ePlus® inc.

2021 Annual Report

Where Technology Means More®

If fiscal year 2021 taught us anything – it was that perspective means everything. The ability to successfully navigate obstacles in the road depends entirely upon your vantage point. Faced with an unprecedented situation, the past year presented many of our customers with unplanned shifts in strategy and rapid changes that were necessary to sustain fluid operations and positive customer experiences.

Organizations that had been planning a move to the cloud accelerated their timelines. Data security and identity and access management, which have long been critical focus areas, immediately moved up the priority list. Ensuring that a dispersed workforce could connect with each other and securely access information and applications became the highest priority of all.

Our customers needed agility, flexibility and resilience. We met these needs by applying 30 years of perspective that allowed them to weather situations they had never faced before. Using our proficiency to help organizations navigate unprecedented challenges across key areas – from Cloud and Security to Collaboration and Managed Services – allowed many of them to keep moving forward in spite of the unknown before them.

Disruption is not new. Whether financial market fluctuations, natural disasters or a global pandemic, our ability to successfully navigate disruption has been tried, tested and honed over more than three decades. This experience is reflected in our ability to seamlessly meet changing market conditions head on, recognize what is needed to move forward and then help our customers harness technology to evolve.

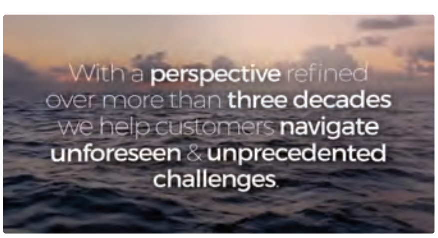
With every swing of the technology pendulum, from mainframe computer environments to hybrid cloud networks, ePlus has been at the forefront of the technology transitions that pave the way forward. This fortitude makes us the right partner, in the right place, at the right time, to step in and help our customers traverse paths that aren't clear or well defined, but which lead to bright business outcomes.

We are an advisor, a strategist, an architect, a designer, a trainer, a teammate, a problem solver, a consultant or just an extra set of hands. Most of all, we are a partner on a path to whatever our customers need. Wherever our customers are on their technology journeys, we have a solution, a service and the talent to help them utilize technology to overcome challenges and position them for continued growth.

Our versatility is part of what makes us both valuable and valued. Few others carry our depth of experience, and it is why we are strategically well-positioned to walk alongside our customers on an untrodden path. Disruption brings opportunity to accelerate change, evolve and modernize. Harnessing that opportunity is one of ePlus' unique abilities.

We are powered by our perspective, and that characteristic is the catalyst to our customers achieving more, faster.

ePlus is Where Technology Means More.



View the video

Table of Contents

Shareholder Letter from the CEO

Mark P. Marron
CEO and President

Fiscal year 2021 was a successful year for ePlus, as we advanced our growth strategy and expanded our capabilities during one of the most challenging operating environments in history. The year was also significant from a historical perspective, as ePlus celebrated our 30th anniversary.

I am tremendously proud of our entire team, who adapted to the events of the last year with unwavering dedication, agility and resilience. Much like the customers we serve each and every day, our own ePlus team members shifted quickly to remote and hybrid work, transforming the way we interact with our clients seemingly overnight. Supported by the expertise and knowledge of our talented team, we leveraged our extensive capabilities in remote managed services to help guide our customers' workforce transitions as seamlessly as possible.

Our success in enabling our customers to navigate this new world not only strengthened our customer partnerships, but also underscored the strategic value and relevance of our continued focus on cloud, security, collaboration, services and digital transformation technologies essential for remote and hybrid work models. Having invested significantly in building and expanding our capabilities in these areas for many years, ePlus was well-positioned to deliver customized solutions in these areas for our customers' evolving needs throughout the year.

A Strengthened Position in Data Center and Cloud Security

In fiscal year 2021, our security business generated solid growth, fueled by our integrated data center and security solutions, which enabled our customers to consolidate, modernize and secure their enterprise cloud networks efficiently and cost-effectively. At the close of the fiscal year, adjusted gross billings in our security business totaled nearly half a billion dollars – representing nearly 21% of our adjusted gross billings. As our customers further modernize and build out their enterprise cloud networks, we anticipate that the need for comprehensive security solutions will continue to rise, providing an attractive source of revenue growth for ePlus in the years ahead.

Financial Highlights

In fiscal year 2021 we achieved significant progress in several financial metrics, underscoring the fundamental health of our business, the soundness of our growth strategy and our successful operational execution.

Fiscal year 2021 net sales declined 1.3% to $1.568 billion, in part reflecting the industry's ongoing conversion to the XaaS revenue model and the impact of recording a larger portion of our sales on a net basis. Importantly, higher-margin services revenue grew 4.7% to $202.2 million and represented approximately 13% of net sales in fiscal 2021. The improvement in services revenue was driven primarily by continued growth in our managed services business, as customers responded favorably to our customized and high-value solutions.

Adjusted gross billings for the year increased 1.6% to $2.26 billion. This was the highest level of adjusted gross billings in our history, reflecting our customers' heightened needs for integrated solutions and services that align with their evolving technology roadmaps.

Consolidated gross margin increased by 50 basis points year-over-year to 25.1% in fiscal year 2021 – solid growth for ePlus – driven in part by growth in higher-margin managed services revenue.

Fiscal year 2021 earnings before tax grew 11.4% to $106.9 million and adjusted EBITDA grew 7.4% to $128.2 million, with adjusted EBITDA margin expanding by 70 basis points to 8.2%. As a result, diluted earnings per share increased 7.6% from the prior year to $5.54 and non-GAAP diluted earnings per share rose 4.1% to a record $6.38 per share.

Broadening Our Capabilities

As a leading provider of consultative technology solutions and services, we continually seek to broaden our capabilities and offerings to encompass the critical and transformative technologies that our customers require today and in the future.

In fiscal year 2021, we continued to realign our headcount to high growth areas, including cloud, security, collaboration and AI. This past February ePlus proudly achieved Amazon Web Services (AWS) Storage Competency status, joining a select group of companies with this prestigious designation. As our customers increasingly implement cloud-based data solutions, our position as an AWS Partner validates our cloud expertise and offers new opportunities for growth.

Because strategic acquisitions remain a fundamental component of our growth strategy, we regularly evaluate potential opportunities that will enhance long-term shareholder value. In December 2020, we were pleased to complete the acquisition of Systems Management Planning, Inc., expanding our geographic presence in upstate New York and the Northeast and adding to our capabilities in key growth areas, such as cloud, AI, collaboration, and data center.

As we move forward into fiscal 2022, the market for potential acquisitions remains healthy. Underpinned by our strong balance sheet, we will continue to identify and evaluate acquisition opportunities that can further accelerate our growth, expand our geographic reach and broaden our technology solution and service offerings.

Leveraging Our Expertise to Help Provide COVID-19 Relief

The onset of the COVID-19 pandemic necessitated that organizations quickly adjust to a “new normal” while preserving operational continuity. Meeting this challenge required not only substantial technical expertise in several areas, including technology collaboration, networking, security and cloud services, but also the skill of a dedicated team to apply that expertise rapidly and effectively.

When vaccines became available, ePlus partnered closely with Cisco and Rowan University to design and implement a new state-of-the-art cloud-based call center for managing the administration of vaccine distribution at Rowan’s medical school. This was one of the first such call centers of its kind in New Jersey and enabled the medical school to efficiently administer vaccines.

Making a Difference

For ePlus, good corporate citizenship is fundamental to who we are as a company, and our global team is committed to making a positive difference in the communities in which we live and work. This year, we continued our support of Be The Match, a nonprofit organization dedicated to helping patients obtain life-saving transplants, and also continued to administer our Girls Re-Imagining Tomorrow (GRIT) program, which seeks to encourage middle school girls to pursue STEM careers, among other things. We are proud to have added an environmental cause to our charitable efforts this year by committing to plant 10,000 trees through One Tree Planted, a non-profit organization dedicated to giving back to the environment and creating a healthier climate.

We also had the ability to continue support of Covenant House and Destination: Home, two charities working to assist populations substantially impacted by COVID.

In Closing

The events of the past year have accelerated the pace of change within the IT market, and I am proud of how our global team came together to deliver critical technology solutions and services for our more than 3,000 global customers. Building on our solid performance from fiscal 2021, ePlus enters fiscal 2022, which marks our 25th year of being listed on Nasdaq, with a strengthened margin profile and the balance sheet capacity to further expand our capabilities and advance our growth strategy.

On behalf of ePlus’ management team and Board of Directors, thank you for your continued support.

Sincerely,

Mark Marron
CEO and President

Perspectives in **Success**

As many customer organizations needed to shift their priorities to meet changing landscapes, our role was to help them find new ways to leverage technology and meet those challenges head-on. Our ability to help customers utilize technology to withstand adversity but also to make the most of it, sets us apart.

Enabling COVID Vaccine Distribution

ePlus successfully implemented a cloud-based Cisco call center solution that helped clear the way for Rowan University in New Jersey to become one of only four of the initial COVID vaccine distribution centers in the state. With calling services and contact center capabilities housed entirely in the Cloud to accommodate the anticipated volume, this Webex Contact Center solution enabled a team of medical school students and agents to run a fully-functional contact center that managed all incoming calls, scheduling, tracking and more without the need of proprietary equipment.

Enhancing Functionality with Cloud Calling

A professional membership organization and worldwide leader in its field needed to vacate its existing Data Center on a tight deadline, offloading the cost and time responsibility of managing it themselves and moving functionality to the cloud to provide flexibility, simplicity, cost savings, operational efficiency and budget predictability. A phased migration to the ePlus Cloud Collaboration solution, combined with ePlus Managed Services, provided the customer with its own private cloud service, delivered over a dedicated network and infrastructure, and allowed them to leverage existing hardware, software, licensing investments, services contracts and more, while substantially upgrading functionality for the same cost.

Transforming a Business, from Networking to Security

A financial services customer was unhappy with its existing vendor and came to ePlus to manage a significant digital business transformation initiative. They needed an experienced IT integrator with deep technical expertise, demonstrated experience and strong project management capabilities to quickly and efficiently provide equipment and services for the largescale deployment. The ePlus team implemented SD-WAN and security solutions, in addition to leveraging ePlus Professional Services, Enhanced Maintenance Support, Managed Services, and Enterprise Agreements. The customer is now better prepared to meet the needs of employees and customers, has strengthened its security posture, enhanced its budget predictability and reduced its licensing and equipment costs.

Building a Secure Remote Access and Cloud Disaster Recovery Environment

ePlus supports a leading children's hospital on its journey to modernization that spans several discipline areas, from storage and virtualization to building a secure remote access and cloud disaster recovery environment. ePlus played a critical role in helping the organization support its virtual desktop workloads and shore up its recovery capabilities, enabling its essential workforce while bolstering data protection. With a clear understanding of the hospital's compliance requirements and familiarity with its goals and expected outcomes, ePlus was able to design and deploy a secure-by-default solution that mitigated risk, increased resiliency, and reduced disaster recovery costs.

Industry Perspectives

Staying connected with organizations and executives spanning every vertical industry provides valuable insight and a better understanding of the most compelling issues they face. Keeping these lines of dialogue open and listening to their outlook on industry trends and challenges, as well as areas of future disruption and transformation, enables us to better serve as a trusted partner to our customers.

CIO, Ivy League Academic Institution:

"The center of the college's network transformation is automation. Even once students started to come back, we needed more access points physically installed in each of 2,000 dorm rooms over a weekend, because much of their learning was still online. If we had not done this, the network would have failed miserably. In a sense, we were already on an automation trail – but then COVID hit and we had to implement some of that thinking almost immediately. Our total network is 60,000 endpoints right now but it's not just the wireless network. We have a full stack automation for wired and wireless and it's game changing."

CIO, Global Law Firm:

"Digital transformation is about implementation of new solutions and technology but it's more about changing behavior, elevating technical competency and driving adoption. It's about leveraging technology and workloads that you already have in place. People are doing things more digitally than they ever have before. Paper-based businesses and functions are being challenged by circumstance to evolve."

CIO, Telecommunications Conglomerate:

"COVID has in many ways been the enabler to start trusting all the technology we have in place. And if we trust the technology, digital transformation will happen as an outcome of that. I think all companies are under digital renovation – and I think that's largely going to produce a set of new outcomes."

"The Role of the CIO...

...is to not only lead the technology ecosystem but also to think and execute like a business leader. We can bring the best innovation but if it does not deliver impactful business value, we haven't hit the mark. Understanding the needs and the timing of those needs enables your business to compete and deliver a seamless experience to your customers." *– CIO Financial Institution*

Focus Areas and Priorities

"We need to rightsize the disaster recovery mechanisms we have in place."

"Zero trust, software defined networks and software defined perimeters."

"Figuring out how to best utilize the cloud and the ecosystem of artificial intelligence applications and tools to maximize business intelligence."

"Complete our transition of a number of key cloud workloads, and also make progress on data retention."

"Executing on our data driven approaches to advance insights on everything we do."

"We want to make sure that we go to the cloud for the right reasons."

"Maturing our security framework and automation with artificial intelligence and predictive analytics to enable ease and convenient experiences for our customers."

Importance of Partnership

"We pick strategic partners based on their people: their personalities, their technical competence, their expertise, their commitment. We look for people with the right skills and the right attributes."

"The year has been a wonderful story. It came with its own set of challenges but we have been able to turn that into a positive with the help of technology and our key strategic partners."

"We're always augmenting our staff with strategic partners to ensure we have essential skills, especially with regard to innovation."

"We don't always have the time, the bandwidth, or the team to do everything ourselves, so what I look for in strategic partnerships is innovation – new thoughts and new capabilities -- that we can add to our suite of technologies."

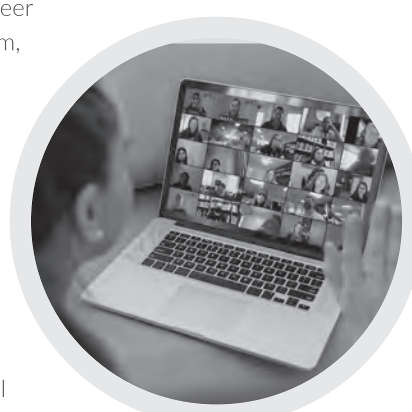
"I look for collaboration, teamwork and trust. I also believe in the people strategy. I believe that we can be successful if we have that level of collaboration, teamwork and trust in all our execution."

A Greater Perspective: **Corporate Social Responsibility Efforts**

Corporate social responsibility is an important part of our culture. In addition to some of our corporate efforts, described below, employees across ePlus participate in a variety of charitable initiatives through our regional offices. We're proud of the collective support we're able to provide communities in need.

GRIT: Girls Re-Imagining Tomorrow®

Founded by passionate volunteers from ePlus and Cisco, each year, the GRIT program introduces diverse groups of middle school girls to career possibilities across the technology spectrum, along with life skills. This year's program was conducted in an entirely virtual environment and welcomed 60 participants from four schools across California, North Carolina and Virginia. Leveraging 11 dynamic guest speakers, along with multiple volunteers from Cisco and ePlus, the girls learned about online safety, the value of developing public speaking skills, careers in engineering, data visualization tools, artificial intelligence, coding, personality profiles and even perspectives on body image and confidence. The girls were also treated to a special session with young astronaut in training, Alyssa Carson!



