in Securities viz. Equity Shares, Preference Shares, Mutual Funds etc. which involves macroeconomic risks, investee company specific risks, market wide liquidity risks and execution risks relating to the Company / its intermediaries.

- (a) The macroeconomic risks, investee company specific risks are covered by investment decisions based on third party research and internal assessment.
- (b) Market wide risks are assessed and managed by investment timing decisions.
- (c) The execution risk is managed by dealing with reputed intermediaries and through own back office discipline re accounting and follow up of trades.
- (d) All investment decisions are made after distinguishing among alternative courses of action with identification of expected risks.

The Company also faces credit default risks, concentration risk and industry specific risk while making Inter corporate loans to other body corporate. The Company performs the credit check on the prospective borrower considering various factors relating to the loan such as loan purpose, credit rating, and loan-to-value ratio and estimates the effect on yield (credit spread). The Company mitigates the concentration risk, industry specific risks by diversifying the borrower pool relating to different industries. The Company periodically monitors and reviews the financial condition, credit rating, debt to equity ratio to minimize the credit default risks associated with the borrowers.

The Company has established Internal Financial Control Systems to provide reasonable assurance regarding safeguarding of assets, maintenance of proper accounting records and the reliability of financial reporting.

The Company controls the operational risks associated with its business activities by way of prescribing / amending processes, imposing controls and defining roles and responsibilities.

The Company assesses the effectiveness of its risk management plan through structured continuous improvement processes to ensure risks and controls are continually monitored and reviewed.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company ensures adherence to all internal control policies and procedures as well as have proper and adequate system of Internal Controls to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition of assets and that the transactions are recorded and reported.

The Company ensures adherence to all Internal Control policies and procedures as well as compliance with all regulatory guidelines. The Internal Auditor monitors and evaluates the efficacy and adequacy of Internal Control Systems in the Company, its compliance with the operating systems, accounting procedures and policies. The Audit Committee reviews the internal controls at periodic intervals in close coordination with the Internal Auditors

7. FINANCIAL PERFORMANCE

- a) **Share Capital:** The Company’s Issued and Subscribed Share Capital consists of Equity Share Capital only. The Paid-up Share Capital of the Company as at 31st March, 2020 stood at ₹ 11,06,27,310/- comprising of 11062731 Equity Shares of ₹ 10/- each.
- b) **Financial Assets and Non-Financial Assets:** The Financial Assets and Non-Financial Assets for the year under review stood at ₹ 232.89 Lakhs and ₹ 65.33 Lakhs respectively as against ₹ 217.70 Lakhs and ₹ 66.19 Lakhs for the previous year.
- c) **Financial Liabilities and Non-Financial Liabilities:** During the year under review, the Financial Liabilities and Non-Financial Liabilities stood at ₹ 36.42 Lakhs and ₹ 49.71 Lakhs respectively as against ₹ 20.96 Lakhs and ₹ 48.87 Lakhs during the previous year.

d) Key Financial Ratios:

Particulars	FY 2019-20	FY 2018-19	% change over previous year
1. Debtors Turnover Ratio	NA	NA	NA
2. Inventory Turnover Ratio	NA	NA	NA
3. Interest Coverage Ratio	NA	NA	NA
4. Current Ratio	7.28	11.97	-39.16
5. Debt Equity Ratio	0.03	0.01	100.00
6. Operating Profit Margin (%)	-3.54	-534.34	-99.34
7. Net Profit Margin (%)	-4.30	-907.00	-99.53
8. Return on Net Worth (%)	-0.12	-3.52	-96.64

Reason for change of more than 25% in Key Financial Ratios:

The change in Current Ratio due to increase in Current Assets, change in Debt Equity Ratio due to increase of borrowings during the Financial Year and the change of Operating Profit Margin, Net Profit Margin and Return on Net Worth. Due to increasing of Operating Profit and Net Profit during the Current Financial Year.

8. HUMAN RESOURCES

The Company has adequate human resources which is commensurate with the current volume of activity and is reviewed by the management periodically and the Company would induct competent personnel on increase / expansion of the activity.

9. CAUTIONARY STATEMENT

Statements in this “Management’s Discussion and Analysis” describing the Company’s objectives, projections, estimates, expectations or predictions may be “forward looking statements” within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include interest rates and changes in the Government regulations, tax regimes, economic developments and other factors such as litigation etc.



REPORT ON CORPORATE GOVERNANCE

1. **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company's philosophy on Corporate Governance envisages adopting the high standards of transparency, accountability and ethics in all transactions and interactions with all Stakeholders including but not limited to the Shareholders, the Government, Suppliers, Contractors and other business associates.

2. **SIZE AND COMPOSITION OF THE BOARD:**

The Board of Directors of your Company comprises of Four (4) Directors out of which three (3) are Non-Executive Directors and two (2) are Independent Directors as on 31st March, 2020. The Non-Executive Directors are proficient in their own fields and bring with them decades of rich experience. Mr. Lalit Bhasin is the Chairman and Non-Executive

Director of the Company. Mr. Anil Goyal is the Managing Director of the Company. The strength of the Independent Directors is half of the total strength of the Board. All the Non-Executive Directors are proficient in their respective fields and bring with them tremendous experience in the areas of Banking, Finance, Taxation, Legal Expertise, Securities Market Operations, Corporate Affairs and Management. The composition of the Board is in conformity with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Four (4) Board meetings were held during the year under review on 30th May, 2019, 07th September, 2019, 13th December, 2019 and 11th February, 2020.

The particulars regarding composition of the Board of Directors and its Meetings held during the year are given hereunder:-

Name of the Director	Category	Directorships in other Public Companies as on 31 st March, 2020		#Committee Membership held in other Public Companies as on 31 st March, 2020		No. of Board Meetings attended/ entitled to attend during the year	Whether Attended last AGM	No. of Equity Shares held
		Director	Chairman	Member	Chairman			
Mr. Lalit Bhasin	Chairman (Promoter Non – Executive)	6	3	2	0	4/4	Yes	3856327
Mr. Anil Goyal	Non-Independent Executive	9	NIL	5	NIL	4/4	Yes	150
Mr. Lachmi Narain Malik	Independent & Non – Executive	2	NIL	NIL	NIL	4/4	Yes	300
Mrs. Sapna Khandelwal **	Independent & Non – Executive	NIL	NIL	NIL	NIL	4/4	Yes	NIL

(#) Comprises only Audit Committee and Stakeholders Relationship Committee of Indian Public Limited Companies.

Details of Directorships held in other listed entities by the Directors of the Company and the Category of their Directorship as on 31st March, 2020 is given as under:

Name of the Director	Directorships in other listed entities (Category of Directorship)
Mr. Lalit Bhasin	1. HB Stockholdings Ltd (Non-Executive Non-Independent Director - Chairperson) 2. HB Estate Developers Ltd. (Non-Executive Non-Independent Director - Chairperson) 3. HB Portfolio Limited (Non-Executive Non-Independent Director - Chairperson) 4. CHL Ltd. (Non-Executive Independent Director)
Mr. Anil Goyal	1. HB Stockholdings Ltd. (Non-Executive Non-Independent Director) 2. HB Estate Developers Ltd. (Non-Executive Non-Independent Director) 3. HB Portfolio Ltd. (Executive Director - MD)
Mr. Lachmi Narain Malik	None
Mrs. Sapna Khandelwal	None

The number of Committees (Audit Committee and Stakeholder Relationship Committee) of Public Limited Companies in which a Director is a Member / Chairman is within the limits provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all the Directors of the Company. The number of Directorships of each Independent Director is also within the limits as prescribed under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors are related to each other as defined in Section 2(77) of the Companies Act, 2013.

The Company had issued formal letter of appointment to the Independent Directors at the time of their appointment as per the provisions of Sec 149 read with Schedule IV of the Companies Act, 2013. The terms and conditions of appointment are also available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

In terms of the provisions of the existing Articles of Association of the Company, one-third of the Directors of the Company, who are liable to retire by rotation, shall retire at every Annual General Meeting. Accordingly, Mr. Anil Goyal (DIN No.: 00001938), Managing Director shall retire at the ensuing Annual General Meeting and who being eligible offers himself for re-appointment.

The information on the Particular of Director eligible for Appointment / Re-appointment in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India has been provided in the Notes to the Notice convening the Annual General Meeting.

3. **CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS**

The Board comprises of qualified members who bring in the required skills, competence and expertise that enable them to make effective contributions to the Company's working. The Board members have expertise and extensive experience in financial services, taxation, investments, capital markets, banking, hospitality, corporate restructuring, corporate governance, strategic planning, corporate administration and general management. They uphold ethical standards of integrity and probity and exercise their responsibility in the best interest of the Company and all stakeholders.

The Board comprises of members of varied age groups who demonstrate competence and experience required for the Company. Their diversity of experiences has a positive impact on deliberations on various matters placed before the Board setting the right direction for future strategy and plans. Sufficient time is devoted by them for informed and balanced decision-making.

All Directors are familiar with the Company's business, policies, culture (including the Mission, Vision and Values) and industry in which the Company operates.

The below chart / matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual directors, which are key to corporate governance and board effectiveness:

Key Board Skills / Expertise / Competencies:

Financial Expertise	Education and experience in the areas of capital markets, mutual funds, banking and finance, treasury, investment banking, wealth management, institutional and retail stock broking.
Risk Management	Capability to identify, assess, and monitor the risks associated with capital markets, macroeconomic, business cycle, interest rate volatility, liquidity and credit risk associated with the business of the Company.
Corporate Governance	Understanding of the relevant laws, rules, regulation policies applicable to the organisation/industry/sector in which the Company operates. Knowledge and understanding of organizations processes, strategic planning and observing appropriate governance practices.
Strategic Decision making	To develop insights about maintaining board and management accountability, protecting shareholder interests. Demonstrated strengths in developing business strategies, business transformation contributing to long-term growth.

Name of the Directors who have these expertise and skills:

Name of the Director	Core Skills / Expertise / Competencies			
	Financial Expertise	Risk Management	Corporate Governance	Strategic Decision Making
Mr. Lalit Bhasin	✓	✓	✓	✓
Mr. Anil Goyal	✓	✓	✓	✓
Mr. Lachmi Narain Malik	✓	✓	✓	✓
Mrs. Sapna Khandelwal	-	✓	✓	-

4. **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

The Code of Conduct for Directors and Senior Management Personnel ('the Code'), as adopted by the Board, is a comprehensive Code applicable to all the Directors and Senior Management Personnel. The Company's Board of Directors and Senior Management Personnel are responsible for and are committed to setting the standards of conduct contained in the Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This Code is adhered to in letter and in spirit. The Code has been circulated to all the Directors and Senior Management Personnel and the compliance of the same is affirmed by them annually.



