

38th Annual Report 2020 - 21



HB LEASING AND FINANCE COMPANY LIMITED



BOARD OF DIRECTORS

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

COMPANY SECRETARY

Ms. Sonali Sharma

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 38TH ANNUAL GENERAL MEETING OF HB LEASING AND FINANCE COMPANY LIMITED WILL BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021, 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, 2021 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, 2021, including the Audited Balance Sheet as at 31st March, 2021, 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. LALIT BHASIN (DIN: 00002114), 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. Lalit Bhasin (DIN: 00002114), 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/
SONALI SHARMA
(Company Secretary)
Membership No.A-59728**

**Place: Gurugram
Date: 21st June, 2021**

NOTES:

- In view of the massive outbreak of the COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Securities Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/GIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (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 38th 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, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the Circulars, 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, 2021 to 30th September, 2021** (Both days inclusive).
- 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 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 / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Pursuant to Section 113 of the Act, 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 **arun.gupta@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- In compliance with MCA Circulars dated 05th May, 2020 and 13th January, 2021 and SEBI Circulars dated 12th May, 2020 and 15th January, 2021 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 2020-21) and Notice of AGM are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participants.
- The Annual Report 2020-21 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. **http://www.evoting.nsdl.com**.

- Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India] is annexed hereto and forms an integral part of this Notice.
- An Explanatory Statement(s) pursuant to Section 102 of the Act in respect of the Special Business herein 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 stating 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 Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be made available for inspection in electronic mode during the AGM upon login at NSDL e-voting system at **http://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, 2021 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@rcmdelhi.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 Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, 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:**
 - VOTING THROUGH ELECTRONIC MEANS:**
 - In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and various Circulars as mentioned above, the Members are provided with the facility to attend AGM through VC / 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 **Monday, 27th September, 2021 (09.00 A.M)** and ends on **Friday, 29th September, 2021 (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 dematerialised form, as on the **cut-off date i.e. Thursday, 23rd September, 2021**, may cast their vote by remote e-voting / at the meeting.
 - Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding Shares as on the cut-off date, i.e. 23rd September, 2021 may obtain the 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.
 - 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.
 - In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Soni Singh, Assistant Manager - NSDL, e-mail ID: 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:

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 and join the AGM on NSDL e-voting system.

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

I. Login method for e-voting and joining virtual meeting for INDIVIDUAL SHAREHOLDERS holding securities in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, in relation to e-voting facility provided by Listed Companies, **Individual shareholders** holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for **Individual shareholders** holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered with NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open that will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for NSDL IDEAS facility, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open that will prompt you to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or NSDL e-Voting service provider and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of E-Voting Service Provider (ESP) i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID/ Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Login Method for e-voting and joining virtual meeting for shareholders OTHER THAN INDIVIDUAL SHAREHOLDERS holding securities in demat mode and shareholders holding securities in physical mode:

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- 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 101456 then User ID is 101456001***

- Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your ‘initial password’?
 - If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the email 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 email ID is not registered, please refer the “**PROCEDURE FOR REGISTRATION OF E-MAIL ID FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF AGM, ANNUAL REPORT 2020-21 AND UPDATION OF BANK ACCOUNT DETAILS**” provided hereinafter.

6. 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 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

>> General Guidelines for Shareholders:

1. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
2. 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 www.evoting.nsdl.com to reset the password.
3. **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 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at evoting@nsdl.co.in**

(C) INSTRUCTIONS FOR MEMBERS 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 by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of “VC / OAVM link” placed under “Join General meeting” menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member 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.
- (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, 2021 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 ID FOR OBTAINING E-VOTING USER ID & PASSWORD, NOTICE OF AGM, ANNUAL REPORT 2020-21 AND UPDATION OF BANK ACCOUNT DETAILS.

- (i) **Members holding shares in physical form** who have not registered their e-mail ID 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 2020-21.

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 ID / 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 ID 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, <http://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. LALIT BHASIN
Directors Identification Number (DIN)	00002114
Date of Birth	14 th August, 1968
Date of First Appointment on the Board	29 th June, 1990
Profile / Expertise in Specific functional Areas.	Mr. Lalit Bhasin, Director (Chairman) is a commerce graduate from Shri Ram College of Commerce, Delhi University. He brings with him nearly three decades of expertise in the field of management, hospitality, investments and capital market.
Qualifications	B.Com
List of Directorship in other Companies	<p>Listed Companies:</p> <ol style="list-style-type: none"> 1. HB Portfolio Ltd. 2. HB Stockholdings Ltd. 3. HB Estate Developers Ltd. 4. CHL Ltd. <p>Other Companies:</p> <ol style="list-style-type: none"> 5. Taurus Asset Management Co. Ltd. 6. RRB Master Securities Delhi Ltd. 7. RRB House Finance Pvt. Ltd. 8. Pal Properties (India) Pvt. Ltd. 9. HB Financial Consultants Pvt. Ltd. 10. ALMR Gems & Trading Pvt. Ltd.
Membership of Committee of the Board in other Companies.	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. CHL Ltd. (Member) <p>Stakeholder's Relationship Committee:</p> <ol style="list-style-type: none"> 1. CHL Ltd. (Member) <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. CHL Ltd. (Member) <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. Taurus Asset Management Ltd. (Chairperson)
No. of Equity Shares held	4218663
No. of Board Meetings attended/entitled to attend during the year	5/5
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: 21st June, 2021

SONALI SHARMA
(Company Secretary)
Membership No.A-59728



DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 38th Annual Report together with the Audited Financial Statements for the Financial Year ended 31st March, 2021.

FINANCIAL RESULTS

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

(Amount in ₹ Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Fee Received/ Advisory	30.00	30.00
Net gain on fair value changes	-	0.31
Dividend Income	-	-
Total Revenue from Operations	30.00	30.31
Other Income	-	3.01
Total Income	30.00	33.32
Expenses	34.43	34.50
Profit / (Loss) Before Tax	(4.42)	(1.18)
Tax Expense	(0.21)	0.12
Profit / (Loss) for the year	(4.21)	(1.30)
Other Comprehensive Income for the year, net of tax	(0.21)	(0.67)
Total Comprehensive Income for the year	(3.99)	(1.97)

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

Equity Market had a roller coaster ride in FY2020-21. From the lows seen at the end of FY2019-20 on account of Covid-19 induced lockdown, the markets started gradually recovering led by phase wise unlocking, various policy measures announced by governments, central banks and better-than-expected corporate earnings performance. The next booster dose for markets came with the approval of vaccines against Covid and this catapulted the market to reach new highs.

