

30th
Annual Report
2012 - 13



HB LEASING AND FINANCE COMPANY LIMITED

**BOARD OF DIRECTORS**

Mr. Lalit Bhasin	Chairman
Mr. Anil Goyal	Managing Director
Dr. M.P. Jain	Director
Mr. L. N. Malik	Director
Mr. Arvind Kohli	Director

CHIEF FINANCIAL OFFICER

Mr. C. P. Singh

COMPANY SECRETARY

Ms. Anu Suri

AUDITORS

M/s. P. Bholusaria & Co.
Chartered Accountants,
26/11, Shakti Nagar,
Delhi - 110 007.

REGISTERED OFFICE

Plot No. 31, Echelon Institutional Area,
Sector-32, Gurgaon - 122 001, Haryana
Ph : 0124-4675500, Fax : 0124-4370985

WEBSITE

www.hbleasing.com

REGISTRAR & SHARE TRANSFER AGENT

M/S. RCMC Share Registry Pvt. Ltd.,
B-106, Sector - 2,
Noida - 201 301
Ph : 0120-4015880, Fax : 0120-2444346

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HB LEASING AND FINANCE COMPANY LIMITED

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Company will be held as follows:

Day : Tuesday
Date : 17th September, 2013
Time : 11:00 A.M.
Place : GIA House I.D.C. Mehrauli Road, Opp. Sector 14 Gurgaon-122001 Haryana

To transact the following business:

AS ORDINARY BUSINESS (S):

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
- To appoint Director in place of Mr. L N Malik, who retires by rotation and being eligible offers himself for reappointment.
- To appoint Auditors and to fix their remuneration.

**BY THE ORDER OF THE BOARD
For HB LEASING & FINANCE CO. LTD.**

Place : Gurgaon
Date : 30.05.2013

**ANU SURI
COMPANY SECRETARY**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
- The Register of Members and Share Transfer Books of the Company shall remain closed from 12th September, 2013 to 17th September, 2013 (both days inclusive).
- Members/Proxies should bring Attendance Slips duly filled in for attending the meeting.

4. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready.

5. Members are requested to:

- Notify any change in their address (including PINCODE) to the Company or to the Registrar and Share Transfer Agent of the company namely, RCMC Share Registry Pvt. Ltd., B-106, Sector 2, Noida-201301. Phone: 0120-4015880; Fax: 0120-2444346; E-mail: shares@rcmdlhi.com.
- Bring their copies of Annual Report with them to the meeting, as the same will not be supplied again at the Meeting as a measure of economy.

6. All the material documents referred to in the Notice including the Memorandum & Articles of Association of the Company are available for inspection by the members of the Company are available for inspection by the members of the Company at its Registered / Corporate Office during the normal business hours on any working day.

7. Details of the Directors seeking appointment/reappointment in the ensuing Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement).

8. The Company is implementing the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, directors report, auditor's report etc. will also be displayed on the website www.hbleasing.com of the Company and the other requirements of the aforesaid MCA circular will be duly complied with.

Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants.

Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned in 5(a) above quoting their folio number(s).

ANNEXURE TO THE NOTICE

Notes on director seeking appointment / re-appointment as required under Clause 49 of the Listing Agreement entered in to with the Stock Exchange.

PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ENSUING (30th) AGM (Refer Note 7 of the Notice for AGM)

Name of the Director	Mr. L N Malik
Date of Birth	01-12-1940
Date of Appointment	15-03-2003
Profile/ Expertise in Specific functional Areas.	He is a Fellow Member of the Institute of Chartered Accountants of India and a Practicing Chartered Accountant. He has expert knowledge in the field of Taxation & Auditing, with more than 40 years of experience in this field.
List of directorship in other Public Companies.(As on 31 st March 2013)	Nil
Chairman/Membership of Committee of the Board in other Public Companies (As on 31 st March 2013)	Nil
Shares held by the Director	300

DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting the 30th Annual Report of your Company together with the Audited Accounts for the year ended March 31, 2013.

FINANCIAL RESULTS

The summarised financial results for the year under review are as under:

(Rs. in Lacs)

PARTICULARS	Year Ended 31.03.2013	Year Ended 31.03.2012
Profit/(Loss) before Depreciation & Tax	(1585.38)	(6.60)
Depreciation	0.76	0.76
Profit/(Loss) before Tax	(1586.14)	(7.36)
Provision for Income Tax		
– Current	0.00	0.00
– Deferred Tax charge/ (credit)	0.22	0.18
– Tax Adjustment for earlier years	0.00	0.00
Net Profit/(Loss)	(1586.36)	(7.54)
Appropriation - Add/(Less)		
(a) Profit/(Loss) brought forward	(1277.98)	(1290.65)
(b) Transfer to Statutory Reserve Fund	0.00	0.00
(c) Transfer from Investment Allowance Reserve (Utilised Account)	0.00	20.21
(d) Profit/(Loss) carried forward	(2864.34)	(1277.98)

DIVIDEND

In view of the brought forward losses, your directors regret their inability to recommend dividend for the year under review.

PERFORMANCE REVIEW & OUTLOOK

The year was marked by high volatility in the stock market. The BSE Sensitive Index which was 17,430 at the start of the financial year 2012-13 made a recovery to reach at 20,203 in January 2013 and finally declined at the year end to close at 18,835 on 31st March, 2013. While the year started on a poor note, there were frequent bouts of recovery & volatility and an upward trend was seen from June 2012 till January 2013. Even though the health of the domestic industry remained fragile during the year, an inflow of USD 22 billion into the Indian Equities by overseas investors supported the market. However, volatile prices of index stocks have caused a fear in the domestic investors and they were by and large sellers in every rally.

Amidst global slowdown and uncertainty, the economic activity in India remained subdued on account of halted investment demand, declining exports and weakening business and consumer confidence. The loss of growth momentum continued throughout the year 2012-13. The Gross Domestic Product (GDP) during 2012-13 slowed down from 5.5% in the first quarter to 4.8% in fourth quarter. The inflation measured by the Wholesale Price Index which remained sticky at above 7.5% through first half of 2012-13, fell to 5.9% in March, 2013. The softening of global commodity prices and lowering of prices moderated non-food inflation. However, the food inflation moved into double digit.

Due to high volatile stock market conditions, the Divestment/ Investment activity of the company was curtailed during the year and the Company posted Net Loss of Rs. 1586.36 Lakhs as compared to Rs 754 Lakhs in previous year.

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

During the year under review your Company has not accepted any deposits from the public.

The particulars under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 on conservation of energy, technology absorption are not applicable to your Company. During the year under review, there were no earnings or outgo in foreign exchange.

The provisions of Sec 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, are not applicable, as there is no such employee who were drawing/ in receipt of remuneration of prescribed amount during the period under review.

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby stated that in the preparation of the accounts for the financial period under review the applicable accounting standards have been followed along with proper explanation relating to material departures. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 period and of the profit/loss of the Company, for the period under review. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities. Further the Directors have prepared the annual accounts (for the period under review) on a going concern basis.

REPORT ON CORPORATE GOVERNANCE

The report of Corporate Governance for the year under review is annexed hereto and forms a part of the Director's Report.

STATEMENT PURSUANT TO LISTING AGREEMENT

The Company's equity shares are listed at Bombay Stock Exchange Ltd, Mumbai. The listing fee for the year under review has been paid to BSE.

AUDITORS' REPORT

Observations of the Auditors have been explained, wherever necessary, by way of appropriate notes to accounts.

AUDITORS

The Auditors, M/s. P. Bholusaria & Co., Chartered Accountants, will retire at the ensuing Annual General Meeting and are eligible for reappointment.