All the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the financial year 2019-20. The declaration to this effect signed by the Managing Director of the Company is attached and forms an integral part of this Report. A copy of the Code has been uploaded on the Company's website having following web link:

<https://www.hbleasing.com/Corporate%20Information/conduct.htm>

5. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on 11th February, 2020, inter alia, to discuss and evaluate:

- (i) the performance of Non-Independent Directors and the Board of Directors as a whole;
- (ii) the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.
- (iii) the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, the Company gave the presentation to the Independent Directors as a part of the familiarisation programme to make them aware about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such familiarisation programme are available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

All the Independent Directors were present at the Meeting.

6. PERFORMANCE EVALUATION:

The performance evaluation exercise has been carried out by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance. The performance of Individual Directors has been evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company, Shareholders etc. The Performance of Chairman was being evaluated in terms of leadership qualities, effective management, maintaining cordial relationship with Board, Shareholders, employees, etc.

The Independent Directors in their meeting held on 11th February, 2020 have done necessary performance evaluation of Non-Independent Directors, the Board of Directors as a Whole & its Committees and the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors All the Independent Directors expressed their satisfaction with the performance of Non-Independent Directors, the Board of Directors as a Whole & its Committees and the Chairman of the Company.

Mr. Lalit Bhasin, Chairman of the Company had discussion with all individual Directors in order to review the performance of the Independent Directors of the Company. The performance of the Independent Directors also found to be satisfactory during the period under review.

The Nomination and Remuneration Committee and the Board of Directors in their meeting held on 11th February, 2020 expressed their satisfaction with the performance evaluation of all individual Directors being the Independent Directors, Non-Independent Directors, Chairman, Board as a whole and its committees in terms of the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013.

7. BOARD COMMITTEES:

The terms of reference of the Board Committee(s), their composition and attendance of the respective members at the various Committee Meeting(s) held during the year 2019-2020 are set out below:

(A) Audit Committee

The Board of Directors in their meeting held on 31st March, 2001 had constituted the Audit Committee. The Committee was duly reconstituted on 15th March, 2003, 28th May, 2015 and thereafter on 30th May, 2019.

The terms of reference of Audit was revised by the Board of Directors in their meeting held on 17th May, 2014 in terms of Provision of Sec 177(4) of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement. Further the terms of reference of the Audit Committee has been partially amended by the Board of Directors in their meeting held on 12th February, 2016 in terms of Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee consists of three Non-Executive Directors as members, out of which two are Independent Directors The Chairman of the Audit Committee is an Independent Director. There was no change in the constitution of Audit Committee during the year. The Audit Committee comprises of following members:

- (i) Mr. Lachmi Narain Malik, Chairman (Independent Director)
- (ii) Mr. Lalit Bhasin, Member
- (iii) Mrs. Sapna Khandelwal, Member (Independent Director)

The Company Secretary acting as Secretary to the Committee.

The quorum for the Audit Committee meeting shall either be two members or one third of the members of the Audit Committee, whichever is greater, with at least two Independent Directors.

The Audit Committee has been empowered, inter-alia, to carry out the following functions:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatorily review the following information:
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
 - f) Statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.



21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments.
22. The Audit Committee shall also have powers, which should include the following:
- To investigate any activity within its terms of reference.
 - To seek information from any employee.
 - To obtain outside legal or other professional advice.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary.
 - To consider and act on any matters as or included under Clause 49 of the Listing Agreement and/or as may be so included from time to time, whether provided here in above or not.
 - To deal with any other matters related and or incidental to the above or as may be assigned, in addition to the aforesaid, by the Board from time to time.

During the year under review, the Audit Committee met four times on 30th May, 2019, 07th September, 2019, 13th December, 2019 and 11th February, 2020 All the Committee members as well as the Internal & Statutory Auditors of the Company attended the meetings held on 30th May, 2019 and 11th February, 2020.. All the members were present in all the Committee Meetings.

The Audit Committee plays a crucial role in running the Corporate Governance Functions. During the year the roles and responsibility of the Audit Committee have been effectively carried out. The Audit Committee reviewed the related party transactions, financial operations and performance of the Company, interacted with the Auditors and Internal Auditors, considered the reports of the Auditors and provided its valuable suggestions and recommendations to the Board of Directors from time to time.

(B) Nomination And Remuneration Committee

The Board of Directors in their meeting held on 17th May, 2014 had constituted the Nomination and Remuneration Committee. The Committee was duly reconstituted on 28th May, 2015 and thereafter on 30th May, 2019.

The terms of reference of the Nomination and Remuneration Committee has been partially amended by the Board of Directors in their meeting held on 12th February, 2016 in terms of Regulation 18 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee consists of three Non-Executive Directors as members, out of which two are Independent Directors. The Chairman of the Nomination and Remuneration Committee is an Independent Director. There was no change in the constitution of NRC Committee during the year. The Nomination and Remuneration Committee comprises of following members:

- Mr. Lachmi Narain Malik, Chairman (Independent Director)
- Mr. Lalit Bhasin, Member
- Mrs. Sapna Khandelwal, Member (Independent Director)

The Company Secretary acting as Secretary to the Committee.

The Nomination and Remuneration Committee has been empowered, inter-alia, to carry out the following functions:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board Of Directors.
- Devising a policy on diversity of Board of Directors.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- To deal with any other matters related and / or incidental to the above or as may be assigned, in addition to the aforesaid by the Board from time to time.

During the year under review Three (3) Nomination and Remuneration Committee Meeting was held on 13th May, 2019, 30th May, 2019 and 11th February, 2020 and the same were attended by all the committee members.

All the Non-Executive Directors of the Company are paid remuneration by payment of sitting fees for each meeting of the Board and Committees thereof attended by them.

Remuneration paid during the year ended 31st March, 2020 is as under:

(Amount in ₹)

Director(s)	Relationship with other Director(s)	Sitting Fees Paid (₹)	Salary & Perks (₹)	Commission, if any
Mr. Lalit Bhasin	N.A.	54,000	NIL	NIL
Mr. Anil Goyal	N.A.	NIL	NIL	NIL
Mr. Lachmi Narain Malik	N.A.	46,000	NIL	NIL
Mrs. Meenakshi Gopal*	N.A.	16,000	NIL	NIL
Mrs.Sapna Khandelwal**	N.A.	43,000	NIL	NIL

(*) Resigned w.e.f. 30th May, 2019.

(**) Appointed w.e.f. 30th May, 2019.

The Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and the Committees constituted by the Board. The sitting fee for each meeting of Board of Directors and the Committee of Directors has been fixed by the Board of Directors within the overall ceiling laid down under the Companies Act, 2013.

Brief outline / salient features of the Nomination and Remuneration Policy including changes made therein during the year has been included in the Board's Report. The complete Nomination and Remuneration Policy of the Company is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.html>

(C) Stakeholders Relationship Committee

The Board of Directors in their meeting held on 28th March, 2000 had constituted the Share Transfer Committee. Thereafter, the Board of Director's in their meeting held on 17th May, 2014 renamed the Share Transfer Committee as "**Stakeholders Relationship Committee**" and approved their revised terms of reference in line with the provisions of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement..

The Stakeholders Relationship Committee consists of three Directors as members. The Chairman of the Committee is a Non-Executive Director. There was no change in the constitution of SRC Committee during the year. The Stakeholders Relationship Committee comprises of following members:

- Mr. Lalit Bhasin, Chairman
- Mr. Anil Goyal, Member
- Mrs. Sapna Khandelwal, Member (Independent Director)

The Company Secretary acting as Secretary to the Committee who has also been designated as the Compliance Officer of the Company.

The Stakeholders Relationship Committee has been empowered, inter-alia, to carry out the following functions:-

- To consider and approve the transfer, transmission and issue of fresh/duplicate share certificates.
- To review the status of dematerialization of company's shares and matters incidental thereto.
- To review and monitor the approval to the transfers and transmissions made by the Executive Director, under executive authority delegated to him from time to time.
- To consider, review and look into various aspects of interest of Shareholders, debenture holders and other security holders.
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non -receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by the Shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company.


9. To deal with any other matters related and/or incidental to the shareholders.

During the year under review Four (4) Stakeholders Relationship Committee Meetings were held on 9th April, 2019, 17th July, 2019, 07th October, 2019 and 07th January, 2020 and the same were attended by all the Committee members.

Number of Shareholders Complaints received and redressed during the year 2019-2020:

Nature of Grievance	Received	Cleared	Pending
Non receipt of Dividend	0	0	NIL
Non receipt of Annual Report	0	0	NIL
Transfer, Transmission, Issue of Share Certificate etc.	0	0	NIL
Complaints received through SEBI/Stock Exchange	0	0	NIL
Total	0	0	NIL

6. GENERAL BODY MEETINGS:
Details of Annual General Meetings (AGM):
(i) Location and time where the last 3 AGM's were held:

Year	Type	Location	Date	Time
2018-19	AGM	GIA House, I.D.C., Mehrauli Road,	19.09.2019	03.00 P.M.
2017-18	AGM	Opp. Sector 14, Gurugram - 122	25.09.2018	03.00 P.M.
2016-17	AGM	001(Haryana)	29.09.2017	03.00 P.M.

(ii) List of Special Resolutions passed in the previous three AGMs:

S. No.	Subject Matter	AGM Reference and Date of passing
1.	<ul style="list-style-type: none"> Appointment of Mrs. Sapna Khandelwal (DIN: 07241162) as an Independent Director of the Company. Re-Appointment of Mr. Lachmi Narain Malik (DIN: 00481449) as an Independent Director of the Company. Re-Appointment of Mr. Anil Goyal (Din: 00001938) As Managing Director of the Company. 	36 th AGM 19.09.2019
2.	No Special Resolution was passed	35 th AGM 25.09.2018
3.	No Special Resolution was passed	34 th AGM 29.09.2017

E-voting facility was provided to all members pursuant to the provisions of Section 108 of the Companies Act, 2013, rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

(iii) Whether any Special Resolutions passed last year through Postal : No
(iv) Whether any Special Resolution is proposed to be conducted through Postal Ballot: No
8. MEANS OF COMMUNICATION

I. **Quarterly Results:** Dissemination through Listing Centre of Bombay Stock Exchange (BSE Limited), Company's Website and through Publication in Newspapers as required under Regulation 47 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

II. **Newspaper wherein results normally published:** Business Standard (English) All Editions and Business Standard (Hindi) Delhi Edition.

III. **Website where displayed:** <http://www.hbleasing.com>

IV. The Website also displays Public Notices / Announcements containing important communications made to the Bombay Stock Exchange. As and when any presentation is made to institutional investors the same would be simultaneously uploaded on the Company's Website.

9. DISCLOSURES:

I. There have been no materially significant Related Party Transactions, pecuniary transactions or relationships other than those disclosed in the Financial Statements for the year ended 31st March, 2020 (**Refer Note No. 23 of the Financial Statements**) forming part of the Financial Statements. The Policy on Related Party Transactions has been uploaded on the website of the Company, having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance%20index.html>

II. No penalty has been imposed nor any structures have been passed by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to Capital Markets during the last three years.