Be The Match

Our ties to Be The Match are strong, unique and inspiring. They are a customer we have proudly supported for many years whose sole purpose is to give patients suffering from blood cancer a second chance at life. COVID made life challenging for many of us this past year, but it hit this organization and its patients particularly harshly, with expenses skyrocketing and more than 60% of patients needing financial assistance to obtain life-saving treatment. Our annual sales meeting featured a fundraising effort for Be The Match to support donation logistics, including transportation of people and bone marrow to and from hospitals and expenses associated with transplants.

ONETREEPLANTED

One Tree Planted

Adding an environmental charity to its roster, ePlus committed to plant 10,000 trees through One Tree Planted, a non-profit organization dedicated to making it easier for individuals and businesses to give back to the environment, create a healthier climate, protect biodiversity, and help reforestation efforts. Supporting One Tree Planted also aligns perfectly with our Services message. ePlus takes pride in our ability to help customers see the forest and the trees when it comes to their IT strategy—so they are poised to grasp the big picture while focusing on the finer details to achieve positive business outcomes.

GARDEN of DREAMS

Delivering Joy with the Garden of Dreams Foundation

ePlus teamed up with the Garden of Dreams Foundation, the Radio City Rockettes and NewYork-Presbyterian Morgan Stanley Children's Hospital to create an exclusive, one-of-a-kind virtual holiday celebration, entitled Delivering Joy.

The Delivering Joy experience featured video footage from previous performances of the Christmas Spectacular Starring the Radio City Rockettes, presented by Chase, as well as a live question and answer session with the Radio City Rockettes and ePlus CEO Mark Marron. A custom video experience featuring members of the Radio City Rockettes and Santa Claus was also created for NewYork-Presbyterian Morgan Stanley Children's Hospital and streamed into 200 patient rooms. The children also received new blankets, toys and other items to make their season brighter.

Participants in the virtual session were provided an opportunity to donate toys, via an Amazon wish list, to patients at the Hospital, or make a monetary donation to family charities Covenant House or Destination: Home.

Covenant House

Morgan Stanley Children's Hospital of NewYork-Presbyterian Columbia University Medical Center

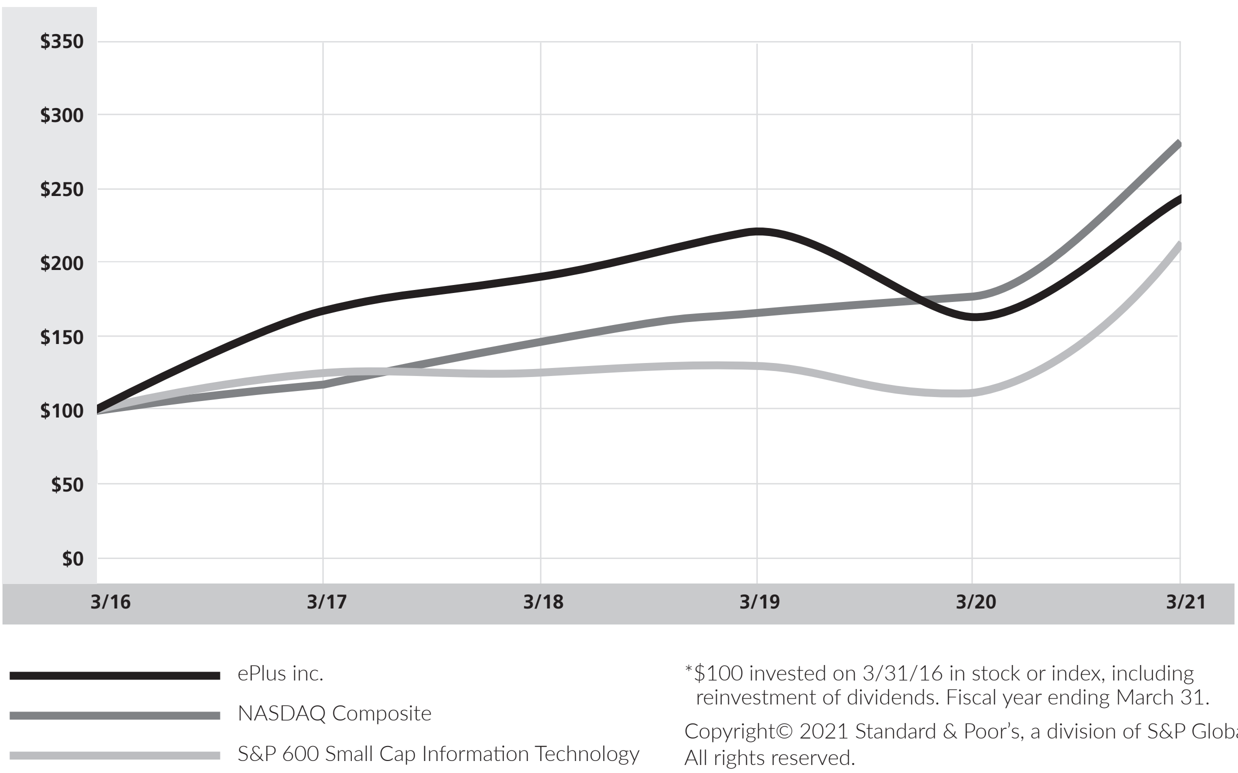
DESTINATION: HOME

Follow our Corporate Social Responsibility efforts on Social Media

Comparison of 5-Year Cumulative Total Return

Among ePlus inc., the NASDAQ Composite Index, and S&P 600 Small Cap Information Technology

The graph below matches ePlus inc.'s cumulative 5-Year total shareholder return on common stock with the cumulative total returns of the NASDAQ Composite index and the S&P 600 Small Cap Information Technology index. The graph tracks the performance of a $100 investment in our common stock and in each index (with the reinvestment of all dividends) from 3/31/2016 to 3/31/2021.



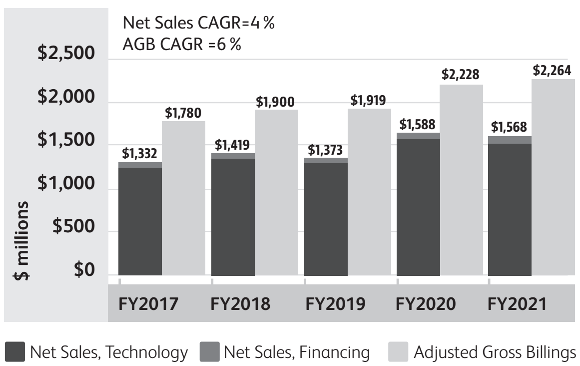
*$100 invested on 3/31/16 in stock or index, including reinvestment of dividends. Fiscal year ending March 31.

	3/16	3/17	3/18	3/19	3/20	3/21
ePlus inc.	**100.00**	**167.74**	**193.02**	**219.95**	**155.56**	**247.52**
NASDAQ Composite	**100.00**	**122.88**	**148.39**	**164.16**	**165.30**	**286.63**
S&P 600 Small Cap Information Technology	**100.00**	**131.68**	**129.27**	**135.41**	**111.12**	**217.46**

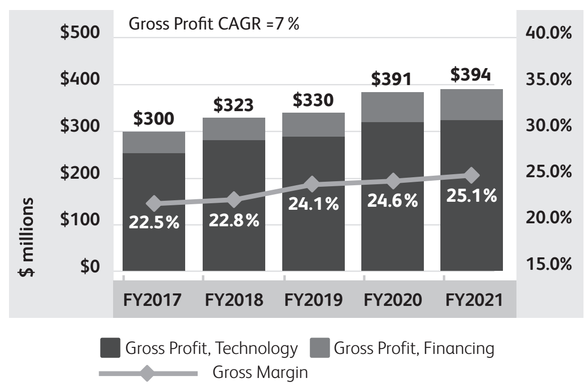
The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Key Financial Highlights

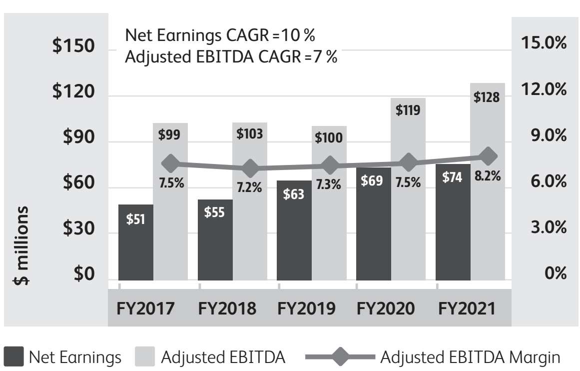
Net Sales[2] and Adjusted Gross Billings[1,2] ($mm)



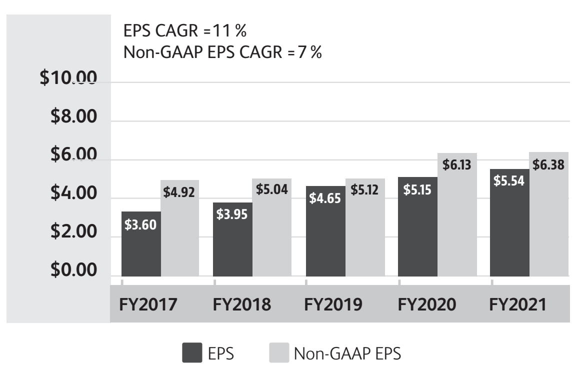
Gross Profit ($mm) and Gross Margin



Net Earnings and Adjusted EBITDA[1] ($mm)



EPS and Non-GAAP EPS[1]



[1] See Non-GAAP financial information in Item 6.

[2] Amounts for FY18 and FY17 have been adjusted to reflect the adoption of ASC Topic 606.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **March 31, 2021**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to______.

Commission file number: **1-34167**

ePlus inc.

(Exact name of registrant as specified in its charter)

Delaware	**54-1817218**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

13595 Dulles Technology Drive, Herndon, VA 20171-3413
(Address of principal executive offices)

Registrant's telephone number, including area code: **(703) 984-8400**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $.01 par value	PLUS	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 of Section 15(d) of the Act.
Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262 (b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of *e*Plus, computed by reference to the closing price at which the stock was sold as of September 30, 2020, was $967,253,381. The outstanding number of shares of common stock of *e*Plus as of May 18, 2021, was 13,502,767.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference into the indicated parts of this Form 10-K:

Portions of the Company's definitive Proxy Statement relating to its 2021 annual meeting of stockholders (the "2021 Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. The 2021 Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the Company's fiscal year end to which this report relates.

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Table of Contents

CAUTIONARY LANGUAGE ABOUT FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain statements that are, or may be deemed to be, ‘‘forward-looking statements’’ within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or ‘‘Exchange Act,’’ and are made in reliance upon the protections provided by such acts for forward-looking statements. Such statements are not based on historical fact but are based upon numerous assumptions about future conditions that may not occur. Forward-looking statements are generally identifiable by use of forward-looking words such as ‘‘may,’’ ‘‘should,’’ ‘‘would,’’ ‘‘intend,’’ ‘‘estimate,’’ ‘‘will,’’ ‘‘potential,’’ ‘‘possible,’’ ‘‘could,’’ ‘‘believe,’’ ‘‘expect,’’ ‘‘intend,’’ ‘‘plan,’’ ‘‘anticipate,’’ ‘‘project,’’ and similar expressions. Readers are cautioned not to place undue reliance on any forward-looking statements made by us or on our behalf. Forward-looking statements are made based upon information that is currently available or management’s current expectations and beliefs concerning future developments and their potential effects upon us, speak only as of the date hereof, and are subject to certain risks and uncertainties. We do not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur, or of which we hereafter become aware. Actual events, transactions and results may materially differ from the anticipated events, transactions, or results described in such statements. Our ability to consummate such transactions and achieve such events or results is subject to certain risks and uncertainties. Such risks and uncertainties include, but are not limited to, the matters set forth below:

- the duration and impact of the novel coronavirus (‘‘COVID-19’’) pandemic, which could materially adversely affect our financial condition and results of operations and has resulted in governmental authorities imposing numerous unprecedented measures to try to contain the virus that has impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors, suppliers, and partners;
- national and international political instability fostering uncertainty and volatility in the global economy including exposure to fluctuation in foreign currency rates, interest rates, and downward pressure on prices;
- significant adverse changes in, reductions in, or loss of our largest volume customer or one or more of our large volume customers, or vendors;
- the creditworthiness of our customers and our ability to reserve adequately for credit losses;
- loss of our credit facility or credit lines with our vendors may restrict our current and future operations;
- uncertainty regarding the phase out of LIBOR may negatively affect our operating results;
- a possible decrease in the capital spending budgets of our customers or a decrease in purchases from us;
- our ability to raise capital, maintain or increase as needed our lines of credit with vendors or floor planning facility, obtain debt for our financing transactions, or the effect of those changes on our common stock price;
- reliance on third parties to perform some of our service obligations to our customers;
- changes in the Information Technology (‘‘IT’’) industry and/or rapid changes in product offerings, including the proliferation of the cloud, infrastructure as a service (‘‘IaaS’’), software as a service (‘‘SaaS’’) and platform as a service (‘‘PaaS’’);
- our dependency on continued innovations in hardware, software, and services offerings by our vendors and our ability to partner with them;
- future growth rates in our core businesses;
- reduction of vendor incentives provided to us;
- rising interest rates or the loss of key lenders or the constricting of credit markets;
- the possibility of goodwill impairment charges in the future;

- maintaining and increasing advanced professional services by recruiting and retaining highly skilled, competent personnel, and vendor certifications;
- adapting to meet changes in markets and competitive developments;
- increasing the total number of customers using integrated solutions by up-selling within our customer base and gaining new customers;
- our ability to secure our own and our customers' electronic and other confidential information, and remain secure during a cyber-security attack;
- managing a diverse product set of solutions in highly competitive markets with a number of key vendors;
- increasing the total number of customers who use our managed services and professional services and continuing to enhance our managed services offerings to remain competitive in the marketplace;
- performing professional and managed services competently;
- our ability to implement comprehensive plans for the integration of sales forces, cost containment, asset rationalization, systems integration, and other key strategies;
- changes to or loss of members of our senior management team and/or failure to successfully implement succession plans;
- exposure to changes in, interpretations of, or enforcement trends in legislation and regulatory matters;
- domestic and international economic regulations uncertainty (e.g., tariffs, and trade agreements);
- our contracts may not be adequate to protect us, and we are subject to audit in which we may not pass, and our professional and liability insurance policies coverage may be insufficient to cover a claim;
- failure to comply with public sector contracts, or applicable laws or regulations;
- our dependence on key personnel to maintain certain customer relationships, and our ability to hire, train, and retain sufficient qualified personnel;
- maintaining our proprietary software and updating our technology infrastructure to remain competitive in the marketplace;
- disruptions or a security breach in our or our vendors' IT systems and data and audio communication networks;
- our ability to realize our investment in leased equipment;
- our ability to successfully perform due diligence and integrate acquired businesses;
- significant changes in accounting standards including changes to the financial reporting of leases, which could impact the demand for our leasing services, or misclassification of products and services we sell resulting in the misapplication of revenue recognition policies or inaccurate costs and completion dates for our services, which could affect our estimates; and
- our ability to protect our intellectual property rights and successfully defend any challenges to the validity of our patents or allegations that we are infringing upon any third-party patents, and the costs associated with those actions, and, when appropriate, license required technology.