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 assess the future impact of Covid-19 pandemic 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, 2021 stood at ₹ 1,10,62,73,10/- 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 (5) 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.

(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, 2021, 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:

- documents whose preservation shall be permanent in nature;
- 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 thereunder.

The Internal Complaint Committee comprises of following members:

- Mrs. Banmala Jha, Presiding Officer (Senior V.P. Legal – HB Estate Developers Limited)
- Mrs. Madhu Suri, Member (Working in the Delhi Legal Services Authority as a Counsellor)
- Mr. Anil Goyal, Member (Managing Director)
- Ms. Sonali Sharma, Member (Company Secretary)*

(* Appointed w.e.f 09th July, 2020

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 2020-21, 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".

The Secretarial Auditors have made following observations in their Secretarial Audit Report:

- BSE Limited (BSE) has levied a fine of Rs. 37,760/- for non-compliance with requirement to appoint a qualified company secretary as the compliance officer as stipulated by Regulation 6(1) of SEBI (LODR) Regulations, 2015. The Company has since complied with the requirement of said regulation by appointing Ms. Sonali Sharma as Company Secretary & compliance Officer w.e.f 09th July, 2020 and paid fine levied by the BSE on 27th November, 2020.

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. Lalit Bhasin (DIN: 00002114), 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.

Ms. Sonali Sharma (M.No. A-59728) has been appointed as the Company Secretary and Compliance Officer being the Key Managerial Personnel of the Company w.e.f. 09th July, 2020 as per the provisions of Section 203 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014.

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. Lachmi Narain 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.

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:

a) Details of top ten employee in terms of remuneration drawn as on 31st March, 2021:

Sl. No.	Name	Designation	Gross Remuneration received (In Rs.)	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	38	01-01-1992	62	Surya Agroils Limited	150 (0.00%)	No.
2	Mr. C.P. Singh	Chief Financial Officer	8,40,000	Permanent	LLB,MBA	29	07-01-1992	53	-	-	No
3.	Ms. Sonali Sharma	Company Secretary	3,05,968	Permanent	CS	2	09-07-2020	26	Venus Portfolios Private Limited	-	No

Note: There are total 3 employees, details of which is given hereinabove.

- b) Details of the Employees, who were in receipt of remuneration aggregating Rs. 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 Rs. 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**

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).

ANNUAL RETURN

The Annual Return (Form MGT-7) is available on the website of the Company having following web link,

<https://www.hbleasing.com/Investor%20Information/Annual%20Returns/index.html>

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (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		No Increase
6.	Ms. Sonali Sharma *	Company Secretary		N.A

(*) Appointed w.e.f. 09th July, 2020.

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, 2021.
- (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: No Increase
- (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, 2021:**

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

ACKNOWLEDGMENTS

Your Directors wish to thank and acknowledge the co-operation, assistance and support extended by the Banks, Company's Shareholders and Employees.

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

**Sd/-
LALIT BHASIN
(Chairman)
DIN: 00002114**

**Place : Gurugram
Date : 21st June, 2021**



Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

(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 Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the **financial year ended on 31st March, 2021** 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, 2021** according to the provisions of:
 - i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
 - ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
 - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
 - d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulation, 2014*;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 *;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *; and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

* Foreign Exchange Management Act, 1999 and the rules and regulations at sub-para (iv) above, SEBI Regulations listed at sub-para (v) Serial Nos. (c), (d),(e), (g)and (h) above are not applicable to the Company for 2020-21 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) Prevention of Money Laundering Act, 2002;
 - d) Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Provisions of Employee State Insurance Act, 1948
 - e) The Punjab Shops and Commercial Establishments Act, 1958; extends to the whole of the State of Haryana
 - f) 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, Independent Directors and Woman Director. 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 decisions are carried through with the unanimous consent, so therefore dissenting members’ views are not required to be 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 applicable laws, rules, regulations and guidelines.
6. We further report that:
 1. BSE Limited (BSE) has levied a fine of Rs. 37,760/- for non-compliance with requirement to appoint a qualified company secretary as the compliance officer as stipulated by Regulation 6(1) of SEBI (LODR) Regulations, 2015. The Company has since complied with the requirement of said regulation by appointing Ms. Sonali Sharma as Company Secretary & compliance Officer w.e.f 09th July, 2020 and paid fine levied by the BSE on 27th November, 2020.
 2. 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.

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.

For Arun Gupta & Associates
Company Secretaries

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

Place: New Delhi
Date: 21st June, 2021

ICSI Unique Code: I2008DE626100
UDIN: A021227C000483953

“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.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management’s Representation Letter about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
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

Place: New Delhi
Date: 21st June, 2021

ICSI Unique Code: I2008DE626100
UDIN: A021227C000483953



MANAGEMENT’S DISCUSSION AND ANALYSIS

1. OPERATING RESULTS

During the year under review, the Company’s Total Revenue is ₹ 30.00 Lakhs as compared to ₹ 33.32Lakhs in the previous year. The Company incurred total expenses amounted to ₹ 34.43 Lakhs as compared to ₹ 34.50 Lakhs during the previous year. Loss after tax stood at ₹ 4.21Lakhs as against ₹ 1.30 Lakhs in the previous year.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

Over the years, NBFCs’ have developed as a key segment in the Indian financing sector and has witnessed a faster growth than the credit growth of banks during the recent times. With respect to liabilities, NBFCs’ have become increasingly interconnected with the financial system and plays a vital role in the financial system and have been recording higher growth than scheduled commercial bank over the past few years.

The Covid-19 pandemic has impacted most countries, including India. This resulted in countries announcing lockdown and quarantine measures that sharply stalled economic activity. Several countries took unprecedented fiscal and monetary actions to help alleviate the impact of the crisis.

The Government of India had announced various measures to support the economy during this period. The Reserve Bank of India had also announced several measures to ease the financial system stress, including enhancing system liquidity, reducing interest rates, moratorium on loan repayments for borrowers, asset classification standstill benefit to overdue accounts where a moratorium had been granted amongst others to alleviate the economic stress induced by the pandemic. The main aims of these measures were to facilitate and incentivize credit flows, ease the financial stress and enable the formal functioning of the market.

Equity Market had a roller coaster ride in FY2020-21. From the lows seen at the end of FY2019-20 on account of Covid-19 induced lockdown, the markets started gradually recovering led by phase wise unlocking, various policy measures announced by governments, central banks and better-than-expected corporate earnings performance. The next booster dose for markets came with the approval of vaccines against Covid and this catapulted the market to reach new highs.