III. The Vigil Mechanism for Stakeholders, Employees and Directors of the Company has been established. The Whistle Blower Policy duly approved by the Board of Directors is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance%20index.html>

IV. The Police related for determining Material Subsidiaries is available on the website of the Company having following web link,

<http://www.hbleasing.com/Investor%20Information/Corporate%20Governance%20index.html>

V. All the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance are being adhered to / complied with.

VI. The Managing Director along with the Chief Financial Officer of the Company have given the Compliance Certificate on the review of Financial Statements, including Cash Flow Statement for the Financial Year ended 31st March, 2020 to the Board of Directors as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VII. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – Not Applicable.

VIII. A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is attached and forms an integral part of this report.

IX. The Board of Directors has duly accepted the recommendation of its Committee(s), wherever required in accordance with the provisions of applicable laws.

X. Total fees paid by the Company to the Statutory Auditors is given as under:

(Amount in ₹)

Audit Fees	52500
Limited Review Reports	15000
Certification and others	7000
Total	74500

XI. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given as under:

a. Number of complaints filed during the financial year	Nil
b. Number of complaints disposed of during the financial year	Nil
c. Number of complaints pending as on end of the financial year	Nil

XII. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ADOPTION OF DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

I. The Internal Auditor directly reports to the Audit Committee.

10. GENERAL SHAREHOLDER INFORMATION
I. Ensuing Annual General Meeting Date, Time and Venue:

The ensuing Annual General Meeting of the Company will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on **Wednesday, 30th, September, 2020 at 03.00 P.M.** The deemed venue of the 37th AGM shall be the Registered Office of the Company

II. **Financial Year:** 1st April 2019 to 31st March 2020.

III. **Date of Book Closure:** 24th September, 2020 to 30th September, 2020

IV. Listing on Stock Exchanges:

The Company's Equity Shares are listed at BSE Limited, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. The Annual Listing Fee for the financial year 2020-2021 has been paid to BSE Limited.

V. Stock Code/ ISIN:

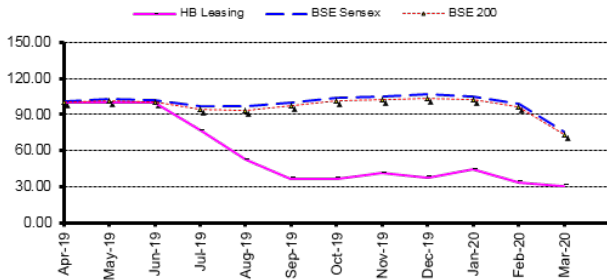
The Company's scrip code at BSE Limited is 508956. (ISIN: INE549B01016)

VI. **Market Price Data:** The monthly High, Low price of the Company's Equity Share during each month in the last Financial Year at BSE Limited is as under:

Month	High Price	Low Price	Close Price	Volume
Apr 19	2.04	1.94	1.94	995
May 19	1.94	1.94	1.94	221
Jun 19	1.94	1.94	1.94	101
Jul 19	1.85	1.49	1.49	728
Aug 19	1.42	1.02	1.02	608
Sep 19	0.97	0.72	0.72	9,117
Oct 19	0.72	0.66	0.72	3,482
Nov 19	0.81	0.69	0.81	3,910
Dec 19	0.81	0.70	0.74	11,992
Jan 20	0.98	0.67	0.87	7,389
Feb 20	0.90	0.66	0.66	3,732
Mar 20	0.66	0.60	0.60	1,456



VII. Performance in Broad Based Indices



VIII. Stock Performance-Absolute returns

	1 Year
HB Portfolio	-69.07
BSE Sensex	-24.50
BSE 200	-26.56

IX. Registrar and Share Transfer Agents:

RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor,
Okhla Industrial Area, Phase-II,
New Delhi – 110 020
Phone : 011 – 26387320, 26387321
Fax : 011 - 26387322
E-mail: investor.services@rcmcdelhi.com

X. Share Transfer System

As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities.

Share Transfers are registered and returned within a period of fifteen days from the date of receipt, if the documents are clear in all respects. The authority for transfer of shares has been delegated to the Managing Director for transfer of shares up to a fixed number beyond which the matters are placed before the Stakeholders Relationship Committee, which meets as and when required. As reported by Company's Registrar and Transfer Agent, all valid requests for transfer during the year under review were transferred within stipulated time limit.

XI. The distribution of Shareholdings of the Company as on 31st March, 2020 is as under:

Shareholding of value of ₹	Shareholders		Shareholding	
	No. of Shares	% to total	Shares	% to total
Up to 5000	34175	97.38	4258380	38.49
5001-10000	527	1.50	408625	3.69
10001-20000	225	0.64	334474	3.02
20001-30000	51	0.15	130579	1.18
30001-40000	29	0.08	102884	0.93
40001-50000	15	0.04	70203	0.63
50001-100000	33	0.09	224944	2.03
100001 and above	41	0.12	5532642	50.01
TOTAL	35096	100.00	11062731	100.00

The category-wise distribution of Shareholders is as follows:

Category	No. of Shares held	% of Shareholding
A. Promoters Holding		
➤ Indian Promoter	39,46,327	35.67
➤ Foreign Promoters	0	0.00
B. Public Shareholding (Institutions)		
➤ Mutual Funds and UTI	1,570	0.01
➤ Banks/Financial Institutions	610	0.01
➤ Foreign Portfolio Investors	0	0.00
C. Public Shareholding (Non Institutions)		
➤ Indian Public	6075719	54.92
➤ Bodies Corporate	839654	7.59
➤ NRIs	250	0
➤ Clearing Members	145501	1.32
➤ Trusts	0	0.00
➤ NBFCs	53100	0.48
D. Investor Education & Protection Fund Account	0	0.00
Total	1,10,62,731	100.00

XII. Dematerialization of Share and Liquidity:

The shares of the Company are tradable compulsorily in the electronic form. The Company is a member of both the depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The ISIN No. allotted to the Company is INE549B01016. As at 31st March 2020, 7544756 Equity Shares of the Company are held in dematerialized form constituting 68.20% of the Company's subscribed share capital.

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Audit of Reconciliation of Share Capital to reconcile the Total Admitted, Issued and Listed Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and BSE Limited.

XIII. The Company has no outstanding GDRs/ ADRs/ Warrants or any other instruments convertible into Equity.

XIV. List of all credit ratings obtained by the Company along with any revisions thereto during the financial year: Not Applicable

XV. Address for Correspondence:

The Company Secretary
HB Leasing and Finance Company Limited
HB House, Plot No. 31, Echelon Institutional Area,
Sector-32, Gurugram – 122 001, Haryana.
Ph: 0124-4675500; Fax: 0124-4370985
E-mail: corporate@hbleasing.com

MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

The Members of
HB Leasing and Finance Company Limited
Gurugram

I, Anil Goyal, Managing Director of the Company declare that all the members of the Board of Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct.

For HB Leasing and Finance Company Limited

Place: Gurugram
Date: 25th June, 2020

Sd/-
ANIL GOYAL
(Managing Director)
DIN: 00001938



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
HB Leasing and Finance Company Limited
Gurugram

1. We have examined the compliance of conditions of Corporate Governance by **HB LEASING AND FINANCE COMPANY LIMITED** ("the Company"), for the Financial Year ended on 31st March, 2020, as stipulated in Regulations 17 to 27, clause (b) to (j) of sub-regulation (2) of Regulation 46 and Paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") pursuant to the Listing Agreement entered into by the Company with the Stock Exchange.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations during the period under review.
5. We state that such Compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No: 017851N

Sd/-
G C Agarwal
(Proprietor)
Membership No: 083820
UDIN: 20083820AAAAABC9126

Place: Gurugram
Date: 25th June, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
OF HB LEASING AND FINANCE COMPANY LIMITED

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10) (i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
HB Leasing and Finance Company Limited
Plot No. 31, Echelon Institutional Area
Sector – 32 Gurugram – 122001 (Haryana)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of HB Leasing and Finance Company Limited (CIN L65910HR1982PLC034071) having registered office at Plot No. 31, Echelon Institutional Area, Sector-32, Gurugram- 122001 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Government of India or any such Statutory Authority.

S. No.	Name of the Director	DIN	Date of Appointment in Company
1	Anil Goyal	00001938	01/01/1992
2	Lalit Bhasin	00002114	29/06/1990
3	Lachmi Narain Malik	00481449	15/03/2003
4	Sapna Khandelwal	07241162	30/05/2019

Ensuring the eligibility of for appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Arun Gupta & Associates
Company Secretaries

Sd/-
Arun Gupta
(Proprietor)
ACS: 21227;
C.P. No. 8003
UDIN: A021227B000367056

Place: New Delhi
Date: 25th June, 2020



INDEPENDENT AUDITOR'S REPORT

**TO.
THE MEMBERS OF
HB LEASING AND FINANCE COMPANY LIMITED**
Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of **HB Leasing & Finance Company Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Key Audit Matters

We have determined that there are no key Audit Matters to communicate in our Report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the Directors Report to be included in the Company's Annual Report, but does not include the Financial Statements and our Auditor's Report thereon. The other information is expected to be made available to us after the date of this Auditors' Report. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our Audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the Audit or otherwise appears to be materially misstated.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the a accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring 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.

In preparing the Financial Statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our Audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the Financial Year ended 31st March, 2020 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 **Annexure 'B'**.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March, 2020 on its financial position in its Financial Statements – Refer Note No 35
 - ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2020
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (h) With respect to the matter to be included in the Auditor's Report under Section 197(16):

The Company has not paid any managerial remuneration for the year ended 31st March, 2020 to its directors.

FOR G. C. AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: GURUGRAM
DATED: 25TH JUNE, 2020

Sd/-
G C AGARWAL
(PROPRIETOR)
(Membership No. 083820)



ANNEXURE – A TO THE AUDITORS’ REPORT

The Annexure referred to in Independent Auditor’s Report to the members of **HB Leasing and Finance Company Limited** on the Financial Statements for the year ended on 31st March, 2020, We Report that:

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification
- c. The Company does not have any Immovable Property.
2. a. As explained to us, inventories (Investment) have been physically verified by the management at reasonable intervals during the year. As explained to us, the discrepancies noticed on physical verification of inventory as compared to the book records were not material.
3. As explained to us, the company has not granted any loans, Secured or Unsecured to Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provision of Section 185 and 186 of the Act, with respect to the Loans and Investment made. As per the information and explanations given to us, the Company has not given any guarantee or provided any security in connection with a loan to any other body corporate or person.
5. The Company has not accepted any deposits from the public.
6. The nature of the company’s business/activities is such that maintenance of Cost Records under Section 148(1) of the Act is not applicable to the company.
7. a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales-Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value added Tax, Cess and other Statutory Dues to the extent and as applicable to the Company have been generally regularly deposited by the Company during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2020 for a period of more than six months from the date of becoming payable.
- b. The disputed statutory dues aggregating to ₹ 41,62,50,462/- that have not been deposited on account of matters pending before appropriate authorities are as under :

Sr. No	Name of the statute	Nature of the Dues	Period (A.Y.)	Forum where Dispute is pending	Amount (₹)
1.	Income Tax Act, 1961	Income Tax	2009-10	Income Tax Appellate Tribunal, Delhi	8,35,26,253/-
2.	Income Tax Act, 1961	Income Tax	2010-11	Assessing officer (For giving appeal effect)	39,61,670/-
3.	Income Tax Act, 1961	Penalty (Income Tax)	2009-10	Income Tax Appellate Tribunal	1,80,28,208/-
4.	Income Tax Act, 1961	Income Tax	Block Period 01/04/1987 to 07/08/1997	Commissioner of Income Tax (Appeal)	31,07,34,331/-
				TOTAL	41,62,50,462/-

8. 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.
9. 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.
10. In our opinion and according to the information and explanation 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.
11. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not paid/ provided any managerial remuneration during the year.
12. 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.
13. According to the information and explanations given to us and based on or examinations 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 transaction have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the record 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.
15. According to the information and explanations given to us and based on our examination of the record 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.
16. The Company is required to be registered under Section 45-IA of the Reserve bank of India Act, 1934 and such registration has been obtained by the Company.