DIRECTORS

Mr. L. N. Malik being longest in the office of director retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

ACKNOWLEDGEMENTS

Your Directors wish to thank and acknowledge the cooperation and support extended by the Banks, Company's shareholders and Employees.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Gurgaon
Date : 30.05.2013

LALIT BHASIN
CHAIRMAN

MANAGEMENT'S DISCUSSION AND ANALYSIS

1. Operating Results

The company earned a gross income of Rs. 29.62 Lakhs during the year under review compared to Rs. 44.68 Lakhs in the previous year. Gross and the net loss earned by the Company during the current year were Rs. 1585.38 Lakhs and Rs. 1586.36 Lakhs respectively (Gross and Net Loss of Rs. 6.60 Lakhs & Rs. 7.54 Lakhs respectively during the previous year)

2. Industry Trends and Business Analysis

The year was marked by high volatility in the stock market and most asset class remained subdued. Crude oil prices remained in the range of 80 to 105 US Dollar and commodity prices remained high. Inflation remained high even though the economy has slowed down with expected growth of 5.4% per annum. High interest rates by the Reserve Bank to curtail inflation have affected Industrial Growth. All these developments have been viewed negatively.

3. Opportunities and Threats

With the globalization and electronic age, Indian Stock Market changed over the past decade. Nearly 100% of all transactions are executed through electronic media online trading system. The developments of high-tech and transparent markets with an increasingly wide geographic footprint have increased the number of trading venues offering diverse pools of liquidity. Current elevated rates of inflation pose significant risks to future growth. With the attention of Government focussed in containing the inflation, the economic growth may see a deceleration with corporates turning in moderate growth.

4. Future Prospects and Outlook

Recent years have seen a lot of change and turmoil in Indian Industry. The problems of the global economy after its meltdown in previous 2-3 years have also not gone away. China's economy which was a strong growth engine has been slowing down especially in the housing and infrastructure sectors. The problems of Eurozone are making the nascent global recovery look weak. Asia and Japan continues to see growth though its composition varies across the region depending upon exposure to the export sector in different countries. Indian economy is likely to see reasonable growth of 5-6% in the near term though inflation, oil prices, budget deficits, interest rates, commodity prices and infrastructural bottleneck remain areas of concern.

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.

The Company is confident of managing these risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

6. Internal control system 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.

Besides, 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 2013 stood at Rs.1100.41 lakhs comprising of 11062731 Equity Shares of Rs. 10 each (excluding allotment money receivable of Rs. 5.86 lakhs). Though the Board of Directors have obtained necessary approval from the shareholders under Section 81(1A) of the Companies Act 1956, for issuing Redeemable Preference Shares, has still not proceeded with the issue of preference shares.

b) Reserves and Surplus: During the year under review, the reserves and surplus is Rs. (859.74) Lakhs as against Rs. 726.61 Lakhs during previous year.

c) Current Assets & Current Liabilities: The current assets and current liabilities at the end of the year under review stood at Rs. 137.23 Lakhs and Rs. 295.84 Lakhs respectively against Rs. 134.27 Lakhs and Rs. 267.47 Lakhs for the last year.

8. Human Resources

The Company has adequate qualified and trained employees which is commensurate with the size of operations. The Company recognizes the role and importance of human resources in the future prospects of the company and follows good man management practices.

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" are only predictions within the meaning of applicable securities laws and regulations and are subject to risks, uncertainties, and assumptions that are difficult to predict. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include interest rates and changes in the Government regulations, tax regimes, economic developments and other factors such as litigation etc.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's corporate governance philosophy envisages attaining transparency, accountability and adhering to the policies, principles, laws, rules, regulations and procedures that enable the company to perform efficiently to maximize the long term value for the shareholders. Your company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. SIZE AND COMPOSITION OF THE BOARD

The Board of Directors of your Company comprises of 5 directors at present out of which, 4 are Non-Executive Directors with 3 being Independent Directors. Mr. Lalit Bhasin of the promoter group is the Chairman and Non-Executive Director of the Company. Mr. Anil Goyal is the Managing Director of the Company. The composition of the Board is in conformity with the Clause 49 of the listing agreement.

4 Meetings of the Board of Directors of the Company were held during the year under review (i.e. from 01.04.2012 to 31.03.2013) on 28th May, 2012, 4th August, 2012, 6th November, 2012 and 12th February, 2013. The Particulars regarding composition of the Board of Directors and their attendance in the Meetings held during the year under review are given hereunder:

Name of the Director & Category	Directorships in other public companies*		Committee Membership held in other public companies*		No. of Board Meetings during the year		Attended Last AGM	Shareholding in the Company & % to the paid-up share capital
	Total	As Chairman	Total	As Chairman	Held	Attended		
Mr. Lalit Bhasin Non-Executive Promoter	14	4	4	Nil	4	4	Yes	2163377 (19.56%)
Mr. Anil Goyal Executive Director	11	Nil	5	1	4	4	Yes	150 (Insignificant)
Dr. M.P Jain Independent & Non Executive	1	Nil	Nil	Nil	4	Nil	No	Nil
Mr. Arvind Kohli Independent & Non Executive	Nil	Nil	Nil	Nil	4	3	Yes	Nil
Mr L.N Malik Independent & Non Executive	1	Nil	Nil	Nil	4	4	Yes	300 (Insignificant)

* As on 31st March 2013

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, one-third of the rotational directors of the Company retire at every Annual General Meeting. Accordingly, Mr. L.N. Malik would retire by rotation at the ensuing Annual General Meeting and being eligible he has offered himself for re-appointment.

3. BOARD COMMITTEES AND REMUNERATION TO DIRECTORS

(A) AUDIT COMMITTEE

The Audit Committee as reconstituted on 15th March, 2003 comprises of Mr. L. N. Malik as its Chairman, Mr. Lalit Bhasin and Mr. Arvind Kohli as its Members and the Company Secretary of the Company as Secretary to the Committee. The Audit Committee has been empowered, inter-alia, to carry out the following functions:

- To lay down, review and revise the accounting policies of the Company,
- To review the financial operations and performance of the Company,
- To review the half yearly and annual financial accounts and other financial reports and statements, before placement thereof before the Board of Directors,
- To consider and constitute Sub-committees, wherever necessary for carrying out and/or monitoring the financial operations of the Company,

- To appoint, wherever deemed expedient, an independent internal auditor to carry out continuous audit of the accounts and systems of the Company and also consider and/or review the appointment and removal of the auditors of the Company,
- To consider and set up adequate internal control system and review the monitor the same in consultation with the internal auditors and the auditors of the Company and ensure compliance of the same,
- To receive, discuss and consider the observations and reports of the internal auditors and auditors of the Company from time to time,
- To review and investigate on the matter of financial nature, as and when deemed necessary and expedient,
- To give report and/or recommendations to the Board on the matters concerning financial operations of the Company,
- To invite, summon any executive of the Company and/or appoint experts, wherever necessary, and discuss with them the matters relating to the finance, audit and internal control system etc.,
- To obtain legal and professional advise wherever found necessary and expedient.

12. 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,
 13. 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, 4 meetings of the Audit Committee were held on 28th May, 2012; 4th August, 2012; 6th November, 2012; and 12th February, 2013. All the members were present in all the Committee Meetings except Mr. Arvind Kohli, who could not attend Audit Committee Meeting held on 12th February, 2013.

