

HELPAGE FINLEASE LIMITED

Regd. Office : S-191/C, 3rd Floor
Manak Complex, School Block
Shakarpur, Delhi-110092
Tel : +91-1145578607, 8130300046

To,
Department of Corporate Services-Listing
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Date: 10/08/2026

Scrip Code: 539174

Sub: Notice of 44th Annual General Meeting and Annual Report for the Financial Year 2025-26

Dear Sir/Ma'am,

We wish to inform you that the 44th Annual General Meeting ("AGM") of the members of Helpage Finlease Limited will be held on Wednesday, September 02, 2026 at 04:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC/OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the businesses as set out in the Notice of AGM.

Pursuant to Regulation 30 and Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Annual Report of the Company along with the Notice of the AGM.

The Annual Report along with the Notice of the 44th AGM for the financial year 2025-26 is being sent to all the members through electronic mode whose e-mail IDs are registered with their respective Depository Participants ("DPs")/ Beetal Financial Computer Services Pvt. Ltd, the Registrar and Share Transfer Agent ("RTA") of the Company.

Further, Pursuant to Regulation 36(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company will send physical intimation letters to those members whose email IDs are not registered with the Company/Depositories, providing the web link, including the exact path to access the Annual Report and Notice of the AGM. The Company has engaged NSDL for providing e-voting services and the VC/OAVM facility for the AGM. The details of e-voting are as follows:

Particulars	Details
Cut-off date for determining eligibility for remote e- voting and e-voting at the AGM	Wednesday, August 26, 2026
E-Voting start date and time	August 30, 2026, 09:00 A.M. IST
E-Voting end date and time	September 01, 2026, 05:00 P.M. IST

The Annual Report and the Notice of the AGM are also available on the Company's website at <https://www.helpagefinlease.com/>

The details, including the manner of registering / updating email addresses, casting vote through e-voting, and attending the AGM through VC / OAVM are set out in the Notice of the AGM.

Kindly take the above information on records.

Thanking You,
Yours Faithfully

For **Helpage Finlease Limited**

Darshna Agarwal
Company Secretary & Compliance Officer
Email ID- info@helpagefinlease.com

Place: Delhi

Encl: as above

**44TH
ANNUAL
REPORT
2025-26**

HELPAGE FINLEASE LIMITED

Chairman's Message

Dear Shareholders,

I am pleased to present the Annual Report of the Company for the financial year ended March 31, 2026. During the year, the Company remained focused on prudent lending, sound risk management, regulatory compliance, and sustainable growth while continuing to strengthen its operational efficiency. We remain committed to creating long-term value for our stakeholders through responsible business practices. I sincerely thank our shareholders, customers, lending partners, regulators, and employees for their continued trust and support.

---SIDHARTH GOYAL-----

Managing Director & CFO



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Corporate Information

Board of Directors

Mr. Sidharth Goyal

Chairman (Executive Director)

Mr. Ashwin Dorairajan

Independent Director

Mr. Sushil Kumar

Independent Director

(upto January 02, 2026)

Mr. Gulshan Kumar

Independent Director

(w.e.f February 12, 2026)

Ms. Ananyaa Pandey

Non- Executive Director

Company Secretary

Ms. Darshna Agarwal

Statutory Auditors

M/s. R.C. Agarwal & Co.

Chartered Accountants

Delhi

Secretarial Auditor

CS Divya Rani & Associates

Practicing Company Secretary,

Faridabad

Internal Auditor

M/s. J P K R & COMPANY

Chartered Accountants,

Kolkata

Registered Office

S-191/c, 3rd Floor Manak Complex, School Block,

Shakarpur, Delhi- 110092

Website: <https://www.helpagefinlease.com/>

Corporate Identification Number

L51909DL1982PLC014434

Registrar & Transfer Agent

M/s Beetal Financial & Computer Services (P) Ltd

Address: 99, Madangir, B/4, Local Shopping Centre,

Near Dada Harsukh das Mandir, New Delhi-110062

Committees (As on 31st March 2026)

Audit Committee

Mr. Ashwin Dorairajan

Mr. Gulshan Kumar

Ms. Ananyaa Pandey

Nomination & Remuneration Committee

Mr. Ashwin Dorairajan

Mr. Gulshan Kumar

Ms. Ananyaa Pandey

Stakeholder Relationship Committee

Mr. Gulshan Kumar

Mr. Ashwin Dorairajan

Mr. Sidharth Goyal

Risk Management Committee

Mr. Ashwin Dorairajan

Mr. Gulshan Kumar

Mr. Sidharth Goyal

Bankers

Axis Bank

Yes Bank

IDFC First Bank

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

**Regd. office: S-191/c, 3rd Floor Manak Complex, School Block, Shakarpur, Delhi-110092,
Phone No.+91-11-4557-8607**

Email Id: info@helpagefinlease.com Website: www.helpagefinlease.com

NOTICE OF 44th ANNUAL GENERAL MEETING

Notice is hereby given that the **44th Annual General Meeting (“AGM”)** of the members of **Helpage Finlease Limited** will be held on **Wednesday, September 02, 2026 at 4:00 P.M. (IST)** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of Board of Directors and Statutory 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 March 31, 2026, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Sidharth Goyal (DIN: 02855118), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offer himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules thereunder (including any statutory amendment(s), modification(s), or re-enactment(s) thereof for the time being in force) (the “Act”) and provisions of Articles of Association of the Company, Mr. Sidharth Goyal (DIN: 02855118), who retires by rotation at this AGM and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.”

SPECIAL BUSINESSES:

3. **To approve the appointment of Mr. Abhishek Rajeshkumar Jain, (DIN: 07735804) as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 16 and Regulation 25 and other applicable regulations, if any, of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of the Articles of Association of the Company, applicable Reserve Bank of India regulations, guidelines and circulars on 'Fit and Proper' criteria (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Abhishek Rajeshkumar Jain, (DIN: 07735804), who was appointed as an Additional Director in the category of Non- Executive Independent Director of the Company with effect from August 05, 2026, and who has submitted:

- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations; and
- a declaration and confirmation that he satisfies the 'Fit and Proper' criteria as prescribed under the applicable Reserve Bank of India regulations, and who is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations, **be and is hereby appointed as an Independent Director of the Company**, not liable to retire by rotation, **to hold office for a term of five (5) consecutive years commencing from August 05, 2026 to August 04, 2031.**"

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

Date: August 05, 2026

Place: Delhi

Registered office: S-191/c, 3rd floor Manak Complex, School Block, Shakarpur, East Delhi, India, 110092

By the order of the Board
For Helpage Finlease Limited
Sd/-

Darshna Agarwal
Company Secretary
M. No.: A73854

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, in compliance with the General Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ("MCA") read with other relevant circulars issued in the past by MCA in this regard (collectively referred to as "MCA Circulars"), read also with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2025 (the "SEBI Listing Amendment Regulations") dated December 12, 2024, amending the related provisions by insertion of the same under regulation 44(4) of the SEBI Listing Amendment Regulations, which was made effective from December 30, 2024, this Notice convening Annual General Meeting of the Company ("Notice") is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ("DP")/ Depository/ Registrar & Share Transfer Agent of the Company. In terms of the MCA Circulars and the SEBI Listing Amendment Regulations, the 44th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 17

2. The deemed venue for the 44th AGM shall be the Registered Office of the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. The Board of Directors have considered and decide to include the Item No. 3 above as Special Business in the Annual General Meeting.
4. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participating thereat and casting their votes through e-voting.
5. 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 Companies Act, 2013.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. Pursuant to the provisions of Section 113 of the Act, Body Corporates/ Institutional / Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution /authorization letter to the Company by email to info@helpagefinlease.com or Beetal Financial Computer Services Pvt. Ltd, Registrar and Share Transfer Agent at beetalrta@gmail.com with a copy marked to evoting@nsdl.com.
8. The Register of Directors’ and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 02, 2026. Members seeking to inspect such documents can send an email to info@helpagefinlease.com.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. 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. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") of the person who retire by rotation and eligible for re- appointment as Director under Item No. 2 of the Notice is also attached.
12. Pursuant to regulation 44 of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.

13. Electronic copy of the Annual Report for the financial year 2025-26 is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their e-mail address, a letter containing the web link and path of Annual report of the Company for the financial year 2025-26 are being sent in the permitted mode.
14. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e., from Thursday, August 27, 2026 to Wednesday, September 02, 2026 (both days inclusive).
15. In line with the Ministry of Corporate Affairs (MCA) Circular's the Notice calling the 44th AGM has been uploaded on the website of the Company at www.helpagefintlease.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com. For any communication, the shareholders may also send requests to the Company's email id at info@helpagefintlease.com.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 17. Process and manner for members opting for voting through electronic means:**
 - i. Pursuant to the provisions of 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 (as amended), and pursuant to the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, August 26, 2026, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, August 26, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Sunday, August 30, 2026, at 9.00 a.m. and will end on Tuesday, September 01, 2026, at 5.00 p.m. (IST). During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e Wednesday, August 26, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Wednesday, August 26, 2026
 - vii. The Company has appointed CS Divya Rani & Associates, Practicing Company Secretary (COP: **26426**), to act as the Scrutinizer, to scrutinize the entire e- voting process in a fair and transparent manner. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.helpagefinlease.com and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company.
 - viii. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
18. In case of any queries regarding the Annual Report, the Members may write to info@helpagefinlease.com to receive an email response.

The Instructions for Members for remote e-voting and joining General Meeting are as under:

The remote e-voting period commences on Sunday, August 30, 2026, at 9.00 a.m. and will end on Tuesday, September 01, 2026, at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

STEP 1: Access to NSDL e-Voting systems

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 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	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner "

	icon under “Login” which is available under ‘IDeAS’ section, this 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, 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 3. 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 (i.e. your sixteen-digit demat account number hold 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing Myeasi username and password. 2. 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 i.e., NSDL. Click on NSDL to cast your vote. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking

	the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned 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.com or call at toll free no.: 022 - 4886 7000
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 1800 22 55 33

B) 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

How to Log-in to NSDL e-Voting website

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdivyasingh.25@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login.
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, 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. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. For Physical shareholders- Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id beetalrta@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@helfagefinlease.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for members for e-Voting on the Day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those 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.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the GM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access 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 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@helpagefinlease.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance by sending their request in advance atleast 7 (Seven) days before AGM from their registered email address mentioning their name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at info@helpagefinlease.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By the order of the Board of Directors
For HELPAGE FINLEASE LIMITED

Date: August 05, 2026
Place: Delhi
Registered office: S-191/c, 3rd floor
Manak Complex, School Block,
Shakarpur, East Delhi, India, 110092
CIN: L51909DL1982PLC014434

Sd/-
Darshna Agarwal
Company Secretary
M. No.: A73854

:

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

Item No. 3:

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company, at its meeting held on August 04, 2026, in terms of Section 161 of the Companies Act, 2013 (‘Act’), appointed Mr Abhishek Rajeshkumar Jain (DIN: 07735804) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr Abhishek Rajeshkumar Jain has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years, commencing from August 05, 2026 to August 04, 2031, subject to approval of the Members by way of a Special Resolution at the Annual General Meeting (“AGM”).

Mr. Abhishek Rajeshkumar Jain is eligible for appointment as a Director of the Company. The Company has received from him:

- consent to act as a Director in Form DIR-2;
- a declaration confirming compliance with the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- confirmation of non-disqualification under Section 164 of the Companies Act, 2013; and
- confirmation of inclusion in the Independent Directors’ databank maintained by the Indian Institute of Corporate Affairs (“IICA”) and compliance with the proficiency self-assessment requirements, as applicable.

After due evaluation of his qualifications, skills, experience, integrity and independence, the NRC and the Board are of the opinion that Mr Abhishek Rajeshkumar Jain (DIN: 07735804) meets all statutory requirements and would bring valuable expertise, objectivity and independent judgment to the Board, particularly in matters relating to governance, risk management and strategic oversight.

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, no other remuneration is being proposed to be paid to. Mr. Abhishek Rajeshkumar Jain He shall not be entitled to any stock options of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of shareholding, if any, held by Mr Abhishek Rajeshkumar Jain (DIN: 07735804).

Accordingly, approval of the Members is sought for appointment of Mr. Abhishek Rajeshkumar Jain (DIN: 07735804) as an Independent Director of the Company for the aforesaid term.

The Board recommends the Special Resolution set out at Item No. [3] of the accompanying Notice for approval of the Members.

A brief profile of Mr. Abhishek Rajeshkumar Jain (DIN: 07735804), including details of his expertise and experience, is annexed as Annexure-I to this Notice.