We cannot be certain that our business strategy will be successful or that we will successfully address these and other challenges, risks, and uncertainties. For a further list and description of various risks, relevant factors, and uncertainties that could cause future results or events to differ materially from those expressed or implied in our forward-looking statements, see Item 1A, "Risk Factors" and Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections contained elsewhere in this report, as well as other reports that we file with the Securities and Exchange Commission ("SEC").

PART I

ITEM 1. BUSINESS

GENERAL

*e*Plus inc., sometimes referred to in this Annual Report on Form 10-K as ''we,'' ''our,'' ''us,'' ''ourselves,'' or ''*e*Plus.'', was founded in 1990. We conduct our operations through two business segments. Our technology segment sells IT hardware products, third-party software and maintenance contracts, our own and third-party advanced professional and managed services, and our proprietary software. Our financing segment operations primarily consist of the financing of IT equipment, software and related services. Both segments sell to commercial entities, state and local governments, government contractors, and educational institutions.

OUR BUSINESS

We are a leading solutions provider that delivers actionable outcomes for organizations by using IT and consulting solutions to drive business agility and innovation. Leveraging our engineering talent, we assess, plan, deliver, and secure solutions comprised of leading technologies and consumption models aligned with our customers' needs. Our expertise and experience enable *e*Plus to craft optimized solutions that take advantage of the cost, scale and efficiency of private, public and hybrid cloud in an evolving market. We also provide consulting, professional and managed services, IT staff augmentation, and complete lifecycle management services including flexible financing and solutions in the areas of security, cloud, networking, data center, collaboration and emerging technologies. We have been in the business of selling, leasing, financing, and managing IT and other assets for over 30 years.

Our primary focus is to deliver integrated solutions that address our customers' business needs, leveraging the appropriate technologies, both on-premise and in the cloud. Our approach is to lead with advisory consulting to understand our customers' needs, and then design, deploy and manage solutions aligned to their objectives. Underpinning the broader areas of Cloud, Security, Networking, Data Center and Collaboration are specific skills in orchestration and automation, application modernization, DevOps, data management, data visualization, analytics, network modernization, edge compute and other advanced and emerging technologies. These solutions are comprised of world class leading technologies from partners such as Amazon Web Services, Arista Networks, Check Point, Cisco Systems, Citrix, Commvault, Dell EMC, F5 Networks, Fortinet, Gigamon, HPE, Juniper Networks, Lenovo, Microsoft, NetApp, Nutanix, NVIDIA, Oracle, Palo Alto Networks, Pure Storage, Rubrik, Splunk, Varonis, and VMware, among many others. We possess top-level engineering certifications with a broad range of leading IT vendors that enable us to offer multi-vendor IT solutions that are optimized for each of our customers' specific requirements. Our hosted, proprietary software solutions are focused on giving our customers more control over their IT supply chain, by automating and optimizing the procurement and management of their owned, leased, and consumption-based assets.

Our scale and financial resources have enabled us to continue investing in engineering and technology resources to stay on the forefront of technology trends. Our expertise in core and emerging technologies, buttressed by our robust portfolio of consulting, professional, and managed services, has enabled *e*Plus to remain a trusted advisor for our customers. In addition, we offer a wide range of consumption options including leasing and financing for technology and other capital assets. We believe our lifecycle approach offering of integrated solutions, services and financing, asset management and our proprietary supply chain software, is unique in the industry. This broad portfolio enables us to deliver a unique customer experience that spans the continuum from fast delivery of competitively priced products, services, subsequent management and upkeep, through to end-of-life disposal services. This approach permits *e*Plus to deploy sophisticated solutions enabling our customers' business outcomes.

Our go-to-market strategy focuses primarily on diverse end-markets for middle market to large enterprises. For the year ended March 31, 2021, the percentage of revenue by customer end market within our technology segment includes 25% for the telecommunications, media and entertainment industry, 17% for the technology industry, 16% for state and local government, and educational institutions (''SLED''), 13% for healthcare, and 13% for financial services. Sales to a Verizon Communications Inc. represented 19% and 15% of our net sales for the years ended March 31, 2021 and 2020, respectively. Sales to no one customer exceeded 10% of net sales for the year ended March 31, 2019. We sell to customers in the United States (''US''), which accounts for most of our sales, and to customers in select international markets including the United Kingdom (''UK''), the

European Union (“EU”), India, and Singapore. Our technology segment accounted for 96% of our net sales, and 71% of our operating income, while our financing segment accounted for 4% of our net sales, and 29% of our operating income for the year ended March 31, 2021.

OUR INDUSTRY BACKGROUND AND MARKET OPPORTUNITY

We have identified and focused on several specific trends that we believe will create higher growth in the broader US IT market:

- ***Multi-Cloud Strategy.*** Over the past several years, public, private and hybrid cloud architectures and cloud-enabled frameworks have become a core foundation of modern IT. Our strategy is to assist our customers in aligning cloud strategy with business objective, creating an enterprise cloud foundation, enabling multi-cloud capabilities, accelerating cloud migrations, modernizing the datacenter and extending to the cloud, and optimizing cloud deployments along with their associated costs. We focus on being a guide to customers on their Journey to Modernization of applications, data, and platforms. This strategy leverages our strength in deploying private clouds, extending them to public cloud and incorporating the necessary elements of networking and security. By understanding our customers’ environment, applications, and business requirements, we deploy solutions that leverage the most appropriate technology on the most appropriate platform with the most appropriate consumption model. For example, we may build a private cloud solution to host mission critical applications, while utilizing a public cloud solution for development, collaboration, or disaster recovery. As the market matures, we will continue to build and acquire skills that align with agile development (DevOps), application refactoring, and analytics. Our cloud strategy is tightly aligned with all our key strategic initiatives, including data center, security, networking, collaboration, and emerging technology.
- ***Increasing sophistication and incidences of IT security breaches and cyber-attacks.*** Over the last decade, cyber-attacks have become more sophisticated, numerous, and invasive. Organizations are finding it increasingly difficult to effectively safeguard their information assets and business operations from a constant stream of advanced threats. Cyber-threats have shifted from uncoordinated individual efforts to highly coordinated and well-funded attacks by criminal organizations and nation-state actors. Additional drivers include data privacy concerns of both user data and machine data as companies continue to pursue digital transformation efforts. For most organizations, it is no longer a matter of *if* a cyber-attack will occur; the question is when and what impact it will have on the organization. We believe our customers are focused on all aspects of cyber security, including information and physical security, data protection, intellectual property, and compliance requirements related to industry and government regulations. To meet current and future security threats, enterprises must identify their risks, implement security controls and technology solutions that leverage integrated products and services to help monitor, mitigate, and remediate security threats and attacks while ensuring a data-centric security model that is scalable to meet today’s digital demands.
- ***Disruptive technologies are creating complexity and challenges for customers and vendors.*** The rapid evolution of disruptive technologies, and the speed by which they impact organizations’ IT platforms, has made it difficult for customers to effectively design, procure, implement, and manage their own IT systems. Moreover, increased budget pressures, fewer internal resources, a fragmented vendor landscape and fast time-to-value expectations make it challenging for customers to design, implement and manage secure, efficient, and cost-effective IT environments. Customers are increasingly turning to IT solutions providers such as *e*Plus to implement complex IT offerings, including managed services, software defined infrastructure, cloud computing, converged and hyper-converged infrastructures, big data analytics, and flash storage.
- ***Customer IT decision-making is shifting from IT departments to line-of- business personnel.*** As IT consumption shifts from legacy, on-premise infrastructure to agile “on-demand” and “as-a-service” solutions, customer procurement decisions are shifting from traditional IT personnel to lines-of-business personnel, which is changing the customer engagement model and types of consultative services required to fulfill customer needs. In addition, many of the services create recurring annuity revenue streams payable over time, rather than upfront revenue. Our partners are also evolving by developing more annuity models through subscription and consumption-based models operating both on-premises and the cloud.

- ***Lack of sufficient internal IT resources at mid-sized and large enterprises, and scarcity of IT personnel in certain high-demand disciplines.*** We believe that IT departments at mid-sized and large enterprises are facing pressure to deliver emerging technologies and business outcomes but lack the properly trained staff and the ability to hire personnel with high in-demand disciplines such as security and data analytics. At the same time the prevalence of security threats, increased use of cloud computing, software-defined networking, new architectures, and rapid software development frameworks, the proliferation of mobile devices, dispersed workforces, employees working from home, bring-your-own-device (BYOD) policies, and complexity of multi-vendor solutions, have made it difficult for IT departments to implement high-quality IT solutions.
- ***Reduction in the number of IT solutions providers.*** We believe that customers are seeking to reduce the number of solutions providers they do business with to improve supply chain and internal efficiencies, enhance accountability, improve supplier management practices, and reduce costs. As a result, customers are required to select IT solutions providers that can deliver complex multi-vendor IT solutions.
- ***Increasing need for third-party services.*** We believe that customers are relying on third-party service providers, such as *e*Plus, to manage significant aspects of their IT environment, from design, implementation, pre- and post-sales support, to maintenance, engineering, cloud management, security operations, and other services.

COMPETITION

The market for IT solutions is highly competitive, subject to macro-economic cycles and the entry of new competitors. Additionally, the consolidation of existing market participants can create significantly larger competitors and is also affected by disruptive technologies and other market activities of industry participants. We expect to continue to compete in all areas of our business against local, regional, national, and international firms, including vendors, international, national, and regional resellers and service providers. Some of our competitors are direct marketers with little value add and sell products as commodities, which can place downward pressure on product pricing. In addition, many IT vendors may sell or lease directly to our customers, and our continued ability to compete effectively may be affected by the policies of such vendors. We face indirect competition from potential customers' internal development efforts and must overcome potential customers' reluctance to move away from legacy systems, processes, and solution providers. As IT consumption shifts from IT personnel and legacy infrastructure to line-of-business based outcomes using off-premise, on-demand, and cloud solutions, the legacy resale model is shifting from an upfront sale to a recurring revenue model.

The leasing and financing markets are also competitive and subject to changing economic conditions and market activities of leading industry participants. We expect to continue to compete against local, regional, national, and international firms, including banks, specialty finance companies, private-equity asset managers, vendors' captive finance companies, and third-party leasing companies. Banks and other large financial services companies sell directly to business customers, particularly larger enterprise customers, and may provide other financial or ancillary services that we do not provide. Vendor captive leasing companies may use internal transfer pricing to effectively lower lease rates and/or bundle equipment sales and leasing to provide highly competitive packages to customers. Third-party leasing companies may have deep customer relationships with contracts in place that are difficult to displace; however, these competitors typically do not provide the breadth of product, service, and software offerings that we provide to our customers. Our competitors also may have access to more capital to fund more originations than us.

In all our markets, some of our competitors have longer operating histories and greater financial, technical, marketing, and other resources than we do. In addition, some of these competitors may be able to respond more quickly to new or changing opportunities, technologies, and customer requirements. Many current and potential competitors also have greater name recognition and engage in more extensive promotional marketing and advertising activities, offer more attractive terms to customers, and adopt more aggressive pricing policies than we do.

OUR SOLUTIONS

Technology Segment

- **IT Sales:** Our offerings consist of hardware, perpetual and subscription software, maintenance, software assurance, and internally provided and outsourced services. We believe that our customers view technology purchases as integrated solutions, rather than discrete product and service categories, and the majority of our sales are derived from integrated solutions involving our customers' data center, network, security, and collaboration infrastructure. We hold various technical and sales-related certifications from leading manufacturers and software publishers, which authorizes us to market their products and enables us to provide advanced professional services. We actively engage with emerging vendors to offer their technologies to our customers. Our flexible platform and customizable catalogs facilitate the addition of new vendors' products with minimal incremental effort.
- **Advanced Professional and Managed Services:** We provide a range of advanced professional and managed services to help our customers improve productivity, profitability, and revenue growth while reducing operating costs. Our solutions and services include the following:
- ***ePlus managed services*** proactively monitors and manages a broad range of technologies on premises and in the cloud such as service desk, Infrastructure, Cloud Managed Backup and Recovery, Cloud Hosted Infrastructure & Managed Power Protection. a flexible subscription model to monitor, manage, and maximize business critical technologies—including cloud, security, data center, mobility, and collaboration based on a an ITIL Framework with SOC 1/2 and HIPAA accreditation;
    - ***Professional services*** focus on cloud infrastructure, unified communications, collaboration, networking, storage, hyper-converged infrastructure, and virtual desktop infrastructure, supported by security and managed services solutions;
    - ***Security solutions*** help safeguard our customers' business and information assets through the appropriate application of governance, technology and supporting services:
        - Governance, Risk, and Compliance (GRC) services help ensure customers are meeting governance and compliance requirements by leveraging regulatory frameworks, industry best practices, and supporting controls - thereby allowing customers to effectively identify, assess, and mitigate risk.
        - Managed Security Services help customers strengthen their information security profile with industry-leading tools, technology and expertise - often at a fraction of the cost of in-house security resources. Services include Security Operations Center (SOC), Managed Detection and Response (MDR), and Incident Response (IR).
- ***ePlus Cloud Consulting Services (ECCS)*** is a suite of white-glove cloud services providing data protection via Cloud Managed Backup and Cloud Disaster Recovery, as well as hosting mission-critical workloads via Cloud Hosted Infrastructure.
- ***Staff augmentation services*** provide customers with flexible headcount options, which may range from service desk to infrastructure to software developer skills. Staff augmentation allows customers to access talent, fill specific technology skill gaps, or provide short-term or long-term IT professional help, which also includes services, such as Virtual Chief Information Officer (vCIO) and Virtual Chief Information Security Officer (vCISO), used to complement existing personnel and build three-to-five-year IT roadmaps.
- ***Service desk*** provides outsourced functions including but not limited to server and desktop support to respond to our customers' business demands while minimizing overhead.
- ***Project management services*** enhance productivity and collaboration management and enable successful implementations and adoption of solutions for our customers.

Financing Segment

We specialize in financing arrangements, including sales-type and operating leases; loans, and consumption-based financing arrangements; and underwriting and management and disposal of IT equipment and assets. Our financing operations include sales, pricing, credit, contracts, accounting, risk management, and asset management.

We primarily finance IT equipment, communication-related equipment, and medical equipment. We may also finance industrial machinery and equipment, office furniture and general office equipment, transportation equipment, and other general business equipment. We offer our solutions both directly and through vendors.

We offer enhanced financing solutions, and our business process services approach automates a significant portion of the IT procurement process and reduces our customers' cost of doing business. The solution incorporates value-added services at every step in the process, including:

- Front-end processing, such as procurement, order aggregation, order automation, vendor performance measurement, ordering, reconciliation, and payment;
- Lifecycle and asset ownership services, including asset management, change management, and property tax filing; and
- End-of-life services such as equipment audit, removal, and disposal.

OUR COMPETITIVE STRENGTHS

Large Addressable Market with Long-term Growth Opportunities Driven by Increasing IT Complexity

We sell IT solutions focusing on the data center, network, cloud, security, virtualization, and mobility segments of the industry, facilitated by our professional and managed service solutions. We primarily target our sales efforts toward middle-market and large commercial entities, state and local governments, education, and healthcare customers throughout the US and in certain markets in Europe and Asia. We believe IT departments in these organizations are facing pressure to deliver higher service levels with fewer resources, increasing their reliance on third-parties who can provide complex, multi-vendor technology solutions, such as our company.