(B) SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

The Shareholders' / Investors' Grievance Committee of the Company at present consists of Mr. Arvind Kohli, as Chairman and Mr. Lalit Bhasin, Mr. Anil Goyal as Members and Company Secretary, as Secretary to the Committee. The Shareholders' Committee has been empowered to carry out, inter-alia, the following functions:

1. To consider and approve the transfer, transmission and issue of fresh/duplicate share certificates;
 2. To review the status of dematerialisation of shares of the Company and the matters incidental thereto;
 3. To review and monitor the approval to the transfers/transmissions made by Mr. Anil Goyal under authority given to him;
 4. To monitor the matters of litigation relating to shareholders/shareholders' grievances and to take decisions in respect thereof;
 5. To deal with such other matters related / incidental to the shareholders.
- During the year under review, 1 Meeting of the Committee was held for considering/ approving the requests received from the shareholders for issue of new shares on replacement / dematerialisation / duplicate issue etc. Mr. Anil Goyal, Managing Director, has however been authorised to approve transfer of shares of the Company upto 2,000 equity shares under one folio at a time. The meeting was attended by all the committee members.

(C) DIRECTOR'S REMUNERATION

Sitting Fees

An amount of Rs. 1,14,000/- was paid as sitting fees towards attending of Meetings of the Company to the Directors during the year are given below:

Name	Board Meeting	Audit Committee Meeting	Shareholders'/ Investor Grievance Committee Meeting	Total
Mr. Lalit Bhasin	20000/-	20000/-	2000/-	42000/-
Mr. Anil Goyal	Nil	Nil	Nil	Nil
Mr.M.P. Jain	Nil	Nil	Nil	Nil
Mr. Arvind Kohli	15000/-	15000/-	2000/-	32000/-
Mr.L.N Malik	20000/-	20000/-	Nil	40000/-

No remuneration has been paid to any Director of the Company by way of salary or commission on profits of the Company except the sitting fees paid as per details mentioned above. Further, no remuneration has been drawn by Mr. Anil Goyal, Managing Director as he has opted to draw his remuneration from HB Portfolio Limited of which he is the Managing Director.

4. GENERAL BODY MEETINGS

(A) Details of Annual General Meetings:

- (i) Location and time at the last 3 AGM's

Year	Type	Location	Date	Time
2011-2012	AGM	GIA House, I.D.C., Mehrauli Road, Opp.: Sector 14, Gurgaon-122001.	29.08.2012	12:30 P.M.
2010-2011	AGM	GIA House, I.D.C., Mehrauli Road, Opp.: Sector 14, Gurgaon-122001.	07.09.2011	12:00 Noon
2009-2010	AGM	GIA House, I.D.C., Mehrauli Road, Opp.: Sector 14, Gurgaon-122001.	20.08.2010	12:00 Noon

- (ii) List of Special Resolutions passed in the previous 3 AGMs: No Special Resolutions were passed in the previous 3 Annual General Meetings
- (iii) Whether Special Resolutions were put through postal ballot last year: No
- (iv) Are polls proposed to be conducted through postal ballot this year: No

5. 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 2013 (Refer Note No. 22 forming part of Balance Sheet and Profit & Loss Account). Accordingly, the same have not been reproduced here.
- II. No penalty has been imposed nor any strictures have been passed by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to Capital Markets during the last three years.
- III. The company has adopted a Code of Conduct applicable to all Directors and Senior Management personnel of the company and the same has been posted on the website of the company www.hbleasing.com. For the year under review, all Directors and senior management personnel have confirmed their adherence to the provisions of said Code. A declaration to this effect from Managing Director of the Company is also given to this effect at the end of this report.
- IV. Risk Assessment and Minimisation procedures are in the existence and reviewed periodically.
- V. The Managing Director (CEO) and the Chief Financial Officer (CFO), have as required under Clause 49 of the Listing Agreement, given their certification on the review of financial statements, including cash flow, for the year ended 31.03.2013 to the Board of Directors.

- VI. Remuneration Committee has not been constituted and Whistle Blower Policy has not been adopted by the Company being non mandatory requirements.
- VII. All the mandatory requirements under Clause 49 (relating to Corporate Governance norms) of the Listing Agreement are being adhered to/complied.

6. MEANS OF COMMUNICATION

- I. Quarterly Results: Dissemination through Stock Exchange, Company's website and through publication in newspaper as required under Listing Agreement.
- II. Newspaper wherein results normally published: Business Standard (English & Hindi).
- III. Website where displayed: www.hbleasing.com
- IV. The website also displays official news releases and important communications made to Stock Exchanges. As and when any presentations are made to institutional investors the same would be simultaneously uploaded on the Company's website.

7. GENERAL SHAREHOLDER INFORMATION

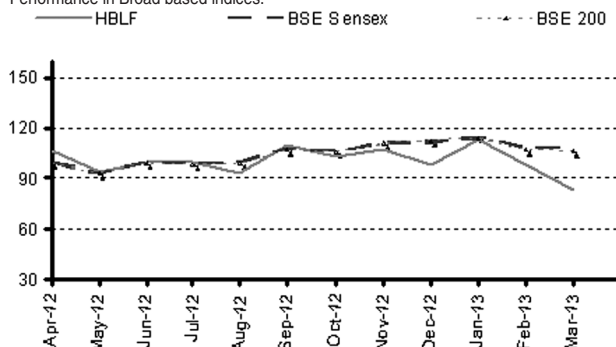
- I. Ensuing Annual General Meeting Date, time and venue:
 - Date : 17th September, 2013
 - Time : 11:00 A.M.
 - Venue : GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon (Haryana)-122 001
- II. Financial Year : 1st April, 2012 to 31st March 2013
- III. Date of Book Closure : 12th September, 2013 to 17th September, 2013 (both days inclusive)
- IV. Dividend Payment Date : No dividend is being declared for year under review.
- V. Listing on Stock Exchanges

The Company's equity shares are listed at Bombay Stock Exchange Limited. Mumbai (BSE)

- VI. Stock Code: The company's scrip code of BSE is 508956
- VII. Dematerialisation of Share and Liquidity
 - The trading in the Equity Shares of the Company has come under compulsory dematerialization w.e.f. 29th January 2001 in terms of the SEBI – Notification No. SMDRP/ POLICY/CIR-23/2000 dated 29th May 2000.
 - The company has joined the National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL). The ISIN No. allotted to the company is INE549B01016.
 - As at 31st March 2013, 7370823 Equity Shares of the Company are held in dematerialised form constituting 66.63% of the Company's subscribed share capital.
- VIII. Market Price Data: The monthly High, Low price of the Company during each month in the last financial year at BSE is as under:

Month	High Price	Low Price	Close Price	Volume
April-2012	3.65	3.00	3.36	7,829
May-2012	3.48	2.95	2.96	5,488
June-2012	3.57	2.81	3.14	7,057
July-2012	3.58	2.81	3.15	19,008
August-2012	3.25	2.82	2.94	10,094
September-12	3.65	2.80	3.47	7,428
October -2012	3.64	2.86	3.28	9,958
November-2012	3.59	2.92	3.38	6,432
December-2012	3.38	2.81	3.10	18,278
January-2013	3.77	2.86	3.56	8,292
February- 2013	3.73	2.85	3.10	5,634
March-2013	3.74	2.39	2.63	6,156

IX. Performance in Broad based indices:



X. Stock Performance-Absolute returns

	1 YEAR
HB Leasing	(21.73%)
BSE Sensex	8.76%
BSE 200	7.07%


XI. Share Transfer System

Share Transfers are registered and returned within a period of 30 days from the date of receipt if the documents are clear in all respects. The authority for transfer of shares has been delegated to a Managing Director for transfer of shares up to a fixed number beyond which the matters are placed before the shareholders/investors grievance Committee, which meets as and when, required. As reported by Company's RTA all valid requests for transfers during the year under review were transferred within the stipulated time limit.