By the order of the Board of Directors
For HELPAGE FINLEASE LIMITED

Date: August 05, 2026
Place: Delhi
Registered office: S-191/c, 3rd floor
Manak Complex, School Block,
Shakarpur, East Delhi, India, 110092
CIN: L51909DL1982PLC014434

Sd/-
Darshna Agarwal
Company Secretary
M. No.: A73854

Details of Director seeking appointment / re-appointment pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meeting

1. Mr. Sidharth Goyal, Director

Name of the Director and Director Identification Number	Mr. Sidharth Goyal (DIN: 02855118)
Date of Birth and Age	28/07/1984 (42 years)
Nationality	Indian
Date of first appointment on the Board	23/12/2009
Designation	Executive and Managing Director
Qualification	• Bachelor's Degree of Commerce; • Bachelors of Legislative Law
Nature of Expertise in Specific Functional Areas	Legal
Brief Profile and nature of experience in specific functional area	Mr. Sidharth Goyal is an entrepreneur, philanthropist and a lawyer by profession. He is having experience of 15+ years in corporate, banking, commercial, litigation and intellectual property laws. He is designated as Managing Director of Helpage Finlease Limited, a one of the leading NBFC company in India and considered as a top rated NBFC (Non-Banking Financial Company) in providing services like Education fee finance and SME Lending
Terms and conditions of appointment/ re-appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sidharth Goyal, who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.
Details of remuneration sought to be paid	Nil
Name of Listed Entities from which the person has resigned in past three years.	None
List of Directorships held in other Listed Companies	Nil

Chairperson/Member of the Committees of the Boards of other Listed Companies	Nil
Details of the Board/ Committee meetings attended during the year	Board Meetings -Nine Committee Meetings- Three
Shareholding in Helpage Finlease Limited including shareholding as a beneficial owner	5.15%
Relationship with another director, Manager and other Key Managerial Personnel of the company	None
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Mr. Sidharth goyal is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

2. Abhishek Rajeshkumar Jain Independent Director

Name of the Director and Director Identification Number	Mr. Abhishek Rajeshkumar Jain (DIN: 07735804)
Date of Birth and Age	07.11.1992 (Age- 33 years)
Date of first appointment on the Board	Effective August 05, 2026 subject to the approval of the members
Designation	Non- Executive & Independent Director
Qualification	Practicing Chartered Accountant
Nature of Expertise in Specific Functional Areas	Abhishek Rajeshkumar Jain holds expertise in financial management, statutory and tax audits, GST and income tax compliance, bookkeeping, and regulatory advisory, with extensive experience in supporting Big 4 audit engagements and ensuring accurate, compliant financial reporting.
Brief Profile, experience in specific functional area	Abhishek Rajeshkumar Jain a seasoned finance and taxation professional with expertise in financial advisory, audits, taxation, GST, income tax, and bookkeeping. He supports clients through audits conducted by Big 4 firms and signs over 40 tax audit reports annually , ensuring regulatory compliance, financial accuracy, and operational excellence.

Terms and conditions of appointment/ re-appointment	Abhishek Rajeshkumar Jain (DIN: 07735804) is a seasoned finance and taxation professional with over 10 years of experience in financial advisory, audits, taxation, GST, income tax, and bookkeeping. He has extensive experience in supporting clients through audits conducted by Big 4 firms and signs over 40 tax audit reports annually , ensuring regulatory compliance, financial accuracy, and operational excellence.
Details of remuneration sought to be paid	Entitled to sitting fees for attending meetings of the Board or Committees thereof.
Name of Listed Entities from which the person has resigned in past three years.	NIL
List of Directorships held in other Listed Companies	NIL
Chairperson/Member of the Committees of the Boards of other Listed Companies	NIL
No. of meetings of the Board attended during the year	Not Applicable
Shareholding in Helpage Finlease Limited including shareholding as a beneficial owner	NIL
Relationship with another director, Manager and other Key Managerial Personnel of the company	NIL

DIRECTORS' REPORT

To,
The Members
Helpage Finlease Limited
S-191/c, 3rd floor Manak Complex, School Block, Shakarpur,
East Delhi, India, 110092

Your directors are pleasure to present the 44th Annual Report along with the Audited Financial Statements of your Company for the financial year ended March 31, 2026.

1. Financial Highlights

The Audited Standalone Financial Statements of your Company as on March 31, 2026, are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlight is depicted below:

(in Rs.)

Particulars	2025-26	2024-25
Revenue from Operations	12,89,05,233	8,64,61,491
Other Income	19,593	-
Total Income	12,89,24,826	8,64,61,491
Profit/(Loss) before Interest, Depreciation & Tax (PBDT)	11,65,23,952	8,07,77,285
Less: Depreciation	18,65,385	15,16,471
Less: Finance Cost	7,47,44,477	5,85,72,203
Profit/(Loss)after Depreciation before Tax (PBT)	3,99,14,090	2,06,88,611
Less: Current Tax	1,05,05,230	53,78,950
Deferred Tax	-	5,55,773
Profit/ Loss for the year	2,94,08,860	1,47,53,888
Other Comprehensive (loss) / income (net of tax)	-	-
Total Comprehensive Income for the year (net of tax)	-	-

Note:

1. There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year and the date of this report.
2. There has been no change in nature of business of your Company.

2. Dividend

The Board of Directors of your Company, after considering the relevant circumstances has decided that it would be prudent, not to recommend any dividend for the year under review.

3. Public Deposit

The Company has not accepted any public deposits during the period under review and it continues to be a non-deposit taking Non-Banking Financial Company in conformity with the guidelines of the Reserve Bank of India and the Companies (Acceptance of Deposits) Rules, 2014.

4. State of Company's Affairs and Future Outlooks

During the year under review, the Company continued its focus on student fee financing and lending to Micro, Small and Medium Enterprises (MSMEs), while maintaining prudent lending practices, effective risk management, and compliance with applicable regulatory requirements.

The Company remains optimistic about the future growth prospects of its business, supported by increasing demand for education financing, expanding credit requirements of the MSME sector, and continued digital adoption in financial services. Going forward, the Company will continue to focus on sustainable growth, operational efficiency, asset quality, and delivering long-term value to its stakeholders.

5. Review of Operations

During the financial year under review, your Company achieved a turnover of Rs. 12,89,05,233/- (Twelve Crore Eighty- Nine Lakh Five Thousand Two Hundred Thirty-Three Only) during the year as against Rs. 8,64,61,491/- (Eight Crore Sixty-Four Lakh Sixty-One Thousand Four Hundred Ninety-One Only) in the previous year. The Company has earned profit after tax of Rs. 2,94,08,860/- Rupees Two Crore Ninety- Four Lakhs Eight Thousand Eight Hundred Sixty as against Rs. 1,47,53,888/- Rupees One Crore Forty-Seven Lakhs Fifty-Three Thousand Eight Hundred Eighty-Eight in the previous financial year.

6. Transfer to Reserves

The Company has transferred an amount of Rs. 59,79,300/- to the Statutory Reserves as required under Section 45-IC of the Reserve Bank of India Act, 1934.

7. Subsidiaries, Joint Venture or Associate Companies

The Company does not have any Subsidiary, Joint Venture or Associate Company; hence provisions of section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are not applicable.

8. Share Capital

a) Authorized Share Capital:

During the period under review, there is no change in the authorized share capital of the Company. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten lakh only) equity shares of Rs. 10/-each for the year ended 31st March, 2026.

b) Issue, Subscribed and paid-up capital:

During the period under review, there is no change in the paid-up share capital of the Company. The paid-up share capital of the Company is Rs. 9,94,75,000/- (Rupees Nine Crore Ninety-Four Lakh Seventy-Five Thousand only) divided into 99,47,500 (Ninety-Nine lakh Forty-Seven Thousand Five Hundred only) equity shares of Rs. 10/- each for the financial year ended 31st March, 2026.

c) Buy back of securities

The Company has not bought back any of its securities during the period under review.

d) Bonus Shares

No bonus shares were issued during the period under review.

e) Issue of Equity Shares under ESOP

No Equity shares under ESOP were issued during the period under review.

9. Directors & Key Managerial Personnel (KMP)

A. Directors

The Composition of Board of Directors of the Company is in conformity with the provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations, as amended from time to time.

The Company has a professional Board with Executive Directors & Non-Executive Directors who bring the right mix of knowledge, skills, and expertise and help the Company in implementing the best Corporate Governance practices.

As on March 31, 2026, your Company’s Board has 4 (Four) members comprising of 1(one) Executive Director (promoter group), 1(one) Non-Executive and Non-Independent Director including Woman Director and 2(two) Independent Directors.

The Board’s actions and decisions are aligned with the Company’s best interests. It is committed to the goal of sustainably elevating the Company’s value creation. The Board critically evaluates the Company’s strategic direction, management policies and their effectiveness.

Composition of Board as on 31st March, 2026 as follows:

Name of the Director	Designation	Category
Mr. Sidharth Goyal	Managing Director & Chief Financial Officer	Promoter Executive
Mr. Ashwin Dorairajan	Independent Director	Non-Executive Independent
Ms. Ananyaa Pandey	Women Director	Non-Executive Non-Independent
Mr. Gulshan Kumar	Independent Director	Non-Executive Independent

B. Changes in Directors and Key Managerial Personnel

During the year under review, the following changes took place in the Directorships:

Appointment:

Mr. Gulshan Kumar (DIN:11506543), was appointed as an Additional Director (Non-Executive and Independent) on the Board of your Company with effect from February 12, 2026, for a first term of five

years. His appointment was approved by the shareholders vide a Special Resolution passed through Extraordinary General Meeting on March 13, 2026.

Resignation:

Mr. Sushil Kumar (DIN: 08084573), resigned from the position of Independent Director of your Company with effect from January 02, 2026, due to preoccupation and other commitments therein. The Board places on record its sincere appreciation for the valuable contributions made by him during his tenure.

C. Re-appointment of Director(s) retiring by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with rules made thereunder and Articles of Association of your Company, Mr. Sidharth Goyal (DIN: 02855118) is eligible to retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

The Board, on the recommendation of Nomination and Remuneration Committee (NRC) of the Company, recommends the re-appointment of Mr. Sidharth Goyal as a Director for your approval. Brief details, as required under Secretarial Standard-2 and Regulation 36 of SEBI Listing Regulations, are provided in the Notice of ensuing AGM

D. Declaration from Independent Directors

Your Company has received declarations from all the Independent Directors of your Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as an Independent Director. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience of all Independent Directors on the Board. The Independent Directors (IDs) have also confirmed that they complied with company's code of conduct for Directors and Senior Management Personnel. Further the IDs get themselves registered in the data bank mentioned with the Indian Institute of Corporate Affairs, Manesar (IICA) from time to time and under, if required, online proficiency self-assessment test conducted by the IICA.

In term of requirements of Schedule IV to the Companies Act, 2013 and regulation 25(3) of the SEBI Listing Regulations, 2015, a separate meeting of the Independent Directors was held on **December 08, 2025** without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

- I. review the performance of non-independent directors and the Board as a whole;
- II. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- III. assess 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.

E. Key Managerial Personnel

As on the date of this report, following are the KMPs of your Company as per Sections 2(51) and 203 of the Act:

- Mr. Sidharth Goyal, Managing Director & Chief Financial Officer.
- Ms. Darshna Agarwal, Company Secretary and Compliance Officer

F. Performance evaluation at Board

The Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgment, governance issues, etc. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The results of the evaluation confirmed high level of commitment and engagement of the Board, its various committees and senior leadership. The recommendations arising from the evaluation process were discussed at the Independent Directors' meeting held on **December 08, 2025**, and also at the NRC meeting and Board meeting held on February 12, 2026. The suggestions were considered by the Board to optimize the effectiveness and functioning of the Board and its committees.

G. Independent Directors' Meeting

The Independent Directors met on December 08, 2025, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

H. Policies on Directors' appointment and remuneration

Pursuant to Section 178(3) of the Act, your Company has framed a policy on Directors' appointment and remuneration and other matters ("Remuneration Policy") which is available on the website of your Company

The Remuneration Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the people who are qualified to become the Directors. Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements. The Remuneration Policy is in consonance with existing industry practice

I. Number of meetings of the Board

The Board met 9 (nine) times during the year under review. The intervening gap between the meetings did not exceed 120 days, as prescribed under the Act and SEBI Listing Regulations. The necessary quorum was present through the meetings.

Following is the attendance of each of the Directors at the Board Meetings held during the period under review:

S. No	Date of Meeting	Total No of Directors as on date of meeting	Attendance	
			No. of Directors attended	% of Attendance
1.	16/04/2025	4	4	100%
2.	26/05/2025	4	4	100%
3.	08/08/2025	4	4	100%
4.	13/08/2025	4	4	100%
5.	12/11/2025	4	4	100%
6.	10/12/2025	4	4	100%
7.	01/01/2026	4	4	100%
8.	12/02/2026	4	3	75%
9.	13/02/2026	4	4	100%

- The 43rd Annual General Meeting of the Company was held on 04th September, 2025.
- The 1st Extraordinary General Meeting of the Company for the Financial Year 2025-26 was held on Friday, 13th March, 2026

10. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Board of Directors, to the best of their knowledge and based on the information and explanations received from the management of your Company confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March 2026, the applicable accounting standard have been followed along with proper explanation relating to material departures;
- such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of the affairs of your Company at the end of the financial year and of the profit of your Company for that period.
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and irregularities.
- the annual accounts have been prepared on a going concern basis.
- internal financial controls have been laid down to be followed by your Company and that such internal financial controls are adequate and operating effectively;
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. Committees of the Board

As required under the Act and the SEBI Listing Regulations, your Company has constituted various statutory committees. As on March 31, 2026, the Board has the following statutory and governance committees.:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Risk Management Committee
- D. Stakeholders Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees.

A. Audit Committee

The Board has set up qualified and Independent Audit Committee in compliance with the requirements of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Companies Act, 2013. All members of the Committee are financially literate and have accounting or related financial management expertise.

The Audit Committee comprises of the following directors as its members as on 31st March, 2026:

S.No.	Name of Director	Designation	Category
1.	Mr. Ashwin Dorairajan	Chairman	Non-Executive Independent Director
2.	Mr. Gulshan Kumar*	Member	Non-Executive Independent Director
3.	Ms. Ananyaa Pandey	Member	Non-Executive Director

*During the period under review, **Mr. Sushil Kumar**, Member of the Audit Committee, **resigned** w.e.f. January 02, 2026 and **Mr. Gulshan Kumar** appointed w.e.f February 12, 2026 as a **Member of the Audit Committee**.

During the period under review, the Audit Committee met Four (4) times on 26/05/2025, 13/08/2025, 12/11/2025 and 13/02/2026.

