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HYBRID FINANCIAL SERVICES

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

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER

SHRI. VINAY RAMAKANT KULKARNI

MANAGEMENT TEAM

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

AUDITORS

BDMV & CO
Chartered Accountants
Mumbai

REGISTERED OFFICE

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

WEBSITE

www.hybridfinance.co.in

CORPORATE IDENTIFICATION NUMBER (CIN)

L99999MH1986PLC041277

REGISTRAR & SHARE TRANSFER AGENTS

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

NOTICE

Notice is hereby given that the THIRTYTHIRD ANNUAL GENERAL MEETING of the Members of **HYBRID FINANCIAL SERVICES LIMITED** (FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED) will be held on Friday, 25th September, 2020 at 11 am using Video Conferencing (VC) / Other Audio Visual Means (OVAM) to transact the following BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Statement of Profit and Loss, Cash Flow Statement of the Company for the year ended 31st March, 2020 and the Balance Sheet as at that date and the Reports of Directors and the Auditors thereon.
2. To declare Dividend @ 1% on Preference Share for the Financial Year 2020

SPECIAL BUSINESS:

3. **Appointment of Mr. Nilay Shivnarayan Sharma (DIN: 00231299) as an Independent Director**

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

“RESOLVED THAT pursuant to the Section 149, 152, and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and such other amendment thereof, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for appointment of Mr. Nilay Shivnarayan Sharma (DIN: 00231299) who has given his consent for appointment as an independent Director of the company and has also submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and the SEBI regulations and whose appointment has been recommended by the Remuneration and Nomination committee and by the Board of Directors for consideration by the members and is hereby appointed as an Independent Director for the period of Five consecutive years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2025

4. **Appointment of Mr Mahesh Salamtraai Makhijani (DIN: 00322226) as Independent Director**

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

“RESOLVED THAT pursuant to the Section 149, 152, and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for appointment of Mr. Mahesh Salamtraai Makhijani (DIN: 00322226) who has given his consent for appointment as an independent Director of the company and has also submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and the SEBI regulations and whose appointment has been recommended by the Remuneration and Nomination committee and by the Board of Directors for consideration by the members and is hereby appointed as an Independent Director for the period of Five consecutive years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2025

5. **Appointment of Mr. Sameer Suresh Pimpale (DIN: 0008813127) an Independent Director**

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

“RESOLVED THAT pursuant to the Section 149, 152, and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and such other amendment thereof, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the approval of the members be and is hereby accorded for appointment of Mr. Sameer Suresh Pimpale (DIN: 0008813127) who has given his consent for appointment as an independent Director of the company and has also submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and the SEBI regulations and whose appointment has been recommended by the Remuneration and Nomination committee and by the Board of Directors for consideration by the members and is hereby appointed as an Independent Director for the period of Five consecutive years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2025

NOTES:

- a) The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 (“Act”) setting out material fact concerning the business under item Nos. 3, 4 and 5 of the Notice, is annexed hereto.
- b) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 21st September 2020 to Friday, 25th September 2020 (both days inclusive). Members are requested to notify any change in their address, e-mail id and mobile no. etc to the Company’s Registrars & Share Transfer Agents, M/s. Big Share Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai- 400059 quoting their folio nos. immediately, to investor@bigshareonline.com with a copy to investor@hybridfinance.co.in
- c) Shareholders seeking any information with regard to the Accounts of the Company are requested to email to the Company’s email id investor@hybridfinance.co.in at an early date so as to enable the Management to keep the information ready. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2019–2020 will also be available on the Company’s website www.hybridfinance.co.in for download.