XII. The status of Investor's Grievance Redressal during the year 01-04-2012 to 31-03-2013.

Nature of Grievance	Received during the year	Cleared during the year
Non receipt of dividend	5	5
Non receipt of share certificate(s) after transfer / exchange	2	2
Non receipt of interest on debenture / in exchange of LOA	0	0
Non receipt of Annual Reports	3	3
Total	10	10

XIII. The distribution of shareholdings of the company as on 31st March 2013 is as under:

No of Shares	Shareholders		Shareholding	
	Nos.	% to total	Shares	% to total
1-5000	35428	97.36	4484188	40.53
5001-10000	545	1.50	419340	3.79
10001-20000	244	0.67	351818	3.18
20001-30000	60	0.16	156253	1.41
30001-40000	36	0.10	128219	1.16
40001-50000	12	0.03	56873	0.51
50001-100000	24	0.07	170905	1.54
100001 and Above	39	0.11	5295135	47.86
Total	36388	100.00	11062731	100.00

The category-wise distribution of Shareholders as on 31st March, 2013 is as follows:

Category	No. of shares held	% of shareholding
A. PROMOTER HOLDING		
1. Indian Promoter	3946877	35.68
2. Foreign Promoter	—	—
B. PUBLIC SHAREHOLDING (Institutions)		
1. Mutual Funds and UTI	1570	0.01
2. Banks/Financial Institutions	510	0.00
3. Foreign Institutional Investors	—	—
C. NON INSTITUTIONAL		
1. Bodies Corporate	863407	7.80
2. NRIs	156086	1.41
3. Indian Public	6080504	54.98
4. Clearing Members/ Intermediaries.	13777	0.12
TOTAL	11062731	100

XIV. The Company has no outstanding GDRs / ADRs / Warrants or any other instruments convertible into equity.
XV. Ms. Anu Suri, Company Secretary acts as the Compliance Officer of the Company.
XVI. Registrar & Transfer Agents:

RCMC Share Registry Pvt. Ltd., B-106, Sector-2, Noida-201301. Phones: 0120-4015880; Fax: 0120-2444346; E-mail: shares@rcmdlhi.com.

XVII. Address for Correspondence

HB Leasing & Finance Co. Ltd
Plot No-31, Echelon Institutional Area,
Sector-32, Gurgaon-122001 (Haryana)

Managing Director's Declaration on Code of Conduct

To
The Members of
HB Leasing & Finance Company Limited

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 & Finance Company Limited

Place : Gurgaon
Date : 30.05.2013

Anil Goyal
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The company has obtained a Certificate from the Auditors of the Company regarding compliance of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges.

CERTIFICATE

To the Members of
HB Leasing & Finance Co. Ltd.

We have examined the compliance of conditions of Corporate Governance by **HB Leasing & Finance Co. Ltd.** for the year ended on 31st March 2013, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on 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 Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P. BHOLUSARIA & CO.
CHARTERED ACCOUNTANTS

Place : Gurgaon
Date : 30.05.2013

(AMIT GOEL)
PARTNER
(Membership No. 92648)



HB LEASING AND FINANCE COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
HB LEASING & FINANCE COMPANY LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting Principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

For P. BHOLUSARIA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 000468N

(AMIT GOEL)

PARTNER

(Membership No. 92648)

Place : Gurgaon
Date : 30.05.2013

Annexure to Independent Auditors' Report

Re : HB Leasing & Finance Company Limited

Referred to in Paragraph 1 under the heading of "Report on other legal and Regulatory Requirements" of our report of even date for the year ended 31st March, 2013

- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - As explained to us, the fixed assets have been physically verified by the management during the year 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.
 - In our opinion, the Company has not disposed of substantial part of fixed assets during the year that would affect going concern status of the Company.
- As explained to us, inventories have been physically verified by the management at reasonable intervals during the year.

- In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - The Company has maintained proper records of inventories. As explained to us, no material discrepancies have been noticed on physical verification of inventory as compared to the book records.
- The Company has neither granted nor taken any loans, secured or unsecured to/from Companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956.
 - In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for sale of goods. During the year there was no sale of services. During the course of our audit, we have neither come across nor we have been informed of any instance of major weakness in the aforesaid internal control system.
 - In our opinion and according to the information and explanations given to us, the particulars of contracts for arrangements referred to in Section 301 of the Companies Act, 1956 have been entered into in the register required to be maintained under that Section.
 - In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements have been made at a price which are reasonable having regard to the market price prevailing at the relevant time.
 - The Company has not accepted any deposits from the public during the year.
 - In our opinion the internal audit system of the Company is commensurate with its size and nature of its business.
 - The nature of the company's business/activities is such that Clause 4(viii) of the Companies(Auditor's Report) Order 2003 regarding maintenance of Cost Records is not applicable to the company.
 - According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues as applicable have been generally regularly deposited by the company during the year with the appropriate authorities. According to the information and explanation given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at 31st March 2013 for a period of more than Six months from the date of becoming payable.
 - The disputed statutory dues aggregating to ₹ 12,95,21,686/- 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	Forum where Dispute is pending	Amount (₹)
1.	Income Tax Act, 1961	Income Tax	Hon'ble Delhi High Court	20,70,090/-
2.	Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeal)	12,44,89,926/-
3.	Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeal)	29,61,670/-
TOTAL				12,95,21,686/-

- The accumulated losses of the company at the Financial year end are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit and also incurred cash losses in the immediately preceding financial year.
- Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders during the year.
- In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) order 2003 is not applicable to the company.
- The Company has maintained proper records of transactions and contracts in respect of trading/ investments in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name except for shares given as margin/pledged or bad deliveries pending for rectification.
- The Company has given guarantee in respect of loan taken from bank by a company. In the opinion of management, as explained in note no.20 (c), the terms and conditions of guarantee given are not prejudicial to the interest of the company. However, we are unable to comment about the same.
- The Company has not raised any term loans during the year.
- According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the company has not raised any funds during the year either on long term or on short term basis.
- During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- The Company has neither issued any debentures during the years nor there are any old debentures outstanding, and hence the question of Creating Securities in respect thereof does not arise.
- The Company has not raised any money by way of public issue during the year.
- In our opinion and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For P. BHOLUSARIA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 000468N

Place : Gurgaon
Date : 30.05.2013

(AMIT GOEL)
PARTNER
(Membership No. 92648)


BALANCE SHEET AS AT 31ST MARCH 2013

Particulars	Note	As at	As at
		31.03.2013 (in ₹)	31.03.2012 (in ₹)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	110041095	110041095
Reserves and Surplus	3	-85974857	72661736
		<u>24066238</u>	<u>182702831</u>
Non-Current Liabilities			
Long Term Provisions	4	156310446	212111
		<u>156310446</u>	<u>212111</u>
Current Liabilities			
Other Current Liabilities	5	21009745	16800298
Short Term Provisions	6	8574520	9947697
		<u>29584265</u>	<u>26747995</u>
		<u>209960949</u>	<u>209662937</u>
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible assets	7	229656	250192
Non-current investments	8	179097890	179097890
Deferred Tax Assets (Net)	9	227413	205120
Long term loans and advances	10	16682159	16682159
		<u>196237118</u>	<u>196235361</u>
Current Assets			
Inventories	11	4076865	2645410
Trade Receivables	12	7169997	8548664
Cash and Cash equivalents	13	949621	692914
Short-Term Loans and Advances	14	1527348	1528288
Other Current Assets	15	0	12300
		<u>13723831</u>	<u>13427576</u>
		<u>209960949</u>	<u>209662937</u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

 1 to 28
As per our Report attached on even date
For P. BHOLUSARIA & CO.
 Chartered Accountants
 FRN : 000468N

 Amit Goel
 Partner
 (M. No. 92648)