ANNEXURE – B TO THE AUDITORS’ REPORT

Report on the Internal Financial Control 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 **HB Leasing and Finance Company Limited** (“the Company”) as of 31st March 2020 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“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, 2020, 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 G. C. AGARWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.: 017851N

PLACE: GURUGRAM
DATED: 25TH JUNE, 2020

Sd/-
G C AGARWAL
(PROPRIETOR)
(Membership No. 083820)


BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As at	As at	As at
		31st March, 2020 (In ₹)	31st March, 2019 (In ₹)	1st April, 2018 (In ₹)
I. ASSETS				
Financial Assets				
a. Cash and cash equivalents	4	1,137,577	535,236	856,888
b. Receivables				
(i) Trade Receivables	5	5,597,412	4,604,897	4,604,897
d. Investments	6	3,063,066	3,032,206	4,255,968
e. Other Financial Assets	7	13,490,682	13,597,520	14,717,917
Non-Financial Assets				
a. Property, Plant and Equipment	8	70,002	70,002	70,002
b. Deferred Tax Assets (Net)	9	104,733	116,355	129,687
c. Other Non -Financial Assets	10	6,359,068	6,432,460	6,160,574
TOTAL ASSETS		29,822,540	28,388,676	30,795,933
II. LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
a. Borrowings	11	3,100,000	1,550,000	-
b. Other Financial Liabilities	12	542,470	545,871	617,696
Non-Financial Liabilities				
a. Provisions	13	4,963,866	4,880,466	4,903,228
b. Other Non-Financial Liabilities	14	6,870	6,093	16,474
Equity				
a. Equity Share Capital	15	110,041,095	110,041,095	110,041,095
b. Other Equity	16	(88831761)	(88634849)	(84782560)
TOTAL LIABILITIES AND EQUITY		29,822,540	28,388,676	30,795,933

Significant Accounting Policies and 1-40 notes to the Financial Statements

The accompanying notes form an integral part of the Standalone Financial Statements.

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE BOARD
HB LEASING & FINANCE COMPANY LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
MEMBERSHIP NO. : 083820

Sd/-
LALIT BHASIN
(CHAIRMAN)
DIN: 00002114

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
(DIN: 00001938)

PLACE: GURUGRAM
DATED: 25TH JUNE, 2020

Sd/-
C.P. SINGH
(CHIEF FINANCIAL OFFICER)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Notes	For the Year ended	For the Year ended
		31st March, 2020 (In ₹)	31st March, 2019 (In ₹)
INCOME			
Revenue from Operations			
(i) Fee Received/ Advisory	17	3,000,000	-
(ii) Net gain on fair value changes	18	30,860	427,493
I Total Revenue from Operations		3,030,860	427,493
II Other Income	19	300,700	295,643
III Total Income (I+II)		3,331,560	723,136
EXPENSES			
Employee Benefits Expenses	20	1,342,917	1,572,514
Others Expenses	21	2,107,216	3,018,262
Contingent Provision against Standard Assets		-	(3,600)
IV Total Expenses (IV)		3,450,133	4,587,176
V Profit/ (Loss) Before Tax (III-IV)		(118,573)	(3,864,040)
VI Tax Expense			
(i) Current Tax			
(ii) Deferred Tax (credit) / charge		11,622	13,332
Total Tax Expense (VI)		11,622	13,332
VII Profit/(Loss) for the year (V-VI)		(130,195)	(3,877,372)
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plan		(66,717)	25,083
- Income tax relating to above mentioned item		0	0
Other Comprehensive Income for the year, net of tax		(66,717)	25,083
Total Comprehensive Income for the year (VII +VIII)		(196,912)	(3,852,289)
IX Earnings per Equity Share of face value of ₹ 10 each (previous year ₹ 10 each)	22		
Basic (₹)		(0.01)	(0.35)
Diluted (₹)		(0.01)	(0.35)

Significant Accounting Policies and notes to the 1-40 Financial Statements

The accompanying notes form an integral part of the Standalone Financial Statements.

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE BOARD
HB LEASING & FINANCE COMPANY LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
MEMBERSHIP NO. : 083820

Sd/-
LALIT BHASIN
(CHAIRMAN)
DIN: 00002114

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
(DIN: 00001938)

PLACE: GURUGRAM
DATED: 25TH JUNE, 2020

Sd/-
C.P. SINGH
(CHIEF FINANCIAL OFFICER)


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	For the year ended 31 March, 2020 (In ₹)	For the year ended 31 March, 2019 (In ₹)
A. CASH FLOW FROM OPERATION ACTIVITIES		
Profit before tax	(118,573)	(3,864,040)
Adjustment for :		
Depreciation	0	0
Net fair value changes	(30,860)	(427,493)
Remeasurements of defined benefit plans	(66,717)	25,083
Cash generated from operation before Working Capital Changes	(216,150)	(4,266,450)
Working Capital Changes		
Increase/ (decrease) in Trade Receivables	(992,515)	0
Increase/ (decrease) in other Financial Assets	106,838	1,120,397
Increase/ (decrease) in other Non-Financial Assets	73,392	(271,886)
(Increase) /decrease in other Financial Liabilities	(3,401)	(71,825)
(Increase) /decrease in Provisions	83,400	(22,762)
(Increase) /decrease in other Non Financial Liabilities	777	(10,381)
Cash Flows before OCl and Tax	(947,659)	(3,522,907)
Income Tax paid	0	0
NET CASH FLOW FROM/ (USED) OPERATING ACTIVITIES	(947,659)	(3,522,907)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Investments	0	1,651,255
NET CASH USED IN INVESTING ACTIVITIES	0	1,651,255
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	1,550,000	1,550,000
NET CASH USED IN FINANCING ACTIVITIES	1,550,000	1,550,000
NET INCREASE/ DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	602,341	(321,652)
OPENING CASH AND CASH EQUIVALENTS	535,236	856,888
CLOSING CASH AND CASH EQUIVALENTS	1,137,577	535,236

Note: 1. Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Cash Flow Statement)

2. Cash and Cash Equivalents consist of cash in hand balances with banks.

Change in Liability arising from Financing Activities

Particulars	Borrowings (Refer Note No. 12)
Balance as on 1st April 2018	-
Proceeds/ Repayments of borrowing	1,550,000
Non cash change (Fair Value)	-
Balance as on 31st March 2019	1,550,000
Balance as on 1st April 2019	1,550,000
Proceeds/ Repayments of borrowing	1,550,000
Non cash change (Fair Value)	-
Balance as on 31st March 2020	3,100,000

The accompanying notes form an integral part of the Financial Statements

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Registration Number : 017851N

FOR AND ON BEHALF OF THE BOARD
 HB LEASING & FINANCE COMPANY LIMITED

Sd/- G C AGARWAL (PROPRIETOR) MEMBERSHIP NO. : 083820	Sd/- LALIT BHASIN (CHAIRMAN) DIN: 00002114	Sd/- ANIL GOYAL (MANAGING DIRECTOR) (DIN: 00001938)
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PLACE: GURUGRAM
 DATED: 25TH JUNE, 2020

Sd/-
C.P. SINGH
(CHIEF FINANCIAL OFFICER)

STANDALONE STATEMENT OF CHANGES IN EQUITY
a. Equity Share Capital

	Number of Shares	(Amount in ₹)
As at 01st April, 2018	11,062,731	110,627,310
Changes in Equity Share Capital during the year	-	-
As at 31st March, 2019	11,062,731	110,627,310
Changes in Equity Share Capital during the year	-	-
As at 31st March, 2020	11,062,731	110,627,310

b. Other Equity

	Reserves and Surplus				Other Comprehensive Income	Total
	Capital Reserve	Statutory Reserve	Securities Premium	Retained Earnings		
Balance as at 01st April, 2018	99,875	21,070,926	180,596,699	(286,549,738)	(322)	(84,782,560)
Profit for the year	-	-	-	(3,877,372)	-	(3,877,372)
Other Comprehensive Income (net of tax)	-	-	-	-	25,083	25,083
Transferred to/(from)	-	-	-	-	-	-
Total Comprehensive Income for the year	99,875	21,070,926	180,596,699	(290,427,110)	24,761	(88,634,849)
Balance as at 31st March, 2019	99,875	21,070,926	180,596,699	(290,427,110)	24,761	(88,634,849)
Balance as at 01st April, 2019	99,875	21,070,926	180,596,699	(290,427,110)	24,761	(88,634,849)
Profit for the year	-	-	-	(130,195)	-	(130,195)
Other Comprehensive Income for the year	-	-	-	-	(66,717)	(66,717)
Transferred to/(from)	-	-	-	-	-	-
Total Comprehensive Income for the year	99,875	21,070,926	180,596,699	(290,557,305)	(41,956)	(88,831,761)
Balance as at 31st March, 2020	99,875	21,070,926	180,596,699	(290,557,305)	(41,956)	(88,831,761)

Significant Accounting Policies and notes to the Financial Statements 1-40

The accompanying notes form an integral part of the Standalone Financial Statements.

As Per our Report of even date attached

FOR G. C. AGARWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NUMBER : 017851N

FOR AND ON BEHALF OF THE BOARD
 HB LEASING & FINANCE COMPANY LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
MEMBERSHIP NO. : 083820

Sd/-
LALIT BHASIN
(CHAIRMAN)
DIN: 00002114

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938

PLACE: GURUGRAM
 DATED: 25TH JUNE, 2020

Sd/-
C.P. SINGH
(CHIEF FINANCIAL OFFICER)



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

1. Company Information / Overview

The Company is public limited company incorporated and domiciled in India having its registered office at Gurugram, India. The Company is a Non-banking financial company-Non-Systemically important Non-Deposit taking Company registered with Reserve Bank of India. Equity share of the company are listed on BSE Limited.

2. Basis of preparation of Financial Statements.

(A) Compliance with Ind As

The Financial Statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

For all periods up to and including the year ended 31st March, 2019, the Company prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006 (as amended) notified under the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended), guidelines issued by the RBI and other generally accepted accounting principles in India (collectively referred to as 'Indian GAAP' or 'previous GAAP').