All the recommendations of the Audit Committee were accepted by the Board during the year under review. Following is the detail of the attendance of each of the members of the Audit Committee at its Meeting held during the year under review:

S. No	Date of Meeting	Total No of Members on date of meeting	Attendance	
			Numbers of Members attended	% of Attendance
1.	26/05/2025	3	3	100
2.	13/08/2025	3	3	100
3.	12/11/2025	3	3	100
4.	13/02/2026	3	3	100

Terms of reference

The Audit Committee has been constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulation. The Audit Committee reviews the financial accounting policies, adequacy of internal control systems and interacts with the statutory auditors. Besides, the Committee reviews the observations of the management and internal/ external auditors, interim and annual financial results, Management discussion and analysis of financial condition and results of operations, and related party transactions. The other roles of Audit Committee, inter- alia includes the following:

- i. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii. review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. examination of the financial statement and the auditors' report thereon;
- iv. approval or any subsequent modification of transactions of the company with related parties;
- v. scrutiny of inter-corporate loans and investments;
- vi. valuation of undertakings or assets of the company, wherever it is necessary;
- vii. evaluation of internal financial controls and risk management systems;
- viii. monitoring the end use of funds raised through public offers and related matters.

The Terms of reference of the Committee can be accessed at <https://www.helpagefinlease.com/disclosure/>

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulation.

The Nomination and Remuneration Committee comprises of the three non-executive directors as its members as on 31st March, 2026:

S.No.	Name of Director	Designation	Category
1	Mr. Ashwin Dorairajan	Chairman	Non-Executive Independent Director
2	Mr. Gulshan Kumar	Member	Non-Executive Independent Director
3	Ms. Ananyaa Pandey	Member	Non-Executive Director

The Company Secretary of the Company acts as the Secretary of the committee.

During the period under review, **Mr. Sushil Kumar**, Member of the **Nomination and Remuneration Committee**, resigned w.e.f. January 02, 2026. Consequent to the same, w.e.f February 12, 2026 Mr. **Gulshan Kumar** was appointed as a **Member of the Nomination and Remuneration Committee**.

The Nomination & Remuneration Policy is uploaded on the website of the Company i.e., at <https://www.helpagefinlease.com/disclosure/>

During the year under review, the Nomination & Remuneration Committee met One (1) time on 12/02/2026. The details of attendance in committee meeting are as follows:

S. No	Date of Meeting	Total No of Members on date of meeting	Attendance	
			Numbers of Members attended	% of Attendance
1.	12/02/2026	2	2	100

C. Risk Management Committee

The Board has constituted the Risk Management Committee as per the requirements of the Companies Act, 2013 along with applicable Rules and requirements of the Listing Regulations.

The Risk Management Committee lays down procedures:

- To inform Board members about the risk assessment and minimization procedures.
- Framing, implementing and monitoring the risk management plan for the company.
- Any other matter that may be entrusted to the Committee by the Board.

The frequency, agenda, duration, etc., for meetings of Risk Management Committee shall be as set by the Chairman of the Committee. The Company has established effective risk assessment and minimization procedures, which are reviewed by the board periodically. The procedures comprise of an in-house exercise on Risk Management, carried out periodically by the Company, including the functioning of a structure to identify and mitigate various risks faced by the Company from time to time.

The Risk Management Committee comprises of the following directors as its members as on 31st March, 2026:

S.No.	Name of Director	Designation	Category
1.	Mr. Ashwin Dorairajan	Chairman	Non-Executive Independent Director
2.	Mr. Gulshan Kumar	Member	Non-Executive Independent Director
3.	Mr. Sidharth Goyal	Member	Executive Director

The Company Secretary of the Company acts as the Secretary of the committee.

During the period under review, Mr. Sushil Kumar, Member of the Risk Management Committee, resigned w.e.f. January 02, 2026. Consequent to the same, Mr. Gulshan Kumar was appointed as a Member of the Risk Management Committee w.e.f February 12, 2026.

Your company has adopted a Risk Management Process in which a structure for risk identification and analysis are in place for every department further within which origin of the risk is identify and updating the same in risk registers if required.

These reports are consolidated and presented by the Chairman, to the Board of the Company. Your Company adopts the methods and process to assess and analyze risk holistically, identifies all compliance requirements and proactively develops measures to comply with such requirements. Your Company by identifying and proactively addressing risks and opportunities, protects and creates value for stakeholders, including owners, employees, customers, regulators, and society overall.

During the year under review, the Risk Management Committee met Two (2) time on 12/05/2025 and 05/12/2025. The details of attendance in committee meeting are as follows:

S. No	Date of Meeting	Total No of Members on date of meeting	Attendance	
			Numbers of Members attended	% of Attendance
1.	12/05/2025	3	3	100
2.	05/12/2025	3	3	100

D. Stakeholders Relationship Committee

The Board has constituted the Shareholders/Investors Grievance Committee as per the provision of section 178 of Companies Act, 2013 and as per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to specifically look into the redressal of Shareholders complaints.

The Stakeholders Relationship Committee comprises of the following directors as its members as on 31st March, 2026:

S. No.	Name of Director	Designation	Category
1.	Mr. Gulshan Kumar	Chairman	Non-Executive Independent Director
2.	Mr. Ashwin Dorairajan	Member	Non-Executive Independent Director
3.	Mr. Sidharth Goyal	Member	Executive Director

The Company Secretary of the Company acts as the Secretary of the committee.

During the period under review, Mr. Sushil Kumar, Member of the Stakeholder Relationship Committee, resigned w.e.f. January 02, 2026. Consequent to the same, Mr. Gulshan Kumar was appointed as a Member of the Stakeholder Relationship Committee w.e.f February 12, 2026.

During the year under review, the Stakeholders Relationship Committee met one time on 17/12/2025 The details of attendance in committee meeting are as follows:

S. No	Date of Meeting	Total No of Members on date of meeting	Attendance	
			Numbers of Members attended	% of Attendance

1.	17/12/2025	3	3	100
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There were no investor's complaints pending as on 31st March, 2026.

12. Accounting treatment in preparation of financial statements

The financial statements of your Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other applicable provisions of the Companies Act, 2013 and guidelines/ accounting standards lay down by the Institute of Chartered Accountants of India (ICAI). Being a Non-Banking Financial Company (NBFC), the Company has also complied with the applicable directions, guidelines, and circulars issued by the Reserve Bank of India. There has been no material departure from the prescribed accounting standards in the preparation of the financial statements.

13. Risk Management

Pursuant to the provisions of Section 134(3)(n) of the Companies Act, 2013, your Company has in place a Risk Management Policy to identify, assess, monitor, and mitigate various business and operational risks. The Policy provides a structured framework for managing key risks, including credit risk, liquidity risk, operational risk, compliance risk, market risk, and information technology and cybersecurity risks.

The Board of Directors oversees the implementation and effectiveness of the Risk Management Policy through periodic reviews and ensures that appropriate mitigation measures are in place. In the opinion of the Board, there are no risks that may threaten the existence of your Company.

14. Particulars of Loans, Guarantees given and Investments

The provisions of Section 186 of the Act, with respect to loan, guarantee, investment or security, are not applicable to your Company, as your Company is engaged in lending activities which are exempted under Section 186 of the Act. The particulars of loans, guarantees and investments made during the year under review are given in the notes forming part of the financial statements.

15. Corporate Social Responsibility (CSR)

During the financial year under review, the provisions of Section 135 of the Companies Act, 2013 read with rules framed thereunder, relating to Corporate Social Responsibility (CSR) were not applicable to the Company.

16. Vigil Mechanism/Whistle Blower Policy

The Company has adopted a policy on Whistle Blower (Vigil Mechanism) with a view to provide a mechanism for the directors and employees of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) and (10) of the Companies Act, 2013.

17. Compliance Officer

Ms. Darshna Agarwal, Company Secretary, is the Compliance Officer of the Company and can be contacted at E-mail id at info@helpagefinlease.com. Complaints or queries relating to the Shares can be forwarded to M/s Beetal Financial Computer Services Private Limited, Company's Registrar and Transfer Agents at beetalrta@gmail.com.

18. Auditors

i. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors), Rules, 2014, M/s. R. C. Agarwal & Co., Chartered Accountants (Firm Registration No. 003175N) were appointed as Statutory Auditors of the Company by the shareholders at 40th Annual General Meeting held on 27th June, 2022 for the period of five (5) years to hold office from the conclusion of 40th Annual General Meeting until the conclusion of 45th Annual General Meeting at such remuneration as may be mutually agreed. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The notes on accounts referred to in the auditors' report are self-explanatory and therefore don't call for any further comments by the Board of Directors.

There are no qualifications, reservations or adverse remarks made by the Auditors in their report for the financial year ended 31st March, 2026.

ii. Secretarial Auditor

In pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, CS Divya Rani, Practicing Company Secretary (**COP No: 26426 Peer Review Certificate No: 6693/2025**), was appointed as the Secretarial Auditor of your Company for a period of five (5) years, commencing on **April 01, 2026, until March 31, 2030**, , to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

Secretarial Audit Report in Form MR-3 is attached to this Directors' Report as "**Annexure-I**". Management response against each observation made in the Secretarial Audit Report has been furnished thereon. Further, there has been no qualification, reservation or observation made by the Secretarial Auditor in her report for the financial year ended 31st March, 2026 and hence does not call for any further comments separately.

iii. Internal Auditor

In terms of Section 138 of the Act and Rules made there under, **M/s J P K R & COMPANY**, Chartered Accountants (FRN: 330682E) was appointed as the Internal Auditor of the company for the Financial Year 2026-27, who is responsible for performance of duties as internal auditor of the company and their report will be reviewed by the audit committee from time to time.

20. Extract of the Annual Return

As per the requirements of Section 92(3) of the Companies Act and Rules framed thereunder, the extract of the Annual Return is available on website of the Company i.e. www.helpagefinlease.com.

21. Reporting of frauds

During the year under review, there have been no frauds reported by the Statutory Auditors/ Secretarial Auditors/ Internal Auditors of the Company under sub-section (12) of Section 143 of the Act.

22. Corporate Governance

In Pursuant to Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the provisions of Corporate Governance shall not apply, in respect of the listed entity having paid up equity share capital not exceeding Rs. 10 Crores and net worth not exceeding Rs. 25 Crores, as on the last day of the previous financial year.

Since the paid-up share capital of the Company is Rs. 9,94,75,000 /- and net worth of the Company is Rs. 18,97,05,775 as at 31st March, 2026. Hence, Regulation 17 to 27 of the Corporate Governance is not applicable to the Company and the report on Corporate Governance is not provided in this 44th annual report.

Further, it is hereby informed that the Company is not required to file Annual Compliance Report under Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 due to the exemption claimed under Regulation 15(2) and pursuant to circular “LIST/COMP/12/2019-20” dated 14.05.2019 issued by the BSE.

23. Particulars of Employees

The information required under Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, the ratio of remuneration of each Director, Chief Financial Officer, Company Secretary of the Company for the Financial year 2025-2026 is enclosed as “**Annexure-II**”.

24. Related Party Transaction

During the financial year, all contracts/arrangements/transactions entered by the Company with its related parties were in ordinary course of business and on arms’ length basis and thus the provisions of Section 188 of the Companies Act, 2013 and the rules made there under are not attracted.

In this regard, the materially significant related party transactions, if any made by the Company with Related Parties are in compliance with Section 188 (1) and Section 134 (3)(h) read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013.

Further, the disclosure in form AOC-2 as provided in terms of section 134 of the Companies Act, 2013 is enclosed as “**Annexure-III**”.

25. Particulars regarding the Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo

The Company has not engaged in any manufacturing activity and thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy.

There were no Foreign Exchange earnings and outgo during the financial year 2025-26.

26. Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under the listing regulations forms part of this Annual

Report is annexed as “Annexure IV”.

27. Details of Significant and Material Orders passed by regulators or courts or tribunals

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company’s operations in future.

28. Disclosure about the applicability of Cost Audit specified by the central government under section 148 of the Companies Act, 2013.

The provision of the section 148 of the Companies’ act, 2013 read with Rules 14 of the Companies (Audit & Auditors) rules, 2014 is not applicable to the Company.

29. Code of Conduct and Ethics

The Board of Directors of the Company has adopted a Code of Conduct and Ethics for the Directors and Senior Executives of the Company. The object of the Code is to conduct the Company’s business ethically and with responsibility, integrity, fairness, transparency and honesty. The Code sets out a broad policy for one’s conduct in dealing with the Company, fellow Directors and with the environment in which the Company operates.

All the Board members and Senior Management personnel have affirmed compliance with the Code for the year ended 31st March 2026. A declaration to this effect signed by the Managing Director forms a part of this Annual Report.

30. Statement pursuant to Listing agreements

The Company's securities are listed with BSE Limited. The Annual Listing Fees for the year 2025-2026 has been paid by the Company in time and there were no arrears reported for the year under review.

31. RBI Compliances

The Company has complied with all the applicable regulations of RBI as on 31st March, 2026. The Company has duly filed all returns in accordance with Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.

32. Compliance with the Secretarial Standards

The Company has complied with all the Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India (ICSI).

33. Internal Financial Control Systems and Their Adequacy

The Company possesses adequate internal controls to ensure that all assets are protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. An efficient Internal Audit department monitors adherence to these controls.

The Internal Auditor monitor and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies of the Company.

Based on the report of Internal Auditor, the process owners undertake the corrective actions in their respective areas and hereby strengthen the control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

34. Proceeding pending under the Insolvency and Bankruptcy Code, 2016

There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as at 31st March, 2026.

35. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof

The Company has neither availed any loan from banks or financial institution and hence there is no application being ever made for One Time Settlement (OTS) with any banks or financial institution.

36. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the Rules there under. There were no complaints/cases of sexual harassment reported during the financial year 2025-26.