 Place : Gurgaon
 Date : 30.05.2013

For and on behalf of the Board

 Lalit Bhasin
 Chairman

 Anil Goyal
 Managing Director

 Anu Suri
 Company Secretary

 C. P. Singh
 Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2013

Particulars	Note	As at	As at
		31.03.2013 (in ₹)	31.03.2012 (in ₹)
Revenue from operations	16	1436437	-2631872
Other Income	17	1525950	7099913
Total Revenue		<u>2962387</u>	<u>4468041</u>
Expenses:			
Employee Benefit Expense	18	3068261	2481499
Depreciation	7	75871	75652
Other Expenses	19	2480821	2646417
Provision for diminution in value of Non-Current/Long term Investments		155967386	0
Contingent Provision against Standard Assets		28934	0
Total Expenses		<u>161621273</u>	<u>5203568</u>
Profit/-Loss for the year before Tax		<u>-158658886</u>	<u>-735527</u>
Tax expense:			
Current tax		0	0
Deferred/(Credit)		-22293	18527
Profit/-Loss for the year after Taxation		<u>-158636593</u>	<u>-754054</u>
Earning per equity share: 27			
Equity share of Par value ₹ 10/-each			
Basic and Diluted		-14.34	-0.07

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

 1 to 28
As per our Report attached on even date
For P. BHOLUSARIA & CO.
 Chartered Accountants
 FRN : 000468N

 Amit Goel
 Partner
 (M. No. 92648)

 Place : Gurgaon
 Date : 30.05.2013

For and on behalf of the Board

 Lalit Bhasin
 Chairman

 Anil Goyal
 Managing Director

 Anu Suri
 Company Secretary

 C. P. Singh
 Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Year Ended	Year Ended
	31st March, 2013 Amount (in ₹)	31st March, 2012 Amount (in ₹)
A) CASH FLOW FROM OPERATION ACTIVITIES		
Net Profit/-Loss before tax and Extraordinary Items	-158658886	-735527
Adjustment for :		
Contingent provision against standard assets	28934	0
Depreciation	75871	75652
Provisions for Gratuity and Leave encashment	107505	20394
Profit/-Loss on sale of long term investments	0	-4563860
Dividend on Long term investments	24600	73050
Provision for diminution in value of Non current/Long term Investments	155967386	0
Operating Profit/-Loss before Working Capital Changes	-2454591	-5130291
Adjustment for :		
Trade & other Receivables	1391907	2033179
Inventories	-1431455	11463779
Current and Non-current Liabilities	2830780	-13794934
Cash Generated from operation	336642	-5428267
Income tax paid	0	-30540
Net Cash from Operation Activities	336642	-5458807

Particulars	Year Ended	Year Ended
	31st March, 2013 Amount (in ₹)	31st March, 2012 Amount (in ₹)
B) CASH FLOW FROM INVESTMENTS ACTIVITIES		
Sale of Investments	0	4612840
Purchase of Fixed Assets	-55334	0
Dividend income on Long term investments	-24600	-73050
Net Cash used in Investing Activities	-79934	4539790
C) CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash used in Financing Activities	0	0
Net Increase in Cash & Cash Equivalents A+B+C	256707	-919017
Cash and Cash Equivalents (Opening Balance)	692914	1611931
Cash and Cash Equivalents (Closing Balance)	949621	692914

As per our Report of even date
For P. BHOLUSARIA & CO.
 Chartered Accountants
 FRN : 000468N

 Amit Goel
 Partner
 (M. No. 92648)

 Place : Gurgaon
 Date : 30.05.2013

For and on behalf of the Board

 Lalit Bhasin
 Chairman

 Anil Goyal
 Managing Director

 Anu Suri
 Company Secretary

 C. P. Singh
 Chief Financial Officer

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2013
1. SIGNIFICANT ACCOUNTING POLICIES
1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:-

The Financial Statements are prepared under the Historical Cost Convention method in accordance with the generally accepted Accounting Principles and the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

1.2 USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

1.3 REVENUE RECOGNITION

1.3.1 All Income & Expenditure are accounted for on accrual basis.

1.3.2 Provision for loss in respect of open equity derivative instruments as at the balance sheet date is made indexwise/ scrip wise. As a matter of prudence, any anticipated profit is ignored.

1.4 FIXED ASSETS

Fixed Assets are stated at cost less depreciation.

1.5 DEPRECIATION

Depreciation is provided on Fixed Assets on Straight Line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

1.6 STOCK IN TRADE

Stock in trade is valued scrip-wise at cost or fair market value/realizable value whichever is lower.

1.7 INVESTMENTS

Non current/Long Term Investments are valued at cost. Provision for diminution in the value of Long term/Non current investments is made only if such a decline is other than temporary.

1.8 EMPLOYEE BENEFITS

1.8.1 Employee Benefits are recognized/accounted for on the basis of revised AS-15 detailed as under :-

1.8.2 Short Term Employee benefits are recognized as expense at the undiscounted amount in the Profit & Loss account of the year in which they are incurred.

1.8.3 Employee benefits under defined contribution plans comprise of contribution to Provident Fund and Superannuation. Contributions to Provident Fund are deposited with appropriate authorities and charged to Profit & Loss account. Contribution to Superannuation are funded with Life Insurance Corporation of India.

1.8.4 Employee Benefits under defined benefit plans comprise of gratuity and leave encashment which are accounted for as at the year end based on actuarial valuation by following the Projected Unit Credit (PUC) method. Liability for gratuity is funded with Life Insurance Corporation of India.

1.8.5 Termination benefits are recognized as an Expense as and when incurred.

1.8.6 The actuarial gains and losses arising during the year are recognized in the Profit & Loss account of the year without resorting to any amortization.

1.9 TAXATION

Tax expenses for the year comprises of Current tax and deferred tax charge or credit. The deferred Tax Asset and deferred Tax Liability is calculated by applying tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred Tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax law are recognised only if there is virtual certainty of its realisation. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Deferred Tax Assets/Liabilities are reviewed at each balance sheet date based on development during the year, further future expectations and available case laws to reassess realisation/ liabilities.

1.10 IMPAIRMENT OF FIXED ASSETS

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's Fixed Assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognized for the assets in prior years.

1.11 CONTINGENCIES:

The company creates a provision when there is present obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, requires an outflow of resources. 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.

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2013

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

2. SHARE CAPITAL

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
AUTHORIZED		
2,00,00,000 (2,00,00,000) Equity Shares of ₹10/- each.	200000000	200000000
50,00,000 (50,00,000) Redeemable Preference Shares of ₹10/- each	500000000	500000000
	250000000	250000000
ISSUED		
1,11,83,681 (1,11,83,681) Equity Shares of ₹ 10/- each.	111836810	111836810
	111836810	111836810
SUBSCRIBED & PAID UP		
1,10,62,731 (1,10,62,731) Equity Shares of ₹ 10/- each fully paid up.	110627310	110627310
	110627310	110627310
Less: Allotment money Receivable (Other than Directors)	586215	586215
	110041095	110041095

— 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.

— Reconciliation of the number of shares outstanding and Amount of Share Capital as on 31st March, 2013 & 31st March, 2012 is as under:

Particulars	As at 31.03.2013		As at 31.03.2012	
	Shares	Amount (₹)	Shares	Amount (₹)
Number of shares at the beginning	11062731	110041095	11062731	110041095
Number of shares at the end	11062731	110041095	11062731	110041095

— Particulars of Shares in the company held by each shareholder holding more than 5% shares:

Name of Shareholder	As at 31.03.2013		As at 31.03.2012	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Lalit Bhasin	2163377	19.56	1871965	16.92
Merrygold Investments Ltd.	1507895	13.63	1507895	13.63

— 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.