3. OPPORTUNITIES AND THREATS

NBFCs with robust business foundation and people proficiency could maintain healthy asset quality despite the turbulence. With the pandemic and the resultant crisis, the focus had shifted from growth to stability. The RBI and Government announced several measures to provide liquidity support and mitigate the disruptions caused by the pandemic. These measures were aimed at easing liquidity and improving asset quality.

While near term credit demand is going to be driven by the economic impact of the virus and the lockdowns, as vaccinations pick up and economic activity normalises, the Company sees the Government policies leading to resumption of growth. The Company will continue to optimize costs wherever possible and to monitor and manage risks so as to keep expenses/ costs under control.

The Company continuously identifies and assesses potential threats. Increase in inflation, fiscal deficit and a poor monsoon can increase in interest rates and hurt equity inflows. A sharp tightening of interest rates will make developed economies more attractive on a risk-return basis and emerging economies may witness an increase in outflows by foreign institutional investors. Any stringent regulatory change or unfavorable policy change, which may have the ability to impact the Company’s growth prospect in short run.

4. FUTURE PROSPECTS AND OUTLOOK

The Company will continue to explore various options to strengthen its capital base and balance sheet to augment the long-term resources for meeting funds requirements of its business activities, the future growth opportunities, general corporate purposes and other purposes including effectively facing challenges of the uncertainties and disruptions caused by COVID-19 pandemic.

The pandemic continues to pose major challenge to the entire world including India. However, it appears that the countries have now learnt the technique of adapting to the new normal- the new way of life. The duration and severity of spread of second wave of pandemic, roll out of vaccines, the scale and effectiveness of implementation of the ongoing vaccination program and the efficacy of monetary and fiscal policy actions of Indian Government are the important factors to impacting the pace of economic recovery.

India is among the few nations with the highest youth population, with a median age of 28 years. The domestic financial market is seen growing at a healthy pace owing to strong demand-side and supply-side drivers. Such a large share of the working population, expected growth of Indian economy, increasing urbanisation, and rising consumerism because of higher per capita incomes are some key drivers implying market growth potential for established financial service providers in India.

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 has 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, 2021 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 ₹ 218.37 Lakhs and ₹ 67.25 Lakhs respectively as against ₹ 232.89 Lakhs and ₹ 65.33 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 ₹ 26.46 Lakhs and ₹ 51.07 Lakhs respectively as against ₹ 36.42 Lakhs and ₹ 49.71 Lakhs during the previous year.
- d) **Key Financial Ratios:**

Particulars	FY 2020-21	FY 2019-20	% 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	9.44	7.28	29.52
5. Debt Equity Ratio	0.02	0.03	-32.26
6. Operating Profit Margin (%)	-14.74	-3.54	316.71
7. Net Profit Margin (%)	-14.03	-4.30	226.51
8. Return on Net Worth (%)	-0.38	-0.12	223.21

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 decrease of borrowings during the Financial Year and the change of Operating Profit Margin, Net Profit Margin and Return on Net Worth. Due to decreasing 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:

Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Good Corporate Governance is the adoption of best business practices which ensure that the Company operates within the regulatory framework.

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, 2021. 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 your 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, 2017.

Four (5) Board meetings were held during the year under review on 25th June, 2020, 09th July, 2020, 11th September, 2020, 11th November, 2020 and 11th February, 2021.

In terms of Regulation 17(2) & 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Audit Committee of the listed entity meet at least four times a year, with a maximum time gap of 120 days between any two meetings.

The gap between two Board meeting i.e. 11th February, 2020 and 25th June, 2020 exceeded the 120 days, however, in view of prevailing lockdown due to COVID-19 Pandemic, SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March, 2020 provided that the Board of Directors and Audit Committee of the listed entity are exempted from observing the maximum stipulated time gap between two meetings during 1st December, 2019 and 30th June, 2020.

The particulars regarding composition of the Board of Directors and its Meetings held during the year with their shareholding in the Company as on 31st March, 2021 and presence in last AGM are given hereunder:

Name of the Director	Category	Directorships in other Public Companies as on 31 st March, 2021		#Committee Membership held in other Public Companies as on 31 st March, 2021		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	3	1	5/5	Yes	4128663
Mr. Anil Goyal	Non-Independent Executive	9	NIL	4	1	5/5	Yes	150
Mr. Lachmi Narain Malik	Independent & Non – Executive	2	NIL	NIL	NIL	5/5	Yes	300
Mrs. Sapna Khandelwal	Independent & Non – Executive	NIL	NIL	NIL	NIL	5/5	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, 2021 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,
<https://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. Lalit Bhasin (DIN No.: 00002114), Director shall retire at the ensuing Annual General Meeting and who being eligible offers himself for re-appointment.

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. MEETING OF INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on 11th February, 2021, inter alia, to discuss and evaluate:

- the performance of Non-Independent Directors and the Board of Directors as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.
- 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,

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

All the Independent Directors were present at the Meeting.

5. 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, 2021 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, 2021 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.

6. 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 2020-2021 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:

- 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 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:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- 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;
- To review the functioning of the Whistle Blower mechanism;
- 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;
- The Audit Committee shall mandatorily review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - 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:
 - a) To investigate any activity within its terms of reference.
 - b) To seek information from any employee.
 - c) To obtain outside legal or other professional advice.
 - d) To secure attendance of outsiders with relevant expertise, if it considers necessary.
 - e) 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.
 - f) 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 (4) times on 25th June, 2020, 11th September, 2020, 11th November, 2020 and 11th February, 2021. All the Committee members as well as the Internal & Statutory Auditors of the Company attended the meetings held on 25th June, 2020 and 11th February, 2021. 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:

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

1. 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.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board Of Directors.
3. Devising a policy on diversity of Board of Directors.
4. 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.
5. 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.
6. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
7. 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 Two (2) Nomination and Remuneration Committee Meeting were held on 25th June, 2020 and 11th February, 2021 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, 2021 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.	55,000	NIL	NIL
Mr. Anil Goyal	N.A.	NIL	NIL	NIL
Mr. Lachmi Narain Malik	N.A.	49,000	NIL	NIL
Mrs. Sapna Khandelwal	N.A.	57,000	NIL	NIL

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:

- (i) Mr. Lalit Bhasin, Chairman
- (ii) Mr. Anil Goyal, Member
- (iii) 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:-

1. To consider and approve the transfer, transmission and issue of fresh/ duplicate share certificates.
2. To review the status of dematerialization of company's shares and matters incidental thereto.
3. 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.
4. To consider, review and look into various aspects of interest of Shareholders, debenture holders and other security holders.
5. 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.
6. Review of measures taken for effective exercise of voting rights by the Shareholders.
7. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
8. 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 06th July, 2020, 05th October, 2020, 20th October, 2020 and 07th January, 2021 and the same were attended by all the Committee members.