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the General Meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the

Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM 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/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hybridfinance.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

E Voting Procedure

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

Following are the E Voting Procedure:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "HYBRID FINANCIAL SERVICES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you

successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the HYBRID FINANCIAL SERVICES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xix) The voting period begins at 9.00 am on Tuesday, 22nd September 2020 and ends at 5.00 pm on Thursday, 24th September 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter (i.e at 5.00 pm on Thursday, 24th September 2020).
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Company has appointed Mr. Vijay S. Tiwari, Practicing Company Secretary (Certificate of Practice No. 12220) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
- (xxiii) The Result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hybridfinance.co.in and on the website of CDSL within three working days after declaration and shall also be communicated to the Stock Exchanges accordingly.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance to Company's email id investor@hybridfinance.co.in atleast **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number to Company's email id as given above. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number to Company's e-mail id as given above. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

By Order of the Board
For HYBRID FINANCIAL SERVICES LIMITED

K.CHANDRAMOULI
Wholtime Director and
Company Secretary

Registered Office:
35, A-Wing, Raj Industrial Complex
Premises Co-operative Society Limited,
Military Road, Marol,
Andheri (East), Mumbai - 400 059
Date: 4th August 2020

Explanatory Statement

As required by Section 102 of Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice:

Details of the Directors seeking appointment as Independent Directors at the Forthcoming Annual General Meeting

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

Mr. Sameer Suresh Pimpale	Mr. Nilay Shivnarayan Sharma	Mr. Mahesh Salamatrai Makhijani
Age : 48	Age : 55	Age: 61
Date of Birth: 11th February 1972	Date of Birth: 3rd June 1965	Date of Birth: 26th January 1959
Educational Qualification: BSc MMS	Educational Qualification: BE MMS	Educational Qualification: BCom, Chartered Accountant and Company Secretary
Experience: Mr. Sameer Pimpale has well rounded experience in Marketing and Finance of over two decades. Being a person responsible as profit center head he will also bring substantial input to the Company, in terms of Management & Control.	Experience: Mr. Nilay Sharma is an Engineering and Management Graduate. He is an established professional in the field of software development and manufacturing. He has substantial experience in Board Functioning and deep insight in to Marketing, Finance and Administration. He has substantial experience in successfully managing companies.	Experience: Mr. Mahesh Makhijani has substantial experience in Industry in the field of Accounts and Secretarial Area. He has experience in implementation of systems and procedures in National and Multi National Companies. He is presently doing consulting in the field of Accounts, Audit and Management
Number of Shares held in the Company: 5	Number of Shares held in the Company: 2250	Number of Shares held in the Company: Nil
DIN No: 0008813127	DIN No: 00231299	DIN No: 00322226
Directorship in other Companies: Nil	Directorship in other Companies: 1. Proteus Technologies Private Limited 2. Base Information Management Private Limited	Directorship in other Companies: 1. Sarda Papers Limited
Terms of Appointment: As per Resolution	Terms of Appointment: As per Resolution	Terms of Appointment: As per Resolution

Registered Office:

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

Date: 4th August 2020

By Order of the Board
For HYBRID FINANCIAL SERVICES LIMITED

K. CHANDRAMOULI
Wholetime Director and
Company Secretary

DIRECTORS' REPORT

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

Your Directors present the Thirty Third Annual Report with the Audited Statement of Accounts of the Company for the year ended 31st March 2020.

1. FINANCIAL RESULTS

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

Particulars	Year Ended 31.03.2020 (Rs. in Lakhs)	Year Ended 31.03.2019 (Rs. in Lakhs)
Gross Income	131.74	154.63
Gross Profit before Depreciation, Exceptional Item and Income Tax	34.58	37.74
Depreciation	0.11	0.24
Provision for Tax	Nil	Nil
Net Profit After Tax	34.47	37.50
Other Comprehensive Income	(0.86)	0.10
Add: Amount brought forward from previous year	(1264.39)	(796.37)
Provision for Contingencies	99.73	505.62
Balance carried forward	(1,330.51)	(1,264.39)

2. OPERATIONS

The Financial Year 2019-2020 has ended with the company earning a profit of Rs.34.47 Lakhs after Tax. The Company's operations are still on very low scale due to the uncertainties of business environment and inadequate liquidity. The Company does not anticipate any significant revenue growth from operations in the coming years, till the resolution of many pending issues. The Company only foresees lower level of operation in the coming years due to dwindling business opportunities.