3. RESERVES AND SURPLUS

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Capital Reserve-Opening balance	99875	99875
	99875	99875
Securities Premium Reserve-opening balance	182029190	182029190
Less: Allotment money receivable (Other than Directors)	1432491	1432491
	180596699	180596699
Statutory Reserve -Opening balance *	19763490	19763490
	19763490	19763490
Investment Allowance Reserve (Utilised Account)-opening balance	0	2020864
Less: Transfer to Surplus	0	2020864
	0	0
Surplus -opening balance	-127798328	-129065138
Add: Net Profit/-Loss after tax transferred from Statement of Profit & Loss	-158636593	-754054
Add: Transfer from Investment Allowance Reserve (Utilised Account)	0	2020864
	-286434921	-127798328
Surplus -closing balance	-286434921	-127798328
	-85974857	72661736

(*) Created by way of transfer of specified percentage of profits as per section 451C of Reserve Bank of India (Amendment) Act, 1997. Appropriation from Reserves shall be for the purposes as may be specified by Reserve Bank of India.

4. LONG TERM PROVISIONS

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Provision for Employees Benefit		
Leave encashment	238927	187409
Gratuity	75199	24702
Others		
Contingent Provision against Standard Assets	28934	0
Provision for diminution in value of Non-Current/ Long term Investments	155967386	0
	156310446	212111

5. OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Expenses Payable	588258	520053
TDS Payable	21487	30245
Advances from Customers	20400000	16250000
	21009745	16800298

6. SHORT TERM PROVISIONS

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Provision for Employees Benefit		
Leave encashment	32347	26857
Others		
Sub-standard and Doubtful Assets	8542173	9920840
	8574520	9947697

7. FIXED ASSET

(Amount in ₹)

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		As at 01st April, 2012	Addition during the year	Deduction during the year	As at 31st March, 2013	As at 01st April, 2012	For the year	Deduction/ Adjustments during the year	As at 31st March, 2013	As on 31.03.2013	As on 31.03.2012
	Tangible Assets										
1	Furnitures & Fixtures	46299	0	0	46299	13442	2931	0	16373	29926	32857
2	Vehicles	50533	0	0	50533	17862	4801	0	22663	27870	32671
3	Office Equipment	602430	55334	0	657764	521523	30898	0	552421	105343	80907
4	Data Processing Machine	108265	0	0	108265	92779	15486	0	108265	0	15486
5	Air conditioners	458000	0	0	458000	369729	21755	0	391484	66516	88271
	Total	1265527	55334	0	1320861	1015335	75871	0	1091206	229656	250192
	(Previous Year)	1265527	0	0	1265527	939683	75652	0	1015335	250192	325844

8. NON CURRENT INVESTMENTS

Name of the Company	Face Value (₹)	As at 31.03.2013		As at 31.03.2012	
		Qty.(Nos.)	Amount (₹)	Qty.(Nos.)	Amount (₹)
(LONG TERM INVESTMENTS)-AT COST					
NON TRADE INVESTMENTS					
A. INVESTMENT IN EQUITY INSTRUMENTS (QUOTED)					
-FULLY PAID UP EQUITY SHARES					
CROMPTON GREAVES LIMITED	2	30750	50204	30750	50204
UNITECH LIMITED	2	361606	174047686	361606	174047686
TOTAL (A)		392356	174097890	392356	174097890
B. INVESTMENT IN PREFERENCE SHARES (UNQUOTED)					
FULLY PAID-UP REDEEMABLE PREFERENCE SHARE					
HB SECURITIES LIMITED (6% CUMULATIVE)	1000	5000	5000000	5000	5000000
TOTAL (B)		5000	5000000	5000	5000000
TOTAL (A+B) (LONG TERM/NON CURRENT INVESTMENTS)		397356	179097890	397356	179097890

Notes: As at 31.03.2013 (in ₹) As at 31.03.2012 (in ₹)

8.1	Aggregate Amount of Quoted Investments	174097890	174097890
8.2	Market Value of Quoted Investments	11379016	14644285
8.3	Aggregate Amount of Unquoted Investments	5000000	5000000
8.4	Investments costing ₹ 174046870/- were lying as margin/pledged as at the year end (Previous Year ₹ 174046870/-).		
8.5	Provision for diminution in the value of investments is charged in the statement of Profit & Loss and shown correspondingly under the head "Provisions" in the Balance sheet without showing it as deduction from the value of investments. This is being done in compliance with Non-Banking financial (Non deposit accepting or holding) Companies prudential norms (Reserve Bank) Directions 2007. It has no impact on the Profit for the year and also on the net carried amount of the investments. The Net carrying value of investments are as under.		

	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Gross Amount of Investments	179097890	179097890
Less: Provision for Diminution in the Value of Investments	155967386	0
Net Carrying Value	23130504	179097890

8.6 The Detail of Diminution in the value of Non-Current/Long Term Investments where the net Carrying Amount is other than at Cost (i.e at cost Less Provision for diminution other than temporary diminution) are as under:

Name of Investment	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Equity Shares		
UNITECH LIMITED	155967386	0
Total	155967386	0

8.7 During the year, diminution amounting to ₹ 15,59,67,386/- in the value of Non-Current/Long Term Investments has been provided as a matter of prudence.

9. DEFERRED TAX ASSETS

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Deferred Tax Assets		
Leave Encashment/gratuity	107060	73841
Fixed Assets	120353	131279
	227413	205120

10. LONG TERM LOANS AND ADVANCES

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
(Unsecured, Considered Good)-Standard		
Security Deposits *	11573705	11573705
Advance Income Tax and TDS (Net of Provision)	5108454	5108454
	16682159	16682159

*Includes to Related Party HB Estate Developers Ltd. ₹ 1,15,00,000/- (Previous year ₹ 1,15,00,000/-)

11. INVENTORIES

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Stock in trade (Shares/securities)(As per detail attached)	4076865	2645410
	4076865	2645410

STOCK IN TRADE

S. No.	Name of the Company	Face Value	As at 31.03.2013		As at 31.03.2012	
			Qty.	Amount (₹)	Qty.	Amount (₹)
QUOTED FULLY PAID UP EQUITY SHARES						
1	Agrotech India Ltd.	10	40400	0	40400	0
2	Andhra Cement Co.Ltd.	10	550	0	550	0
3	Baroda Rayon Corp. Ltd.	10	7055	0	7055	0
4	Digital World India Ltd	10	127900	0	127900	0
5	EIH Ltd.	2	573	13053	573	8542
6	Essar Oil Ltd	10	177	13735	177	9478
7	Haryana Petro Ltd	10	1200	0	1200	0
8	Hotline Glass Ltd.	10	400	0	400	0
9	Kalyan Sundram Cement Ltd.	10	8970	0	8970	0
10	Malanpur Steel Ltd.	10	1968	0	1968	0
11	Mansinghka Oil Products Ltd.	10	300100	0	300100	0
12	Mawana Sugar Ltd.	10	21590	204241	21590	289306
13	Modi Rubber Ltd.	10	5906	139382	5906	0
14	Mohan Meakin Ltd.	5	800	0	800	0
15	Oswal Agro Mills Ltd.	10	192800	1378520	192800	0
16	Prakash Industries Ltd	10	50	1100	50	1100
17	Reliance Communications Ltd.	5	14	772	14	1176
18	Reliance Industries Ltd.	10	28	1985	28	1984
19	Royal Orchid Hotels Ltd.	10	496	14409	496	24155
20	RRB Securities Ltd.	10	1000000	2000000	1000000	2000000
21	STI Granite Ltd.	10	60000	0	60000	0
QUOTED PARTLY PAID UP EQUITY SHARES						
1	Baroda Rayon Corp Ltd.	10	3527	0	3527	0
2	Ceat Ltd.	10	650	0	650	0
3	Kalyan Sundram Cement Ltd.	10	182060	0	182060	0
4	Nahar International Ltd.	10	41300	0	41300	0
SUB TOTAL (A)			1098514	3767199	1098514	2335744
UNQUOTED FULLY PAID UP EQUITY SHARES						
1	Taurus Investment Trust Co. Ltd.	10	14380	149800	14380	149800
2	Harsai Investments Co. Ltd.	10	200000	0	200000	0
3	QR Properties Pvt. Ltd.	10	5900	59000	5900	59000
UNQUOTED FULLY PAID-UP PREF.SHARES						
1	HB Tele Communications Ltd. (2% Non Cumulative)	10	10000	100000	10000	100000
UNQUOTED SHARE APPLICATION						
1	Core Telecom Pvt. Ltd.	10	250000	0	250000	0
2	Solid Portfolio Pvt. Ltd.	10	250000	0	250000	0
WITH MUTUAL FUND - (Unquoted)						
1	UTI Master Gain	10	26100	866	26100	866
SUB TOTAL (B)			756380	309666	756380	309666
GRAND TOTAL (A + B)			1854894	4076865	1854894	2645410

12. TRADE RECEIVABLES

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Unsecured, Considered doubtful:		
Outstanding for more than 6months	7169997	8548664
	7169997	8548664

Note: Provision for Sub-Standard and doubtful assets has been separately shown in Note no. 6 (Short term Provisions) instead of netting it from the value of asset. This is being done as required in the Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007.