The transition to Ind As has been carried out in accordance with Ind AS 101 First Time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 1st April, 2018.

An explanation of how the transition to Ind AS from the previous GAAP has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 29.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

(B) Presentation of Financial Statements

The Balance Sheet, the statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

(C) Basis of preparation

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting as explained in the accounting policies below.

3. Significant Accounting Policies

3.1 Use of Estimates and Judgement

The preparation of financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets, liabilities and disclosures of contingent assets and liabilities at the end of the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

A) Effective Interest Rate (EIR) Method

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

B) Impairment of Loans Portfolio

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

C) Defined Employee Benefit Assets and Liabilities

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation

involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

D) Fair Value Measurement:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

E) Other Estimates:

These include contingent liabilities, useful lives of tangible and intangible assets etc.

3.2 Financial Instruments

A) Initial Recognition and Measurement

All financial assets and financial liabilities are recognised when the company become a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

B) Classification and Subsequent Measurement of Financial Assets-

The Company classifies its financial assets into various measurements categories. The classification depends on the contractual terms of the financial assets' cash flows and the company's business model for managing financial assets.

a. 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.

b. FVOCI- Debt Instruments

A debt instruments in nature of financial asset is measured at FVOCI when the instrument is held within a business model, the objective of which 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.

c. FVOCI- Equity Instruments

Equity instruments in nature of financial assets are measured at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

d. FVTPL

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Subsequent Measurement of Financial Assets

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of profit and loss.



For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

C. Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

Financial Liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

D. Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

E. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

F. Impairment

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

3.3 Cash and Cash Equivalents

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

3.4 Property, Plant and Equipments (PPE)

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

Particulars	Useful life
Furniture & fixture	10 years
Office equipment	5 years
Computer	3 years
Vehicles	8 years

Assets costing less than ₹ 5000/- are fully depreciated in the period of purchase.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the net carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the Statement of profit and loss in the year the asset is derecognised.

3.5 Intangible Assets :

Intangible assets comprises of computer software which is amortized over the estimated useful life. The amortization period is lower of license period or 36 months which is based on management's estimates of useful life. Amortisation is calculated using the straight line method to write down the cost of intangible assets over their estimated useful lives.

3.6 Impairment of Assets other than Financial Assets :

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

3.7 Investments in subsidiaries and associates :

Investments in subsidiaries and associate are measured at cost less accumulated impairment, if any.

3.8 Provisions :

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.



Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.9 Employee Benefits :

A) Short-Term Employee Benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

B) Contribution to Provident Fund and ESIC

Company's contribution paid/payable during the year to provident fund and ESIC is recognised in the Statement of profit and loss.

C) Gratuity

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of profit and loss.

Remeasurement Gains/ Losses-

Remeasurement of defined benefit plans, comprising of actuarial gains / losses, return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

Remeasurement gains or losses on long-term compensated absences that are classified as other long-term benefits are recognised in Statement of profit and loss.

D) Leave Encashment / Compensated Absences

The Company provides for the encashment / availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

E) Employee Stock Options -

Equity-settled share-based payments to employees are recognised as an expense at the fair value of equity stock options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the graded vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

3.10 Revenue Recognition

A) Recognition of Interest Income on Loans

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at FVOCI and debt instruments designated at FVTPL. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the Statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognised when they become measurable and when it is not unreasonable to expect their ultimate collection.

Income from bill discounting is recognised over the tenure of the instrument so as to provide a constant periodic rate of return.

B) Fees and Commission Income :

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection.

Commission and brokerage income earned for the services rendered are recognised as and when they are due.

C) Dividend and Interest Income on Investments :

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

- Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

3.11 Finance Costs

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost. Financial instruments include bank term loans, non-convertible debentures, fixed deposits mobilised, commercial papers, subordinated debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

3.12 Taxation - Current and Deferred Tax:

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

A) Current Tax :

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

B) Deferred Tax :

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3.13 Leases

As a lessee

The Company has applied Ind AS 116. For these short term and low value leases, the company recognizes the lease payments as an expense in the Statement of Profit and Loss on a Straight line basis over the term of lease.

3.14 Exceptional Items

When items of income and expenses within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items is disclosed separately as Exceptional items.

3.15 Earning Per Share

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.


4. CASH AND CASH EQUIVALENT

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Cash on Hand	530,283	451,068	466,683
Balance with Banks			
- In current and deposit account	157,294	84,168	90,205
- Cheques/drafts on Hand	450,000	-	300,000
Total	1,137,577	535,236	856,888

5. RECEIVABLES

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Trade Receivables			
-Unsecured, considered doubtful	5,597,412	4,604,897	4,604,897
Total	5,597,412	4,604,897	4,604,897

Note: Provision for Sub-Standard and doubtful assets has been separately shown in Note No. 14 (Short term Provisions) instead of netting it from the value of asset. This is being done as required by "Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

6. INVESTMENTS

Name of the Company	Face Value	As at 31st March,2020		As at 31st March,2019		As at 1st April,2018	
	in ₹	Qty.(Nos.)	Amount in ₹	Qty.(Nos.)	Amount in ₹	Qty.(Nos.)	Amount in ₹
(A) INVESTMENTS IN EQUITY INSTRUMENTS							
(A) QUOTED INSTRUMENT FULLY PAID UP EQUITY SHARES(AT FVTPL)							
Agrotech India Ltd.	10	40400	0	40400	0	40400	0
Andhra Cement Co.Ltd.	10	550	0	550	0	550	0
Baroda Rayon Corp. Ltd.	10	7055	0	7055	0	7055	0
Digital World India Ltd	10	127900	0	127900	0	127900	0
Haryana Petro Ltd	10	1200	0	1200	0	1200	0
Hotline Glass Ltd.	10	400	0	400	0	400	0
Kalyan Sundram Cement Ltd.	10	8970	0	8970	0	8970	0
Malanpur Steel Ltd.	10	1968	0	1968	0	1968	0
Mansinghka Oil Products Ltd.	10	300100	0	300100	0	300100	0
Mohan Meakin Ltd.	5	800	0	800	0	800	0
RRB Securities Ltd.	10	100000	2962200	100000	2931340	100000	2549510
STI Granite Ltd.	10	60000	0	60000	0	60000	0
TOTAL (a)		649343	2962200	649343	2931340	649343	2549510
(B) QUOTED PARTLY PAID UP EQUITY SHARES(AT FVTPL)*							
Baroda Rayon Corp Ltd.	10	3527	0	3527	0	3527	0
Ceat Ltd.	10	0	0	0	0	650	0
Kalyan Sundram Cement Ltd.	10	182060	0	182060	0	182060	0
Nahar International Ltd.	10	0	0	0	0	41300	0
TOTAL (b)		185587	0	185587	0	227537	0
(C) UNQUOTED FULLY PAID UP EQUITY SHARES(AT FVTPL)							
Taurus Investment Trust Co. Ltd.	10	0	0	0	0	14380	1605592
Core Telecom Pvt. Ltd.	10	250000	0	250000	0	250000	0
TOTAL (c)		250000	0	250000	0	264380	1605592
TOTAL A (a+b+c)		1084930	2962200	1084930	2931340	1141260	4155102
(B) INVESTMENTS IN PREFERENCE SHARES							
(d) UNQUOTED FULLY PAID-UP PREF.SHARES (At amortised cost)							
HB Corporate services Ltd (Earlier HB Telecommunications Ltd)	10	10000	100000	10000	100000	10000	100000
TOTAL (d)		10000	100000	10000	100000	10000	100000
TOTAL B (d)		10000	100000	10000	100000	10000	100000
(C) INVESTMENTS IN MUTUAL FUNDS							
(D) UNQUOTED MUTUAL FUND (AT FVTPL)							
UTI Equity Fund Unit Scheme		100	866	100	866	100	866
TOTAL (d)		100	866	100	866	100	866
TOTAL C (d)		100	866	100	866	100	866
TOTAL INVESTMENTS (A+B+C)		1095030	3063066	1095030	3032206	1151360	4255968

(*) Listed but not quoted

1. All above investments are in India itself


7. OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Advance against securities-Standard	13,000,000	13,000,000	13,900,000
Security Deposit	61,994	61,994	73,705
Recoverable from employees	342,850	449,688	417,047
Interest accrued but not due	85,838	85,838	327,165
Total	13,490,682	13,597,520	14,717,917

8. PROPERTY, PLANT & EQUIPMENT

Particulars	Furniture & Fixtures (In ₹)	Vehicles (In ₹)	Office Equipment (In ₹)	Data Processing Machine (In ₹)	Air Conditioners (In ₹)	Total (In ₹)
GROSS BLOCK						
As at 1st April, 2018	46,299	50,533	657,764	187,438	458,000	1,400,034
Additions during the year	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-
As at 31st March, 2019	46,299	50,533	657,764	187,438	458,000	1,400,034
Additions during the year	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-
As at 31st March, 2020	46,299	50,533	657,764	187,438	458,000	1,400,034
ACCUMULATED DEPRECIATION						
As at 1st April, 2018	43,984	48,006	624,876	178,066	435,100	1,330,032
Depreciation Expense for the year	-	-	-	-	-	-
Adjustment during the year	-	-	-	-	-	-
As at 31st March, 2019	43,984	48,006	624,876	178,066	435,100	1,330,032
Additions during the year	-	-	-	-	-	-
Adjustment during the year	-	-	-	-	-	-
As at 31st March, 2020	43,984	48,006	624,876	178,066	435,100	1,330,032
NET BLOCK						
As at 31st March, 2020	2,315	2,527	32,888	9,372	22,900	70,002
As at 31st March, 2019	2,315	2,527	32,888	9,372	22,900	70,002
As at 1st April, 2018	2,315	2,527	32,888	9,372	22,900	70,002

9. DEFERRED TAX ASSETS (NET)

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Leave Encashment/gratuity	54973	58,128	62,503
Fixed Assets	49760	58,227	67,184
Total	104,733	116,355	129,687

10. OTHER NON FINANCIAL ASSETS

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Prepaid Expenses	1,509	38,283	7,925
GST Recoverable	110,104	421,722	180,194
Recoverable from Tax Authorities	6,247,455	5,972,455	5,972,455
Total	6,359,068	6,432,460	6,160,574

11. BORROWINGS

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
(A) In India			
At amortised cost:			
Loan from Directors (Interest Free)	3,100,000	1,550,000	-
Outside India	-	-	-
	3,100,000	1,550,000	-
(B) Out of above			
Secured	-	-	-
Unsecured Loan from Directors (Interest Free)	3,100,000	1,550,000	-
Total	3,100,000	1,550,000	-

12. OTHER FINANCIAL LIABILITIES

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Expenses Payable	542,470	545,871	617,696
Total	542,470	545,871	617,696