During the year under review, no complaints pertaining to sexual harassment at work place has been received by the Company. The following is the status of complaints received and resolved during the financial year:

S.No.	Particulars	Numbers
1.	Number of Sexual Harassment Complaints received	NIL
2.	Number of Sexual Harassment Complaints disposed off	NIL
3.	Number of Sexual Harassment Complaints pending beyond 90 days.	NIL

The above reflects the Company's commitment to timely and effective redressal of complaints

37. Compliance with the Maternity Benefit Act, 1961

The Company duly complied with the provisions of the Maternity Benefit Act, 1961, including all amendment thereto. All eligible women employees have been extended the benefits mandated under the Act, including maternity leave medical bonus and nursing breaks. The Company remains committed to promoting a supportive and inclusive workplace and ensure that no discrimination or adverse action is taken against any employee on account of maternity.

38. Number of Employees as on the closure of financial year 2025-26

During the financial year under review, the total number of employees in the Company are as follows:

S.No.	Particulars	Number
1.	Female	2
2.	Male	5
3.	Transgender	0

39. General Disclosure

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company.
3. There is no change in the nature of business of the Company during the year.
4. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statement relates and the date of the Report.

40. Acknowledgement

Your directors place on records their sincere appreciation for the continued support, trust and co-operation received from the Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Ministry of Corporate Affairs, Depositories, Registrar and Transfer Agent, Bankers, Financial Institutions, Business Associates, Customers, Vendors, Auditors and all other regulatory authorities and stakeholders during the financial year under review.

The Board also expresses its gratitude to the Company's shareholders for their continued confidence and unwavering support. The Directors acknowledge the dedication, commitment and valuable contributions made by the employees at all levels, whose efforts have significantly contributed to the Company's performance and continued growth.

Your directors look forward to the continued support and co-operation of all stakeholders in the years ahead as the Company strives to achieve sustainable growth while maintaining the highest standards of corporate governance and regulatory compliance.

By the order of Board
For Helpage Finlease Limited

Date: August 05, 2026
Place: Delhi

Sd/-
Ananyaa Pandey
Director
DIN:06966851

Sd/-
Sidharth Goyal
Managing Director
DIN:02855118

FORM MR-3

**SECRETARIAL AUDIT REPORT
For The Financial Year Ended 31st March 2026**

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

To
The Members,
HELPAGE FINLEASE LIMITED
S-191/C, 3rd floor, Manak Complex
School Block, Shakarpur,
Delhi-110092

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

Based on my verification of M/s. Helpage Finlease Limited, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2026, 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. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the M/s. Helpage Finlease Limited (“The Company”) for the financial year ended on 31st March, 2026 according to the provisions of:**
 - i. The Companies Act, 2013 and the Rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1954 (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: Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there were no reportable events during the financial year under review.
 - 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; Not applicable to the company during audit period.
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable to the company during audit period.
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable to the company during audit period.
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the company during audit period.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The SEBI(LODR) Regulation 2015 entered into by the Company with Stock Exchanges
- c) Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to non-deposit taking NBFC which are specifically applicable to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, applicable Regulations, Guidelines, standards etc. mentioned above.

I further Report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non -Executive Directors and Independent Directors. 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.

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.

I further report that as per explanation and representation made by the Management in my opinion that there are adequate system and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules and regulations and guidelines.

I further report that, during the year, the Company has passed following special resolution(s);

i. In the Annual General Meeting held on September 04, 2025:

Appointment of CS Divya Rani, Practicing Company Secretary (COP No: 26426 Peer Review Certificate No: 6693/2025) as Secretarial Auditor for the term of five years w.e.f April 01, 2025

ii. In the Extraordinary General Meeting held on March 13, 2026

Appointment of Mr. Gulshan Kumar (DIN: 11506543) as Independent Director of the Company for the term of five years w.e.f February 12, 2026.

For CS Divya Rani & Associates

Sd/-

CS Divya Rani

Proprietor

Practicing Company Secretary

M. No.: 64841

COP No.: 26426

Peer Review Cert. No.: 6693/2025

UDIN: A064841H000807308

Place: Faridabad

Date: July 10, 2026

*This report is to be read with our letter of even date which is annexed as **Annexure A***

Annexure – A

To,
The Board of Directors
HELPAGE FINLEASE LIMITED
S-191/C, 3rd floor, Manak Complex,
School Block, Shakarpur, Delhi-110092

My Secretarial Audit Report for the for the financial year ended 31st March, 2026 of even date is to be read along with this letter.

Management's Responsibility:

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

Auditor's Responsibility:

2. My responsibility is to express an opinion on these secretarial records, standards and procedure followed by the Company with respect to secretarial compliances.
3. I have conducted the audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide the basis for our opinion.
5. Whenever required, I have obtained reasonable assurance whether the statements prepared, documents or Records in relation to Secretarial Audit, maintained by the Company, are free from misstatement.
6. Whenever required, I have obtained the management's representation about the Compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

7. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
8. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.

For CS Divya Rani & Associates

Place: Faridabad
Date: July 10, 2026

Sd/-
CS Divya Rani
Proprietor
Practicing Company Secretary
M. No.: 64841
COP No.: 26426
Peer Review Cert. No.: 6693/2025
UDIN: A064841H000807308

“ANNEXURE-II”

Details of ratio of remuneration of Directors under section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), rules 2014.

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Name of the Directors	Ratio to Median Remuneration
Mr. Sidharth Goyal, Managing Director	Nil
Mr. Ashwin Dorairajan, Non-Executive Independent Director	Nil
Ms. Ananyaa Pandey, Non-Executive Non- Independent Director	Nil
Mr. Sushil Kumar, Non- executive Independent Director (Resigned w.e.f January 02, 2026)	Nil
Mr. Gulshan Kumar, Non- executive Independent Director (Appointed w.e.f February 12, 2026)	Nil

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager, if any, in the financial year;

Name of the persons	% Increase in Remuneration
Mr. Sidharth Goyal, Managing Director	Nil
Mr. Ashwin Dorairajan, Non-Executive Independent Director	Nil
Ms. Ananyaa Pandey, Non-Executive Non-Independent Director	Nil
Mr. Sushil Kumar, Non- executive Independent Director (Resigned w.e.f January 02, 2026)	Nil
Mr. Gulshan Kumar, Non- executive Independent Director (Appointed w.e.f February 12, 2026)	Nil
Ms. Darshna Agarwal, Company Secretary and Compliance officer.	17.5%

- c) The percentage increase in the median remuneration of employees in the financial year: **Nil**
- d) The number of permanent employees on the rolls of company as on 31st March 2026: **Seven (7)**
- e) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration: **Nil**
- f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high-performance staff. The Company follows a compensation mix of fixed pay, benefits and performance-based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

g) Information pursuant to 197 (12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

h) Name of top seven employees of the company as on 31.03.2026 are as follows:

S. No.	Employee Name	Designation	Education Qualification	Age	Experience (in Years)	Date of Joining	Location	Remuneration (Per Annum)	Nature of Employment	Last Company Name
1.	Praveen Singh Bhadauriya	Manager Sales and Operations	B. Com/ PGDBO	33	9	18-10-2021	India	7,56,000	Permanent	HDFC Bank
2.	Amit Verma	Sr. Accountant	B. Com	33	10	21-08-2015	India	6,36,000	Permanent	Fresher
3.	Aarti Gupta	Sr. Accountant	M.Com	31	11	03-10-2016	India	6,12,000	Permanent	Qtronics Equipments (1) Pvt Ltd.
4.	Deepak Kumar	Sr. Manager Accountant	Semi Qualified	33	10	20-06-2022	India	5,76,000	Permanent	Varun Traders
5.	Darshna Agarwal	Company Secretary & Compliance Officer	CS	31	3	10-06-2024	India	5,64,000	Permanent	Alankit Assignment Ltd.
6.	Deepak Kumar Mishra	Assistant Manager Sales & Operations	B. A	29	6	12-07-2022	India	4,80,000	Permanent	IndusInd Bank
7.	Sujeet Kumar Mahto	Business Development Executive	B. Tech	28	3	01-04-2024	India	3,48,000	Permanent	Demand Transport Company

Note:

1. Employees mentioned above are neither relative of any director of the Company nor hold 2% or more of the paid-up share capital of the Company as per clause (iii) of sub-rule 2 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
2. During the financial year under review, Company had not employed any such employee who was in receipt of salary more than Rupees One Crore Two Lakh annually and Eight Lakh Fifty Thousand Monthly.

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not on an arm's length basis:

There were no contracts or arrangements or transactions entered into during the financial year under review which was not an arm's length basis.

Sr.	Particulars	Details
1	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Nil
2	Name (s) of the related party	Nil
3	Nature of the relationship	
4	Nature of contracts/arrangements/transaction	Nil
5	Duration of the contracts/arrangements/transaction	Nil
6	Salient terms of the contracts or arrangements or transaction including the value,	Nil
7	Justification for entering into such contracts or arrangements or transactions'	Nil
8	Date of approval by the Board	Nil
9	Amount paid as advances, if any	Nil
10	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil
11	SRN of MGT-14	Nil

2. Details of material contracts or arrangement or transactions on an arm's length basis:

The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2026, are as follows:

S.No	Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Name (s) of the related party & nature of relationship	Nature of contracts / arrangements/ transaction	Duration of the contract's arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	U85100DL2012NPL243502	Sarvsahara Foundation (Entity controlled by Promoter)	Loan given	Ongoing	As per the agreed terms and conditions.	-	-
2.	U80904DL2017PTC318370	Himalayan Education Services Private Limited (Entity controlled by Promoter)	Interest accrued	Ongoing	As per the agreed terms and conditions.	-	-
3.	ANBPG0167C	Chaman Goyal (Relative of KMP)	Loan given	Ongoing	As per the agreed terms and conditions.	-	-

For **Helpage Finlease Limited**

Date- August 05, 2026
Place- Delhi

Sd/-
Sidharth Goyal
Managing Director & CFO
DIN:02855118

Sd/-
Ananyaa Pandey
Director
DIN: 06966851

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- **Global Economy:**

The global economy remained resilient during 2025, with world GDP growth of 3.4%, supported by technology-led investments, moderating inflation, and relatively stable global trade. Easing trade tensions and measured monetary policy actions by major central banks contributed to improving financial stability and supported investor confidence. Emerging markets continued to outperform advanced economies, driven by resilient domestic demand and sustained economic activity.

However, the global economic environment remained subject to heightened geopolitical uncertainties arising from the continuing Russia–Ukraine conflict and escalating tensions in the Middle East. These developments led to volatility in commodity and energy markets, higher input costs, persistent inflationary pressures, and tighter financial conditions, thereby moderating global growth expectations.

For the financial services and lending sector, these macroeconomic developments continue to influence the cost of funds, liquidity conditions, credit demand, asset quality, and overall risk management. Inflationary pressures, interest rate movements, and market volatility require financial institutions to adopt prudent lending practices, strengthen credit assessment frameworks, and maintain adequate liquidity buffers. At the same time, resilient economic activity in emerging markets, particularly India, supported by strong domestic demand, infrastructure investment, and policy reforms, continues to provide opportunities for sustainable credit growth. The evolving global environment reinforces the importance of robust risk management, operational resilience, and disciplined capital allocation in ensuring long-term business sustainability.

- **Outlook:**

The global economy is expected to witness moderate growth during 2026 and 2027, supported by resilient labour markets, easing inflationary pressures, and continued investments in technology and infrastructure. According to the IMF's April 2026 World Economic Outlook, global GDP is projected to grow by 3.1% in 2026 and 3.2% in 2027, although growth expectations have been moderated due to heightened geopolitical tensions, evolving trade dynamics, and tighter financial conditions.

Advanced economies are expected to register steady but moderate growth, supported by selective fiscal measures and improving labour market conditions, while emerging economies are projected to remain the primary drivers of global economic expansion. India is expected to continue as one of the fastest-growing major economies, supported by robust domestic demand, sustained infrastructure investments, manufacturing expansion, digitalisation, and ongoing structural reforms.

Inflation is expected to gradually moderate over the medium term, although it may remain above historical averages in several economies. Central banks are expected to adopt a calibrated approach

to monetary policy based on evolving inflation trends and economic conditions. At the same time, geopolitical tensions, supply chain realignments, energy price volatility, and trade policy uncertainties are likely to remain key risks influencing the global economic outlook.

The global economic outlook continues to be influenced by geopolitical developments, evolving trade policies, supply chain realignments, and volatility in commodity and energy markets. Ongoing geopolitical conflicts, protectionist measures, and disruptions in global trade routes may continue to pose risks to economic growth and financial stability. Nevertheless, continued advancements in technology, digital transformation, and the transition towards sustainable and green energy are expected to create new opportunities for productivity, investment, and long-term economic growth.

Overall, while downside risks remain, the global economy is expected to demonstrate resilience, supported by policy coordination, technological innovation, and the gradual normalisation of inflation and financial conditions.

- **Indian Economy**

The Indian economy continued to demonstrate resilience during FY 2025-26 despite global geopolitical uncertainties, evolving trade dynamics, and volatile financial markets. Supported by strong domestic demand, sustained public capital expenditure, and stable macroeconomic fundamentals, India remained among the fastest-growing major economies globally. According to the Second Advance Estimates, real GDP is estimated to have grown by **7.6%**, reflecting broad-based expansion across key sectors of the economy.

Private consumption remained the primary driver of economic growth, aided by easing inflation, improving employment conditions, and rising disposable incomes. Government-led infrastructure investments and policy initiatives continued to strengthen manufacturing, construction, and allied sectors while enhancing long-term economic capacity. Continued emphasis on digitalisation, financial inclusion, and structural reforms further supported investment and business activity.