13. CASH & CASH EQUIVALENTS

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Balances with Banks		
-In Current and Deposit Accounts	595736	339029
Cash-on-Hand	353885	353885
	949621	692914

14. SHORT TERM LOANS AND ADVANCES

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Unsecured, Considered Good, Unless otherwise stated:		
Claim Recoverable-Doubtful	1372176	1372176
Recoverable from Employees	111465	109324
Prepaid Expenses	43707	46788
	1527348	1528288

Note: Provision for Sub-Standard and doubtful assets has been separately shown in Note no. 6 (Short term Provisions) instead of netting it from the value of asset. This is being done as required in the Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms(Reserve Bank) Directions 2007.

15. OTHER CURRENT ASSETS

Particulars	As at 31.03.2013 (in ₹)	As at 31.03.2012 (in ₹)
Dividend Receivable	0	12300
	0	12300

16. REVENUE FROM OPERATIONS

Particulars	For the Year ended 31.03.2013 (in ₹)	For the Year ended 31.03.2012 (in ₹)
Profit/-Loss in Securities/Equity derivative dealings (Net)	0	-8824198
Profit/-Loss on Sale/Purchase of Shares and Valuation Profit/-Loss (Net)	1431455	6156385
Dividend Income (Gross)		
-On Stock in trade	4982	35941
	1436437	-2631872

17. OTHER INCOME

Particulars	For the Year ended 31.03.2013 (in ₹)	For the Year ended 31.03.2012 (in ₹)
Interest On Fixed Deposits with banks	0	46046
Profit on sale of Long term/Non current Investments	0	4563860
Dividend Income on Long term/Non current investments	24600	73050
Claim Received/Provision for doubtful receivables written back	1501350	2416957
	1525950	7099913

18. EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year ended 31.03.2013 (in ₹)	For the Year ended 31.03.2012 (in ₹)
Salaries and Benefits	2634490	2262269
Contribution to Provident fund, E.S.I. and Gratuity fund	402375	184959
Staff Welfare	31396	34271
	3068261	2481499

19. OTHER EXPENSES

Particulars	For the Year ended 31.03.2013 (in ₹)	For the Year ended 31.03.2012 (in ₹)
Rent/Facility Charges	322524	316608
Vehicle Running and Maintenance	201069	161179
Insurance	7857	7692
Communication	391367	369655
Travelling and Conveyance	451387	406439
Printing and Stationery	190555	171850
Other Repairs and Maintenance	37696	72748
Depository and custodial	33708	100300
Legal and Professional	335858	522795
Advertisement & Publicity	68470	56764
Books and Periodicals	48279	37538
Listing fees	44944	44120
Miscellaneous	138162	148443
Auditors Remuneration		
- Audit Fees	42135	42135
- Tax Audit Fees	16854	16854
- Others	35956	35297
Directors Sitting Fees	114000	136000
	2480821	2646417

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

- Income Tax demand disputed ₹ 13,43,03,760/- (Previous year ₹ 13,13,42,090/-) against which appeals are pending with appropriate authorities.
 - Claims against the company not acknowledged as debts ₹ 1,58,02,781/- (Previous Year ₹ 1,58,02,781/-)
 - Guarantees given on behalf of Related Parties:- ₹ 7,00,00,000/- (Previous Year ₹ 7,00,00,000/-)
- In the Opinion of the Management, the aforesaid guarantees had been given in view of overall long term business involvement/relation of the company with the aforesaid companies and the giving of aforesaid guarantees will not have any prejudicial impact on the company.

21 QUANTITATIVE DETAILS

Quantitative information in respect of securities traded in:

Particulars	Current Year		Previous Year	
	Qty. (Nos.)	Amount (₹)	Qty. (Nos.)	Amount (₹)
Opening Balance	1854894	2645410	2429894	14109189
Purchases/conversions	Nil	Nil	116000	3921207
Sales/conversions	Nil	Nil	691000	21541369
Closing Balance	1854894	4076865	1854894	2645410

22 RELATED PARTY TRANSACTIONS

22.1 List of related parties with whom transactions have taken place and relationship:

- Companies under direct or indirect common influence:
 - HB Securities Ltd.
 - HB Estate Developers Ltd.
 - RRB Master securities Delhi Ltd.
- Persons having direct/Indirect significant influence
 - Sh.Lalit Bhasin

22.2 Transaction during the financial year ended 31.03.2013 with related Parties as under.

Sr. No.	Nature of Transaction	Related Party Referred in (a) above	Related Party Referred in (b) above
1	Sale of Securities through them	Nil (4612840)	Nil (Nil)
2	Net derivative trading	Nil (8824198)	Nil (Nil)
3	Rent Paid	322524 (316608)	Nil (Nil)
4	Depository Charges Paid	Nil (14065)	Nil (Nil)
5	Sitting Fees Paid	Nil Nil	42000 (48000)
6	Outstanding as on 31.03.2013 – Receivables in respect of Security deposit paid for premises on rent – Outstanding Guarantee	11500000 (11500000) 70000000 (70000000)	Nil (Nil) Nil (Nil)

23 SEGMENT REPORTING

In the opinion of Management there are no separate reportable segments as per Accounting Standard Segment reporting (AS-17).

24 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD-15

Defined Contribution Plan

Amount recognized as expense for defined contribution plans are as under: -

Particulars	Current Year	Previous Year	Head under which shown in Profit & Loss Account
Contribution to Provident Fund	1,91,628/-	1,71,302/-	Contribution to Provident fund and other fund.

Defined Benefit Plan

Movement in net liability

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
Present value of obligations as at beginning of the year (A)	8,52,400/-	7,96,226/-	2,14,266	2,05,949/-
Interest Cost (B)	68,192/-	63,698/-	17,094/-	18,021/-
Current service cost (C)	43,785/-	38,936/-	14,802/-	12,948/-
Benefits paid (D)	Nil	Nil	(23,877/-)	(23,727/-)
Actuarial loss/ (gain) on obligation (E)	1,54,650/-	(46,460/-)	48,989/-	1,075/-
Present value of obligations as at the end of the year (F=A+B+C-D+E)	11,19,027/-	8,52,400/-	2,71,274/-	2,14,266/-

The amounts recognized in the Balance Sheet and Profit & Loss Account are as follows :

Particulars	Gratuity (Funded)		Leave (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
Present value of obligation (A)	11,19,027/-	8,52,400/-	2,71,274/-	2,14,266/-
Estimated fair value of plan assets (B)	10,43,828/-	8,27,698/-	Nil	Nil
Net Liability (C=A-B)	75,199/-	24702/-	2,71,274/-	2,14,266/-
Amounts in the Balance Sheet				
Liabilities	75,199/-	24702/-	2,71,274/-	2,14,266/-