3. OUTLOOK

The company is trying to undertake new Non - NBFC activities and these activities earned a net income of Rs.1.08 Lakhs during the year. Other operations have yielded an income of Rs.72.00 Lakhs and Rs.24.00 Lakhs as Rent. Company's business is confined to attending to past issues from its earlier operations. The business outlook of the Company's subsidiary is also showing negative trend and is attempting to reduce costs by rationalisation and outsourcing.

4. DIVIDEND

The Board of Directors have recommended a Dividend of 1% on Preference Shares amounting to Rs.2.10 Lakhs as per the terms of the instrument subject to approval of members in the ensuing Annual General Meeting. However, no dividend is recommended on Equity Shares to conserve resources and on account of inadequate profit.

5. EXTRACT OF ANNUAL RETURN

Extract of Annual Return in the prescribed Form MGT-9 is given as Annexure to this Director's Report

6. BOARD MEETINGS

The details of the Board Meetings held during the Financial Year 2019-2020 have been furnished under clause I 2(d) of the Corporate Governance Report forming a part of this Annual Report.

7. OTHER COMMITTEES

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

a) Audit Committee:

The Audit Committee of the Company is Constituted in line with the provisions of section 177 of the Companies Act, 2013 read with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The members of the Audit Committee are as under on 31.03.2020:

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

Mr. K. Chandramouli is an Ex-officio Secretary of the Audit Committee.

b) Nomination and Remuneration Committee:

To meet with the requirements of Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. N. R. Divate ceased to become the member of Nomination and Remuneration committee with effect from 22nd May, 2018 and the committee stands reconstituted. The members of the reconstituted Nomination and Remuneration committee are as under on 31.03.2020:

Name of Member	Status	Nature of Directorship
Mr. Tanveer Shaikh	Chairman	Independent Director
Mr. Jayesh Talpade	Member	Independent Director
Mrs. Megha J. Vazkar	Member	Women Director

c) Stakeholders Relationship Committee:

The company has a Stakeholder Relationship Committee, consisting of the following members as on 31.03.2020:

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

d) Risk Management Committee:

The company has constituted a Risk Management Committee and following are the members in the committee as on 31.03.2020:

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

The details regarding the meetings held during the Financial Year 2019-2020 are given in the Corporate Governance Report forming a part of this Annual Report.

8. COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

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

9. BOARD EVALUATION

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

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

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

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The details of Related Parties and the Transaction with them are disclosed as required by Ind AS - 24 issued by The Institute of Chartered Accountants of India under Note No. 2.20.9 forming part of this Annual Report.

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

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

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

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

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

12. TRANSFER TO RESERVES

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

13. LISTING OF SHARES

The company's efforts to get the suspension revoked with the Exchanges have been unsuccessful as both the Exchanges are adamant in their approach and harping on documentation which were not insisted at the time of SAT Appeal. They have stonewalled all the efforts of the Company in this respect.

The Company does not expect any positive developments in this regard unless the Exchanges change their attitude and take a positive and proactive approach, While the Company would continue its efforts not much headway can be made unless the Exchanges shed their present attitude and prejudice.

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

As the Depositories are providing no services presently, the Company has not made payment of their Annual Custodial Fees.

14. MAXIMUS SECURITIES LIMITED (MSL) – SUBSIDIARY COMPANY

The Subsidiary Company has earned a net profit of Rs. 25.98 Lakhs for the financial year ended 31st March, 2020. The Subsidiary Company is exploring various options to improve its earnings in the current financial year.