13. PROVISIONS

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Provision for Employee Benefits			
Leave Encashment	94815	79,329	83,475
Gratuity	212154	144,240	159,256
Others			
Contingent provision against Standard Assets	52,000	52,000	55,600
Sub Standard & Doubtful Assets	4604897	4,604,897	4,604,897
Total	4,963,866	4,880,466	4,903,228

14. OTHER NON-FINANCIAL LIABILITIES

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Statutory Dues Payable	6,870	6,093	16,474
Total	6,870	6,093	16,474

15. EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
a. Authorised:			
20000000 Equity shares of ₹ 10/- each	200,000,000	200,000,000	200,000,000
Total	200,000,000	200,000,000	200,000,000
b. Issued			
11183681 Equity Shares of ₹ 10/- Each	111,836,810	111,836,810	111,836,810
Total	111,836,810	111,836,810	111,836,810
c. Subscribed and Paid up			
11062731 Equity Shares of ₹ 10/- Each fully paid up	110,627,310	110,627,310	110,627,310
	110,627,310	110,627,310	110,627,310
Less: Allotment money receivable (Other than Directors)	586,215	586,215	586,215
Total	110,041,095	110,041,095	110,041,095


d. Reconciliation of number of equity shares outstanding at the beginning and end of the year :

Particulars	Number of Shares	Number of Shares
As At 01st April, 2018	11,062,731	110,041,095
Issued during the year	-	-
As At 31st March, 2019	11,062,731	110,041,095
Issued during the year	-	-
As At 31st March, 2020	11,062,731	110,041,095

e. Terms / rights attached to the Equity Shares

Issued Share capital of the Company has only one class of shares referred to as equity shares having Par value of ₹10/. Each holder of Equity Shares is entitled to One vote per share. In the event of the Liquidation of the company, the holder 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.

f. Shareholders holding more than 5% Equity Shares in the Company:

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Lalit Bhasin	3856327	34.86%	3856327	34.86%	2163377	19.56%

16. OTHER EQUITY

Particulars	As at 31st March, 2020 (In ₹)	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
a. Capital Reserve			
Opening Balance	99,875	99,875	99,875
Closing Balance	99,875	99,875	99,875
b. Securities Premium Reserve			
Opening Balance	182,029,190	182,029,190	182,029,190
Less: Allotment money receivable (other than directors)	1,432,491	1,432,491	1,432,491
Closing Balance	180,596,699	180,596,699	180,596,699
c. Statutory Reserve			
Opening Balance	21,070,926	21,070,926	21,070,926
Closing Balance	21,070,926	21,070,926	21,070,926
d. Other Comprehensive Income			
Opening Balance	24,761	(322)	-
Add: Remeasurement gain/(losses) on defined benefit plan	(66,717)	25,083	-
Less: Taxes on above item	-	-	-
Closing Balance	(41,956)	24,761	(322)
e. Retained Earning			
Opening Balance	(290,427,110)	(286,549,738)	(286,549,738)
Add: Profit for the current year	(130,195)	(3,877,372)	-
Add/less: Appropriations	-	-	-
Closing Balance	(290,557,305)	(290,427,110)	(286,549,738)
TOTAL OTHER EQUITY	(88,831,761)	(88,634,849)	(84,782,560)

Description of the nature and purpose of Other Equity:
Capital Reserve
Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Statutory Reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

Other Comprehensive Income-Remeasurement gain/ (losses) on defined benefit plan

The Company recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of other comprehensive income.

Retained Earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General Reserve or any such other appropriations to specific reserves.

17. FEE RECEIVED/ADVISORY

Particulars	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
Fee received/ advisory	3,000,000	-
Total	3,000,000	-

18. NET GAIN ON FAIR VALUE CHANGES

Particulars	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
Net gain / (loss) on financial instruments measured at fair value through profit or loss	-	-
Realised gain /(loss) on equity instruments at FVTPL	-	-
Unrealised gain /(loss) on equity instruments at FVTPL	30,860	427,493
Total	30,860	427,493

19. OTHER INCOME

Particulars	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
Other Income	300,700	295,643
Total	300,700	295,643

20. EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
Salary & Benefits	1,225,847	1,458,577
Contribution to Provident fund and Gratuity fund	98,750	101,687
Staff Welfare	18,320	12,250
Total	1,342,917	1,572,514

21. OTHER EXPENSES

Particulars	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
Vehicle Running and Maintenance	2,450	44,410
Insurance	10,390	10,365
Communication	446,178	1,263,941
Travelling and Conveyance	78,507	81,893
Printing and Stationery	362,513	515,718
Depository and custodial	21,756	46,178
Legal and Professional	217,760	185,609
Advertisement & Publicity	147,136	175,584
Books and Periodicals	19,915	4,691
Subscription	221,524	148,168
Listing fees	300,000	250,000
Miscellaneous	52,587	65,205
Auditor's Remuneration		
Audit Fees	52,500	52,500
Limited Review Reports	15,000	15,000
Others	-	7,000
Directors Sitting Fees	159,000	152,000
Total	2,107,216	3,018,262


22. EARNING PER SHARE (EPS)

Particulars	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
Profit/(Loss) for the year (₹)	(130,195)	(3,877,372)
Weighted average number of Equity Shares used in computing basic EPS	11062731	11062731
Weighted average number of Equity Shares used in computing diluted EPS	11,062,731	11,062,731
Basic Earnings Per Share (₹)	(0.01)	(0.35)
Diluted Earnings Per Share (₹)	(0.01)	(0.35)
Face value per share (₹)	10	10

23. RELATED PARTY TRANSACTIONS
23.1 List of related parties with whom transactions have taken place and relationship:

- Companies under direct or indirect common influence
 - HB Securities Ltd.
 - HB Portfolio Ltd.
- Persons having direct/Indirect significant influence
 - Mr. Lalit Bhasin -Director
- Key Managerial Personnel
 - Mr. C.P. Singh, Chief Financial Officer
 - Ms. Sukhmani Wallia, Company Secretary (upto 31.01.2019)
 - Mr. Lakshay Vaid, Company Secretary (upto 07.12.2019)

23.2 Transaction during the financial year ended 31.03.2020 with related Parties as under.

Sr. No.	Particulars	Nature of Transaction	For the year ended 31st March, 2020 (In ₹)	For the year ended 31st March, 2019 (In ₹)
1	HB Securities Ltd.	Depository Charges Paid	1,770	1,180
		Depository Charges Payable	Nil	178
2	HB Portfolio Ltd.	Sale of Shares	Nil	1,651,255
3	Lalit Bhasin	Sitting Fees Paid	54,000	54,000
		Loan received during the year	1,550,000	1,550,000
		Loan outstanding at the year end	3,100,000	1,550,000
4	C.P. Singh	Remuneration & other services	840,000	743,613
5	Sukhmani Wallia	Remuneration & other services	Nil	379,240
6	Lakshay Vaid	Remuneration & other services	431,842	81,301

24. RETIREMENT BENEFIT OBLIGATIONS

Disclosure in respect of Employee Benefits pursuant to Ind AS-19

A) Defined Contributions Plans:

The company has recognised following expenses in respect of the defined contribution plans:

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
Company Contribution to Provident Fund	73,479	77,353

B) Defined Benefit Plans:

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the Balance Sheet as of March 31, 2019 and March 31, 2020, being the respective measurement dates:

(i) Movement in Defined Benefit Obligation

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31 March, 2020	Year ended 31 March, 2019	Year ended 31 March, 2020	Year ended 31 March, 2019
Present value of obligation -at the beginning of the period	348,050	344,488	79,329	83,475
Interest cost	24,364	26,698	5,553	6,469
Current service cost	15,174	13,612	3,359	4,045
Benefits paid	-	-	(17,500)	(25,558)
Remeasurements - actuarial (gain)/ loss	40,764	(36,748)	24,074	10,898
Present value of obligation -at the end of the period	428,352	348,050	94,815	79,329

(ii) Movement in Plan Assets – Gratuity

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31 March, 2020	Year ended 31 March, 2019	Year ended 31 March, 2020	Year ended 31 March, 2019
Fair value of plan assets at beginning of year	203,810	185,232	-	-
Expected return on plan assets	14,267	14,355	-	-
Employer contributions	-	4,990	-	-
Benefits paid	-	-	-	-
Actuarial gain / (loss)	(1,879)	(767)	-	-
Fair value of plan assets at end of year*	216,198	203,810	-	-

(*100% of fund is managed by Insurance Company)

(iii) The amount to be recognised in the Balance Sheet

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31 March, 2020	Year ended 31 March, 2019	Year ended 31 March, 2020	Year ended 31 March, 2019
Present value of obligation-at the end of the period	428,352	348,050	94,815	79,329
Fair value of plan assets at end of year	216,198	203,810	-	-
Net liability/(asset) recognized in Balance Sheet	212,154	144,240	94,815	79,329
Funded Status- Surplus/ (Deficit)	(212,154)	(144,240)	(94,815)	(79,329)

(iv) Expense recognised in the statement of Profit and Loss

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31 March, 2020	Year ended 31 March, 2019	Year ended 31 March, 2020	Year ended 31 March, 2019
Interest cost	24,364	26,698	5,553	6,469
Current Service cost	15,174	13,612	3,359	4,045
Expected return on plan assets	(14,267)	(14,355)	-	-
Expenses to be recognised in P&L	25,271	25,955	8,912	10,514

(v) Recognised in Other Comprehensive Income

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31 March, 2020	Year ended 31 March, 2019	Year ended 31 March, 2020	Year ended 31 March, 2019
Cumulative unrecognized actuarial (gain)/loss opening. B/F	(42,353)	(6,372)	16,948	6,050
Remeasurement - Actuarial (gain)/loss -Obligation	40,764	(36,748)	24,074	10,898
Remeasurement - Actuarial (gain)/loss -Plan assets	1,879	767	-	-
Total Actuarial (gain)/loss	42,643	(35,981)	24,074	10,898
Cumulative unrecognized actuarial (gain)/loss opening. C/F	290	(42,353)	41,022	16,948



- (vi) The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

Weighted average actuarial assumptions	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Year ended 31 March, 2020	Year ended 31 March, 2019	Year ended 31 March, 2020	Year ended 31 March, 2019
Discount Rate	7.00 % p.a.	7.75 % p.a.	7.00 % p.a.	7.75 % p.a.
Expected Rate of increase in salary	6.00 % p.a.	6.00 % p.a.	6.00 % p.a.	6.00 % p.a.
Mortality rate	IALM 2012-14	IALM 2006-08 Ultimate	IALM 2012-14	IALM 2006-08 Ultimate
Withdrawal Rate- 18 to 30 Years	5.00 % p.a.	5.00 % p.a.	5.00 % p.a.	5.00 % p.a.
- 30 to 44 Years	3.00 % p.a.	3.00 % p.a.	3.00 % p.a.	3.00 % p.a.
- 44 to 70 Years	2.00 % p.a.	2.00 % p.a.	2.00 % p.a.	2.00 % p.a.