Number of Shareholders Complaints received and redressed during the year 2020-2021:

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
2019-20	AGM	Meeting held through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	30.09.2020	03.00 P.M.
2018-19	AGM	GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurugram - 122 001 (Haryana)	19.09.2019	03.00 P.M.
2017-18	AGM		25.09.2018	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.	No Special Resolution was passed	37 th AGM 30.09.2020
2.	<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
3.	No Special Resolution was passed	35 th AGM 25.09.2018

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 BSE. 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, 2021 (**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,

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

II. Except penalty imposed by BSE Ltd., 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.

BSE Limited (BSE) has levied a fine of Rs. 37,760/- for non-compliance with requirement to appoint a qualified company secretary as the compliance officer as stipulated by Regulation 6(1) of SEBI (LODR) Regulations, 2015. The Company has since complied with the requirement of said regulation by appointing Ms. Sonali Sharma as Company Secretary & compliance Officer w.e.f 09th July, 2020 and paid fine levied by the BSE on 27th November, 2020.

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,

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

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

<https://www.hbleasing.com/Investor%20Information/Corporate%20Governance/index.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, 2021 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
Total	67500

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 adopted a code of conduct applicable to all Directors and Senior Management Personnel of the Company and the same has been available on the Company's website viz. www.hbleasing.com. For the year under review, all Directors and Senior Management Personnel have confirmed their adherence to the provisions of said code.

XIII. 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:

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 **Thursday, 30th, September, 2021 at 03.00 P.M.** The deemed venue of the 38th AGM shall be the Registered Office of the Company

II. Financial Year: 1st April 2020 to 31st March 2021.

III. Date of Book Closure: 24th September, 2021 to 30th September, 2021

IV. Listing on Stock Exchanges:

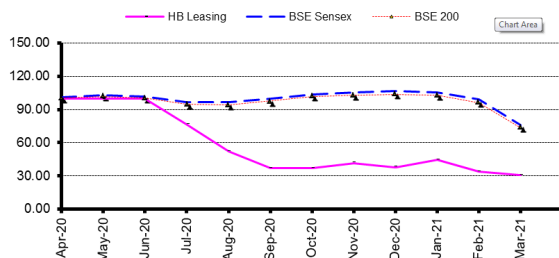
The Company's Equity Shares are listed at BSE Limited, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. The Annual Listing Fee for the financial year 2020-2021 has been paid to BSE Limited.

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 20	0.63	0.57	0.57	780
May 20	0.59	0.55	0.55	8,882
Jun 20	0.57	0.49	0.57	2,75,996
Jul 20	1.16	0.59	1.16	17,260
Aug 20	1.24	1.18	1.24	4,404
Sep 20	1.26	1.22	1.26	2,105
Oct 20	1.36	1.18	1.18	6,223
Nov 20	1.18	1.03	1.05	3,263
Dec 20	1.32	1.05	1.19	14,627
Jan 21	1.43	1.19	1.2	17,015
Feb 21	1.26	0.95	1.1	16,440
Mar 21	1.63	1.15	1.41	28,302


VII. Performance in Broad Based Indices

VIII. Stock Performance-Absolute returns

	1 Year
HBLF	147.37
BSE Sensex	46.83
BSE 200	51.92

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, 2021 is as under:

Shareholding of value of ₹	Shareholders		Shareholding	
	Numbers	% to total	Shares	% to total
Up to 5000	34027	97.35	4232657	38.26
5001-10000	530	1.52	411730	3.72
10001-20000	229	0.66	339442	3.07
20001-30000	48	0.14	122598	1.11
30001-40000	30	0.09	106126	0.96
40001-50000	16	0.05	73909	0.67
50001-100000	34	0.10	233819	2.11
100001 and above	39	0.11	5542450	50.10
TOTAL	34953	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	42,18,663	38.13
➤ 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	6081732	54.97
➤ Bodies Corporate	556804	5.05
➤ NRIs	145452	1.31
➤ Clearing Members	4800	0.04
➤ 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 2021, 7554728 Equity Shares of the Company are held in dematerialized form constituting 68.29% 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: 21st June, 2021

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 March 31, 2021, as stipulated in Regulations 17 to 27, clause (b) to (i) 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: 21083820AAAABO7842

Place: New Delhi
 Date: 21st June, 2021

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, 2021 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 G. C. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Registration No: 017851N

Sd/-
G. C. AGARWAL
 (PROPRIETOR)
 Membership No: 083820
 UDIN: 21083820AAAABO7842

Place: New Delhi
 Date: 21st June, 2021



INDEPENDENT AUDITOR'S REPORT

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

Opinion

We have audited the accompanying Financial Statements of **HB Leasing & Finance Company Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2021, and the Statement of Profit and Loss (including other comprehensive income), Statement of Cash Flows and Statement of Changes in Equity 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, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, its loss including other comprehensive income, its cash flows and changes in equity 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), as specified under section 143(10) of the Act. Our responsibilities under those SAs 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained 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 Board of Directors is 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. 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.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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.

Those Board of Directors are 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 March 31, 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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, 2021 on its financial position in its financial statements – Refer Note No 34
 - ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2021
 - 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, 2021 to its directors.