Inflation remained broadly under control during the year despite periodic volatility in global commodity and energy prices. The banking and financial system continued to remain well-capitalised and adequately liquid, supporting the flow of credit across productive sectors of the economy.

Looking ahead, India's strong economic fundamentals, favourable demographics, expanding digital economy, and continued focus on infrastructure development and structural reforms are expected to support sustainable economic growth. While external risks arising from geopolitical developments and global financial market volatility continue to persist, the Indian economy remains well-positioned to sustain its growth momentum over the medium term.

- **Outlook On the Indian Economy**

The outlook for the Indian economy remains positive, supported by strong domestic demand, continued infrastructure investments, structural reforms, and increasing digital adoption. Stable macroeconomic fundamentals, improving consumption, and sustained public capital expenditure are expected to support economic growth over the medium term.

While external challenges such as geopolitical uncertainties, global trade disruptions, and commodity price volatility may pose risks, India's resilient economic framework, favourable demographics, and policy support are expected to sustain growth momentum. The economy is expected to remain among the fastest-growing major economies, providing a stable foundation for long-term economic development.

- **INDUSTRY OVERVIEW:**

Financial Services [Non-Banking Financial Company (NBFC)- Lending]

Global Financial Services and Lending Industry

The global financial services and lending industry is experiencing robust expansion, with the broader financial services market valued at approximately **USD 28.9 trillion in 2025** and projected to reach **USD 60.8 trillion by 2034**, representing a compound annual growth rate (CAGR) of 8.6%

Within this ecosystem, the lending market—encompassing consumer, commercial, mortgage, and other loan products—has demonstrated particularly strong performance. The global lending market grew from **\$12.18 trillion in 2025 to \$13.07 trillion in 2026**, a CAGR of 7.3%, and is forecast to reach **\$17.28 trillion by 2030**. **Commercial lending, a key sub-segment, is expanding even more rapidly, growing from **\$19.04 trillion in 2025 to \$22.15 trillion in 2026** at a CAGR of 16.3%, with projections reaching **\$40.38 trillion by 2030**

- **Indian Financial Services & NBFC Sector**

The Indian Banking, Financial Services, and Insurance (BFSI) sector has undergone a massive transformation, reflecting the country's deepening financialization and formalization of household savings. From a market capitalization of ₹1.8 lakh crore in 2005, the sector has expanded over 50-fold to reach approximately ₹91 lakh crore in 2025, growing at a robust Compound Annual Growth Rate (CAGR) of around 22%

While banks remain the dominant players, their share of the BFSI market capitalization has reduced from 85% in 2005 to 57% in 2025. This shift highlights the rising prominence of Non-Banking Financial Companies (NBFCs), insurers, fintech's, and asset management companies as significant value creators. Specifically, NBFCs have cemented their role, contributing 18% of the total BFSI sector earnings in FY24. The credit portfolio of NBFCs grew by close to 20% in FY25, significantly outpacing the banking sector's expansion of 12%, underscoring their crucial role in meeting the financing needs of households and enterprises that require speed and flexibility.

The growth trajectory of NBFCs is expected to moderate from the 23% expansion seen in FY24 to a more sustainable growth of 15-17% over FY25 and FY26. This moderation is due to a combination of regulatory recalibration and strategic shifts toward more sustainable, risk-adjusted growth.

Company's Overview:

Helpage Finlease Limited is a non-deposit taking and non-systematically important Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI) under Section 45-IA of Reserve Bank of India Act, 1934, listed on Bombay Stock Exchange (BSE).

The Company is engaged into the lending business mainly focused for catering the financial needs for education fee finance and small and medium enterprise (SME's) which eventually have a high role to play to boost the growth of developing country like India. The Company has also obtained registration with four CIC's (Credit Information Companies) and maintaining the data as required.

The Management Discussion and Analysis Report (MDAR) provide an insight into the performance of the Company in the previous years, in the current year and its future plans besides the risks, uncertainties associated with the Company's business along with the management perception and vision to win over the anomalies of future business situations. The Management Discussion and Analysis Report (MDAR)

contain management's interpretation of financial performance of the Company more over actual results are reflected in the financial statements which should be studied in consonance with the Management Perspective.

- **Opportunities and Threats-**

Opportunities

The increasing demand for student fee financing, growing credit requirements of Micro, Small and Medium Enterprises (MSMEs), rapid digitalisation of financial services and government initiatives promoting financial inclusion provide significant growth opportunities for the Company. These factors are expected to support business expansion and enhance credit penetration across underserved segments.

Threats

The Company operates in a dynamic business environment and faces challenges arising from changes in regulatory requirements, interest rate fluctuations, credit risk, increasing competition and macroeconomic uncertainties. The Company continues to mitigate these risks through prudent lending practices, robust risk management systems and strong governance standards.

- **Segment Wise or Product Wise Performance**

	FY 2025-26		FY 2024-25	
	Student Education Fee Finance	SME Lending	Student Education Fee Finance	SME Lending
Income	4804298	124120534	35,90,568	8,28,70,922
Grand Total	4804298	124120534	35,90,568	8,28,70,922
Expenses	1639720	97876246	14,40,624	6,97,11,205
Grand Total	1639720	97876246	14,40,624	6,97,11,205
Profit	3164578	26244288	21,49,944	1,31,59,717

- **Strategic Growth Roadmap (Outlook)**

Helpage Finlease Limited remains focused on achieving sustainable and profitable growth by strengthening its presence in student fee financing and SME lending. It aims to enhance its lending portfolio through prudent credit underwriting, technology-driven processes and a customer-centric approach while maintaining strong asset quality and regulatory compliance. The Company will continue to focus on operational efficiency, effective risk management and responsible lending practices to create long-term value for its stakeholders.

- **Risks & Concerns:**

Risk management forms an integral part of our Company's Business. Being a lending institution, there are inherent financial and nonfinancial risks. We have a proper risk management framework to identify, assess, monitor and manage various types of internal and external risks. The company identifies and monitors risks periodically.

• **Internal Control Systems & their adequacy:**

The Company has established comprehensive internal control procedures tailored to its scale and operations. These controls are overseen by the Board of Directors, who are responsible for setting guidelines and ensuring their adequacy, effectiveness, and consistent application.

The internal control framework is designed to promote operational efficiency, ensure the accuracy and reliability of accounting and management information, and comply with all applicable laws and regulations. It also safeguards the Company's assets by facilitating the timely identification and management of risks, including operational, compliance-related, economic, and financial risks.

• **Performance highlights:**

The highlights of the Company's performance are as under: -

- Total Revenue from operations increased from Rs. 8,64,615,00/- to Rs. 12,89,05,200/-
- Net Profit for the year increased from Rs1,47,53,900/- to Rs 2,94,08,900. /-
- Earnings per share (diluted) had increased from Rs. 1.54 to Rs. 2.96

• **Human Resources/Industrial Relations:**

The Company HR function is aligned with the Company's overall growth vision and continuously works on areas such as recruitment and selection policies, disciplinary procedures, reward/recognition policies, learning and development programmes as well as all-round employee development.

The Company provides a safe and rewarding environment that attracts and retains a talented team and where employees are engaged in delivering exceptional results to the customers and investors.

• **Key Financial Ratios:**

There have been significant changes (i.e., change of 25% or more) in the ratios as compared to previous financial year.

Particulars	Current Year	Previous Year	%CHANGE	Reason for >25% Change
Current Ratio	1.20	1.59	-24.21	due to decrease in current assets
Debt-Equity Ratio	5.38	4.93	9.08	due to Increase in borrowings
Debt Service Coverage Ratio,	0.13	0.11	18.26	-
Return on Equity Ratio	0.16	0.09	72.58	due to Increase in Net profit
Inventory turnover ratio	NA	NA	NA	-

Trade Receivables turnover ratio	3.82	1.57	143.59	-
Trade payables turnover ratio	4.00	4.24	-5.65	due to Increase in Finance cost
Net capital turnover ratio	0.68	0.53	29.08	due to Increase in Income
Net profit ratio	0.23	0.17	33.70	-
Return on investment	NA	NA	NA	-
Interest Service Coverage Ratio	1.53	1.54	-0.46	-
Operating Profit Margin (%)	0.31	0.24	29.40	-
Net Profit Margin (%)	0.23	0.17	33.70	-

- **Disclosure of Accounting Treatment:**

There has been no change in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard.

- **Cautionary Statement:**

The statements made in this report describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

Date: August 05, 2026

Place: Delhi

By the order of Board
For Helpage Finlease Limited

Sd/-
Sidharth Goyal
Managing Director & CFO
DIN:02855118

CFO CERTIFICATION

Compliance Certificate as required under Regulation 17(8) of Listing Regulations, 2015

To,
The Board of Directors
HELPAGE FINLEASE LIMITED
S-191/C, 3rd Floor, Manak Complex,
School Block, Shakarpur Delhi-110092

I, the undersigned, certify that-

- A.** I have reviewed financial statements and the cash flow statement for the year ended March 31, 2026 and that to the best my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2026, which are fraudulent, illegal or violates of the Company's code of conduct.
- C.** I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, efficiencies in the design or operation of such internal control system, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D.** I further certify that i have indicated to the auditors and the Audit Committee:
- there were no significant changes in internal controls over financial reporting during the year;
 - there are no significant changes in accounting policies during the year, and
 - there were no instances of significant fraud of which I became aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: August 05, 2026

Place: Delhi

By the order of Board
For Helpage Finlease Limited

Sd/-
Sidharth Goyal
Managing Director & CFO
DIN:02855118

DECLARATION REGARDING CODE OF CONDUCT

In accordance with Regulation 26(3) of SEBI Listing Regulations, 2015, I hereby confirm that, all members of the board of directors and the senior management personnel of the Company have affirmed compliance with their respective Codes of Conduct, as applicable to them for year ended March 31, 2026.

By the order of Board
For Helpage Finlease Limited

Date: August 05, 2026
Place: Delhi

Sd/-
Sidharth Goyal
Managing Director
DIN:02855118

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
HELPAGE FINLEASE LIMITED
S-191/C, 3rd Floor, Manak Complex, School Block,
Shakarpur Delhi-110092

I have examined the relevant registers, records, forms, returns and disclosures, received from the Directors of **Helpage Finlease Limited** having **CIN L51909DL1982PLC014434** having registered office at S-191/C, 3rd Floor, Manak Complex, School Block, Shakarpur New Delhi – 110092 (hereinafter referred to as ‘the Company’), produced before me 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 my opinion and to the best of my information and knowledge 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 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, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Sidharth Goyal	02855118	23/12/2009
2.	Ananyaa Pandey	06966851	02/09/2014
3.	Sushil Kumar*	08084573	12/03/2018
4.	Gulshan Kumar	11506543	12/02/2026
5.	Ashwin Dorairajan	06770980	29/09/2021

*The independent Directors has been resigned from the Board due to pre occupancy with effect from the close of business hours on January 02, 2026.

Ensuring the eligibility for the 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 the basis of 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 CS Divya Rani & Associates

Sd/-

CS Divya Rani

Proprietor

Practicing Company Secretary

M. No.: 64841

COP No.: 26426

Peer Review Cert. No.: 6693/2025

UDIN: A064841H000807286

Place: Faridabad

Date: July 10, 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of HELPAGE FINLEASE LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **HELPAGE FINLEASE LIMITED**, which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 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 March 31, 2026, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 43 of the Companies Act, 2013. Our responsibilities or der those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 Companies Act, 2013 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our checks and on the basis of information and explanation from the management we have determined that there are no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the

audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including comprehensive income, and cash flows and changes in equity 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 the accuracy and completeness of the accounting records, Relevant to the preparation and presentation of the INDAS 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, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Ind AS 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 mis-statement when it exists. Mis statements 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 Companies Act, 2013, 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 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 disclosure in the standalone 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 the mall relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure1 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the 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, 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 Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Reporting Annexure2. Our report expresses an unmodified opinion on the adequacy and effectiveness of the Company's internal financial controls over financial reporting.
 - (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 does not have any pending litigation which would impact its financial position.
- ii. the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to any persons or entities, including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party "Ultimate Beneficiaries" or provide any guarantee, security or the like on behalf of the Ultimate Beneficiary.

(c') Based on such audit procedures that we have considered appropriate in the circumstances nothing has come to our notice that has caused us to believe that the representations under paragraphs (iv) (a) and (b) above contain any material miss-statement

The Company has not declared or paid dividend during the year.
- v. Based on our examination which included test check, the company has used an accounting software for maintain books of account which has a feature of recording audit trail facility and the same has been operated throughout the year for all relevant transaction recorded in the software. Further during the course of audit we did not come across any instances of audit trail features being tempered and did the audit trail has been preserved by the company as per the statutory requirement for record retention.

For R C Agarwal & Co.
Chartered Accountants
Firm Reg. No.: 003175N

Sd/-

CA Pravin Kumar Jha
Partner
Membership No.: 506375
Date: May 27, 2026
Place: New Delhi
UDIN: 26506375GZKQQM8672

Re: **HELPAGE FINLEASE LIMITED**

ANNEXURE 1 REFERRED TO IN SUB-PARAGRAPH (1) OF PARAGRAPH ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE

1. (The Company has maintained proper records showing full particulars of property. The company has no Plant and Equipment and Intangibles as at year end.
 - i. Title deeds of the land are held in the name of the Company.
 - ii. The Company has not revalued property during the year. Accordingly clause 3(i) (c) & (d) of the order are not applicable.
 - iii. We are informed by the Company that no proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.
2. (i) The Company does not hold any inventory. Accordingly, clause 3(ii) of the Order is not applicable to the Company.
3. During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other entities
4. The company has not entered into any transactions during the year covered under section 185 of the Act and has complied with the provisions of section 186 of the Act.
5. The Company has not accepted any deposits from the public nor there are any deemed deposits during the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
6. The maintenance of cost records has not been specified by the Central Government. Thus, reporting under clause 3(vi) of the Order is not applicable to the company.
7. (a)The Company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it during the year. Provident Fund, Employees State Insurance, Custom Duty, Investor Education & Protection Fund Cess, etc. are not applicable to the company.