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

- (vii) Sensitivity Analysis

For the year ended 31st March, 2020

Particulars	Change in assumption	Effect on Gratuity	Effect on leave encashment
Discount Rate	+1%	377,050	83,459
	-1%	488,596	108,150
Salary Growth Rate	+1%	488,596	108,150
	-1%	376,170	83,265
Attrition Rate	+1%	432,750	95,788
	-1%	423,515	93,744

- (viii) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)

Particulars	Gratuity (In ₹)	Leave encashment (In ₹)
01st April, 2020 to 31st March, 2021	12,484	2,763
01st April, 2021 to 31st March, 2022	3,954	92,052
01st April, 2022 to 31st March 2023	3,954	-
01st April, 2023 to 31st March 2024	3,953	-
01st April, 2024 to 31st March 2025	3,951	-
01st April, 2025 Onwards	400,056	-

25. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

CONTINGENT LIABILITIES:

- (a) Income Tax demand disputed ₹ 41,83,20,552/- (Previous year ₹ 41,83,20,552/-) against which appeals are pending with appropriate authorities.
- (b) Claims against the Company not acknowledged as debts ₹ 1,58,02,781/- (Previous Year ₹ 1,58,02,781/-)
- (c) Capital commitments (net of advance) ₹ 2,51,00,000/- (Previous Year ₹ 2,51,00,000/-).

26. QUANTITATIVE DETAILS

Quantitative information in respect of Investments in securities:

EQUITY INSTRUMENTS

Particulars	Current Year		Previous Year	
	Qty. (Nos.)	(In ₹)	Qty.(Nos.)	(In ₹)
Opening Balance	1095030	3,032,206	1,109,410	2,931,340
Purchases	0	0	0	0
Sales	0	0	14,380	1,651,255
Closing Balance	1095030	3,063,066	1,095,030	3,032,206

27. DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES

To the extent information available with the company, it has no dues to the Micro, Small and medium enterprises as at 31st March, 2020 and 31st March, 2019.

28. FIRST-TIME ADOPTION OF IND AS

These financial statements, for the year ended 31st March, 2020, are the first financial statements the company has prepared in accordance with Ind AS.

For periods up to and including the year ended 31st March, 2019, the company has prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by RBI (Indian GAAP or previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31st March, 2020, together with the comparative period data as at and for the year ended 31st March, 2019, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 01st April, 2018, the Company's date of transition to Ind AS. These financial results may require further adjustments, if any, necessitated by the guidelines / clarifications / directions issued in the future by RBI, Ministry of Corporate Affairs, or other regulators, which will be implemented as and when the same are issued and made applicable.

This note explains the principal adjustments made by the Company in restating its Indian GAAP Financial Statements, including the Balance Sheet as at 01st April, 2018 and the Financial Statements as at and for the year ended 31st March, 2019.

(A) Mandatory exceptions and optional exemptions availed :

Set out below are the applicable Ind AS 101 mandatory exceptions and optional exemptions applied in the transition from previous GAAP to Ind AS, which were considered to be material or significant by the Company.

Mandatory exceptions

The Company has adopted all relevant mandatory exceptions set out in Ind AS 101 which are as below:

(i) Estimates

Ind AS 101 prescribes that an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

The Company's Ind AS estimates as at the transition date are consistent with the estimates as at the same date made in conformity with previous GAAP.

(ii) Derecognition of Financial Assets and Financial Liabilities

As set out in Ind AS 101, the Company has applied the derecognition requirements of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

(iii) Classification and measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iv) Impairment of Financial Assets

As set out in Ind AS 101, an entity shall apply the impairment requirements of Ind AS 109 retrospectively if it does not entail any undue cost or effort. The company has assessed impairment of financial assets in conformity with Ind AS 109.

Optional exemptions availed

(i) Investments in Subsidiaries, Associates

Ind AS 101 permits a first time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The deemed cost of such investment shall be its fair value at the Company's date of transition to Ind AS, or Previous GAAP carrying amount at that date. The Company has elected to measure its investment in subsidiary at the Previous GAAP carrying amount as its deemed cost on the transition date.

(ii) Property, Plant, Equipment & Intangible Assets

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets as at March 31, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment and intangible assets as on April 01, 2018.

(iii) Business Combinations

Ind AS 103 Business Combinations has not been applied to acquisitions of subsidiaries, which are considered businesses under Ind AS that occurred before 01st April, 2018. Use of this exemption means that the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognised under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective Ind AS.

(B) Reconciliation between Ind AS and previous GAAP are given below:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for previous periods. The following table represent the reconciliation from previous GAAP to Ind AS.


Reconciliation of Balance Sheet as at date of transition 1st April, 2018

Particulars	Note	Previous GAAP* (In ₹)	Adjustments (In ₹)	Ind As (In ₹)
ASSETS				
Financial Assets				
a. Cash and cash equivalents	4	856,888	-	856,888
b. Receivables				
(i) Trade Receivables	5	4,604,897	-	4,604,897
c. Investments	6	2,250,666	2,005,302	4,255,968
d. Other Financial Assets	7	14,717,917	-	14,717,917
Non-Financial Assets				
a. Property, Plant and Equipment	8	70,002	-	70,002
b. Deferred tax assets (Net)	9	129,687	-	129,687
c. Other non-financial assets	10	6,160,574	-	6,160,574
TOTAL ASSETS		28,790,631	2,005,302	30,795,933

LIABILITIES AND EQUITY LIABILITIES

Particulars	Note	Previous GAAP* (In ₹)	Adjustments (In ₹)	Ind As (In ₹)
Financial Liabilities				
a. Borrowings	11	-	-	-
b. Other financial liabilities	12	617,696	-	617,696
Non-Financial Liabilities				
a. Current tax liabilities (Net)	13	4,903,228	-	4,903,228
b. Provisions	14	16,474	-	16,474
Equity				
a. Equity Share Capital	15	110,041,095	-	110,041,095
b. Other Equity	16	(86,787,863)	2,005,303	(84,782,560)
TOTAL LIABILITIES AND EQUITY		28,790,630	2,005,303	30,795,933

(*) The Previous GAAP figures have been reclassified to confirm to IndAS presentation requirements for the purpose of this note.

Reconciliation of Balance Sheet as at date of transition 31st March, 2019

Particulars	Note	Previous GAAP* (In ₹)	Adjustments (In ₹)	Ind As (In ₹)
ASSETS				
Financial Assets				
a. Cash and cash equivalents	4	535,236	-	535,236
b. Receivables				
(i) Trade Receivables	5	4,604,897	-	4,604,897
c. Investments	6	2,100,866	931,340	3,032,206
d. Other Financial Assets	7	13,597,520	-	13,597,520
Non-Financial Assets				
a. Property, Plant and Equipment	8	70,002	-	70,002
b. Current tax assets	9	116,355	-	116,355
c. Other non-financial assets	10	6,432,460	-	6,432,460
TOTAL ASSETS		27,457,336	931,340	28,388,676
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
a. Borrowings	11	1,550,000	-	1,550,000
b. Other financial liabilities	12	545,871	-	545,871
Non-Financial Liabilities				
a. Provisions	13	4,880,466	-	4,880,466
b. Other non-financial liabilities	14	6,093	-	6,093
Equity				
a. Equity Share Capital	15	110,041,095	-	110,041,095
b. Other Equity	16	(89,566,190)	931,341	(88,634,849)
TOTAL LIABILITIES AND EQUITY		27,457,335	931,341	28,388,675

(*) The Previous GAAP figures have been reclassified to confirm to IndAS presentation requirements for the purpose of this note.

Reconciliation of Equity as at 1st April, 2018 and as at 31st March, 2019 summarised in below table:

Particulars	Note	As at 31st March, 2019 (In ₹)	As at 1st April, 2018 (In ₹)
Equity as reported under previous GAAP		20,474,905	23,253,232
Adjustments			
Fair valuation of investments classified under FVTPL		931,341	2,005,302
		931,341	2,005,302
Less: Tax adjustments		-	-
Equity as per Ind AS		21,406,246	25,258,533

Reconciliation of total Comprehensive Income for the year ended 31st March, 2019

Particulars	Note	Previous GAAP* (In ₹)	Adjustments (In ₹)	Ind As (In ₹)
INCOME				
Revenue from operations				
(i) Consultancy income	17	-	-	-
(ii) Net gain on fair value changes	18	1,501,455	(1,073,962)	427,493
I Total Revenue from operations		1,501,455	(1,073,962)	427,493
II Other Income	19	295,643	-	295,643
III Total income (I+II)		1,797,098	(1,073,962)	723,136
EXPENSES				
Employee Benefits Expenses	20	1,547,431	25,083	1,572,514
Others expenses	21	3018262	-	3,018,262
Contingent Provision against Standard Asset		(3,600)	-	(3,600)
IV Total Expenses (IV)		4562093	25,083	4,587,176
V Profit/ (loss) Before Tax (III-IV)		(2,764,995)	(1,099,045)	(3,864,040)
VI Tax Expense				
(i) Current tax		-	-	-
(ii) Deferred tax (credit) / charge		13,332	-	13,332
Total Tax Expense (VI)		13,332	-	13,332
VII Profit for the year (V-VI)		(2,778,327)	(1,099,045)	(3,877,372)
VIII Other Comprehensive Income				
(a) Items that will not be reclassified to profit or loss				
- Remeasurements of defined benefit plans		-	25,083	25,083
(b) Income tax relating to above mentioned item		-	-	-
Other Comprehensive Income for the year, net of tax		-	25,083	25,083
Total Comprehensive Income for the year (VII +VIII)		(2,778,327)	(1,073,962)	(3,852,289)

Reconciliation of total Comprehensive Income for the year ended 31st March, 2019 summarised in below table

Particulars	31st March, 2019 (In ₹)
Profit after tax as reported under previous GAAP	(2,778,327)
Adjustments:	
Net (loss)/ gain on fair value changes	1,073,962
Tax adjustment on above items	-
Net Profit After Tax as per Ind AS	(1,704,366)
Remeasurement of defined benefit plan	-
Tax adjustment on above items	-
Other comprehensive income	-
Total comprehensive income as per Ind AS	(1,704,366)


29. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and bank balances. The Company monitors its capital by careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any significant amount of debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

30. FINANCIAL RISK MANAGEMENT
Financial Risk Factors

The Company's principal financial liabilities, comprise borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company's principal financial assets include inter corporate deposits, loans, cash and cash equivalents and other receivables. The Company's activities expose it to a variety of financial risks:

I. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.

The company is exposed to market risk primarily related to the market value of its investments.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of Financial Instruments will fluctuate because of change in market interest rates. The company does not have exposure to the risk of changes in market interest rate as it has interest free debt obligations.

Currency Risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

Equity Price Risk
(a) Exposure

The company is exposed to equity price risk arising from Investments held by the company and classified in the balance sheet as fair value through P & L. To manage its price risk arising from investment in equity securities, the company diversifies its portfolio. Diversification of portfolio is done in accordance with the limits set by the company. The majority of the company's equity instruments are listed on the Bombay stock exchange (BSE) or the National stock exchange (NSE) in India.