Broad and Diverse Customer Base across a Wide Range of End Markets

We have a broad and diverse customer base of over 3,500 customers across a wide range of end-markets, including education, financial services, healthcare, media and entertainment, state and local government, technology, and telecommunications.

Differentiated Business Model Serving Entire IT Lifecycle – Procurement, Solutions, Services, Software, Financing

We believe we are a trusted IT advisor, delivering differentiated products and services to enable our customers to meet increasingly complex IT requirements. We are able to provide complete, turn-key solutions aligned to the entire IT lifecycle – procurement, products, services, software, and financing. We provide upfront assessments, design and configuration capabilities, installation and implementation, and ongoing services to support our customers' solutions.

Deep Expertise in Advanced Technology to Address Cloud, Security, Digital Infrastructure and other Emerging IT Trends

We believe our customers choose us for their complex IT infrastructure needs based on our track record of delivering best-of-breed solutions, value-added services, and close relationships with both established and emerging vendors. We focus on obtaining and maintaining top-level engineering certifications and professional services expertise in advanced technologies of strategic vendors that we leverage to help our customers achieve positive business outcomes. We have over 650 employees that collectively hold approximately 2,200 certification titles, across more than 60 vendors, with a heavy concentration in our top vendors.

Strategic Ability to Design and Integrate Cloud Solutions Across Multiple Vendors

We believe our expertise across both Data Center and Cloud architectures allows us to provide differentiated offerings in assisting our customers with their journey to the cloud. Combined with our established practices in Networking and Security, we are uniquely poised to help customers adopt a multi-cloud strategy utilizing our cloud cost management framework to help overcome the inherent challenges. We leverage our strategic partnerships with leading vendors such as Amazon Web Services, Cisco Systems, Dell EMC, Hewlett Packard Enterprise, Microsoft Azure, NetApp, and VMware in conjunction with our professional, managed and lifecycle services to help our customers achieve their desired business outcomes.

Proven Track Record of Successfully Integrating Acquisitions and Accelerating Growth

We view acquisitions as an important factor in our strategic growth plan. Since 1997, we have successfully integrated nearly 30 acquisitions. Most recently, we have been active in tuck-in acquisitions to broaden our product offerings, sector reach, and geographic footprint.

We generally integrate acquired firms into the *e*Plus platform immediately, which allows us to maintain customers and vendor relationships, retain key employees from acquired firms, and accelerate growth.

We continue to review new acquisition opportunities to expand our global footprint and expand our offerings.

Financial Performance Characterized by Growth and Profitability

We have focused on achieving top-line revenue growth while maintaining industry-leading gross margins – with a compound annual growth rate of 4.2% on net sales and 7.0% for consolidated gross profit, respectively, from fiscal year 2017 to fiscal year 2021.

Through our organic expansion and acquisitions, we have increased our employee base by 33.0% from March 31, 2017 to March 31, 2021. The increase in our employee base has largely been in customer facing roles, which represented 92.5% of the total increase in headcount over the same period, as we continue to build our sales and services team while leveraging our operational infrastructure.

GROWTH STRATEGY

Our goal is to continue to grow as a leading provider of technology solutions. The key elements of our strategy include the following:

Be Our Customers' Partner of Choice for Comprehensive IT and Lifecycle Solutions, Including Consulting, Managed and Professional Services, and Financing

We seek to become the primary provider of IT solutions and flexible financing solutions for each of our customers, whether on-premise, cloud, hybrid or managed services-based. We strive to provide excellent customer service, pricing, availability, and advanced professional and managed services in an efficient manner. We believe the increasing complexity of the IT ecosystem and the emergence of new technologies, vendors, licensing, and service options are factors that will lead to a growing demand from existing customers. We have many experienced pre-sales engineers who engage with customers about the most advanced technologies. Our account executives are trained on our broad solutions capabilities with access to many, category-focused subject-matter experts, which allow them to sell in a consultative business outcome-based manner that increases the likelihood of cross-selling our solutions. Our account executives are supported by experienced and professional inside sales representatives. We believe that our bundled offerings are an important differentiating factor from our competitors.

We focus on gaining top-level engineering certifications and professional services expertise in advanced technologies of strategic vendors. This expertise helps our customers develop their cloud capabilities including private, public, and hybrid infrastructures. We are providing virtual desktop infrastructure, unified communications, collaboration, networking, security, storage, big-data, mobility, converged and hyper-converged infrastructures, and managed services offerings, all of which remain in high demand. We believe our ability to deliver advanced professional services provides benefits in two ways. First, we gain recognition and mindshare of our strategic vendor partners and become the ''go-to'' partner in selected regional markets as well as the national market. This significantly increases direct and referral sales opportunities for our products and services and allows us to offer competitive pricing levels. Second, within our existing and potential customer base, our advanced professional services are a key differentiator against competitors who cannot provide services or advanced services for these key technologies or across multiple vendor product lines.

Our managed services portfolio expanded this year to include Managed SDWAN, Service Desk, Carrier Expense Management, Cloud Cost Optimization, Vulnerability Management as a Service (VMaas), Managed UCM, Hyperflex, Nutanix and Aruba monitoring and management. We have further increased our breadth and depth of engineering expertise through the integration of recent acquisitions, supplementing our Cisco service offerings, expanding our Netapp SSC/EMS portfolio, and security solutions releases. We have also enhanced our Managed Services and consolidated all *e*Plus annuity-based service solutions into a single service management platform to enhance customer experience. Likewise, we have increased automation of Service Level Target reporting to ensure remediation and response are top-of-mind.

Build Our Geographic Footprint

We intend to increase our direct sales and go-to-market capabilities in each of our geographic areas. We actively seek to acquire new account relationships through personal relationships, electronic commerce, leveraging our partnerships with vendors, and targeted demand-generation activities to increase awareness of our solutions. We also seek to broaden our customer base, expand our geographic reach, and improve our technology and professional services delivery capabilities. During the last fiscal year, we continued to expand our sales and delivery capabilities across multiple international markets as we see more demand for solutions within this market.

Recruit, Retain, and Develop Employees

Based on our prior experience, capital structure, and business systems and processes, we believe we are well positioned to hire experienced sales people and engineers, make strategic acquisitions that expand our customer facing talent, broaden our customer base, expand our geographic reach, scale our existing operating structure, and/or enhance our product and service offerings. Part of our growth strategy is to hire purposefully and enhance our technical and skill base through strategic acquisitions. Once recruited, we believe that that our culture, competitive performance-based compensation, policies and labor practices contribute to strong relations with our employees. We offer a range of affordable and flexible benefits options to assist with health and well-being. As our employees are an important resource to us, we invest in their ongoing professional development. Our education program provides financial support for employees who want to participate in undergraduate and graduate studies, continuing education, skill building including technical certifications, and other professional enrichment related to their position with ePlus.

Improve Operational Efficiencies

We continue to invest in our internal technology infrastructure and software platforms to optimize our operations and engage in process re-engineering efforts to become more streamlined and cost effective.

RESEARCH AND DEVELOPMENT

We incur software development costs associated with maintaining, enhancing, or upgrading our proprietary software, which may be performed by internal IT development resources or by an offshore software-development company that we use to supplement our internal development team or various US-based consultants.

SALES AND MARKETING

We focus our sales and marketing efforts on becoming the primary provider of IT solutions for each of our customers. We actively seek to acquire new account relationships through personal relationships, electronic commerce, leveraging our partnerships with vendors and targeted demand-generation activities to increase awareness of our solutions. We target middle-market and large commercial entities and state and local governments, and educational institution. We currently have over 3,500 customers. We undertake direct marketing and leverage digital marketing and social media campaigns to target certain markets in conjunction with our primary vendor partners, who may provide financial reimbursement, outsourced services, and personnel to assist us in these efforts.

Our sales representatives are compensated by a combination of salary and commission, with commission becoming the primary component of compensation as the sales representatives gain experience. To date, we acquired a majority of our customers through the efforts of our direct sales force and acquisitions. We market to different areas within a customer's organization, including business units as well as the IT department, or finance department, depending on the solutions.

As of March 31, 2021, our sales force consisted of 589 sales, marketing and sales support personnel organized regionally across the US, UK, India, and Singapore.

INTELLECTUAL PROPERTY RIGHTS

Our success depends in part upon proprietary business methodologies and technologies that we have licensed and modified. We own certain software programs or have entered into software licensing agreements to provide services to our customers. We rely on a combination of copyrights, trademarks, service marks, trade secret protection, confidentiality and nondisclosure agreements, and licensing arrangements to establish and protect our intellectual property rights. We seek to protect our documentation and other written materials and confidential corporate information under trade secret and copyright laws, which afford only limited protection.

For example, we currently have patents in the US and Canada. We cannot provide assurance that any patents, as issued, will prevent the development of competitive products or that our patents will not be successfully challenged by others or invalidated through the administrative process or litigation.

In the US, our registered trademarks include *e*+®, *e*Plus®, Procure+®, Manage+®, Docpak®, Viewmark®, OneSource®, Where Technology Means More® and GRIT: Girls Re-Imagining Tomorrow ®. We also have registered IGXGlobal®, and IGXGlobal an ePlus Technology, inc. Company® and certain variations thereon in the United Kingdom and the European Union (''EU''). We intend to use and protect these and our other marks, including common-law marks, as we deem necessary. We have over 20 registered copyrights, in addition to unregistered copyrights in our website content, software, marketing and other written materials. We believe our trademarks and copyrights have significant value and are an important factor in the marketing of our products.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or to obtain and use information that we regard as proprietary. Our means of protecting our proprietary rights may not be adequate, and our competitors may independently develop similar technology, duplicate our products or design around our proprietary intellectual property.

FINANCIAL AND RISK MANAGEMENT ACTIVITIES

Inventory Management: We have drop-shipment arrangements with many of our vendors and distributors, which permit us to offer products to our customers without taking physical delivery of the equipment. Ingram Micro, Arrow Enterprises, Tech Data, and Synnex Corporation are our largest distributors. Using the distribution systems available, we frequently sell products that are shipped from the vendors or distributors directly to our customers' location, which allows us to keep our inventory of any product and shipping expenses to a minimum. For the year ended March 31, 2021, our four largest distributors accounted for over 30% of our purchases related to our technology segment net sales.

Risk Management and Process Controls: We use and maintain conservative underwriting policies and disciplined credit approval processes in both our technology and financing segments. We have an executive management review process and other internal controls in place to evaluate transactions' potential risk.

In our technology segment, we manage our risk by using conservative credit quality analysis and periodic monitoring of customer financial results or third-party risk evaluation tools; monitoring customer accounts receivable balances and payment history; proactively pursuing delinquent accounts; ensuring we have appropriate contractual terms and conditions; perfecting security interests when practicable; requiring prepayment or deposits if indicated; performing fraud checks for new accounts; and evaluating general economic as well as industry specific trends. Our systems automatically decrease trade credit lines based on assigned risk ratings.

In our financing segment, we manage our risk in assets we finance by assigning the contractual payments due under the financing arrangement to third-parties and the continued monitoring of our customers' credit profile. We also use agency purchase orders to procure equipment for lease to our customers and otherwise take measures to minimize our inventory of financed assets. When our technology segment is the supplier of the assets being financed, we retain certain procurement risks. Our financing arrangements with our customers are generally fixed rate.

As a result of COVID-19, we have tightened our credit lines with many of our customers, particularly in the customer end markets under significant duress such as retail. Some customers have requested extended terms which we are assessing on a case by case basis. In our financing segment, we reduced our exposure by transferring certain transactions on a non-recourse basis.

Credit Risk Loss Experience: During the fiscal year ended March 31, 2021, we increased our allowance for credit losses by $1,436 thousand and incurred actual credit losses of $178 thousand. During the fiscal year ended March 31, 2020, we increased our allowance for credit losses by $1,004 thousand and incurred actual credit losses of $429 thousand.

BACKLOG

We rely on our vendors or distributors to fulfill a large majority of our shipments to our customers. As of March 31, 2021, we recorded customer commitments to purchase products or services that remain open until either executed or canceled (''open orders'') of $476.8 million and deferred revenue of $99.1 million. As of March 31, 2020, we had open orders of $277.6 million and deferred revenues of $72.2 million. We expect that most of the open orders and approximately 75% of deferred revenue as of March 31, 2021 will be recognized within the next 12 months.

HUMAN CAPITAL

Our employees' collective dedication and talent enable us to be a trusted advisor to our customers.

As of March 31, 2021, we employed a total of 1,560 employees, including 1,510 in the US, 18 in the United Kingdom, 30 in India, and 2 in Singapore. We believe we have a good relationship with our employees, and none are represented by a labor union.

Our Culture

In the early days of the COVID-19 pandemic, our Chief Executive Officer introduced the motto of ''Be Safe, Be Smart, and Be Kind.'' to convey the timeless qualities that embody the culture we have spent 30 years building and have been even more important during this past year. Through our Code of Conduct, policies, our training, and the everyday actions of our leadership, we expect our employees to treat each other, our customers, and all our business partners consistent with the ''Be Safe, Be Smart, Be Kind'' motto, with respect and equality for all persons.

Corporate social responsibility is also an important part of our culture and focus efforts around supporting the communities in which we live and work. A sample of our efforts include participating in One Tree Planted, Habitat for Humanity, and Be the Match. Since 2017, we have sponsored GRIT: Girls Re-Imagining Tomorrow in partnership with Cisco Systems, Inc. GRIT exists for the sole purpose of introducing diverse groups of middle school girls to technology-focused career possibilities, with an emphasis on cyber security and artificial intelligence.

Functional Areas of our Employee Base

The functional areas of our employees are as follows:

	Year Ended March 31,		
	2021	2020	Change
Sales and marketing	589	605	(16)
Professional services	662	666	(4)
Administration	217	212	5
Software development and internal IT	85	89	(4)
Management	7	7	—
	1,560	1,579	(19)

Nearly one-third of our employees have a tenure of six or more years, and 15% have a tenure of more than 10 years.

Covid-19 Safety

During the past year, considering COVID-19, we implemented a flexible work from home strategy for all our offices, and provided training, policies and face coverings for our employees who perform essential services onsite with customers and in our integration centers, supporting critical infrastructure sectors. Our flexible work from home strategy during the pandemic is designed to keep our employees and their families as well as our communities safe, and to support those who cannot return to the office due to childcare responsibilities while schools and day care centers are closed.

Attracting Talent

While we operate in a competitive labor environment, we believe that that our culture, competitive performance-based compensation, policies and labor practices contribute to strong relations with our employees.

We offer a range of affordable and flexible benefits options to assist with health and well-being. New this fiscal year, we added Martin Luther King, Jr. Day to our corporate holidays, which complements two personal days to allow employees flexibility for other holidays. In recent years, we have received several Comparably Talent Awards in the Large Companies category, including in 2020: Best CEO, Best Company Work-Life Balance, and Best CEO for Women.

Training and Development

As our employees are an important resource to us, we invest in their ongoing professional development. Our education program provides financial support for employees who want to participate in undergraduate and graduate studies, continuing education, skill building including technical certifications, and other professional enrichment related to their position with ePlus. New employees are assigned 30 short training videos during their first eight months of employment, covering soft skills, compliance, and our specific business. All employees have access to *ePlus University*, which offers thousands of on-demand courses, from business and technical skills to leadership to compliance. We also provide live and recorded presentations from numerous in-house leaders and experts in a variety of topics, as well as in-person workshops on management skills and leadership. All employees are supported in, and expected to, remain current in the knowledge areas relevant to their position.