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

PLACE: New Delhi
DATED: 21st June, 2021
UDIN: 21083820AAAABL3794

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 & Finance Company Limited** on the Financial Statements for the year ended on 31st March, 2021,

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, 2021 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 & Finance Company Limited** ("the Company") as of 31st March 2021 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, 2021, 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: New Delhi
DATED: 21st June, 2021
UDIN: 21083820AAAABL3794

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


BALANCE SHEET AS AT 31ST MARCH, 2021

Particulars	Note	As at 31 st March, 2021 (In ₹)	As at 31 st March, 2020 (In ₹)
I. ASSETS			
Financial Assets			
a. Cash and cash equivalents	4	801,072	1,137,577
b. Receivables			
(i) Trade Receivables	5	5,284,912	5,597,412
d. Investments	6	2,196,866	3,063,066
e. Other Financial Assets	7	13,555,024	13,490,682
Non-Financial Assets			
a. Property, Plant and Equipment	8	70,002	70,002
b. Deferred tax assets (Net)	9	126,242	104,733
c. Other non -financial assets	10	6,528,975	6,359,068
TOTAL ASSETS		28,563,094	29,822,540
II. LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
a. Borrowings	11	2,100,000	3,100,000
b. Other financial liabilities	12	546,386	542,470
Non-Financial Liabilities			
a. Provisions	13	4,979,825	4,963,866
b. Other non-financial liabilities	14	127,153	6,870
Equity			
a. Equity Share Capital	15	110,041,095	110,041,095
b. Other Equity	16	(89231365)	(88831761)
TOTAL LIABILITIES AND EQUITY		28,563,094	29,822,540
Significant accounting policies and notes to the financial statements	1-39		

See accompanying notes to 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 OF DIRECTORS OF HB LEASING & FINANCE COMPANY LIMITED
---	---

Sd/-
G C AGARWAL
(PROPRIETOR)
MEMBERSHIP NO. : 083820
PLACE: NEW DELHI
DATED: 21ST JUNE, 2021

Sd/-
LALIT BHASIN
(CHAIRMAN)
DIN: 00002114
PLACE: NEW DELHI
DATED: 21ST JUNE, 2021

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021

Sd/-
C.P. SINGH
(CHIEF FINANCIAL OFFICER)
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021

Sd/-
SONALI SHARMA
(COMPANY SECRETARY)
M. NO.: ACS59728
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Note	For the Year ended 31 st March, 2021 (In ₹)	For the Year ended 31 st March, 2020 (In ₹)
INCOME			
Revenue from operations			
(i) Fee Received/ Advisory	17	3,000,000	3,000,000
(ii) Net gain on fair value changes	18	-	30,860
(iii) Dividend Income		300	-
I Total Revenue from operations		3,000,300	3,030,860
II Other Income	19	-	300,700
III Total income (I+II)		3,000,300	3,331,560
EXPENSES			
(i) Employee Benefits Expenses	20	1,135,372	1,342,917
(ii) Others expenses	21	1,441,047	2,107,216
(iii) Net loss on fair value changes	18	866,200	-
IV Total expenses (IV)		3,442,619	3,450,133
V Profit/ (loss) before tax (III-IV)		(442,319)	(118,573)
VI Tax expense			
(i) Current tax			
(ii) Deferred tax (credit) / charge		(21,509)	11,622
Total tax expense (VI)		(21,509)	11,622
VII Profit for the year (V-VI)		(420,809)	(130,195)
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit plans		21,205	(66,717)
- Income tax relating to above mentioned item			
Other comprehensive income for the year, net of tax		21,205	(66,717)
Total comprehensive income for the year (VII +VIII)		(399,604)	(196,912)
IX Earnings per equity share of face value of Rs. 10 each (previous year Rs. 10 each)			
Basic (Rs.)		(0.04)	(0.01)
Diluted (Rs.)		(0.04)	(0.01)
Significant accounting policies and notes to the financial statements	1-39		

See accompanying notes to 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 OF DIRECTORS OF HB LEASING & FINANCE COMPANY LIMITED
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DATED: 21ST JUNE, 2021

Sd/-
SONALI SHARMA
(COMPANY SECRETARY)
M. NO.: ACS59728
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	For the year ended 31 st March, 2021 (In ₹)	For the year ended 31 st March, 2020 (In ₹)
A. CASH FLOW FROM OPERATION ACTIVITIES		
Profit before tax	(442,319)	(118,573)
Adjustment for :		
Net fair value changes	866,200	(30,860)
Remeasurements of defined benefit plans	21,205	(66,717)
Cash generated from operation before Working Capital Changes	445,086	(216,150)
Working Capital Changes		
Increase/ (decrease) in trade receivables	312,500	(992,515)
Increase/ (decrease) in other financial assets	(64,342)	106,838
Increase/ (decrease) in other non-financial assets	(169,907)	73,392
(Increase) /decrease in other financial liabilities	3,916	(3,401)
(Increase) /decrease in provisions	15,959	83,400
(Increase) /decrease in other non financial liabilities	120,283	777
Cash Flows before OCI and Tax	663,495	(947,659)
Income Tax paid	0	0
NET CASH FLOW FROM/ (USED) OPERATING ACTIVITIES	663,495	(947,659)
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	(1,000,000)	1,550,000
NET CASH USED IN FINANCING ACTIVITIES	(1,000,000)	1,550,000
NET INCREASE/ DECREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(336,505)	602,341
OPENING CASH AND CASH EQUIVALENTS	1,137,577	535,236
CLOSING CASH AND CASH EQUIVALENTS	801,072	1,137,577

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. 11)
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
Balance as on 1st April 2020	3,100,000
Proceeds/ Repayments of borrowing	(1,000,000)
Non cash change (Fair Value)	-
Balance as on 31st March 2021	2,100,000

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 OF DIRECTORS OF
 HB LEASING & FINANCE COMPANY LIMITED

Sd/- G C AGARWAL (PROPRIETOR) MEMBERSHIP NO. : 083820 PLACE: NEW DELHI DATED: 21 ST JUNE, 2021	Sd/- LALIT BHASIN (CHAIRMAN) DIN: 00002114 PLACE: NEW DELHI DATED: 21 ST JUNE, 2021	Sd/- ANIL GOYAL (MANAGING DIRECTOR) DIN: 00001938 PLACE: GURUGRAM DATED: 21 ST JUNE, 2021
	Sd/- C.P. SINGH (CHIEF FINANCIAL OFFICER) PLACE: GURUGRAM DATED: 21 ST JUNE, 2021	Sd/- SONALI SHARMA (COMPANY SECRETARY) M. NO.: ACS59728 PLACE: GURUGRAM DATED: 21 ST JUNE, 2021

STANDALONE STATEMENT OF CHANGES IN EQUITY
a. Equity Share Capital

	Number of Shares	(Amount in ₹)
As at 0 1April, 2019	11,062,731	110,627,310
Changes in Equity share capital during the year	-	-
As at 31 March, 2020	11,062,731	110,627,310
Changes in Equity share capital during the year	-	-
As at 31 March, 2021	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 April 01, 2020	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 (net of tax)	-	-	-	-	(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 March 31, 2021	99,875	21,070,926	180,596,699	(290,557,305)	(41,956)	(88,831,761)
Balance as at April 01, 2020	99,875	21,070,926	180,596,699	(290,557,305)	(41,956)	(88,831,761)
Profit for the year	-	-	-	(420,809)	-	(420,809)
Other comprehensive income for the year	-	-	-	-	21,205	21,205
Transferred to/(from)	-	-	-	-	-	-
Total comprehensive income for the year	99,875	21,070,926	180,596,699	(290,978,114)	(20,751)	(89,231,365)
Balance as at March 31, 2021	99,875	21,070,926	180,596,699	(290,978,114)	(20,751)	(89,231,365)