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

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

Foreign Exchange Earnings: Nil

Foreign Exchange Outgoings: Nil

16. CONTINGENCY PROVISIONS

With the uncertainties in the operations environment, to mitigate the adverse effect of unforeseen and disputed liabilities, the company in this year has created additional provision for contingency of Rs. 99.73 Lakhs with a review by the Management after three years.

17. DIRECTORATE

The present term of Mr. Jayesh R. Talpade and Mr. Tanveer Abdul Karim Shaikh, both Independent Directors will end in the ensuing Annual General Meeting. The Board appreciates their services during these turbulent times and their contribution in the management of the Company.

The Company in its Board Meeting and based on recommendation of the Remuneration Committee has appointed the following as Independent Directors subject to approval of the members in the Annual General Meeting.

The resolution for appointment of these Directors is being placed in the Annual General Meeting and details are set out in the Explanatory Statement to the Resolution. The Board recommends the appointment of the Directors contained in the said resolution.

Details of Directors proposed to be appointed under section 149 (6)

Mr. Sameer Suresh Pimpale	Mr. Nilay Shivnarayan Sharma	Mr. Mahesh Salamatrai Makhijani
Age : 48	Age : 55	Age: 61
Date of Birth: 11th February 1972	Date of Birth: 3rd June 1965	Date of Birth: 26th January 1959
Educational Qualification: BSc MMS	Educational Qualification: BE MMS	Educational Qualification: BCom, Chartered Accountant and Company Secretary
Experience: Mr. Sameer Pimpale has well rounded experience in Marketing and Finance of over two decades. Being a person responsible as profit center head he will also bring substantial input to the Company, in terms of Management & Control.	Experience: Mr. Nilay Sharma is an Engineering and Management Graduate. He is an established professional in the field of software development and manufacturing. He has substantial experience in Board Functioning and deep insight in to Marketing, Finance and Administration. He has substantial experience in successfully managing companies.	Experience: Mr. Mahesh Makhijani has substantial experience in Industry in the field of Accounts and Secretarial Area. He has experience in implementation of systems and procedures in National and Multi National Companies. He is presently doing consulting in the field of Accounts, Audit and Management
Number of Shares held in the Company: 5	Number of Shares held in the Company: 2250	Number of Shares held in the Company: Nil
DIN No: 0008813127	DIN No: 00231299	DIN No: 00322226
Directorship in other Companies: Nil	Directorship in other Companies: 1. Proteus Technologies Private Limited 2. Base Information Management Private Limited	Directorship in other Companies: 1. Sarda Papers Limited
Terms of Appointment: As per Resolution	Terms of Appointment: As per Resolution	Terms of Appointment: As per Resolution

18. DEPOSITORIES

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

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

19. E-VOTING

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

20. PARTICULARS OF EMPLOYEES

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

21. WEBSITE OF THE COMPANY

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

22. WHISTLE BLOWER MECHANISM

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

23. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

24. DIRECTOR'S RESPONSIBILITY STATEMENT

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

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

- i. in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the Annual Accounts on a going concern basis.

25. CORPORATE GOVERNANCE

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

26. AUDIT REOPORTS

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

Opinion / Observations of the Statutory Auditors	Response of the Management
<p>Emphasis of Matter</p> <p>We draw attention to Note 2.20.13 of the standalone financial statements, which states that the Company has made provision towards gratuity on the basis of Gratuity Act instead of Ind AS 19 as prescribed by ICAI. "Employee Benefit". Our opinion is not modified in respect of this matter</p>	<p><i>Disclosure Required under Ind AS-19 of The Institute of Chartered Accounts of India with regard to Employee Benefit are not given as the Company has no employees as on 31st March 2020 other than Two Whole Time Directors and Chief Financial Officer (on deputation). However, during previous the year, the Company has provided Gratuity with effect from 1st April 2011 for the two Wholetime Directors as per the Gratuity Act,1972.and also the provision made for the year ended 31st March 2020 as per the asid act.</i></p>
<p>We have sought and obtained all the information and explanations subject to Note No. 2.20.5 regarding non-receipt of confirmation of certain bank balances which to the best of our knowledge and belief were necessary for the purpose of our audit.</p>	<p><i>Most of the Bank Accounts are in-operative for a long time. We have already taken measures to close all these inoperative accounts. Some of the Statutory Accounts which have to be transferred to Investor Education and Protection Fund have already been transferred during the year ended 31st March 2013. In the absence of complete bank statements these balances do not appear to be recoverable.</i></p>