Our employee base of highly skilled, experienced personnel includes account executives, pre-sales and inside-sales staff trained on our broad solutions capabilities and category-focuses subject-matter experts. Additionally, we have over 650 employees that collectively hold approximately 2,200 certification titles, across more than 60 vendors, with a heavy concentration in our top vendors.

US SECURITIES AND EXCHANGE COMMISSION REPORTS

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports, filed with or furnished to the US SEC, are available free of charge through our Internet website, www.eplus.com, as soon as reasonably practical after we have electronically filed such material with, or furnished it to, the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov. The contents on or accessible through these websites are not incorporated into this filing. Further, our references to the URLs for these websites are intended to be inactive textual references only.

EXECUTIVE OFFICERS

The following table sets forth the name, age and position of each person who was an executive officer of *e*Plus on March 31, 2021. There are no family relationships between any directors or executive officers of *e*Plus.

Name	Age	Position
Mark P. Marron	59	Chief Executive Officer, President, and Director
Elaine D. Marion	53	Chief Financial Officer
Darren Raiguel	50	Chief Operating Officer and ePlus Technology, inc. President

The business experience of each executive officer of *e*Plus is described below:

Mark Marron – Chief Executive Officer, President and Director

Mark P. Marron became the Chief Executive Officer and President of *e*Plus inc. on August 1, 2016. He began his career at *e*Plus in 2005 as Senior Vice President of Sales and became Chief Operating Officer in 2010. A 30-year plus industry veteran, he was formerly with NetIQ where he held the position of Senior Vice President of Worldwide Sales and Services. Prior to joining NetIQ, Mr. Marron served as General Manager of Worldwide Channel Sales for Computer Associates International Inc., a provider of software and services that enables organizations to manage their IT environments. Mr. Marron has extensive experience throughout North America, Europe, the Middle East, and Africa and holds a Bachelor of Science degree in Computer Science from Montclair State University.

Elaine Marion – Chief Financial Officer

Elaine D. Marion joined us in 1998. Ms. Marion became our Chief Financial Officer on September 1, 2008. From 2004 to 2008, Ms. Marion served as our Vice President of Accounting. Prior to that, she was the Controller of *e*Plus Technology, inc., a subsidiary of *e*Plus, from 1998 to 2004. Ms. Marion currently serves on the Advisory Board of the School of Business at the University of Mary Washington and as chair of the George Mason University School of Business Dean's Advisory Council. Ms. Marion is a graduate of George Mason University, where she earned a Bachelor of Science degree in Business Administration with a concentration in Accounting.

Darren Raiguel – Chief Operating Officer and ePlus Technology inc. President

Darren S, Raiguel joined the company in 1997 as an account executive and has held numerous management positions in the organization for well over a decade. Mr. Raiguel became our Executive Vice President of Technology Sales, and in May 2018 was promoted to Chief Operating Officer of *e*Plus inc. and President of *e*Plus Technology, inc. Mr. Raiguel received a Bachelor of Business Administration degree from Temple University, with dual majors in Marketing and Finance. He has participated in numerous industry organizations, councils, and advisory boards throughout his career.

ITEM 1A. RISK FACTORS

There are many factors that could adversely affect our business, results of operations and cash flows, some of which are beyond our control. The following is a description of some important factors that may cause our business prospects, results of operations and cash flows in future periods to differ materially from those currently expected or desired. Factors not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, results of operations and cash flows.

Risks Specific to Our Business

Actual or anticipated epidemics, pandemics, outbreaks, or other public health crises may adversely affect our customers' and suppliers' financial condition and the operations of our business.

Our business could be materially and adversely affected by the impact of the disease caused by the novel coronavirus, COVID-19, which was declared a pandemic by the World Health Organization, or the actual or public perception of the risks related to any epidemic, pandemic, outbreak, or other public health crisis. The risk of COVID-19 pandemic, or public perception of the risks associated with the COVID-19 pandemic, could cause customers to delay or cancel orders, and could cause temporary or long-term disruptions in our supply chains and/or delays in the delivery of our products and services to our customers. Quarantines or other cancellations of public events as well as governmental containment actions could also adversely affect our customers' financial condition, resulting in reduced spending for the products and services we sell or uncollectible accounts receivable, leases or notes receivable or our customers' ability to receive goods we ship to their locations. Moreover, the COVID-19 pandemic has resulted in a high percentage of our employees who work from home, which could adversely affect our ability to adequately staff and manage our businesses. Risks or regulations related to an epidemic, pandemic, or other health crisis, such as COVID-19, has and may continue to lead to the complete or partial closure of one or more of our offices or configuration centers or the operations of our customers or our sourcing partners. Office closures of our customers may reduce our ability to provide onsite professional services and staffing. The ultimate extent to which the current COVID-19 pandemic and the distribution and efficacy of the vaccine will affect the financial condition and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity and duration of the current pandemic.

We began monitoring the COVID-19 outbreak and following the guidance of public health authorities in January 2020. In March 2020, we put in place a number of protective measures in response to the COVID-19 outbreak that is taking place world-wide. These measures include having employees work from home to the extent their job function enables them to do so, cancelling all non-essential business travel, asking some employees to self-quarantine at home, adjusting our facilities' janitorial and sanitary policies. We have and may continue to include various health-related measures, such as requiring employees and visitors to undergo a health screening or wear a mask. In addition, our employees may have health issues related to COVID-19 and may have unpredictable work schedules due to childcare responsibilities as many schools and childcare centers are closed. We are regularly revisiting the measures we are taking in response to the evolving COVID-19 pandemic, and we are likely to take additional action in response to the various requirements and recommendations of governmental and other health authorities. In addition, as Stay at Home orders by state and local governments are lifted or changed, additional risks may arise, including infections within our employee base, office closures, and/or closures at customers sites. These existing measures and any future actions, such as additional or renewed Stay at Home orders, may result in a disruption to our business.

As a high percentage of our employees are working from home due to COVID-19, we are highly reliant on the availability and functionality of our information systems to enable our operations. Working from home may increase risk of data loss. If our information systems are not operational for reasons which may include cyber security attacks, data center failures, failures by telecom providers to provide service to our business and to our employees' homes, power failures, or failures of off-premise software such as SaaS based software, our business and financial results may be adversely impacted.

As our employees return to the workplace, we may face challenges implementing newly required processes technologies, and procedures specific to COVID-19, including paid time off laws and health screenings.

Additionally, as the facts, guidance and perception are rapidly changing, we may face challenges responding to actual or possible COVID-19 exposure in the workplace, training managers to address an anticipated uptick in leave and accommodation issues, and issuing corporate communications to effectively assuage and respond to employee concerns regarding COVID-19.

If we lost one or more of our large volume customers, our earnings may be affected.

The contracts for the provision of products and services from us to our customers are generally non-exclusive agreements without volume purchase commitments and are terminable by either party upon 30 days' notice. The loss of one or more of our largest customers, the failure of such customers to pay amounts due to us, or a material reduction in the amount of purchases made by such customers could have a material adverse effect on our business, financial position, results of operations and cash flows. Our accounts receivable-trade balance as of March 31, 2021, and 2020, included approximately 20% concentration of invoices due from Verizon Communications Inc.

We depend on having creditworthy customers to avoid an adverse impact on our operating results and financial condition.

Our financing and technology segments require sufficient amounts of debt or equity capital to fund our equipment purchases. If the credit quality of our customer base materially decreases, or if we experience a material increase in our credit losses, we may find it difficult to continue to obtain the required capital for our business, and our operating results and financial condition may be harmed. In addition to the impact on our ability to attract capital, a material increase in our delinquency and default experience would itself have a material adverse effect on our business, operating results, and financial condition.

As a result of COVID-19, many of our customers may be susceptible to economic slowdowns or recessions and may be unable to pay for their purchases or repay the leases or note receivable to us or repayment may be extended by our customers or us. Therefore, our non-performing assets may increase, and the value of our portfolio may decrease during these periods as we are required to record our investments at their current fair value. Adverse economic conditions also may decrease the value of collateral securing some of our loans and the value of our equity investments. Economic slowdowns or recessions could lead to financial losses in our portfolio and a decrease in revenues, net earnings, and assets in our financing segment. Unfavorable economic conditions also could increase our financing segment's funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing our financing portfolio and harm our operating results.

As of March 31, 2021, and 2020, we had an allowance for credit losses of $4.4 million and $3.2 million, respectively.

The terms of our Credit Facility or lines of credit with our vendors or loss thereof may restrict our current and future operations, which could adversely affect our ability to respond to changes in our business and to manage our operations.

Our technology segment, primarily through our subsidiary *e*Plus Technology, inc., finances its operations with funds generated from operations, and with a credit facility with Wells Fargo Commercial Distribution Finance, LLC or WFCDF. This facility provides short-term capital for our technology segment. There are two components of the WFCDF credit facility: (1) a floor plan component and (2) an accounts receivable component. As of March 31, 2021, the facility agreement had an aggregate limit of the two components of $275 million, and the accounts receivable component had a sub-limit of $100 million, which bears interest assessed at a rate of two percent (2.00%) plus the greater of one month LIBOR or seventy-five hundredths of one percent (0.75%).

The loss of the technology segment's credit facility could have a material adverse effect on our future results as we rely on this facility and its components for daily working capital and the operational function of our accounts payable process. Our credit agreement contains various covenants that must be met each quarter and either party may terminate the agreement for any reason with 90-days notice. There can be no assurance that we will continue to meet those covenants and failure to do so may limit availability of, or cause us to lose, such financing. There can be no assurance that such financing will continue to be available to us in the future on acceptable terms.

COVID-19 may negatively impact our lender's willingness to extend credit to us at the current credit limit or an increase in credit limit thus restricting our working capital. We also have lines of credit with our vendors for the purchase of goods and services for resale or internal use with terms including net 15, net 30, net 45, net 60 and net 90. The loss or decrease of our working capital facility or lines of credit with our vendors may have a material adverse effect on our business, results of operations and financial condition.

We rely on a small number of key vendors in our supply chain, and do not have long-term supply or guaranteed price agreements or assurance of stock availability with our vendors.

A substantial portion of our revenue within our technology segment depends on a small number of key vendors. Products manufactured by Cisco Systems represented approximately 36%, 40%, and 42% of our technology segment net sales for the years ended March 31, 2021, 2020, and 2019, respectively. Products manufactured by NetApp, Hewlett Packard, Juniper Networks, Dell/EMC, and Arista Networks, collectively represented approximately 23% - 24% of technology segment net sales for the last three years. Manufacturing interruptions or delays, including as a result of the financial instability or bankruptcy of manufacturers, changes or the addition of trade laws, duties or tariffs, currency fluctuations, significant labor disputes such as strikes, natural disasters, political or social unrest, pandemics (such as the COVID-19 pandemic) or other public health crises, or other adverse events affecting any of our vendors' facilities, could disrupt our supply chain. We could experience product constraints due to the unavailability of raw materials or components, delays in shipping, failure of vendors to accurately forecast customer demand or to manufacture or otherwise obtain sufficient quantities of product or component parts to meet customer demand, among other reasons. If we experience significant supply chain disruptions, we may not be able to develop alternate sourcing quickly on favorable terms, if at all, which could result in increased costs, loss of sales and a loss of customers, and adversely impact our financial condition and results of operations.

As we do not stock inventory that is not related to an order we have received from our customers, we depend upon the supply of products available from our vendors to fulfill orders from our customers on a timely basis.

The loss of a key vendor or changes in its policies could adversely impact our financial results. Violations of a contract that results in either the termination of our ability to sell the product or a decrease in our certification level with the vendor could adversely impact our financial results. In addition, a reduction in the trade credit lines or the favorable terms granted to us by our vendors and financial partners could increase our need for and cost of working capital and have a material adverse effect on our business, results of operations and financial condition.

We depend on third-party companies to perform certain of our obligations to our customers, which if not performed adequately could cause significant disruption to our business.

We rely on arrangements with third-parties to perform certain professional services, staffing services, managed services, warranties, configuration services, and other services for our customers. If these third-parties do not perform these services in accordance with the terms of our agreement and of a professional standard customary for the services, or if they cause disruption of or security weaknesses in our customers' businesses, results to our organization could include legal claims and associated costs, monetary damages paid to our customers, and an adverse effect on our customer relationships, our brand, and our reputation, and our results of operations or cash flows could be affected. In addition, the acquisition of third-party companies by our competitors may impact our revenue.

We rely on independent shipping companies to deliver products from us and our vendors to our customers. The failure or inability of these shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have an adverse effect on our business. We may also be adversely affected by an increase in freight surcharges that may result from economic, supply-chain, geopolitical, or other disruptions.

Breaches of data security and the failure to protect our information technology systems from cybersecurity threats could adversely impact our business.

Our business involves the storage and transmission of proprietary information and sensitive or confidential data, including personal information of our employees, customers, and others. In addition, we rely on our vendors that provide goods and services to us to operate our business to have adequate security measures in place to protect our operations. Also, we operate data centers for our customers that host their technology infrastructure and may store and transmit both business-critical data and confidential information. In connection with our services business, some of our employees also have access to our customers' confidential data and other information. We have privacy and data security policies in place that are designed to prevent security breaches; however, as newer technologies evolve, and the portfolio of the service providers with whom we share confidential information grows, we could be exposed to increased risk of breaches in security and other illegal or fraudulent acts, including ransomware attacks and other types of cyberattacks. The evolving nature of such threats, considering new and sophisticated methods used by criminals and cyberterrorists, including computer viruses, malware, phishing, misrepresentation, social engineering and forgery, are making it increasingly challenging to anticipate and adequately mitigate these risks.

As a result of COVID-19, a high percentage of our employees are working from home. As a result of employees' desire to remain current on the virus and its impacts, there may be increased risks relating to cyber security in the form of malware, hacking or phishing schemes, as criminals and cyberterrorists attempt to steal passwords, cookies, and other sensitive data. In addition, the vulnerability of our employees' home network may also increase this risk.

We may fail to innovate or create new solutions which align with changing market and customer demand.

As a provider of a comprehensive set of solutions, which involves the offering of bundled solutions consisting of direct IT sales, advanced professional and managed services, our propriety software, and financing, we expect to encounter some of the challenges, risks, difficulties, and uncertainties frequently encountered by companies providing bundled solutions in rapidly evolving markets. Some of these challenges include our ability to increase the total number of users of our services, adapt to meet changes in our markets and competitive developments, or continue to update our technology to enhance the features and functionality of our suite of products. Our personnel must continually stay current with vendor and marketplace technology advancements, create solutions which may integrate evolving vendor products and services as well as services and solutions we provide, to meet changing marketplace and customer demand. Further, we may provide customized solutions and services that are solely reliant on our own marketing, design, and fulfillment services, and we may lack the skills or personnel to execute, or COVID-19 may impact our ability to innovate due to travel restrictions, staff availability, or closed lab or data center locations. Our failure to innovate and provide bespoke value to our customers may erode our competitive position, market share and lead to reduced revenue and financial performance.

In the software market, a number of companies market business-to-business electronic commerce solutions similar to ours, and competitors are adapting their product offerings to a SaaS platform. We may not be able to compete successfully against current or future competitors, and competitive pressures faced by us may harm our business, operating results, or financial condition. We also face indirect competition from customers' potential internal development efforts and have to overcome customers' potential reluctance to move away from legacy systems and processes.