(b)According to the information and explanation given to us, there are no dues of income tax, GST etc. which have not been deposited on account of any dispute.
8. There were no such transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
9. The Company has not availed any loan or borrowings from any lender. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
10. The company has not raised any money by way of initial public offer or under public offer nor made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable.

11. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year / course of audit nor any report filed under section 143(12) of the Act. No whistle blower complaints received during the year.
12. The company is not a Nidhi company. Accordingly, provisions of clause 3 (xii) of the Order are not applied to the company.
13. Section 177 of Companies Act, 2013 is not applicable to the company and the provisions of section 188 of the Act have been complied with and the details of the related party transactions have been disclosed in Ind AS financial statements as required by the applicable accounting standards.
14. The company has internal audit system and internal audit reports issued by internal auditors during our audit. Hence paragraph 3(xiv) applicable to the company and comply with CARO.
15. During the current year, the company has not entered into any non-cash transactions with directors or persons connected with them.
16. According to information and explanations given to us, the Company is a Non- Banking Financial Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.
17. The Company has not incurred cash losses during the current and previous financial year.
18. There was no resignation of statutory auditors during the year. Accordingly, the provisions of clause 3(xviii) of the Order are not applicable.
19. In our opinion and based on the representations made to us by the management. The Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. The provisions of section 135 of the Act relating to corporate social responsibility are not applicable to the company. Accordingly, the provisions of clause 3(xx) of the Order are not applicable

For R C Agarwal & Co.

Chartered Accountants

Firm Reg. No.: 003175N

Sd/-

CA Pravin Kumar Jha

Partner

Membership No.: 506375

Date: May 27, 2026

Place: New Delhi

UDIN: 26506375GZKQQM8672

“Annexure2” referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date on the Ind AS financial statements of **HELPAGE FINLEASE LIMITED** for the year ended March 31,2026

Report on the Internal Financial Controls with reference to Ind AS financial statements under Cause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls with reference to Ind AS financial statements of **HELPAGE FINLEASE LIMITED** as of March 31, 2026 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

1. Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Ind AS financial statements 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 detect on 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.

2. Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing as prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Ind AS financial statements. 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 with reference to these Ind AS financial statements were 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 with reference to these Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, 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 with reference to these Ind AS financial statements.

3. Meaning of Internal Financial Controls with reference to Ind AS financial statements

A Company's internal financial controls with reference to these Ind AS financial statements 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 controls with reference to these financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reason 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

4. Inherent Limitations of Internal Financial Controls with reference to Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control with reference to these Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

5. Opinion

In our opinion, the company has, in all material respects, adequate internal financial controls with reference to the Ind AS financial statements and such internal financial controls with reference to these Ind AS financial statements were operating effectively as on March 31, 2026 based on the internal financial controls with reference to Ind AS financial statements 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 R C Agarwal & Co.
Chartered Accountants
Firm Reg. No.: 003175N

Sd/-

CA Pravin Kumar Jha
Partner
Membership No.: 506375
Date: 27th May 2026
Place: New Delhi
UDIN: 26506375GZKQQM8672

HELPAGE FINLEASE LIMITED
S-191/C, Manak Complex, 3rd Floor, School Block, Shakarpur, Delhi - 110092
CIN: L51909DL1982PLC014434

BALANCE SHEET AS AT 31st MARCH 2026

(Figures in '100)

PARTICULARS		Note No.	As at 31st March 2026	As at 31st March 2025
	ASSETS			
(1)	Financials Assets			
(a)	Cash and cash equivalents	14	431	431
(b)	Bank Balance other than (a) above	14	2,13,958	5,68,992
(c)	Derivative financial instruments			
(d)	(I) Trade Receivables	13	3,52,823	3,21,305
	(II) Other Receivables		-	-
(e)	Loans	12	1,19,26,143	92,66,624
-(f)	Investments		-	-
(g)	Other Financials assets	10	-	5,000
(2)	Non-Financial Assets			
(a)	Inventories		-	-
(b)	Current tax Assets (Net)		-	-
(c)	Deferred tax Assets (Net)	4	2,733	-
(d)	Investment Property		-	-
(e)	Biological assets other than bearer plants		-	-
(f)	Property, Plant and Equipment	11	64,854	86,283
(g)	Capital work-in-progress		-	-
(h)	Intangible assets under development		-	-
(i)	Goodwill		-	-
(j)	Other Intangible assets		-	-
(k)	Other financial assets	10	13,899	54,299
	Total Assets		1,25,74,840	1,03,02,934
	LIABILITY AND EQUITY			
	LIABILITY			
(1)	Financial Liabilities			
(a)	Derivative financial instruments		-	-
(b)	Payables			
	(I) Trade Payables:			
	(i) total outstanding due to micro enterprises and small enterprises		-	-
	(i) total outstanding due to creditors other than micro enterprises and small enterprises		-	-
	(I) Other Payables:			

	(i) total outstanding due to micro enterprises and small enterprises		-	-
	(i) total outstanding due to creditors other than micro enterprises and small enterprises	9	2,16,888	1,56,804
(c)	Debt Securities		-	-
(d)	Borrowings (Other than Debt Securities)	7	1,02,03,957	43,27,088
(e)	Deposits		-	-
(f)	Subordinated Liabilities		-	-
(g)	Other Long-Term liabilities	8	-	37,72,104
(h)	Provisions	5	-	-
(2)	Non-Financials Liabilities			
(a)	Current tax liabilities (Net)	6	1,09,642	90,038
(b)	Provisions	5	1,47,296	3,07,527
(c)	Deferred tax liabilities (Net)	4		6,881
(d)	Other non-financials liabilities		-	-
(3)	EQUITY			
(a)	Equity Share Capital	2	9,94,750	9,94,750
(b)	Other Equity	3	9, 02,308	6,47,743
	Total Liabilities and Equity		1,25,74,840	1,03,02,934

1

Summary of significant accounting policies and additional notes.

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

As per our report of even dated attached

For R C Agarwal & Co.
Chartered Accountants
Firm Reg. No.: 003175N

For HELPAGE FINLEASE LIMITED

Sd/-
CA Pravin Kumar Jha
Partner
Membership No.: 506375

Date: May 27, 2026
Place: New Delhi
UDIN: 26506375GZKQQM8672

Sd/-
Sidharth Goyal
Managing Director
DIN: 02855118

Sd/-
Ananyaa Pandey
Director
DIN: 06966851

Sd/-
Darshna Agarwal
Company Secretary &
Compliance Officer
M.No.: A73854

HELPAGE FINLEASE LIMITED
S-191/C, Manak Complex, 3rd Floor, School Block, Shakarpur, Delhi - 110092
CIN: L51909DL1982PLC014434

STATEMENT OF PROFIT & LOSS A/C THE PERIOD ENDING 31ST MARCH 2026

(Figures in '100)

PARTICULARS		No te No.	For the period ending on 31st March 2026	For the period ending on 31st March 2025
(I)	Revenue from operations			
(a)	Interest Income	15	12,89,052	8,64,615
(b)	Dividend Income		-	-
(c)	Rental Income		-	-
(d)	Fees and commission Income		-	-
(e)	Net gain on fair value changes		-	-
(f)	Net gain on de-recognition of financial instruments under amortized cost category		-	-
(g)	Sale of products (including Excise Duty)		-	-
(h)	Other (to be specified)		-	-
	Total Revenue from operations		12,89,052	8,64,615
(II)	Other Income	16	196	-
(III)	Total Income (I + II)		12,89,248	8,64,615
	Expenses			
(i)	Finance Costs	17	7,47,445	5,85,722
(ii)	Fees and commission expense	18	-	
(iii)	Net loss on fair value changes		-	-

(iv)	Net loss on de-recognition of financial instruments under amortised cost category			
	Impairment on financial instruments		-	-
(v)	Cost of materials consumed		-	-
(vi)	Purchases of Stock-in-trade		-	-
(vii)	Changes in Inventories of finished goods, stock-in-trade and work-in-progress		-	-
(viii)	Employee Benefits Expenses	19	61,880	34,209
(ix)	Depreciation, amortization and impairment	20	18,654	15,165
(x)	Others expenses	21	62,129	22,633
(IV)	Total Expenses (IV)		8,90,107	6,57,729
(V)	Profit/(Loss) before exceptional items and tax (III-IV)		3,99,141	2,06,886
(VI)	Exceptional Items:			
	NPA Provision		-	-
(VII)	Profit/(Loss) before tax (V-VI)		3,99,141	2,06,886
(VII)	Tax Expense:	22	1,05,052	53,790
	(1) Current Tax			
	(2) Deferred Tax	23	-	5,558
(IX)	Profit/(Loss) for the period from continuing operations (VII-VIII)		2,94,089	1,47,539
(X)	Profit/(Loss) from discontinuing operations		-	-
(XI)	Tax Expense of discontinued operations		-	-
(XII)	Profit/(Loss) from discontinuing operations (After tax) (X-XI)		-	-
(XIII)	Profit/(Loss) for the period (IX-XII)		2,94,089	1,47,539
(XIV)	Other Comprehensive Income		-	-

(XV)	Total Comprehensive Income for the period (XIII-XIV)		2,94,089	1,47,539
(XV)	Earning per equity share (for continuing operations)		2.96	1.54
	-Basic (Rs)		2.96	1.54
	- Diluted (Rs)			

Summary of significant accounting policies and additional 1 notes.

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

As per our report of even dated attached

For R C Agarwal & Co.

Chartered Accountants
Firm Reg. No.: 003175N
Sd/-

CA Pravin Kumar Jha
Partner
Membership No.: 506375

Date: May 27, 2026
Place: New Delhi
UDIN: 26506375GZKQQM8672

For HELPAGE FINLEASE LIMITED

Sd/-

Sidharth Goyal
Managing Director

DIN:
02855118

Sd/-

Ananyaa Pandey
Director

DIN:
06966851

Sd/-

Darshna Agarwal
Company Secretary & Compliance Officer
M.No. A73854

HELPAGE FINLEASE LIMITED

Regd. Office: S-191C, 3rd Floor, Manak Complex, School Block, Shakarpur, New Delhi-110092

CIN No. L51909DL1982PLC014434

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

(Figures in '100)

PARTICULARS		For the period ending on 31st March 2026	For the period ending on 31st March 2025
A.	Cash Flow from Operating Activities		
	Net Profit before tax and extraordinary items (as per Statement of Profit and Loss)	3,99,141	2,06,886
	Adjustments for non-Cash/ Non-trade items:		
	Depreciation & Amortization Expenses	18,654	15,165
	Finance Cost	7,47,445	5,85,722
	Other Inflows / (Outflows) of cash		
	Operating profits before Working Capital Changes Adjusted For:		
	(Increase) / Decrease in trade receivables	(31,518)	4,62,136
	Increase / (Decrease) in trade payables	60,085	37,637
	Increase / (Decrease) in other current liabilities	(1,89,765)	2,77,841
	(Increase) / Decrease in other current assets	45,400	(30,771)
	Cash generated from Operations	(1,15,798)	7,46,843
	Income Tax (Paid) / Refund	(1,05,052)	(53,790)
	Net Cash flow from Operating Activities(A)	9,44,389	15,00,826
B.	Cash Flow from Investing Activities		
	Purchase of tangible assets	2,775	(67,194)
	Cash advances and loans made to other parties	(26,59,518)	(40,32,646)
	Cash advances and loans received back	-	-
	Net Cash used in Investing Activities(B)	(26,56,743)	(40,99,840)
C.	Cash Flow from Financing Activities		
	Finance Cost	(7,47,445)	(5,85,722)
	Increase in / (Repayment) of Long-term borrowings	21,04,765	36,77,636
	Increase / (Decrease) in share capital	-	-
	Other Inflows / (Outflows) of cash	-	-
	Net Cash used in Financing Activities(C)	13,57,320	30,91,914
D.	Net Increase / (Decrease) in Cash & Cash Equivalents(A+B+C)	(3,55,035)	4,92,901
E.	Cash & Cash Equivalents at Beginning of period	5,69,423	76,522
F.	Cash & Cash Equivalents at End of period	2,14,388	5,69,423
G.	Net Increase / (Decrease) in Cash & Cash Equivalents(F-E)	(3,55,035)	4,92,901

Summary of significant accounting policies and additional notes. 1

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

As per our report of even dated attached

For R C Agarwal & Co.
Chartered Accountants
Firm Reg. No.: 003175N

Sd/-
CA Pravin Kumar Jha
Partner
Membership No.: 506375

Date: May 27, 2026
Place: New Delhi
UDIN: 26506375GZKQQM8672

For Helpage Finlease Limited

Sd/-
Sidharth Goyal
(Managing Director)
DIN: 02855118

Sd/-
Ananyaa Pandey
(Director)
DIN: 06966851

Sd/-
Darshna Agarwal
Company Secretary
& Compliance
Officer
M. No. A73854

HELPAGE FINLEASE LIMITED

Regd. Office: S-191C, 3rd Floor, Manak Complex, School Block, Shakarpur, New Delhi-110092

CIN No. L51909DL1982PLC014434

Statement of Change in Equity

(Figures in '100)

Particulars	31-Mar-26	31-Mar-25
Balance at the beginning of the reporting period	9,94,750	9,94,750
Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting period	9,94,750	9,94,750

Other Equity

(Figures in '100)

Particulars	Retained Earning	Statutory Reserve	Securities Account	Premium
Balance as at 1st April 2025	3,67,642	1,07,350	1,72,750.00	
Profit during the year	3,03,703	-	-	
transfer to statutory reserve fund in term of section 45(IC) of RBI Act, 1934	(59,793)	59,793	-	
transfer to provision for standard assets in term of section 45(IC) of RBI Act, 1934	(49,138)	-	-	
Balance as at 31st March 2026	5,62,414	1,67,143	1,72,750.00	

Summary of significant accounting policies and additional notes. 1

The accompanying notes referred above form an integral part of the Financial Statements.
As per our report of even dated attached

For R C Agarwal & Co.