27. SECRETARIAL AUDITOR

The Board of Directors have appointed Mr. Vijay S. Tiwari, a practising Company Secretary, as Secretarial Auditor for the Financial Year 2019-2020.

28. IMPACT OF COVID

The impact of Pandemic COVID 19 on the economy is still unclear and your Company expects adverse implication due to the same. However as economic disturbance cannot be evaluated currently as the Pandemic has not abated, the Company will take appropriate steps to mitigate the same.

29. AGM BY VEDIO CONFERENCE (VC) / OTHER AUDIO VISUAL MEANS (OVAM)

In view of the advice given by SEBI and MCA vide their notification the dispatch of printed copies of the Accounts and Annual Report is not being done. Members have to send their email id to the Registrar and update their records. Copies of Annual Accounts, Notice etc will be available in the Exchange Portals and Company's Website www.hybridfinance.co.in

30. CORPORATE SOCIAL RESPOSIBILITY

The said provisions are not applicable to the Company.

31. ACKNOWLEDGEMENTS

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

FOR AND ON BEHALF OF THE BOARD

K. CHANDRAMOULI
Whole Time Director and
Company Secretary

Place:Mumbai
Date: 4th August 2020

MANAGEMENT DISCUSSION AND ANALYSIS

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

FINANCIAL REVIEW

The company's income was Rs.131.74 Lakhs which includes Rs.73.08 Lakhs towards operational income and Rs.58.66 Lakhs as other income (which includes write-backs and Tax Refunds) and the company earned a pre-tax profit of Rs.34.47 Lakhs.

BUSINESS ANALYSIS OUTLOOK

The company has been exploring the possibility of alternate activities on the hope of improved market conditions in future in the fee based segment. As the medium-term strategy is to further enhance the competitiveness and activities of its wholly owned stock broking subsidiary. However, the long-term strategy is to develop new areas of operations to further augment its revenue after resolving long pending issues. The Business environment post COVID 19 is highly uncertain with significant change in the operating environment. The Company is working to remodel itself to meet the challenge posed. The Company believes it can weather the storm by adopting multi pronged operative strategies. The economic downsizing brought about by this pandemic, the Company believes will be short term by aggressive reforms and interventions brought by various Governments of the world.

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

ANNEXURE – PARTICULARS OF EMPLOYEES

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

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

Sr. No.	Disclosure Requirement	Disclosure Details		
		Director	Title	Ratio
1.	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Mr. K. Chandramouli	Wholetime Director	110.50
		Mr. N. R. Divate	Wholetime Director	100
2.	Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manger if any, in the financial year	Director / Key Managerial Personnel	Title	% Increase / Decrease in remuneration
		Mr. K. Chandramouli	Wholetime Director	(0.54%)
		Mr. N. R. Divate	Wholetime Director	(0.01%)
		Mr. Vinay Kulkarni	Chief Financial Officer	(6.24%)
3.	Percentage of increase in the median remuneration of employees in the financial year	0.01%		
4.	Number of permanent employees on the rolls of the Company at the end of the year	3 (2 Directors + 1 CFO)		
5.	Average percentile increases already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable		
6.	Affirmations that the remuneration is as per the Remuneration Policy	It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company and also in compliance with the relevant Statutory Provisions.		