In all of our markets, some of our competitors have longer operating histories and greater financial, technical, marketing, and other resources than we do. In addition, some of these competitors may be able to respond more quickly to new or changing opportunities, technologies, and customer requirements. Many current competitors may have, and potential competitors may have, greater name recognition, engage in more extensive promotional marketing and advertising activities, offer more attractive terms to customers, and adopt more aggressive pricing and credit policies than we do. We may not be successful in achieving revenue growth and may incur additional costs associated with our software products, which may have a material adverse effect on our future operating results as a whole.

We may experience a reduction in incentives offered to us and earned by us from our vendors that would affect our earnings.

We receive payments and credits from vendors, including consideration pursuant to volume incentive programs, shared marketing expense programs, and early pay discounts. These programs are usually of finite terms and may not be renewed or may be changed in a way that adversely affects us. Vendor funding is used to offset inventory costs, costs of goods sold, marketing costs and other operating expenses. Certain of these funds are based on our volume of purchases, growth rate of purchases, and marketing programs. If we do not grow our sales over prior periods, or if we do not comply with the terms of these programs, or do not sell certain products that earn the incentive, there could be a material negative effect on the amount of incentives offered or paid to us by vendors.

COVID-19 may affect our ability to meet these volume requirements and may affect our and our vendors' ability to engage in marketing programs. We may not continue to receive such incentives or may not be able to collect outstanding amounts relating to these incentives in a timely manner, or at all. Any sizeable reduction in, the discontinuance of, a significant delay in receiving, or the inability to collect such incentives, particularly related to incentive programs with our largest vendors, could have a material adverse effect on our business, results of operations and financial condition. If we are unable to react timely to any fundamental changes in the programs of vendors, including the elimination of funding for some of the activities for which we have been compensated in the past, such changes could have a material adverse effect on our business, results of operations and financial condition.

We may not have adequately designed or maintained our IT systems for internal use or solutions we offer to our customers or have adequate or competent IT personnel to support our business.

We depend heavily upon the accuracy and reliability of our information, telecommunication, cybersecurity, and other systems which are used for customer management, sales, distribution, marketing, purchasing, inventory management, order processing and fulfillment, customer service and general accounting functions. We must continually maintain, secure, and improve our systems. The protections we have in place address a variety of threats to our information technology systems, both internal and external, including human error. Inadequate security practices or design of our IT systems, or IT systems from third-parties which we utilize, or third-party service providers' failure to provide adequate services could result in the disclosure of sensitive or confidential information or personal information or cause other business interruptions that could damage our reputation and disrupt our business. Inadequate design or interruption of our information systems, Internet availability, telecommunications systems or power failures could have a material adverse effect on our business, our reputation, financial condition, cash flows, or results of operations.

As a high percentage of our workforce is currently working from home as a result of the COVID-19 pandemic, we are highly reliant on the availability and functionality of our information systems to enable our operations. Working from home may increase risk of data loss, including privacy-related events. If our information systems are not operational for reasons which may include cyber security attacks, data center failures, failures by telecom providers to provide services to our business and to our employees' homes, power failures, or failures of off-premise software such as SaaS based software, our business and financial results may be adversely impacted.

Our managed services business requires us to monitor our customers' devices on their networks across varying levels of service. If we have not designed our IT systems to provide this service accurately or if there is a security breach in our IT system or the customers' systems, we may be liable for claims. In addition, we rely on our managed services personnel to perform this service. Illness, including from COVID-19, or improper training, performance or supervision may negatively affect the services we provide our customers resulting in decreased revenue and the potential for litigation.

Products as complex as those used to provide our electronic commerce solutions or cloud automation solutions can contain unknown and undetected errors, performance problems, or use open-source code. We may have serious defects following introduction of new products or enhancements to existing products. Undetected errors or performance problems may be discovered in the future and certain errors we consider to be minor may be serious to our customers.

Our software products, or automation solutions, may be circumvented or sabotaged by third-parties such as hackers, which could result in the disclosure of sensitive information or personal information, unauthorized procurement, or cause other business interruptions that could damage our reputation and disrupt our business. Attacks may range from random attempts to coordinated and targeted attacks, including sophisticated computer crime and advanced persistent threats. In addition, our customers may experience a loss in connectivity to our proprietary software solutions because of a power loss at our data center, interruption in internet availability, or defects in our software. This could result in lost revenues, delays in customer acceptance, security breaches, and unforeseen liabilities that would be detrimental to our reputation and to our business.

We rely on the competency of our internal IT personnel. Our failure to hire, develop, retain, and supervise competent IT personnel to secure our data, or design and maintain resilient technology systems including our data and voice networks, infrastructure, and applications, could significantly interrupt our business causing a negative impact on our results.

We may not be able to hire and/or retain personnel that we need.

To increase market awareness and sales of our offerings, we may need to expand our marketing efforts and sales operations in the future. Our products and services require a sophisticated sales effort and significant technical engineering talent. For example, our sales and engineering candidates must have highly technical hardware and software knowledge to create a customized solution for our customers' business processes. Competition for qualified sales, marketing and engineering personnel fluctuates depending on market conditions. Prior to COVID-19, the US was in a low unemployment environment which resulted in difficulties in hiring or retaining sufficient personnel to maintain and grow our business. COVID-19 initially resulted in significant unemployment; however, recently unemployment has reduced. While we are currently experiencing an increasingly competitive labor market, we are uncertain as to the employment environment in the future, or how that environment will impact our workforce.

In addition, changes to immigration laws, prior to, because of, and subsequent to COVID-19, may impact our ability to hire or retain talent. Changes in laws relating to non-compete and non-solicitation agreements make it difficult to manage hiring and retention. In some cases, our competitors have required their employees to agree to such agreements as part of their employment, and in some cases, we may not be able to enforce similar restrictions; both scenarios present challenges and costs. Additionally, in some cases our relationship with a customer may be impacted by turnover in our sales or engineering team.

If we fail to identify acquisition candidates, or perform sufficient due diligence prior to completing an acquisition, or fail to integrate a completed acquisition our earnings may be affected.

Mergers and acquisitions are significant factors in our growth strategy. If we fail to identify businesses available for purchase or at an acceptable valuation, our growth strategy may be negatively affected and, as such, our results of operations.

Our ability to successfully integrate the operations we acquire, reduce costs, or leverage these operations to generate revenue and earnings growth, could significantly impact future revenue and earnings. Integrating acquired operations is a significant challenge particularly during the pandemic where most tasks must take place remotely, may divert management's attention from other business concerns, and there is no assurance that we will be able to manage the integrations successfully. Failure to successfully integrate acquired operations may adversely affect our cost structure thereby reducing our earnings and return on investment. In addition, we may fail to perform adequate due diligence and acquire entities with unknown liabilities, fraud, cultural or business environment issues, or that may not have adequate internal controls as may be required by law.

If we acquire a company that does not fit culturally, strategically, or in some other fashion, the acquisition may not produce the expected results or may negatively affect our reputation, which may negatively affect our business, results of operations, or cash flows. The unpredictability of the economic impact of COVID-19 will also make it difficult to properly value or anticipate the future success of acquisition targets and impact our overall growth strategy.

To the extent the value of goodwill or identifiable assets with indefinite lives becomes impaired; we may be required to incur material charges relating to the impairment of those assets.

We face substantial competition from other companies.

In our technology segment, we compete in all areas of our business against local, regional, national, and international firms, including other direct marketers; national and regional resellers; online marketplace competitors; and regional, national, and international service providers. In addition, we face competition from vendors, which may choose to market their products directly to end-users, rather than through channel partners such as our company, and this could adversely affect our future sales. Many competitors compete based principally on price and may have lower costs or accept lower selling prices than we do and, therefore, our gross margins may not be maintainable. Online marketplace competitors are continually improving their pricing and offerings to customers as well as ease of use of their online marketplaces. Our competitors may offer better or different products and services than we offer. In addition, we do not have guaranteed purchasing volume commitments from our customers and, therefore, our sales volume may be volatile.

In our financing segment, we face competition from many sources including much larger companies with greater financial resources. Our competition may originate from vendors of the products we finance or financial partners who choose to market directly to customers through the vendors' captive leasing organization or large or regional financial institutions such as banks with substantially lower cost of funds. Our competition may lower lease rates to increase market share.

We may be liable for misuse of our customers' or employees' information.

Third-parties, such as hackers, could circumvent or sabotage the security practices and products used in our product and service offerings, and/or the security practices or products used in our internal IT systems, which could result in disclosure of sensitive or personal information, unauthorized procurement, or other business interruptions that could damage our reputation and disrupt our business. Attacks may range from random attempts to coordinated and targeted attacks, including sophisticated computer crime and advanced persistent threats.

As a high percentage of our employees are currently working from home as a result of the COVID-19 pandemic, we are highly reliant on the availability and functionality of our information systems to enable our operations. Working from home may increase risk of data loss, including privacy-related events. If our information systems are not operational for reasons which may include cyber security attacks, data center failures, failures by telecom providers to provide services to our business and to our employees' homes, power failures, or failures of off-premise software such as SaaS based software, our business and financial results may be adversely impacted.

If third-parties or our employees are able to maliciously penetrate our network security or otherwise misappropriate our customers' information or employees' personal information, or other information for which our customers may be responsible and for which we agree to be responsible in connection with service contracts into which we may enter, or if we give third-parties or our employees improper access to certain information, we could be subject to liability. This liability could include claims for unauthorized access to devices on our network; unauthorized access to our customers' networks, hardware, applications, data, devices, or software; unauthorized purchases with credit card information; and identity theft or other similar fraud-related claims. This liability could also include claims for other misuses of or inappropriate access to personal information. Other liability could include claims alleging misrepresentation of our privacy and data security practices. Any such liability for misappropriation of this information could decrease our profitability. In addition, federal and state agencies have been investigating various companies regarding whether they misused or inadequately secured information. We could incur additional expenses when new laws or regulations regarding the use, safeguarding, or privacy of information are enacted, or if governmental agencies require us to substantially modify our privacy or security practices. We could fail to comply with international and domestic data privacy laws, the violation of which may result in audits, fines, penalties, litigation, or administrative enforcement actions with associated costs.

Advances in computer capabilities, new discoveries in the field of cryptography, or other events or developments may result in a compromise or breach of the security practices we use to protect sensitive customer transaction information and employee information. A party that can circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. Further, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user-names, passwords, or other information or otherwise compromise the security of our internal networks and/or our customers' information. Since techniques used to obtain unauthorized access change frequently and the impact and severity of security breaches are increasing, we may be unable to implement adequate preventative measures or timely identify or stop security breaches while they are occurring.

We may be required to expend significant capital and other resources to protect against security breaches or to remediate the subsequent risks and issues caused by such breaches. Our security measures are designed to protect against security breaches, but our failure to prevent such security breaches could cause us to incur significant expense to investigate and respond to a security breach and remediate any problems caused by any breach, subject us to liability, damage our reputation, and diminish the value of our brand. There can be no assurance that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from any such liabilities or damages with respect to any particular claim. We also cannot be sure that our existing insurance coverage for errors and omissions or security breaches will continue to be available on acceptable terms or in sufficient amounts to cover one or more large claims, or that our insurers will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds our available insurance coverage, or changes in our insurance policies, including additional exclusions, premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on our business, financial condition, and results of operations.

Loss of services by any of our executive officers or senior management and/or failure to successfully implement a succession plan could adversely affect our business.

The loss of the services by our executive officers or senior management and/or failure to successfully implement a succession plan could disrupt management of our business and impair the execution of our business strategies. We believe that our success depends in part upon our ability to retain the services of our executive officers and senior management and successfully implement a succession plan. Our executive officers are at the forefront in determining our strategic direction and focus. The loss of our executive officers' and senior management's services without replacement by qualified successors could adversely affect our ability to effectively manage our overall operations and successfully execute current or future business strategies and could cause other instability within our workforce.

A natural disaster or other adverse event at one of our primary configuration centers or a third-party provider location could negatively impact our business.

We have configuration centers in the US and third-party providers in the UK and Netherlands. The configuration centers contain inventory owned by us and our customers, which serve as distribution centers for orders, as we do not drop ship directly to the customer. We perform services in those warehouses such as product configuration services, and warehouse and logistics services. If the configuration centers were to be seriously damaged or disrupted by a natural disaster or other adverse event, including disruption related to political or social unrest, we could utilize another distribution center or third-party distributors to ship products to our customers. However, this may not be sufficient to avoid interruptions in our service and may not enable us to meet all of the needs of our customers and would cause us to incur incremental operating costs. In addition, we operate in facilities which may contain both business-critical data and confidential information of our customers and third parties, such as data center colocation and hosted solution partners. A natural disaster or other adverse event at locations such as these or third-party provider locations could negatively impact our business, results of operations or cash flows.

Our earnings may fluctuate, which could adversely affect the price of our common stock.

Our earnings are susceptible to fluctuations for several reasons, including, but not limited to, variability in the timing of large transactions in our technology and financing segments, and the risk factors discussed herein. In addition, our cost structure is based, in part, on expected sales and gross profit. Therefore, if we experience any unexpected sales or gross profit shortfall, we may not be able to adjust our cost structure rapidly which could have an adverse effect on our business, results of operations or cash flows. In the event our sales or net earnings are less than the level expected by the market in general, such shortfall could have an immediate and significant adverse impact on the market price of our common stock.

Our results of operations are subject to fluctuations in foreign currency.

We have several foreign subsidiaries and conduct business in various countries and currencies. As result of these foreign operations, we have exposure to fluctuations in foreign currency rates resulting primarily from the translation exposure associated with the preparation of our consolidated financial statements. While our consolidated financial statements are reported in US dollars, the financial statements of our subsidiaries outside the US are prepared using the local currency as the functional currency and translated into US dollars. As a result, fluctuations in the exchange rate of the US dollar relative to the functional currencies of our subsidiaries could cause fluctuations in our results of operations. Our operations in foreign countries are insignificant. We also have foreign currency exposure to the extent net sales and purchases are not denominated in a subsidiary's functional currency, which could have an adverse effect on our business, results of operations, or cash flows.

COVID-19 has had an effect on the global economy and as such may have or continue to have an effect on currency valuations which may cause currency losses for us.

We may be required to take impairment charges for goodwill or other intangible assets related to acquisitions.

We have acquired certain portions of our business and assets through acquisitions. Further, as part of our long-term business strategy, we may continue to pursue acquisitions of other companies or assets. In connection with prior acquisitions, we have accounted for the portion of the purchase price paid in excess of the book value of the assets acquired as goodwill or intangible assets, and we may be required to account for similar premiums paid on future acquisitions in the same manner.

Under the applicable accounting principles, goodwill is not amortized and is carried on our books at its original value, subject to annual review and evaluation for impairment, whereas intangible assets are amortized over the life of the asset. Changes in the business itself, the economic environment (including business valuation levels and trends), or the legislative or regulatory environment may trigger a review and evaluation of our goodwill and intangible assets for potential impairment outside of the normal review periods. These changes may adversely affect either the fair value of the business or our individual reporting units and we may be required to take an impairment charge.