(b) Sensitivity analysis- Equity price Risk

The table below summarise the impact of increase/ decrease of the index on the company's equity and the profit for the period. The analysis is based on the assumption that the equity/ index had increased by 2% or decreased by 2% with all other variable held constant, and that all the company's equity instruments moved in line with the Index.

(Amount in ₹)

	Impact on Profit & Loss for the year ended 31st March, 2020	
	31st March, 20	31st March, 19
NSE/ BSE Index - Increase by 2 %	59,244	58,627
NSE/ BSE Index - Decrease by 2 %	(59,244)	(58,627)

31. MATURITY ANALYSIS OF ASSETS AND LIABILITIES:

The table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled

(Amount in ₹)

Particulars	31st March, 2020			31st March, 2019			1st April, 2018		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
ASSETS									
Financial Assets									
Cash and cash equivalents	1,137,577		1,137,577	535,236		535,236	856,888		856,888
Receivables	5,597,412		5,597,412	4,604,897		4,604,897	4,604,897		4,604,897
Investments	3,063,066		3,063,066	3,032,206		3,032,206	4,255,968		4,255,968
Other Financial Assets	13,490,682		13,490,682	13,597,520		13,597,520	14,717,917		14,717,917
Total	29,822,540	-	29,822,540	28,388,676	-	28,388,676	30,795,933	-	30,795,933
Non-Financial Assets									
Property, Plant and Equipment	70,002		70,002	70,002		70,002	70,002		70,002
Deferred tax assets	104,733		104,733	116,355		116,355	129,687		129,687
Other non-financial assets	6,359,068		6,359,068	6,432,460		6,432,460	6,160,574		6,160,574
TOTAL ASSETS	29,822,540	-	29,822,540	28,388,676	-	28,388,676	30,795,933	-	30,795,933
LIABILITIES									
Financial Liabilities									
Borrowings	3,100,000		3,100,000	1,550,000		1,550,000	-		-
Other financial liabilities	542,470		542,470	545,871		545,871	617,696		617,696
Non Financial Liabilities									
Provisions	4,963,866		4,963,866	4,880,466		4,880,466	4,903,228		4,903,228
Other non-financial liabilities	6,870		6,870	6,093		6,093	16,474		16,474
TOTAL LIABILITIES	8,613,206	-	8,613,206	6,982,430	-	6,982,430	5,537,398	-	5,537,398


32. FAIR VALUES

The management assessed that Fair Values of Financial Assets and Liabilities are approximately their carrying values.

33. FAIR VALUE HIERARCHY

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 31st March, 2020:

(Amount in ₹)

Particulars	Amortised cost	Fair value through P&L	Total carrying value	Fair value				
				Total Fair value	Level 1	Level 2	Level 3	Total
Financial Assets								
Cash and cash equivalents	1,137,577	-	1,137,577	1,137,577	-	-	-	-
Receivables	5,597,412	-	5,597,412	5,597,412	-	-	-	-
Investments	3,063,066	-	3,063,066	3,063,066	-	-	3,063,066	3,063,066
Other Financial Assets	13,490,682	-	13,490,682	13,490,682	-	-	-	-
	23,288,737	-	23,288,737	23,288,737	-	-	3,063,066	3,063,066
Financial Liabilities								
Borrowings	3,100,000	-	3,100,000	3,100,000	-	-	-	-
Other financial liabilities	542,470	-	542,470	542,470	-	-	-	-
	3,642,470	-	3,642,470	3,642,470	-	-	-	-

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 31st March, 2019:

(Amount in ₹)

Particulars	Amortised cost	Fair value through P&L	Total carrying value	Fair value				
				Total Fair value	Level 1	Level 2	Level 3	Total
Financial Assets								
Cash and cash equivalents	535,236	-	535,236	535,236	-	-	-	-
Receivables	4,604,897	-	4,604,897	4,604,897	-	-	-	-
Investments	-	3,032,206	-	-	-	-	3,032,206	3,032,206
Other Financial Assets	13,597,520	-	13,597,520	13,597,520	-	-	-	-
	18,737,653	3,032,206	18,737,653	18,737,653	-	-	3,032,206	3,032,206
Financial Liabilities								
Borrowings	1,550,000	-	1,550,000	1,550,000	-	-	-	-
Other financial liabilities	545,871	-	545,871	545,871	-	-	-	-
	2,095,871	-	2,095,871	2,095,871	-	-	-	-

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at 1st April, 2018:

(Amount in ₹)

Particulars	Amortised cost	Fair value through P&L	Total carrying value	Total Fair value	Fair value			
					Level 1	Level 2	Level 3	Total
Financial Assets								
Cash and cash equivalents	856,888	-	856,888	856,888	-	-	-	-
Receivables	4,604,897	-	4,604,897	4,604,897	-	-	-	-
Investments	4,255,968	-	4,255,968	4,255,968	-	-	4,255,968	4,255,968
Other Financial Assets	14,717,917	-	14,717,917	14,717,917	-	-	-	-
	24,435,670	-	24,435,670	24,435,670	-	-	4,255,968	4,255,968
Financial Liabilities								
Borrowings	-	-	-	-	-	-	-	-
Other financial liabilities	617,696	-	617,696	617,696	-	-	-	-
	617,696	-	617,696	617,696	-	-	-	-



34. Schedule as required in terms of Paragraph 18 of " Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

(₹ in Lakhs)

Particulars	Amount outstanding	Amount overdue
LIABILITIES SIDE :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	Nil (Nil)	Nil (Nil)
: Unsecured	Nil (Nil)	Nil (Nil)
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	Nil (Nil)	Nil (Nil)
(c) Term Loans	Nil (Nil)	Nil (Nil)
(d) Inter- Corporate Loans and Borrowing	Nil (Nil)	Nil (Nil)
(e) Commercial Paper	Nil (Nil)	Nil (Nil)
(f) Public Deposits	Nil (Nil)	Nil (Nil)
(g) Other Loans (Vehicle Loan)	31.00 (15.50)	Nil (Nil)
(2) Break-up of(1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid		
(a) In the form of Unsecured Debentures	Nil (Nil)	Nil (Nil)
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil (Nil)	Nil (Nil)
(c) Other Public Deposits	Nil (Nil)	Nil (Nil)

ASSETS SIDE :

(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	*Amount outstanding
(a) Secured	Nil (Nil)
(b) Unsecured	136.02 (140.58)
* Net of Provisions and includes security deposits etc	
(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors :	
(a) Financial lease	Nil (Nil)
(b) Operating lease	Nil (Nil)
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	Nil (Nil)
(b) Repossessed Assets	Nil (Nil)
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	Nil (Nil)
(b) Loans other than (a) above	Nil (Nil)
(5) Break-up of Investments :	-
Current Investments	
1. Quoted :	
(i) Shares : (a) Equity	29.62 (29.31)
(b) Preference	Nil (Nil)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)

2. Unquoted :	
(i) Shares : (a) Equity	Nil (Nil)
(b) Preference	1.00 (1.00)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)
Long Term investments	
1. Quoted :	
(i) Shares : (a) Equity	Nil (Nil)
(b) Preference	Nil (Nil)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)
2. Unquoted :	
(i) Shares : (a) Equity	Nil (Nil)
(b) Preference	Nil (Nil)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	0.01 (0.01)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)

(6) Borrower group-wise classification of assets financed as in (3) and (4) above:

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	Nil (Nil)	Nil (Nil)	Nil (Nil)
(b) Companies in the same group	Nil (Nil)	Nil (Nil)	Nil (Nil)
(c) Other Related Parties	Nil (Nil)	Nil (Nil)	Nil (Nil)
2. Other than Related Parties	Nil (Nil)	136.02 (140.58)	136.02 (140.58)
Total	Nil (Nil)	136.02 (140.58)	136.02 (140.58)


(7) Investor group-wise classification of all investments (Current and Long Term) in Shares and Securities (both Quoted and Unquoted):*

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	NIL (Nil)	NIL (Nil)
(b) Companies in the same group*	NIL (Nil)	NIL (Nil)
(c) Other Related Parties	29.62 (29.31)	29.62 (29.31)
2. Other than Related Parties	1.01 (1.01)	1.01 (1.01)
Total	30.63 (30.32)	30.63 (30.32)

(8) Other Information

Particulars	Amount
(i) Gross Non-Performing Assets	Nil Nil
(a) Related Parties	Nil Nil
(b) Other than Related Parties	46.05 (46.05)
(ii) Net Non-Performing Assets	Nil (Nil)
(a) Related Parties	Nil (Nil)
(b) Other than Related Parties	Nil (Nil)
(iii) Assets acquired in satisfaction of debt	Nil (Nil)

Note: Figures in Bracket relates to previous year

35. LITIGATION :

- The Company is in appeal in respect of various income tax matters. The Contingent liability in respect thereof is disclosed in note no. 25 (a). Besides, in respect of appeals decided in favour of the Company, the department is in appeals in certain cases.
- A party has filed a suit for claim of ₹ 1,58,02,718/- with future interest against the company in respect of certain leasing and hire purchases agreements pertaining to more than 20 years back. The company does not acknowledge any debt.

In addition, the Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's management does not reasonably expect that the above legal claims and proceedings, when ultimately concluded and decided will have a material and adverse effect on the company's results of operations or Financial Statements.

36. SEGMENT REPORTING

In the opinion of Management there are no separate reportable segments as per Indian Accounting Standard (Ind AS-108).

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

- The 'Severe Acute Respiratory Syndrome Coronavirus 2 (SARS-CoV-2)', generally known as COVID-19, which was declared as a Global Pandemic by World Health Organisation on 11th March, 2020, continues to spread across globe and in India. Globally countries and businesses are under lockdown. On 24th March, 2020, the Government of India announced a 21 days lockdown initially, which was extended by 19 days across the country to contain the spread of the virus. Considering the severe health hazard associated with COVID-19 pandemic, certain parts of the country have further extended the lockdown. There is high level of uncertainty about the duration of the lockdown and the time required to return to normalcy. The extent to which COVID-19 pandemic will impact the Company's provision on assets is dependent on the future developments which are highly uncertain. The impact of the global health pandemic may be different from that estimated at the date of approval of these standalone Financial Results and the Company will continue to closely monitor any material changes to future economic conditions.

39. STANDARDS ISSUED BUT NOT YET EFFECTIVE

There are neither new standards nor amendments to existing standards which are effective for the annual period beginning from 01st April, 2020.

- The Previous year figures have been regrouped/reclassified, wherever necessary to confirm to the Current Year's presentation.

As Per our Report of even date
FOR G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number : 017851N

Sd/-
G C AGARWAL
(PROPRIETOR)
MEMBERSHIP NO. : 083820

FOR AND ON BEHALF OF THE BOARD
HB LEASING & FINANCE COMPANY LIMITED

Sd/-
LALIT BHASIN
(CHAIRMAN)
DIN: 00002114

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
(DIN: 00001938)

PLACE: GURUGRAM
DATED: 25TH JUNE, 2020

Sd/-
C.P. SINGH
(CHIEF FINANCIAL OFFICER)