Chartered Accountants

Firm Reg. No.: 003175N

Sd/-

CA Pravin Kumar Jha

Partner

Membership No.: 506375

Date: May 27, 2026

Place: New Delhi

UDIN:

26506375GZKQQM8672

Sd/-

Sidharth

Goyal

Managing

Director

DIN:

02855118

Sd/-

Ananyaa

Pandey

Director

DIN: 06966851

Sd/-

Darshna Agarwal

Company Secretary &
Compliance Officer

M.No. A73854

For HELPAGE FINLEASE LIMITED

ANNEXURE 'A'

Details of Sundry Creditors

TRADE PAYABLE AGEING SCHEDULE

		Outstanding for following periods from due date of				
S. No.	Particulars	Payment as at 31.03.2026				
		Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
i	MSME	-	-	-	-	-
ii	Others	-	-	-	-	-
	Other payable	2,16,888				2,16,888
iii	Disputed Dues-MSME	-	-	-	-	-
iv	Disputed Dues-Others	-	-	-	-	-
	Grand Total	2,16,888			-	2,16,888

		Outstanding for following periods from due date of				
S. No.	Particulars	Payment as at 31.03.2025				
		Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
i	MSME	-	-	-	-	-
ii	Others	-	-	-	-	-
	other payable	1,56,804				1,56,804
iii	Disputed Dues-MSME	-	-	-	-	-
iv	Disputed Dues-Others	-	-	-	-	-
	Grand Total	1,56,804	-	-	-	1,56,804

- The disclosure under section 22 of MSMED Act 2006 under the Chapter on Delayed Payments to Micro and Small Enterprises is as under:

	As 31.03.2026	At 31.03.2025
Particulars	in Hundred	in Hundred
a. Principal amount and interest due there on remaining unpaid to any supplier:	0.00	0.00
Name of party:		
Principal		
Interest due		
b. Interest paid by buyer u/s 16 of MSMED Act 2006:	-	-
Name of the party		
c. Amount of interest due and payable while principal is paid by the supplier	-	-
Name of the party		
d. The amount of interest accrued and remained unpaid at the end of accounting year	-	-
Name of the party		
e. The amount of further interest due and payable even in the succeeding year, until	-	-
such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure u/s 23:		
Name of the party:		
Total	-	-

ANNEXURE 'B'

NON-CURRENT TRADE RECEIVABLES AGEING SCHEDULE

S. No.	Particulars	Outstanding for following periods from due date of					
		Payment as at 31.03.2026					
		Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivables- Considered Good	-	-	-	-	-	-
ii	Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv	Disputed Trade Receivables- Considered Good	-	-	-	-	-	-

v	Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
vi	Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
	Grand Total	-	-	-	-	-	-

S. No.	Particulars	Outstanding for following periods from due date of					
		Payment as at 31.03.2025					
		Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivables- Considered Good	-	-	-	-	-	-
ii	Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv	Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
v	Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
vi	Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
	Grand Total	-	-	-	-	-	-

Trade receivables:				Amt (In Hundred)	Amt (In Hundred)
Receivable outstanding for a period exceeding six months from the date they became due for payment:					
a) Secured considered good				-	-
b) Unsecured considered good				-	-
c) Doubtful				-	-
				-	-
Less: Provision for doubtful debts				-	-
				-	-
Other receivables:					

a) Secured considered good				-	-
b) Unsecured considered good					
	Agro Auto Componentes P Ltd			-	-
c) Doubtful				-	-
				-	-
Less: Provision for doubtful debts				-	-
		-		-	-
Total				-	-

CURRENT TRADE RECEIVABLES AGEING SCHEDULE

S. No.	Particulars	Outstanding for following periods from due date of					
		Payment as at 31.03.2026					
		Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivables- Considered Good	3,52,823	-	-	-	-	3,52,823
ii	Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii	Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
iv	Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
	Grand Total	3,52,823	-	-	-	-	3,52,823

S. No.	Particulars	Outstanding for following periods from due date of					
		Payment as at 31.03.2025					
		Less than 6 months	6 month-1 year	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivables- Considered Good	3,21,305	-	-	-	-	3,21,305
ii	Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii	Disputed Trade Receivables- Considered Good	-	-	-	-	-	-

iv	Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
	Grand Total	3,21,305	-	-	-	-	3,21,305

For Helpage Finlease Limited

For R C Agarwal & Co.
Chartered Accountants
Firm Reg. No.: 003175N

Sd/-
CA Pravin Kumar Jha

Partner
Membership No.: 506375

Sd/-
Sidharth Goyal
Managing Director
DIN:
02855118

Sd/-
Ananyaa Pandey
Director
DIN:
06966851

Sd/-
Darshna Agarwal

Company Secretary &
Compliance Officer

M. No. A73854

Date: May 27, 2026

Place: New Delhi

UDIN: 26506375GZKQQM8672

Additional Regulatory Requirements

1. Title deeds of Immovable Property not held in name of the Company - NOT APPLICABLE

	Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
1	Property, plant and equipment	Land					
		Building					
2	Investment Property	Land					
		Building					
3	PPE Retired from Active use and held for disposal	Land					
		Building					
4	Others						

- 2) Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuer and Valuation) Rules 2017 - NOT APPLICABLE

3) Capital-Work-in Progress (CWIP) – NOT APPLICABLE

For Capital-work-in progress, following ageing schedule is as under:

CWIP aging schedule

CWIP	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in Progress	-	-	-	-	-
Projects temporarily Suspended	-	-	-	-	-
If capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan					
CWIP	To be Completed in				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

4) Intangible assets under development - NOT APPLICABLE

Intangible Assets Under Development	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

5) Details of Benami Property held - NOT APPLICABLE

6) Details Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following: -

Whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts. If not, summary of reconciliation and reasons of material discrepancies– THIS CLAUSE IS NOT APPLICABLE

7) Willful Defaulter - NOT APPLICABLE

8) Relationship with Struck off Companies - NOT APPLICABLE

9) Registration of charges or satisfaction with Registrar of Companies - NOT APPLICABLE

- 10) Compliance with number of layers of companies - NOT APPLICABLE
- 11) Compliance with approved Scheme(s) of Arrangements - NOT APPLICABLE
- 12) Utilization of Borrowed funds and share premium: - NOT APPLICABLE
- 13) Details of Crypto Currency or Virtual Currency - NOT APPLICABLE
- 14) Undisclosed income - NOT APPLICABLE
- 15) Corporate Social Responsibility (CSR) - NOT APPLICABLE
- 16) Ratios to be calculated

Particulars	Current Year	Previous Year	% CHANGE	Reason for >25% Change
Current Ratio	1.20	1.59	-24.21	due to Decrease in current assets
Debt-Equity Ratio	5.38	4.93	9.08	due to Increase in borrowings
Debt Service Coverage Ratio,	0.13	0.11	18.26	-
Return on Equity Ratio	0.16	0.09	72.58	due to Increase in Net profit
Inventory turnover ratio	NA	NA	NA	-
Trade Receivables turnover ratio	3.82	1.57	143.59	-
Trade payables turnover ratio	4.00	4.24	-5.65	due to Increase in Finance Cost
Net capital turnover ratio	0.68	0.53	29.08	due to Increase in Income
Net profit ratio	0.23	0.17	33.70	-
Return on investment	NA	NA	NA	-
Interest Service Coverage Ratio	1.53	1.54	-0.46	-
Operating Profit Margin (%)	0.31	0.24	29.40	-
Net Profit Margin (%)	0.23	0.17	33.70	-

The above ratios have been reported by using the following formulae:

a. Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
b. Debt-equity ratio	$\frac{\text{Total debts}}{\text{Shareholder's equity}}$
c. Debt service coverage ratio	$\frac{\text{EBITDA}}{\text{Total debts and interest payable during the year}}$
d. Return on equity ratio	$\frac{\text{Net profit after tax}}{\text{Shareholder's equity}}$
e. Inventory turnover ratio	$\frac{\text{Cost of goods sold}}{\text{Average inventory}}$
f. Trade receivable turnover ratio	$\frac{\text{Sales}}{\text{Average trade debtors}}$
g. Trade payable turnover ratio	$\frac{\text{Total supply purchases}}{\text{Average trade creditors}}$

h. Net capital turnover ratio	<u>Total sales</u> <u>Average trade creditors</u>
i. Net profit ratio	<u>Net profit after tax</u> <u>Total revenue</u>
j. Return on investment	<u>Net profit after tax</u> <u>Cost of investment</u>

For R C Agarwal & Co.

Chartered Accountants
Firm Reg. No.: 003175N

Sd/-

CA Pravin Kumar Jha

Partner

Membership No.: 506375

Sd/-

Sidharth

Goyal

Managing

Director

DIN: 02855118

For Helpage Finlease Limited

Sd/-

Ananyaa

Pandey

Director

DIN: 06966851

Sd/-

Darshna

Agarwal

Company

Secretary

Compliance

Officer

M. No. A73854

Date: May 27, 2026

Place: New Delhi

UDIN: 26506375GZKQQM8672

HELPAGE FINLEASE LIMITED

Regd. Office: S-191/C, Manak Complex, 3rd Floor, School Block, Shakarpur, Delhi – 110092

CIN: L51909DL1982PLC014434

**SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON FINANCIAL STATEMENTS
(Schedule forming part of the financial statements for the year ended 31st March, 2026)**

Note-1

A. Significant Accounting Policies

1. Basis of Accounting: -

The financial Statement have been prepared in conformity with generally accepted accounting principle to comply in all material respect with the notified Ind Accounting standards ('Ind AS') as amended, notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an Non – Banking Finance Company ('NBFC').

2. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3. Revenue Recognition: -

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognized as prescribed in Indian Accounting Standards on accrual basis. Expenses and Income considered payable and receivable respectively are accounted for on accrual basis.

Interest Income:

In respect of loan agreements, the income is accrued by applying the impact rate in the transaction on declining balance on the amount financed for the period of the agreement.

4. Property, Plant & Equipment: -

Property, Plant & Equipment including intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets attributable to bringing the assets to its working condition and intended use less accumulated depreciation till date.

Company has adopted cost model for all class of items of Property Plant and Equipment.

5. Depreciation: -

Depreciation on fixed assets is provided based on useful life of the assets as prescribed in schedule II to the Companies act, 2013. Depreciation on fixed assets is provided on the basis of SLM Method.

6. Investments: -

Investments are stated at cost. No investment held by the company as on 31.03.2026.

7. Inventories: -

Inventories are valued as under: -

1. Inventories : Lower of cost or net realizable value
 2. Scrap : At net realizable value.
- No inventory held by the company as on 31.03.2026.

8. Retirement Benefits: -

The retirement benefits are accounted for as and when liability becomes due for payment. No provision for terminal benefit is required.

9. Taxes on Income: -

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. Tax expense comprises current taxes and deferred taxes. Current tax is determined as the amount of tax payable in respect of taxable income for the year.

There is timing difference in book profit and taxable profit of the company and hence, deferred tax liability has been accounted for as per Indian Accounting Standards.

10. Provisions for Assets

The company makes provisions for standard and Non-performing Assets as per the Non-Banking Financial (Non-Deposit Accepting of Holding Companies prudential Norms Reserve Bank) Directions, 2007, as amended from time to time. The company also makes additional provisions towards loan assets, to the extent considered necessary, based on the management's best estimate.

Loan assets, if any, which as per the management are not likely to be recovered are considered as bad debts and written off.

11. Provisions, Contingent Liabilities and Contingent Assets: - (Indian Accounting Standards)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for: -

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

12. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted averages number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

B. Additional Notes on Financial Statements:

1. The SSI status of the creditors is not known to the Company; hence the information is not given.

2. Salaries include director's remuneration on account of salary Rs.44,76,843 /- (Previous Year Rs. 34,02,769/)
3. Trade receivables, Trade payables, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.
4. Payments to Auditors:

Auditors Remuneration	2025-2026	2024-2025
Audit Fees	41,300 /-	41,300 /-
Tax Audit Fees	NIL	NIL
Company Law Matters	NIL	NIL
GST	NIL	NIL
Total	41,300 /-	41,300 /-

5. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
6. Related Party disclosure as identified by the company and relied upon by the auditors:

(A) Related Parties and their Relationship

(I) Key Management Personnel (KMP)

1. Mr. Sidharth Goyal
2. Ms. Ananyaa Pandey
3. Mr. Ashwin Dorairajan
4. Mr. Sushil Kumar (Resigned w.e.f January 02, 2026)
5. Mr. Gulshan Kumar (appointed w.e.f February 12, 2026)
6. Ms. Darshna Agarwal

(II) Relative of Key Management Personnel (KMP)

1. Hemant Kumar Goyal
2. Chaman Goyal

(III) Enterprises owned or significantly influenced by Key Management personnel or their relatives (KMP)

1. Jeen Social Development Foundation
2. Jeen Foundation
3. Sarvsahara Foundation
4. Think Tank InfoTech Private Limited
5. Himalayan Education Services Private Limited

Transactions with Related parties

(Figure in Rupees)

	Transactions	
	Current Year	Previous year

Particulars	Key Management Personnel	Enterprises owned or significantly influenced by KMPs & Relative of KMPs	Key Management Personnel	Enterprises owned or significantly influenced by KMPs
Advance Paid	NIL	NIL	NIL	NIL
Repayment received	NIL	NIL	NIL	NIL
Deposit Received	NIL	NIL	NIL	NIL
Deposit Repaid	NIL	NIL	NIL	NIL
Interest Income (Net of TDS)	NIL	19,09,788 /-	NIL	18,52,875 /-
Interest Expense	NIL	NIL	NIL	NIL
Remuneration Paid	5,85,226/-	NIL	4,01,755/-	NIL
Purchase	NIL	NIL	NIL	NIL
Rent Paid	NIL	NIL	NIL	NIL
Other Payment	NIL	NIL	NIL	NIL
Job Charges	NIL	NIL	NIL	NIL

Outstanding Balances*

	Current Year		Previous year	
Particulars	Key Management Personnel	Enterprises owned or significantly influenced by KMPs	Key Management Personnel	Enterprises owned or significantly influenced by KMPs
Loans Payable	NIL	NIL	NIL	NIL
Loans Receivable	NIL	2,89,43,385 /-	NIL	2,49,00,000 /-
Interest Receivable	NIL	86,95,284 /-	NIL	99,78,775 /-

- This is the outstanding balance amount as on 31.03.2026 and comparative balance amount as on 31.03.2025 in the books of accounts of the company.