If market and economic conditions deteriorate as a result of COVID-19 or otherwise, this could increase the likelihood that we will need to record impairment charges to the extent the carrying value of our goodwill exceeds the fair value of our overall business. Such impairment charges could materially adversely affect our net earnings during the period in which the charge is taken. As of March 31, 2021, we had goodwill and other intangible assets of $126.6 million and $38.6 million, respectively.

We may not be able to realize our entire investment in the equipment we lease.

The realization of the residual value of the equipment we lease, predominantly at the end of the term of a lease, as well as during the life of the lease, is an important element in our financing segment. At the inception of certain leases, we record a residual value for the leased equipment based on our estimate of the value of the equipment at the expected disposition date.

A decrease in the market value of leased equipment at a rate greater than the rate we projected, whether due to rapid technological or economic obsolescence, excessive or unusual wear and tear on the equipment, or other factors, would adversely affect the recoverability of the estimated residual values of such equipment. Further, certain equipment residual values are dependent on the vendor's warranties, reputation, rules regarding relicensing of software to operate the equipment, and other factors, including market liquidity. In addition, we may not realize the full market value of equipment if we are required to sell it to meet liquidity needs or for other reasons outside of the ordinary course of business. Consequently, there can be no assurance that we will realize our estimated residual values for equipment.

The degree of residual realization risk varies by transaction type. Sales-type leases bear less risk because contractual payments typically cover 90% or more of the equipment's lease cost at inception. Operating leases have a higher degree of risk because a smaller percentage of the equipment's value is covered by contractual cash flows at lease inception.

Risks Related to the Economy and our Industry

General economic weakness may harm our operating results and financial condition.

Our results of operations are largely dependent upon the state of the economy. Global economic weakness and uncertainty may result in decreased sales, gross margin, earnings and/or growth rates from our US based customers and from customers outside the US.

For example, there continues to be substantial uncertainty regarding the economic impact of the Referendum on the UK's Membership of the European Union (''EU'') (referred to as ''Brexit''). An agreement was reached between the UK and the EU in relation to their future relationship in certain areas, which included a new trade and cooperation agreement relating principally to the free trade in goods (the ''EU-UK Trade and Cooperation Agreement''). While the EU-UK Trade and Cooperation Agreement provides clarity in respect of the free trade in goods between the UK and the EU, there remain uncertainties related to the stability and effects of the new relationship. Potential adverse consequences of Brexit and the uncertainties around EU-UK Trade and Cooperation Agreement include global market uncertainty, volatility in currency exchange rates, additional costs and operational burdens associated with increased operational restrictions on imports and exports between the

UK and other countries and potentially increased regulatory complexities, each of which could have a negative impact on our business, financial condition, or results of operations. We have established two subsidiaries in the Netherlands to help address future developments, as needed, for Brexit, which could add complexity to our international operations as well as result in higher costs associated with serving our customers.

Changes in the IT industry, customers' usage, or procurement of IT, and/or rapid changes in product standards may result in reduced demand for the IT hardware and software solutions and services we sell.

Our results of operations are influenced by a variety of factors, including the condition of the IT industry, shifts in demand for, or availability of, IT hardware, software, peripherals and services, and industry introductions of new products, upgrades, methods of distribution, and the nature of how IT is consumed and procured. The IT industry is characterized by rapid technological change and the frequent introduction of new products, product enhancements and new distribution methods or channels, each of which can decrease demand for current products or render them obsolete. In addition, the proliferation of cloud technology, IaaS, SaaS, PaaS, software defined networking, or other emerging technologies may reduce the demand for products and services we sell to our customers. Cloud offerings may influence our customers to move workloads to cloud providers, which may reduce the procurement of products and services from us. Changes in the IT industry may also affect the demand for our advanced professional and managed services. These 'as a service' offerings in many cases are recorded on a net basis which results in a reduction of net sales and an increase in gross margin. Over the past several years, we have seen a significant increase in adjusted gross billings recorded on a net basis due to the industry shift to 'as a service' offerings. We have invested a significant amount of capital in our strategy to provide certain products and services, and this strategy may adversely impact our financial position due to competition or changes in the industry or improper focus or selection of the products and services we decide to offer. If we fail to react in a timely manner to such changes, our results of operations may be adversely affected. Our sales can be dependent on demand for specific product categories, and any change in demand for or supply of such products could have a material adverse effect on our results of operations.

Rising interest rates or the loss of key lenders or the constricting of credit markets may affect our future profitability and our ability to monetize our financing receivables and investments in operating leases.

We finance transactions with our customers utilizing fix-rate borrowing. If we fund such transactions at inception with a third-party lender, we are able to lock an interest rate spread on the transaction between the customer rate and third-party rate. However, we may delay funding the transaction, and if interest rates increase in the interim, the interest rate spread will decrease, which will adversely impact our profitability, or we may not choose to fund the transaction due to higher interest rates, thus inhibiting our ability to monetize our portfolio to generate cash.

We rely on lenders to fund financing transactions we originate with our customers. Loss of any lender or group of lenders may significantly impact our ability to originate financing transactions, which may negatively impact our financial condition. In addition, our lenders may no longer be willing to provide funding under our current terms and conditions and may demand new terms and conditions that negatively impact our ability to consummate a financing transaction with our customers. We are also subject to changes, if any, in our lenders' willingness to provide financing for different, particularly lower, credit quality lessees.

COVID-19 has resulted in a tightened credit market, which may impede our ability to fund on a recourse or non-recourse basis certain of our lesser credit quality customers or other general customers. This may result in less earnings, use of our own cash, or lesser credit quality in our financing portfolio.

We depend on continued innovations in hardware, software, and services offerings by our vendors, as well as the competitiveness of their offerings and our ability to partner with new and emerging technology providers.

The technology industry is characterized by rapid innovation and the frequent introduction of new and enhanced hardware, software, and services offerings, such as cloud-based solutions, including IaaS, SaaS, and PaaS. We depend on innovations in hardware, software, and services offerings by our vendors, as well as the acceptance of those innovations by our customers for the offerings we sell. A decrease in the rate of innovation by our vendors, or the lack of acceptance of innovations by our customers, or a shift by customers to technology platforms that we do not sell could have an adverse effect on our business, results of operations or cash flows.

In addition, if we are unable to keep up with changes in technology and new hardware, software, and services offerings—for example by not providing the appropriate training to our account managers, sales technology specialists and engineers to enable them to effectively sell and deliver such new offerings to customers—our business, results of operations or cash flows could be adversely affected.

We also depend upon our vendors for the development and marketing of hardware, software, and services to compete effectively with hardware, software, and services of vendors whose products and services we do not currently offer or are not authorized to offer in one or more customer channels. In addition, our success depends on our ability to develop relationships with and sell hardware, software, and services from emerging vendors, as well as vendors that we have not historically represented in the marketplace. To the extent that a vendor's offering that is highly in demand is not available to us for resale in one or more customer channels, and there is not a competitive offering from another vendor that we are authorized to sell in such customer channels, or we are unable to develop relationships with new technology providers or companies that we have not historically represented, or we partner with a vendor that is not in demand or the demand for whose products significantly decreases, our business, results of operations, or cash flows could be adversely impacted.

Risks Related to Laws and Regulations

Failure to comply with new laws or changes to existing laws may adversely impact our business.

Our operations are subject to numerous US and foreign laws and regulations in a number of areas including, but not limited to, areas of labor and employment, immigration, advertising, e-commerce, tax, import and export requirements, anti-corruption, data privacy requirements, anti-competition, and environmental, health, and safety. Compliance with these laws, regulations, and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business, and the risk of noncompliance. We have implemented policies and procedures designed to help comply with applicable laws and regulations, but there can be no certainty that our employees, contractors, or agents will fully comply with laws and regulations or our policies and procedures.

In addition, many countries and state and local governments have issued Stay at Home orders to combat COVID-19. These orders may mandate or recommend office closures, telework, or health or safety actions, such as social distancing in the workplace, masks, or health screening. The orders frequently change, and each order is different and must be interpreted and applied to the jurisdiction. Additional risk may arise from these orders as they are lifted or changed which may include infections in our employee base, office closures, closures at customers sites, and additional Stay at Home orders or mandated or recommended safety actions. Additionally, many employment related regulations, such as leave and accommodation matters, have been issued by federal, state, and local governments. These regulations continue to undergo revisions. We may fail to interpret or follow the regulations or orders properly which may result in sanction, penalties, fines, or litigation.

Failure to comply with our public-sector contracts or applicable laws and regulations could result in, among other things, termination, fines or other liabilities, and changes in procurement regulations could adversely impact our business.

Revenues in our public sector are derived from sales to SLED customers, through various contracts and open market sales of products and services. Sales to SLED customers are highly regulated and SLED customer purchases are subject to availability of funds from taxation, grants, or other sources. Noncompliance with contract provisions, government procurement regulations, or other applicable laws or regulations could result in civil, criminal, and administrative liability, including substantial monetary fines or damages, termination of SLED sector customer contracts, and suspension, debarment, or ineligibility from doing business with the government and other customers in the SLED sector. Contracts in the SLED sector are generally terminable at any time for convenience of the contracting agency or upon default and are subject to audits. In addition, most contracts require successfully bidding and award of the contract. These bid processes can be complex and require extensive review of terms and conditions and data compilation. Multiple bidders may win a product category, which creates aggressive competition even after contract award. The effect of any of these possible actions could adversely affect our business, results of operations or cash flows. In addition, the adoption of new or modified procurement regulations and other requirements may increase our compliance costs and reduce our gross margins, which could have a negative effect on our business, results of operations, or cash flows.

We may not adequately protect ourselves through our contract vehicles, or our insurance policies may not be adequate to address potential losses or claims.

Our contracts may not protect us against the risks inherent in our business including, but not limited to, warranties, limitations of liability, indemnification obligations, human resources and subcontractor-related claims, patent and product liability, regulatory and compliance obligations, data security and privacy, and financing activities. Also, we face pressure from our customers for competitive pricing and contract terms. In addition, order cancellations by our customers may result from COVID-19 or the economic consequences thereof. If orders are cancelled and the equipment has shipped to us, we may have an increased risk of dispute resulting in non-payment. Such disputes may be complicated by novel legal arguments relating to contract enforceability, such as the application of force majeure, impossibility or impracticability of performance, and frustration of purpose. Despite the non-recourse nature of the loans financing certain of our activities, non-recourse lenders may file suit if the underlying transaction turns out poorly for the lenders. We are subject to such claims and the cost of defending such claims due to the nature of our business.

We also are subject to audits by various vendor partners and customers, including government agencies, relating to purchases and sales under various contracts. In addition, we are subject to indemnification claims under various contracts.

The uncertainty regarding the phase-out of LIBOR may negatively impact our operating results.

LIBOR, the interest rate benchmark used as a reference rate on our credit facility variable rate debt is expected to cease publication as of June 30, 2023. The US Federal Reserve, in connection with the Alternative Reference Rates Committee, a steering committee comprised of large US financial institutions, announced the replacement of the US dollar LIBOR with the Secured Overnight Financing Rate (“SOFR”). SOFR is a new index calculated by short-term repurchase agreements, backed by US Treasury securities. Whether or not SOFR attains market traction as a LIBOR replacement for US dollar denominated instruments, and whether other benchmarks will attain traction in other markets, remains in question and the future of LIBOR at this time is uncertain. We will also need to consider new contracts and whether the contracts should reference an alternative benchmark rate or include suggested fallback language, as published by the Alternative Reference Rates Committee. The consequences of these developments with respect to LIBOR cannot be entirely predicted and span multiple future periods but could result in an increase in the cost of our variable rate debt which may be detrimental to our financial position or operating results.

We face risks of claims from third-parties for intellectual property infringement, including counterfeit products, that could harm our business.

We may be subject to claims that our products and services, or products that we resell, infringe on the intellectual property rights of third parties and/or are counterfeit products. The vendor of certain products or services we resell may not provide us with indemnification for infringement or indemnification; however, our customers may seek indemnification from us. We could incur substantial costs in defending infringement claims against ourselves and our customers. In the event of such claims, we and our customers may be required to obtain one or more licenses from third parties. We may not be able to obtain such licenses from third parties at a reasonable cost or at all. Defense of any lawsuit or failure to obtain any such required license could significantly increase our expenses and/or adversely affect our ability to offer one or more of our services.

We may be unable to protect our intellectual property and costs to protect our intellectual property may affect our earnings.

The success of our business strategy depends, in part, upon proprietary technology and other intellectual property rights. To date, we have relied primarily on a combination of copyright, trademark, and trade secret laws, and contractual provisions with our customers, subcontractors, and employees to protect our proprietary technology. It may be possible for unauthorized third parties to copy certain portions of our products or reverse engineer or obtain and use information that we regard as proprietary. Some of our agreements with our customers and technology licensors contain residual clauses regarding confidentiality and the rights of third parties to obtain the source code for our products. These provisions may limit our ability to protect our intellectual property rights in the future that could seriously harm our business and operating results. Our means of protecting our intellectual property rights may not be adequate.

The legal and associated costs to protect our intellectual property may significantly increase our expenses and have a material adverse effect on our operating results. We may deem it necessary to protect our intellectual property rights and significant expenses could be incurred with no certainty of the results of these potential actions. Costs relative to lawsuits are usually expensed in the periods incurred and there is no certainty in recouping any of the amounts expended regardless of the outcome of any action.

Risks Related to Ownership of Our Stock

If securities analysts do not publish research or reports about our company, or if they issue unfavorable commentary about us or our industry or downgrade our common stock, the price of our common stock could decline.

The trading market for our common stock depends in part on the research and reports that third-party securities analysts publish about us and our industry. One or more analysts could downgrade our common stock, or issue other negative commentary about us or our industry. If one or more of the analysts that publish research about us cease coverage, we could lose visibility in the market or such discontinuance may be viewed negatively by the market. As a result of one or more of these factors, the trading price of our common stock could decline.

Future offerings of debt or equity securities, which would rank senior to our common stock, may adversely affect the market price of our common stock.

If, in the future, we decide to issue debt or equity securities that rank senior to our common stock, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences, and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. We and, indirectly, our stockholders, will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, or nature of our future offerings, if any. Thus, holders of our common stock will bear the risk of our future offerings reducing the market price of our common stock and diluting the value of their stock holdings in our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of March 31, 2021, we leased approximately 316 thousand square feet of space of office and warehouse space across 37 different properties in the US, UK, and India . Some of our subsidiaries operate in shared office space to support sales, marketing activities and produce cost efficiency. Some sales and technical service personnel work from either home offices or at customer sites. Our largest office location is our headquarters in Herndon, Virginia. The lease contract on this space terminates on December 31, 2022. We believe that our office and warehouse spaces are suitable and adequate for our present needs. We anticipate no difficulty in retaining occupancy through lease renewals, month-to-month occupancy or replacing the leased properties with equivalent properties.

ITEM 3. LEGAL PROCEEDINGS

For a description of our material pending legal proceedings, please refer to Note 10, " Commitments and Contingencies" of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET INFORMATION

At March 31, 2021, our common stock traded on the NASDAQ Global Select Market under the symbol "PLUS."

On May 20, 2021, there were approximately 150 stockholders of record of our common stock, although there is a much larger number of beneficial owners.

DIVIDEND POLICIES AND RESTRICTIONS

We did not pay any cash dividends on our common stock during the fiscal years ended March 31, 2021, and 2020. Holders of our common stock are entitled to dividends if and when declared by our Board of Directors ("Board"), out of funds legally available. Generally, we have retained our earnings for use in the business. We currently intend to retain future earnings to fund ongoing operations and finance the growth and development of our business. Any future determination concerning the payment of dividends will depend upon our financial condition, results of operations, capital requirements and any other factors deemed relevant by our Board.