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

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

As on the Financial Year Ended on 31st March 2020 of **Hybrid Financial Services Limited**
[Pursuant to Section 92(3) of the Companies Act, 2013
and

[Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN Foreign Company Registration Number/GLN Registration Date [DDMMYY]	L99999MH1986PLC041277 - 20.10.1986
ii) Category of the Company [Pl. tick]	Public Limited Company
iii) Sub Category of the Company [Please tick whichever are applicable]	Limited by shares <input checked="" type="checkbox"/>
iv) Whether shares listed on recognized Stock Exchange(s) If yes, details of stock exchanges where shares are listed	Yes BSE Limited (BSE) * * Under Suspension
Vi) NAME AND REGISTERED OFFICE ADDRESS OF COMPANY: Company Name Address Town / City State Pin Code Country Name Address for correspondence, if different from address of registered office	HYBRID FINANCIAL SERVICES LIMITED 35, A-Wing, Raj Industrial Complex Premises Co-operative Society Limited, Military Road, Marol, Andheri (East). Mumbai Maharashtra 400059 India First Floor, Sterling Centre, Opp. Holy Divine High School, Andheri-Kurla Road, Chakala, Andheri (East), Mumbai – 400093.
Vii) Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.	Bigshare Services Private Limited., 1st Floor, Bharat Tin Works Building, Opp, Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059

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 and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Consultancy Services	99715910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

Sl. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	Applicable Section
1	Maximus Securities Limited	U67120MH1994PLC076758	Subsidiary Company	Section 2 (87)
2	Garron Shares and Stock Brokers Pvt.Ltd.	U67120MH1995PTC094962	Associate Company	Section 2 (6)
3	Garron Trading Company Private Limited	U51900MH1999PTC119424	Associate Company	Section 2 (6)
4	Hybrid Services and Trading Limited	U65921MH1995PLC091766	Associate Company	Section 2 (6)
5	Hybrid Systems Limited	U51900MH1993PTC072677	Associate Company	Section 2 (6)
6	Sunanda Capital Services Limited	U74999MH1994PLC084183	Associate Company	Section 2 (6)

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

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding :

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoter's									
(1)	Indian									
a)	Individual/ HUF	17352714	1409338	18762052	63.74	17352714	1409338	18762052	63.74	Nil
b)	Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)	State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)	Bodies Corp.	Nil	Nil	Nil	100	Nil	Nil	Nil	100	Nil
e)	Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f)	Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total shareholding of Promoter (A)	17352714	1409338	18762052	63.74	17352714	1409338	18762052	63.74	Nil
B.	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	Nil	19800	19800	0.07	Nil	19800	19800	0.07	Nil
b)	Banks / FI	242025	375	242400	0.82	242025	375	242400	0.82	Nil
c)	Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)	State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g)	FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h)	Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i)	Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-total (B)(1):-	242025	20175	262200	0.89	242025	20175	262200	0.89	Nil
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	347042	74250	421292	1.43	347042	74250	421292	1.43	Nil
ii)	Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	3633222	4225399	7858621	26.70	3633222	4225399	7858621	26.70	Nil
ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1269798	839625	2109423	7.16	1269798	839625	2109423	7.16	Nil
c)	Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Non Resident Indians	4612	18075	22687	0.08	4612	18075	22687	0.08	Nil
	Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-total (B)(2):-	5254674	5157349	10412023	35.37	5254674	5157349	10412023	35.37	Nil
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	5496699	5177524	10674223	36.26	5496699	5177524	10674223	36.26	Nil
C.	Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Grand Total (A+B+C)	22849413	6586862	29436275	100	22849413	6586862	29436275	100	Nil

ii) Shareholding of Promoter Directors and Key Managerial Personnel :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nandakishore Raghunath Divate	9383995	31.88	Nil	9383995	31.88	Nil	Nil
2	Chandramouli Krishnamurthy	9378057	31.86	Nil	9378057	31.86	Nil	Nil
	Total	18762052	63.74	Nil	18762052	63.74	Nil	Nil