7. % of imported & indigenous raw material & consumables

Particulars	2026		2025	
	%	Amount	%	Amount
Imported	0.00	0.00	0.00	0.00
Indigenous	0.00	0.00	0.00	0.00

8. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

9. Expenditure in Foreign Currency Nil Nil

10. Earning in Foreign Exchange Nil Nil

11. Previous periods/year figures have been regrouped, rearranged and re-classified wherever necessary to confirm to current periods classification.

As per our report of even dated attached

FOR R C AGARWAL & CO.

Chartered Accountants
FRN: 003175N

For HELPAGE FINLEASE LIMITED

Sd/-

CA Pravin Kumar Jha
Partner
Membership No. 506375

Sd/-

Sidharth Goyal
Managing
Director
DIN: 02855118

Sd/-

Ananyaa Pandey
Director
DIN: 06966851

Sd/-

Darshna Agarwal
Company Secretary &
Compliance officer
M. No. A73854

Place: New Delhi

Date: 27th May 2026

UDIN: 26506375GZKQQM86

Notes to Financial statements for the year ended 31st March 2026

The previous year figures have been re-grouped / re-classified, wherever necessary to confirm to the current year presentation.

Note No. 2 Equity Share Capital
₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Authorized:		
11000000 (31/03/2025:11000000) Equity shares of Rs. 10.00/- par value	11,00,000.00	11,00,000.00
Issued:		
9947500 (31/03/2025:9947500) Equity shares of Rs. 10.00/- par value	9,94,750.00	9,94,750.00
Subscribed and paid-up:		
9947500 (31/03/2025:9947500) Equity shares of Rs. 10.00/- par value	9,94,750.00	9,94,750.00
Total	9,94,750.00	9,94,750.00

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period
(a) Equity shares
₹ in Hundred

	As at 31st March 2026		As at 31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the period	99,47,500	9,94,750.00	99,47,500	9,94,750.00
Issued during the Period	-	-	-	-
Redeemed or bought back during the period	-	-	-	-
Outstanding at end of the period	99,47,500	9,94,750.00	99,47,500	9,94,750.00

(b) Right, Preferences and Restriction attached to shares
Equity shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of shareholders holding more than 5% shares in the company

Type of Share	Name of Shareholders	As at 31st March 2026		As at 31st March 2025	
Type of Share	Name of Shareholders	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity [NV: 10.00]	Hemant Kumar Goyal	14,79,487	14.87	14,79,487	14.87
Equity [NV: 10.00]	Kusum Goyal	5,20,000	5.23	5,00,000	5.03

Equity [NV: 10.00]	Sidharth Goyal	5,15,000	5.18	5,15,000	5.18
Equity [NV: 10.00]	G2 Consultants Private Limited	12,00,000	12.06	12,00,000	12.06
Equity [NV: 10.00]	Aloukik Real Estate and Builders Private Limited	11,80,000	11.86	12,00,000	12.06
Equity [NV: 10.00]	Jaanki Devi Eduskills Private Limited	6,48,164	6.52	6,48,164	6.52
Equity [NV: 10.00]	S S Energy Ventures Private Limited	8,50,000	8.54	8,50,000	8.54
Equity [NV: 10.00]	Singhal Technologies Private Limited	7,00,000	7.04	7,00,000	7.04
Equity [NV: 10.00]	Singhanian Capital Private Limited	16,09,203	16.18	16,09,203	16.17
	Total:	87,01,854	87.48	87,01,854	87.47

Note No. 3 Other Equity

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Reserves & Surplus		
Opening Balance	3,67,643.00	2,88,563.00
Add: Provision for Income Tax Reversal	-	-
Add: Profit for the year	3,03,703.00	1,47,539.00
Less: Transfer to statutory reserve (Reserve u/s 45(IC))	(59,793.00)	(30,615.00)
Less: Transfer to Provision for Standard Assets	(49,138.00)	(37,844.00)
Closing Balance	5,62,415.00	3,67,643.00
Securities premium		
Opening Balance	1,72,750.00	1,72,750.00
Add: Addition during the year	-	-
Less: Deletion during the year	-	-
Closing Balance	1,72,750.00	1,72,750.00
Statutory Reserves (Reserve u/s 45(IC))		
Opening Balance	1,07,350.00	76,735.00
Add: Addition during the year	59,793.00	30,615.00
Less: Deletion during the year	-	-
Closing Balance	1,67,143.00	1,07,350.00
Balance carried to balance sheet	9,02,308.00	6,47,743.00

Note No. 4 Deferred Tax Liability/Asset

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Deferred tax liability		
Deferred Tax liability	-	6,881.00
Gross deferred tax liability	-	6,881.00
Deferred tax assets		
Deferred Tax Asset	2,733.00	-

Gross deferred tax asset	2,733.00	-
Net deferred tax assets	2,733.00	-
Net deferred tax liability	-	6,811.00

Note No. 5 Provisions

₹ in Hundred

Particulars	As at 31st March 2026			As at 31st March 2025		
	Long-term	Short-term	Total	Long-term	Short-term	Total
Other provisions						
Financials:						
Salary Payable	-	26,887.00	26,887.00	-	9,987.00	9,987.00
Expenses Payable		15,087.00	15,087.00		2,41,357.00	2,41,357.00
		41,974.00	41,974.00		2,51,344.00	2,51,344.00
Non-Financials:						
Provision for Standard Assets	-	1,05,322.00	1,05,322.00	-	56,183.00	56,183.00
	-	1,05,322.00	1,05,322.00	-	56,183.00	56,183.00
Total	-	1,47,296.00	1,47,296.00	-	3,07,527.00	3,07,527.00

Note No. 6 Current Tax Liabilities

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Others payables		
Provision for Current Tax	98,588.00	81,363.00
TDS Payable	11,054.00	8,675.00
	1,09,642.00	90,038.00
Total	1,09,642.00	90,038.00

Note No. 7 Borrowings

₹ in Hundred

Particulars	As at 31st March 2026			As at 31st March 2025		
	Non-Current	Current Maturities	Total	Non-Current	Current Maturities	Total
Term Loan - From banks						
Secured Loan from bank	-	-	-	-	-	-
- Car loan unsecured	-	-	-	-	-	-
Other Loans and advances						
Unsecured loan	1,02,03,957.00	-	1,02,03,957.00	43,27,088.00	-	43,27,088.00
	1,02,03,957.00	-	1,02,03,957.00	43,27,088.00	-	43,27,088.00
The Above Amount Includes						
Unsecured Borrowings	1,02,03,957.00	-	1,02,03,957.00	43,27,088.00	-	43,27,088.00
Net Amount	1,02,03,957.00	-	1,02,03,957.00	43,27,088.00	-	43,27,088.00

Note No. 8 Other Long-Term liabilities

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Other Long-Term liabilities		
Other Long-Term liabilities	-	37,72,104.00
	-	37,72,104.00
Total	-	37,72,104.00

Note No. 9 Other Payables

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Others payables		
Interest Payable	2,16,888.00	1,56,804.00
	2,16,888.00	1,56,804.00
Total	2,16,888.00	1,56,804.00

Note No. 10 Other Non-Financial Assets & Other Financial Assets

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Other Financial Assets		
Income Tax Refund Receivable FY 2020-21	-	-
TDS Receivable	13,899.00	53,676.00
Advance Paid	-	5,000.00
TCS	-	623.00
Total	13,899.00	59,299.00

Note No. 11 Property, Plant and Equipment and Intangible assets as at 31st March 2026

₹ in Hundred

Assets		Gross Block					Accumulated Depreciation/ Amortization				Net Block	
		Useful Life (In Years)	Balance as at 1st April 2025	Additions during the year	Addition on account of businesses acquisition	Deletion during the year	Balance as at 31st March 2026	Provided during the year	Deletion / adjustments during the year	Balance as at 31st March 2026	Balance as at 31st March 2026	Balance as at 31st March 2025
A	Tangible assets											
	Own Assets											
	Computers	3.00	2,757.00	-	-	-	2,757.00	-	-	2,757.00	-	-
	Motor Car	8.00	1,57,210.00	-	-	5,800.00	1,51,410.00	18,654.00	3,024.00	86,557.00	64,853.00	86,283.00
	Furniture	10.00	3,361.00	-	-	-	3,361.00	-	-	3,361.00	-	-

Total (A)	1,63,328.00	-	-	5,800.00	1,63,328.00	77,045.00	18,654.00	-	92,675.00	64,853.00	86,283.00
P.Y Total	96,134.00	67,194.00	-	-	96,134.00	61,880.00	15,165.00	-	77,045.00	86,283.00	34,254.00

General Notes:

No depreciation if remaining useful life is negative or zero.

Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.

If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

Note No. 12 Loans and advances

₹ in Hundred

Particulars	As at 31st March 2026		As at 31st March 2025	
	Long-term	Short-term	Long-term	Short-term
Loans and advances to related parties				
Unsecured, considered good	2,89,434.00	-	2,64,000.00	-
	2,89,434.00	-	2,64,000.00	-
Other loans and advances				
Unsecured, considered good	1,16,36,709.00	-	90,02,625.00	-
	1,16,36,709.00	-	90,02,625.00	-
Total	1,19,26,143.00	-	92,66,625.00	-

Note No. 13 Trade Receivables

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Other Assets		
Interest Accrued but not received	3,52,823.00	3,21,305.00
Total	3,52,823.00	3,21,305.00

Note No. 14 Cash and cash equivalents

₹ in Hundred

Particulars	As at 31st March 2026	As at 31st March 2025
Balance with banks		
Cash at bank	2,13,958.00	5,68,992.00
Total	2,13,958.00	5,68,992.00
Cash in hand		
Cash in hand	431.00	431.00
Total	431.00	431.00
Total	2,14,389.00	5,69,423.00

Note No. 15 Interest Income (Revenue from operations)
₹ in Hundred

Particulars	31st March 2026	31st March 2025
Interest Income		
Interest Income on loans and advances	12,89,052.00	8,64,615.00
	12,89,052.00	8,64,615.00
Net revenue from operations	12,89,052.00	8,64,615.00

Note No. 16 Other income
₹ in Hundred

Particulars	31st March 2026	31st March 2025
Other non-operating income		
Interest on Income Tax refund	196	-
	196	-
Total	196	-

Note No. 17 Finance costs
₹ in Hundred

Particulars	31st March 2026	31st March 2025
Interest		
Interest on loans from others	7,47,445.00	5,85,722.00
	7,47,445.00	5,85,722.00
Total	7,47,445.00	5,85,722.00

Note No. 18 Commission expenses
₹ in Hundred

Particulars	31st March 2026	31st March 2025
Fees and commission expenses		
Commission expenses	-	-
	-	-
Total	-	-

Note No. 19 Employee benefit expenses

Particulars	31st March 2026	31st March 2025
Salaries and Wages		
Salary and wages	61,880.00	34,209.00
Total	61,880.00	34,209.00

Note No. 20 Depreciation and amortization expenses
₹ in Hundred

Particulars	31st March 2026	31st March 2025
Depreciation on tangible assets	18,654.00	15,165.00
Total	18,654.00	15,165.00

Note No. 21 Other expenses
₹ in Hundred

Particulars	31st March 2026	31st March 2025
Advertising expenses	471.00	309.00
AGM Expenses	236.00	295.00
Annual custody fees	325.00	325.00
Annual issuer fees	266.00	266.00
Annual Maintenance Charge	56.00	12.00
Audit fees	413.00	413.00
Bank charges	521.00	369.00
Legal Expenses	37,057.00	2,743.00

Electricity expenses	878.00	1,166.00
E-voting charges	507.00	31.00
Insurance expenses	2,469.00	1,492.00
Software Development Expenses	153.00	153.00
Telephone Expenses	417.00	-
Listing Expenses	3,835.00	3,835.00
MCA Expenses	683.00	24.00
Maintenance charges of members	142.00	142.00
Membership fees	59.00	59.00
Meeting Expenses	236.00	-
Printing and Stationery Expenses	196.00	24.00
Professional expenses	12,420.00	5,851.00
Repair and maintenance expense	223.00	72.00
Travelling Expenses	24.00	34.00
Easebuzz Charges	528.00	-
Courier Expenses	14.00	18.00
Consultancy Expenses	-	5,000.00
Total	62,129.00	22,633.00

Note No. 22 Current tax

₹ in Hundred

Particulars	31st March 2026	31st March 2025
Current tax pertaining to current year	1,05,052.00	53,790.00
Total	1,05,052.00	53,790.00