Significant Accounting Policies and notes to the Financial Statements 1-39

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 OF DIRECTORS OF
 HB LEASING & FINANCE COMPANY LIMITED

Sd/-
G C AGARWAL
(PROPRIETOR)
MEMBERSHIP NO. : 083820
PLACE: NEW DELHI
DATED: 21ST JUNE, 2021

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(CHAIRMAN)
DIN: 00002114
PLACE: NEW DELHI
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C.P. SINGH
(CHIEF FINANCIAL OFFICER)
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021

Sd/-
ANIL GOYAL
(MANAGING DIRECTOR)
DIN: 00001938
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021

Sd/-
SONALI SHARMA
(COMPANY SECRETARY)
M. NO.: ACS59728
PLACE: GURUGRAM
DATED: 21ST JUNE, 2021



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

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.

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-fortrading 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 Rs.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 cashgenerating 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 cashgenerating 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 / sick leave -

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.

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, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Cash on Hand	531,283	530,283
Balance with Banks		
- In current and deposit account	144,789	157,294
- Cheques/drafts on Hand	125,000	450,000
Total	801,072	1,137,577

5. RECEIVABLES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Trade Receivables - Unsecured		
Considered good	680,015	992,515
Considered doubtful	4,604,897	4,604,897
Total	5,284,912	5,597,412

Note: Provision for Sub-Standard and doubtful assets has been separately shown in Note No. 13 (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,2021		As at 31st March,2020	
	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
Andhra Cement Co. Ltd.	10	550	0	550	0
Baroda Rayon Corp. Ltd.	10	7055	0	7055	0
Digital World India Ltd	10	127900	0	127900	0
Haryana Petro Ltd	10	1200	0	1200	0
Hotline Glass Ltd.	10	400	0	400	0
Kalyan Sundram Cement Ltd.	10	8970	0	8970	0
Malanpur Steel Ltd.	10	1968	0	1968	0
Mansinghka Oil Products Ltd.	10	300100	0	300100	0
Mohan Meakin Ltd.	5	800	0	800	0
RRB Securities Ltd.	10	100000	2096000	100000	2962200
STI Granite Ltd.	10	60000	0	60000	0
TOTAL (a)		649343	2096000	649343	2962200
(B) QUOTED PARTLY PAID UP EQUITY SHARES(AT FVTPL)*					
Baroda Rayon Corp Ltd.	10	3527	0	3527	0
Kalyan Sundram Cement Ltd.	10	182060	0	182060	0
TOTAL (b)		185587	0	185587	0
(C) UNQUOTED FULLY PAID UP EQUITY SHARES(AT FVTPL)					
Core Telecom Pvt. Ltd.	10	250000	0	250000	0
TOTAL (c)		250000	0	250000	0
TOTAL A (a+b+c)		1084930	2096000	1084930	2962200
(B) INVESTMENTS IN PREFERENCE SHARES					
(d) UNQUOTED FULLY PAID-UP PREF.SHARES (At amortised cost)					
HB Corporate services Ltd	10	10000	100000	10000	100000
TOTAL (d)		10000	100000	10000	100000
TOTAL B (d)		10000	100000	10000	100000
(C) INVESTMENTS IN MUTUAL FUNDS					
(D) UNQUOTED MUTUAL FUND (AT FVTPL)					
UTI Equity Fund Unit Scheme		100	866	100	866
TOTAL (d)		100	866	100	866
TOTAL C (d)		100	866	100	866
TOTAL INVESTMENTS (A+B+C)		1095030	2196866	1095030	3063066

(*) Listed but not quoted

1. All above investments are in India itself


7. OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Advance against securities- Standard	13,000,000	13,000,000
Security Deposit	61,994	61,994
Recoverable from employees	407,192	342,850
Interest receivable	85,838	85,838
Total	13,555,024	13,490,682

8. PROPERTY, PLANT & EQUIPMENT

Particulars	Furniture & Fixtures (In ₹)	Vehicles (In ₹)	Office Equipment (In ₹)	Data Processing Machine (In ₹)	Air Condition- ers (In ₹)	Total (In ₹)
GROSS BLOCK						
As at 1st April, 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
Additions during the year	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-
As at 31st March, 2021	46,299	50,533	657,764	187,438	458,000	1,400,034
ACCUMULATED DEPRECIATION						
As at 31st March, 2019	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, 2020	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, 2021	43,984	48,006	624,876	178,066	435,100	1,330,032
NET BLOCK						
As at 31st March, 2021	2,315	2,527	32,888	9,372	22,900	70,002
As at 31st March, 2020	2,315	2,527	32,888	9,372	22,900	70,002

9. DEFERRED TAX ASSETS (NET)

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Leave Encashment/gratuity	83961	54973
Fixed Assets	42281	49760
Total	126,242	104,733

10. OTHER NON FINANCIAL ASSETS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Prepaid Expenses	1,497	1,509
GST Recoverable	-	110,104
Recoverable from Tax Authorities	6,527,478	6,247,455
Total	6,528,975	6,359,068

11. BORROWINGS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
(A) In India		
At amortised cost:		
Loan from Directors (Interest Free) (Repayable on demand)	2,100,000	3,100,000
Outside India	-	-
Total	2,100,000	3,100,000
(B) Out of above		
Secured	-	-
Unsecured Loan from Directors (Interest Free)	2,100,000	3,100,000
Total	2,100,000	3,100,000

12. OTHER FINANCIAL LIABILITIES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Expenses Payable	546,386	542,470
Total	546,386	542,470

13. PROVISIONS

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Provision for Employee Benefits		
Leave Encashment	101,587	94,815
Gratuity	221,341	212,154
Others		
Contingent provision against Standard Assets	52,000	52,000
Sub Standard & Doubtful Assets	4604897	4604897
Total	4,979,825	4,963,866

14. OTHER NON-FINANCIAL LIABILITIES

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
Statutory Dues Payable	127,153	6,870
Total	127,153	6,870

15. EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a. Authorised:		
20000000 Equity shares of ₹ 10/- each	200,000,000	200,000,000
Total	200,000,000	200,000,000
b. Issued		
11183681 Equity Shares of ₹ 10/- Each	111,836,810	111,836,810
Total	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
Total	110,627,310	110,627,310
Less: Allotment money receivable (Other than Directors)	586,215	586,215
Total	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, 2019	11,062,731	110,041,095
Issued during the year	-	-
As At 31st March, 2020	11,062,731	110,041,095
Issued during the year	-	-
As At 31st March, 2021	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 31st March, 2020		As at 31st March, 2019	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Lalit Bhasin	3856327	34.86%	3856327	34.86%

16. OTHER EQUITY

Particulars	As at 31st March, 2021 (In ₹)	As at 31st March, 2020 (In ₹)
a. Capital Reserve		
Opening Balance	99,875	99,875
Closing Balance	99,875	99,875
b. Securities Premium Reserve		
Opening Balance	182,029,190	182,029,190
Less: Allotment money receivable (other than directors)	1,432,491	1,432,491
Closing Balance	180,596,699	180,596,699
c. Statutory Reserve		
Opening Balance	21,070,926	21,070,926
Closing Balance	21,070,926	21,070,926
d. Other Comprehensive Income		
Opening Balance	(41,956)	24,761
Add: Remeasurement gain/ (losses) on defined benefit plan	21,205	(66,717)
Less: Taxes on above item	-	-
Closing Balance	(20,751)	(41,956)
e. Retained Earning		
Opening Balance	(290,557,305)	(290,427,110)
Add: Profit for the current year	(420,809)	(130,195)
Add/less: Appropriations		
Closing Balance	(290,978,114)	(290,557,305)
TOTAL OTHER EQUITY	(89,231,365)	(88,831,761)

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. Debit balance in retained earnings represents balance of accumulated losses.

17. FEE RECEIVED/ADVISORY

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
Fee received/ advisory	3,000,000	3,000,000
Total	3,000,000	3,000,000

18. NET GAIN ON FAIR VALUE CHANGES

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (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	-866,200	30,860
Total	-866,200	30,860

19. OTHER INCOME

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
Other Income	-	300,700
Total	-	300,700

20. EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
Salary & Benefits	1,033,017	1,225,847
Contribution to Provident fund and Gratuity fund	84,365	98,750
Staff Welfare	17,990	18,320
Total	1,135,372	1,342,917

21. OTHER EXPENSES

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
Vehicle Running and Maintenance	-	2,450
Insurance	10,324	10,390
Communication	142,067	446,178
Travelling and Conveyance	94,767	78,507
Printing and Stationery	-	362,513
Depository and custodial	46,880	21,756
Legal and Professional	244,762	217,760
Advertisement & Publicity	138,024	147,136
Books and Periodicals	15,860	19,915
Subscription	167,500	221,524
Listing fees	300,000	300,000
Miscellaneous	52,363	52,587
Auditor's Remuneration		
Audit Fees	52,500	52,500
Limited Review Reports	15,000	15,000
Directors Sitting Fees	161,000	159,000
Total	1,441,047	2,107,216


22. EARNING PER SHARE (EPS)

Particulars	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
Profit/(Loss) for the year (₹)	(420,809)	(130,195)
Weighted average number of Equity Shares used in computing basic EPS	11,062,731	11,062,731
Weighted average number of Equity Shares used in computing diluted EPS	11,062,731	11,062,731
Basic Earnings Per Share (₹)	(0.04)	(0.01)
Diluted Earnings Per Share (₹)	(0.04)	(0.01)
Face value per share (₹)	10	10

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

- a) Companies under direct or indirect common influence
 1. HB Securities Ltd.
- b) Persons having direct/Indirect significant influence
 1. Mr. Lalit Bhasin -Director
- c) Key Managerial Personnel
 1. Mr. C.P. Singh, Chief Financial Officer
 2. Sonali Sharma, Company Secretary

23.2 Transaction during the financial year ended 31st March, with related Parties as under.

Sr. No.	Particulars	Nature of Transaction	For the year ended 31st March, 2021 (In ₹)	For the year ended 31st March, 2020 (In ₹)
1	HB Securities Ltd.	Depository Charges Paid	1880	1770
2	Lalit Bhasin	Sitting Fees Paid	55000	54000
		Loan received during the year	Nil	1550000
		Loan outstanding at the year end	2100000	3100000
3	C.P. Singh	Remuneration & other services	688950	840000
4	Sonali Sharma	Remuneration & other services	305968	Nil

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	48,300	73,479

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, 2021 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 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Present value of obligation -at the beginning of the period	428,352	348,050	94,815	79,329
Interest cost	29,985	24,364	6,637	5,553
Current service cost	21,225	15,174	9,462	3,359
Benefits paid	-	-	(15,000)	(17,500)
Remeasurements - actuarial (gain)/ loss	(27,395)	40,764	5,673	24,074
Present value of obligation -at the end of the period	452,167	428,352	101,587	94,815

(ii) Movement in Plan Assets – Gratuity

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Fair value of plan assets at beginning of year	216,208	203,810	-	-
Expected return on plan assets	15,135	14,267	-	-
Employer contributions	-	10	-	-
Benefits paid	-	-	-	-
Actuarial gain / (loss)	(517)	(1,879)	-	-
Fair value of plan assets at end of year*	230,826	216,208	-	-

(*)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 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Present value of obligation-at the end of the period	452,167	428,352	101,587	94,815
Fair value of plan assets at end of year	230,826	216,208	-	-
Net liability/(asset) recognized in Balance Sheet	221,341	212,144	101,587	94,815
Funded Status- Surplus/ (Deficit)	(221,341)	(212,144)	(101,587)	(94,815)

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

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Interest cost	29,985	24,364	6,637	5,553
Current Service cost	21,225	15,174	9,462	3,359
Expected return on plan assets	(15,135)	(14,267)	-	-
Expenses to be recognised in P&L	36,075	25,271	16,099	8,912

(v) Recognised in Other Comprehensive Income

Particulars	Gratuity (Funded) (In ₹)		Leave Encashment (Unfunded) (In ₹)	
	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Cumulative unrecognized actuarial (gain)/loss opening. B/F	290	(42,353)	41,022	16,948
Remeasurement - Actuarial (gain)/loss -Obligation	(27,395)	40,764	5,673	24,074
Remeasurement - Actuarial (gain)/loss -Plan assets	517	1,879	-	-
Total Actuarial (gain)/loss	(26,878)	42,643	5,673	24,074
Cumulative unrecognized actuarial (gain)/loss opening. C/F	(26,588)	290	46,695	41,022