Particulars	Gratuity (Funded)		Leave (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
Amount charged to Profit & Loss Account				
Current Service Cost	43,785/-	38,936/-	14,802/-	12,948/-
Interest Cost	68,192/-	63,698/-	17,094/-	18,021/-
Expected Return on Plan Asset	(80,431/-)	(67,824/-)	Nil	Nil
Actuarial(Gain)/Loss	1,54,650/-	(46,460/-)	48,989/-	1,075/-
	1,86,196/-	(11,650/-)	80,885/-	32,044/-
Head under which shown in the Profit & Loss account	Contribution to Provident Fund and other Fund		Salary & benefits	

The Actual Return on Plan Assets is as follows

Particulars	Gratuity	
	Current Year	Previous Year
Actual return on plan assets	80,431/-	67,824/-

Following are the Principal Actuarial Assumptions used as at the balance sheet date

Particulars	Gratuity	
	Current Year	Previous Year
Discount Rate	8%	8%
Expected Rate of Return on Plan Assets	9%	9%
Salary Escalation Rate	6%	6%

A reconciliation of the opening and closing balances of the fair value of plan assets :

Sl. No.	Particulars	Gratuity	
		Current Year	Previous Year
	Opening Fair Value of Plan Assets	8,27,698/-	7,53,061/-
i)	Expected Return on Plan Assets	80,431/-	67,824/-
ii)	Actuarial Gains / (Losses)	0.00	0.00
iii)	Contribution by the Employer	0.00	0.00
iv)	Benefits Paid	0.00	0.00
v)	Contribution	1,35,699/-	6,813/-
	Closing Fair Value of Plan Assets	10,43,828/-	8,27,698/-

25 Disclosure pursuant to Accounting Standard AS-19 for Leases: - Operating Lease

- Particulars of the minimum lease payments under Operating Lease:-
 - Not Later than One year ₹ 3,22,524/- (Previous Year ₹ 3,16,608/-)
 - Later than one year but not Later than five years ₹ NIL/- (Previous Year ₹ NIL/-)
 - Later than five years ₹ NIL/- (Previous Year ₹ NIL/-)
- Minimum lease payments recognised in the statement of profit & loss account during the year ended 31st March 2013 is ₹ 3,22,524/- (Previous Year ₹ 3,16,608/-).
- General description of the lease arrangement.

The lease is for an initial period of 3 years, which may be renewed for further period as may be mutually agreed upon.

Restrictions imposed by lease arrangement:-

 - The Lessee shall not sublet or otherwise part with possession of a part or whole of the premise without the previous consent in writing of the lessor.
 - The lessee shall use the premises for commercial purposes only.

26 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, 2013 and 31st March, 2012.

27 Earning per share pursuant to Accounting Standard (AS-20) "Earning Per Share"

Particulars	Current Year (₹)	Previous Year (₹)
Net Profit/(Loss) as Per Statement of Profit and Loss attributable to Equity Shareholders.	-158636593	-754054
Earning Per Share (face value of ₹10 each)		
Weighted Average Nos. of Equity Share Outstanding	11062731	11062731
Basic and diluted Earning per share (₹)	-14.34	-0.07

28. Schedule as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

(₹ in lakhs)

S. No.	Particulars		
	Liabilities side :		
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured	Nil (Nil)	Nil (Nil)
	: Unsecured (other than falling within the meaning of public deposits)	Nil (Nil)	Nil (Nil)
	(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)	Nil (Nil)	Nil (Nil)
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	a) In the form of Unsecured debentures	Nil (Nil)	Nil (Nil)
	b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil (Nil)	Nil (Nil)
	c) Other public deposits	Nil (Nil)	Nil (Nil)
	Assets side :		
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding *	
	(a) Secured	Nil (Nil)	
	(b) Unsecured	117.29 (117.42)	
	*Net of Provisions, The amount also includes security deposits paid, prepaid expenses and other recoverable which, though are not strictly credit facilities given by the company.		
(4)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP 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) Hypothecation loans counting towards EL/HP 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 (Stock in Trade)		
	1. Quoted :		
	(i) Shares : (a) Equity	37.67 (23.36)	
	(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	2.09 (2.09)	
	(b) Preference	1 (1)	
	(ii) Units of mutual funds	Nil (Nil)	

(iii) Government Securities	Nil (Nil)
(iv) Others (Please Specify)	Nil (Nil)
Long Term investments	
1. Quoted :	
(i) Shares : (a) Equity	1740.98 (1740.98)
(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	50.00 (50.00)
(ii) Debentures and Bonds	Nil (Nil)
(iii) Units of mutual funds	Nil (Nil)
(iv) Government Securities	Nil (Nil)
(v) Others (please specify)	Nil (Nil)

(6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :			
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)	115.00 (115.00)	115.00 (115.00)
2. Other than related parties	Nil (Nil)	2.29 (2.42)	2.29 (2.42)
Total	Nil (Nil)	117.29 (117.42)	117.29 (117.42)

(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	50.00 (50.00)	50.00 (50.00)
(c) Other related parties	20.00 (20.00)	20.00 (20.00)
2. Other than related parties	143.66 (153.54)	202.07 (174.74)
Total	213.66 (223.54)	272.07 (181.74)

(8) Other information	
Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	Nil (Nil)
(b) Other than related parties	85.42 (99.21)
(ii) Net Non-Performing Assets	
(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.

As per our Report attached on even date
For P. BHOLUSARIA & CO.
Chartered Accountants
FRN : 000468N
Amit Goel
Partner
(M. No. 92648)
Place : Gurgaon
Date : 30.05.2013
For and on behalf of the Board
Lalit Bhasin
Chairman
Anu Suri
Company Secretary
Anil Goyal
Managing Director
C. P. Singh
Chief Financial Officer

Folio No.

(To be filled in by the Shareholder)

No. of Shares



HB LEASING AND FINANCE COMPANY LIMITED PROXY FORM

I/We
of
being a member(s) of **HB LEASING AND FINANCE COMPANY LIMITED**, hereby appoint
of or failing
him/her of
as my/our proxy to attend and vote for me/us on my/our behalf at the 30th Annual General Meeting of the Company to be held on Tuesday, 17th day of September, 2013 and at any adjournment thereof. As witness my hand/our hands this day of 2013.

Client Id :

DP ID :

Signed by the Said :

NOTE : The proxy must be deposited at the Registered Office of the Company at Plot No. 31, Echelon Institutional Area, Sector - 32, Gurgaon - 122 001 (Haryana) not less than 48 hours before the time of holding the Meeting.



HB LEASING AND FINANCE COMPANY LIMITED ATTENDANCE SLIP

30th ANNUAL GENERAL MEETING

Time : 11.00 A.M., Tuesday, 17th day of September, 2013

Place : GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurgaon - 122 001, Haryana

FULL NAME OF THE FIRST SHAREHOLDER.....

Joint Shareholders, if any.....

Father's/Husband's Name

Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY/SHAREHOLDER(S)
.....

I/We hereby record my presence at the 30th Annual General Meeting held on 17th September, 2013 at 11.00 A.M. at GIA House, I.D.C. Mehrauli Road, Opp. Sector - 14, Gurgaon - 122 001, Haryana.

Folio No. : No. of Shares :

Client ID :

DP ID :

Signature.....

Members may please note that the Auditorium Authorities do not permit carrying of bags/articles/snack packets etc. inside the meeting hall. The Company will not make any arrangements for safe keeping of articles etc. outside the Hall. Members may make their own arrangements which shall be solely at their risk and cost and the Company will in no way be responsible for any loss/theft of articles etc.

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HB LEASING AND FINANCE COMPANY LIMITED

Plot No.31, Echelon Institutional Area,
Sector-32, Gurgaon - 122 001, Haryana

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