- (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 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
Discount Rate	7.00 % p.a.	7.00 % p.a.	7.00 % p.a.	7.00 % 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 2012-14	IALM 2012-14	IALM 2012-14
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%	399,961	89,635
	-1%	513,178	115,716
Salary Growth Rate	+1%	513,178	115,716
	-1%	399,034	89,424
Attrition Rate	+1%	456,178	102,656
	-1%	447,638	100,368

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

Particulars	Gratuity (In ₹)	Leave encashment (In ₹)
01st April, 2021 to 31st March, 2022	13,260	3,216
01st April, 2022 to 31st March 2023	4,473	98,371
01st April, 2023 to 31st March 2024	4,473	-
01st April, 2024 to 31st March 2025	4,472	-
01st April, 2024 to 31st March 2026	4,494	-
01st April, 2026 Onwards	420,995	-

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	1095030	3,063,066
Purchases	0	0	0	0
Sales	0	0	0	0
Closing Balance	1095030	2,196,866	1095030	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, 2021 and 31st March, 2020

28. 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.

29. 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, 2021	
	31st March, 21	31st March, 20
NSE/ BSE Index - Increase by 2 %	41,920	59,244
NSE/ BSE Index - Decrease by 2 %	(41,920)	(59,244)

II. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its financing activities towards inter corporate loans where no significant impact on credit risk has been identified.

III. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities.

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities.

(Amount in ₹)

As at 31st March, 2021	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and cash equivalents	801,072		801,072
Receivables	5,284,912		5,284,912
Investments	3,063,066		3,063,066
Other Financial Assets	13,555,024		13,555,024
Total	22,704,074	-	22,704,074
Financial Liabilities			
Borrowings	2,100,000		2,100,000
Other financial liabilities	546,386		546,386
Total	2,646,386	-	2,646,386

(Amount in ₹)

As at 31st March, 2020	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and cash equivalents	1,137,577		1,137,577
Receivables	5,597,412		5,597,412
Investments	1,095,030		1,095,030
Other Financial Assets	13,490,682		13,490,682
Total	21,320,701	-	21,320,701
Financial Liabilities			
Borrowings	3,100,000		3,100,000
Other financial liabilities	542,470		542,470
Total	3,642,470	-	3,642,470


30. 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, 2021			31st March, 2020		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
ASSETS						
Financial Assets						
Cash and cash equivalents	801,072		801,072	1,137,577		1,137,577
Receivables	5,284,912		5,284,912	5,597,412		5,597,412
Investments	2,196,866		2,196,866	1,095,030		1,095,030
Other Financial Assets	13,555,024		13,555,024	13,490,682		13,490,682
Non-Financial Assets						
Property, Plant and Equipment	70,002		70,002	70,002		70,002
Deferred tax assets	126,242		126,242	104,733		104,733
Other non-financial assets	6,528,975		6,528,975	6,359,068		6,359,068
TOTAL ASSETS	28,563,094	-	28,563,094	27,854,504	-	27,854,504
LIABILITIES						
Financial Liabilities						
Borrowings	2,100,000		2,100,000	3,100,000		3,100,000
Other financial liabilities	546,386		546,386	542,470		542,470
Non Financial Liabilities						
Provisions	4,979,825		4,979,825	4,963,866		4,963,866
Other non-financial liabilities	127,153		127,153	6,870		6,870
TOTAL LIABILITIES	7,753,364	-	7,753,364	8,613,206	-	8,613,206

31. FAIR VALUES

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

32. 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, 2021:

(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	801,072	-	801,072	801,072	-	-	-	-
Receivables	5,284,912	-	5,284,912	5,284,912	-	-	-	-
Investments	-	2,196,866	-	-	-	-	-	-
Other Financial Assets	13,555,024	-	13,555,024	13,555,024	-	-	-	-
	19,641,008	2,196,866	19,641,008	19,641,008	-	-	-	-
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, 2020:

(Amount in ₹)

Particulars	Amortised cost	Fair value through OCI	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
Other Financial Assets	13,490,682	-	13,490,682	13,490,682	-	-	-	-
	20,225,671	3,063,066	20,225,671	20,225,671	-	-	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	-	-	-	-



33. 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)	21.00 (31.00)	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 :

	*Amount outstanding
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	
(a) Secured	Nil (Nil)
(b) Unsecured	135.57 (136.02)
* 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	20.96 (29.62)
(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)	135.57 (136.02)	135.57 (136.02)
Total	Nil (Nil)	135.57 (136.02)	135.57 (136.02)

(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	20.96 (29.62)	20.96 (29.62)
2. Other than Related Parties	1.01 (1.01)	1.01 (1.01)
Total	21.97 (30.63)	21.97 (30.63)

(8) Other Information

Particulars	Amount
(i) Gross Non-Performing Assets	Nil
(a) Related Parties	Nil
(b) Other than Related Parties	46.05 (46.05)
(ii) Net Non-Performing Assets	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

34. 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.

35. 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.

- Due to the outbreak of COVID-19 globally and in India, the Company's management has made an initial assessment of likely adverse impact on the economic environment in general, business, and financial risks upto the date of financial statements and conclude that there is no material impact on the long-term performance of the Company.

However, the Company will continue to monitor any material changes to the future economic conditions.

38. 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

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

Sd/-
 G C AGARWAL
 (PROPRIETOR)
 MEMBERSHIP NO. : 083820
 PLACE: NEW DELHI
 DATED: 21ST JUNE, 2021

Sd/-
 LALIT BHASIN
 (CHAIRMAN)
 DIN: 00002114
 PLACE: NEW DELHI
 DATED: 21ST JUNE, 2021

Sd/-
 ANIL GOYAL
 (MANAGING DIRECTOR)
 DIN: 00001938
 PLACE: GURUGRAM
 DATED: 21ST JUNE, 2021

Sd/-
 C.P. SINGH
 (CHIEF FINANCIAL OFFICER)
 PLACE: GURUGRAM
 DATED: 21ST JUNE, 2021

Sd/-
 SONALI SHARMA
 (COMPANY SECRETARY)
 M. NO.: ACS59728
 PLACE: GURUGRAM
 DATED: 21ST JUNE, 2021

HB LEASING AND FINANCE COMPANY LIMITED

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CIN: L651910HR1982PLC034071