PURCHASES OF OUR COMMON STOCK

The following table provides information regarding our total purchases of 96,741 shares of *e*Plus inc. common stock during the fiscal year ended March 31, 2021, including a total of 59,101 shares purchased as part of the publicly announced share repurchase plans or programs.

Period	Total number of shares purchased(1)	Average Price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs
April 1, 2020 through April 30, 2020	—	$ —	—	339,324(2)
May 1, 2020 through May 27, 2020	996	$66.75	—	339,324(3)
May 28, 2020 through May 31, 2020	—	$ —	—	500,000(4)
June 1, 2020 through June 30, 2020	36,644	$71.94	—	500,000(5)
July 1, 2020 through July 31, 2020	—	$ —	—	500,000(6)
August 1, 2020 through August 31, 2020	—	$ —	—	500,000(7)
September 1, 2020 through September 30, 2020	24,318	$73.37	24,318	475,682(8)
October 1, 2020 through October 31, 2020	25,455	$70.67	25,455	450,227(9)
November 1, 2020 through November 30, 2020	9,328	$70.99	9,328	440,899(10)
December 1, 2020 through December 31, 2020	—	$ —	—	440,899(11)
January 1, 2021 through January 31, 2021	—	$ —	—	440,899(12)
February 1, 2021 through February 29, 2021	—	$ —	—	440,899(13)
March 1, 2021 through March 31, 2021	—	$ —	—	440,899(14)

(1) Any shares acquired were in open-market purchases, except for 37,640 shares, out of which 996 were repurchased in May 2020 and 36,644 in June 2020 to satisfy tax withholding obligations that arose due to the vesting of shares of restricted stock.

(2) The share purchase authorization in place for the month ended April 30, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of April 30, 2020, the remaining authorized shares to be purchased were 339,324.

(3) As of May 27, 2020, the authorization under the then existing share repurchase plan expired.

(4) On May 20, 2020, the board of directors authorized the company to repurchase up to 500,000 shares of our outstanding common stock commencing on May 28, 2020 and continuing to May 27, 2021. As of May 31, 2020, the remaining authorized shares to be purchased were 500,000.

(5) The share purchase authorization in place for the month ended June 30, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of June 30, 2020, the remaining authorized shares to be purchased were 500,000.

(6) The share purchase authorization in place for the month ended July 31, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of July 31, 2020, the remaining authorized shares to be purchased were 500,000.

(7) The share purchase authorization in place for the month ended August 31, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of August 31, 2020, the remaining authorized shares to be purchased were 500,000.

(8) The share purchase authorization in place for the month ended September 30, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of September 30, 2020, the remaining authorized shares to be purchased were 475,682.

(9) The share purchase authorization in place for the month ended October 31, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of October 31, 2020, the remaining authorized shares to be purchased were 450,227.

(10) The share purchase authorization in place for the month ended November 30, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of November 30, 2020, the remaining authorized shares to be purchased were 440,899.

(11) The share purchase authorization in place for the month ended December 31, 2020, had purchase limitations on the number of shares of up to 500,000 shares. As of December 31, 2020, the remaining authorized shares to be purchased were 440,899.

(12) The share purchase authorization in place for the month ended January 31, 2021 had purchase limitations on the number of shares of up to 500,000 shares. As of January 31, 2021, the remaining authorized shares to be purchased were 440,899.

(13) The share purchase authorization in place for the month ended February 28, 2021 had purchase limitations on the number of shares of up to 500,000 shares. As of February 28, 2021, the remaining authorized shares to be purchased were 440,899.

(14) The share purchase authorization in place for the month ended March 31, 2021, had purchase limitations on the number of shares of up to 500,000 shares. As of March 31, 2021, the remaining authorized shares to be purchased were 440,899.

The timing and expiration date of the share repurchase authorizations are included in Note 12, ''Stockholders' Equity'' to our consolidated financial statements included elsewhere in this report.

ITEM 6. SELECTED FINANCIAL DATA

Not Applicable

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the financial condition and results of operations (''financial review'') of *e*Plus is intended to help investors understand our company and our operations. The financial review is provided as a supplement to, and should be read in conjunction with, the consolidated financial statements and the related notes included elsewhere in this report.

For a discussion of results for the year ended March 31, 2020 compared to the results for the year ended March 31, 2019, see ''Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations'' of our Annual Report on Form 10-K for the year ended March 31, 2020, filed with the Securities and Exchange Commission on May 22, 2020.

EXECUTIVE OVERVIEW

Business Description

*e*Plus and its consolidated subsidiaries provide leading IT products and services, flexible leasing and financing solutions, and enterprise supply management to enable our customers to optimize their IT infrastructure and supply chain processes.

We design, implement and provide IT solutions for our customers. We are focused primarily on specialized IT segments including data center infrastructure, networking, security, cloud and collaboration. Our solutions incorporate hardware and software products from multiple leading IT vendors. As our customers' IT requirements have grown increasingly complex, we have evolved our offerings by investing in our professional and managed services capabilities and by expanding our relationships with existing and emerging key vendors.

We continue to strengthen our relationships with vendors focused on emerging technologies, which have enabled us to provide our customers with new and evolving IT solutions. We are an authorized reseller of over 1,000 vendors, but primarily of approximately 100 vendors, including Arista Networks, Check Point, Cisco Systems, Dell EMC, F5 Networks, FireEye, Fortinet, Gigamon, Hewlett Packard Enterprise, HP Inc., Juniper, Lenovo, McAfee, NetApp, Nutanix, Oracle, Palo Alto Networks, Pure Storage, Splunk, VMware, among many others. We possess top-level engineering certifications with a broad range of leading IT vendors that enable us to offer IT solutions that are optimized for each of our customers' specific requirements. Our proprietary software solutions allow our customers to procure, control and automate their IT solutions environment.

COVID-19

The novel coronavirus (''COVID-19'') pandemic continues to have widespread, rapidly evolving, and unpredictable impacts on global society, economies, financial markets, and business practices. Federal, state and local governments and public health authorities have required and may in the future require measures to contain the virus, including social distancing, travel restrictions, border closures, limitations on public gatherings, work from home, safety-related modifications to workplaces, supply chain logistical changes, and closure of non-essential businesses.

As COVID-19 impacts continue to expand across the country and globe, we have been adjusting our business activities for the safety of our employees and to best serve our customers in this rapidly evolving environment. We have implemented a flexible work from home strategy applicable to all offices and operational continuity plans to provide sufficient resources to continue supporting our customers. For employees who wish to return to the office, we have reopened our headquarters along with other sales offices with limited capacity and with required health and safety protocols in place. We plan to reopen our other offices using a phased approach. Our configuration centers have remained open with our employees working in them following required health and safety protocols. In addition, we also have a procedure to review and approve employees' business-related travel. Our managed service teams are distributed across the US with the ability to leverage technology to provide coverage while working from home. While we and many of our customers and vendor partners have restricted travel, we are leveraging video and other collaborative tools to continue to be responsive.

Our account relationship teams are actively engaging with our customers, to ensure they have the support needed in adjusting to changes in the business environment and government directives. Also, we are working closely with our vendor partners to address varying impacts on their supply chain to satisfy infrastructure needs. Certain of our vendor partners extended payment terms to us and our competitors.

We continue to execute against and adjust our business continuity plans to maximize our ability to support our employees and customers in concert with our partners. We have an internal resource page to support specific customer inquiries from security to collaboration to financing options. We remain committed to driving positive business outcomes.

The extent to which the COVID-19 pandemic impacts our business going forward will depend on numerous evolving factors we cannot reliably predict, including the duration and scope of the pandemic including the impact of various mutations; governmental, business, and individuals' actions in response to the pandemic; the efficacy of the vaccine, duration of the vaccination distribution, and demand by people to be inoculated; and the impact on economic activity including the possibility of recession or financial market instability. These factors may adversely impact business, and government spending on technology as well as our customers' ability to pay for our products and services on an ongoing basis. This uncertainty also affects management's accounting estimates and assumptions, which could result in greater variability in a variety of areas that depend on these estimates and assumptions. Refer to Part I, Item 1A, ''Risk Factors,'' of this Annual Report on Form 10-K.

Key Business Metrics

Our management monitors several financial and non-financial measures and ratios on a regular basis to track the progress of our business. We believe that the most important of these measures and ratios include net sales, gross margin, operating income margin, net earnings, net earnings per common share, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted gross billings, and Non-GAAP Net earnings per share. We use a variety of operating and other information to evaluate the operating performance of our business, develop financial forecasts, make strategic decisions, and prepare and approve annual budgets.

These key indicators include financial information that is prepared in accordance with US GAAP and presented in our consolidated financial statements, as well as Non-GAAP performance measurement tools. Generally, a Non-GAAP financial measure is a numerical measure of a company's performance or financial position that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with US GAAP. Non-GAAP measures used by management may differ from similar measures used by other companies, even when similar terms are used to identify such measures.

Our key business metrics are as follows (dollars in thousands):

	Year Ended March 31,		
	2021	2020	2019
Consolidated			
Net sales	$1,568,323	$1,588,404	$1,372,673
Gross profit	$ 393,554	$ 391,191	$ 330,388
Gross margin	25.1%	24.6%	24.1%
Operating income margin	6.8%	6.0%	5.8%
Net earnings	$ 74,397	$ 69,082	$ 63,192
Net earnings margin	4.7%	4.3%	4.6%
Net earnings per common share - diluted	$ 5.54	$ 5.15	$ 4.65
Non-GAAP: Net earnings[(1)]	$ 85,567	$ 82,167	$ 69,580
Non-GAAP: Net earnings per common share - diluted[(1)]	$ 6.38	$ 6.13	$ 5.12
Adjusted EBITDA[(2)]	$ 128,245	$ 119,359	$ 100,415
Adjusted EBITDA margin	8.2%	7.5%	7.3%
Technology Segment			
Net sales	$1,507,954	$1,530,138	$1,329,520
Adjusted gross billings[(3)]	$2,263,865	$2,227,885	$1,918,995
Gross profit	$ 346,235	$ 340,588	$ 294,662
Gross margin	23.0%	22.3%	22.2%

	Year Ended March 31,		
	2021	2020	2019
Operating income	$75,665	$62,155	$56,738
Adjusted EBITDA(2)	$97,219	$85,840	$77,202
Financing Segment			
Net sales	$60,369	$58,266	$43,153
Gross profit	$47,319	$50,603	$35,726
Operating income	$30,670	$33,124	$22,796
Adjusted EBITDA(2)	$31,026	$33,519	$23,213

(1) Non-GAAP Net earnings and Non-GAAP Net earnings per common share – diluted is based on net earnings calculated in accordance with GAAP, adjusted to exclude other income (expense), share-based compensation, and acquisition and integration expenses, and the related tax effects.

We use Non-GAAP Net earnings per common share as a supplemental measure of our performance to gain insight into our operating performance. We believe that the exclusion of other income and acquisition related amortization expense in calculating Non-GAAP Net earnings per common share provides management and investors a useful measure for period-to-period comparisons of our business and operating results by excluding items that management believes are not reflective of our underlying operating performance. Accordingly, we believe that Non-GAAP Net earnings per common share provide useful information to investors and others in understanding and evaluating our operating results. However, our use of Non-GAAP information as analytical tools has limitations, and you should not consider them in isolation or as substitutes for analysis of our financial results as reported under GAAP. In addition, other companies, including companies in our industry, might calculate similar Non-GAAP Net earnings and Non-GAAP Net earnings per common share or similarly titled measures differently, which may reduce their usefulness as comparative measures.

	Year Ended March 31,		
	2021	2020	2019
GAAP: Earnings before tax	$106,906	$ 95,959	$86,230
Share based compensation	7,167	7,954	7,244
Acquisition and integration expense	271	1,676	1,813
Acquisition related amortization expense	9,116	9,217	7,423
Other income	(571)	(680)	(6,696)
Non-GAAP: Earnings before provision for income taxes	122,889	114,126	96,014
GAAP: Provision for income taxes	32,509	26,877	23,038
Share based compensation	2,188	2,218	1,988
Acquisition and integration expense	78	490	522
Acquisition related amortization expense	2,730	2,487	1,916
Other income	(143)	(200)	(1,702)
Tax benefit on restricted stock	(40)	87	672
Non-GAAP: Provision for income taxes	37,322	31,959	26,434
Non-GAAP: Net earnings	$ 85,567	$ 82,167	$69,580

	Year Ended March 31,		
	2021	2020	2019
GAAP: Net earnings per common share - diluted	$ 5.54	$ 5.15	$ 4.65
Share based compensation	0.38	0.43	0.38
Acquisition and integration expense	0.01	0.09	0.09
Acquisition related amortization expense	0.48	0.51	0.40
Other income	(0.03)	(0.04)	(0.35)
Tax benefit on restricted stock	—	(0.01)	(0.05)
Total non-GAAP adjustments - net of tax	$ 0.84	$ 0.98	$ 0.47
Non-GAAP: Net earnings per common share - diluted	$ 6.38	$ 6.13	$ 5.12

(2) We define Adjusted EBITDA as net earnings calculated in accordance with GAAP, adjusted for the following: interest expense, depreciation and amortization, share-based compensation, acquisition and integration expenses, provision for income taxes, and other income. Segment Adjusted EBITDA is defined as operating income calculated in accordance with GAAP, adjusted for interest expense, share-based compensation, acquisition and integration expenses, and depreciation and amortization. We consider the interest on notes payable from our financing segment and depreciation expense presented within cost of sales, which includes depreciation on assets

financed as operating leases, to be operating expenses. As such, they are not included in the amounts added back to net earnings in the Adjusted EBITDA calculation. We provide below a reconciliation of Adjusted EBITDA to net earnings, which is the most directly comparable financial measure to this Non-GAAP financial measure. Adjusted EBITDA margin is our calculation of Adjusted EBITDA divided by net sales. The presentation of Adjusted EBITDA has been changed from prior period presentations to include adjustments for expenses related to acquisitions such as legal, accounting, tax, and adjustments to the fair value of contingent purchase price consideration as well as stock compensation.

We use Adjusted EBITDA as a supplemental measure of our performance to gain insight into our operating performance. We believe that the exclusion of other income in calculating Adjusted EBITDA and Adjusted EBITDA margin provides management and investors a useful measure for period-to-period comparisons of our business and operating results by excluding items that management believes are not reflective of our underlying operating performance. Accordingly, we believe that Adjusted EBITDA and Adjusted EBITDA margin provide useful information to investors and others in understanding and evaluating our operating results. However, our use of Adjusted EBITDA and Adjusted EBITDA margin as analytical tools has limitations, and you should not consider them in isolation or as substitutes for analysis of our financial results as reported under GAAP. In addition, other companies, including companies in our industry, might calculate Adjusted EBITDA and Adjusted EBITDA margin or similarly titled measures differently, which may reduce their usefulness as comparative measures.

	Year Ended March 31,		
	2021	2020	2019
Consolidated			
Net earnings	$ 74,397	$ 69,082	$ 63,192
Provision for income taxes	32,509	26,877	23,038
Share based compensation	7,167	7,954	7,244
Interest and financing costs	521	294	—
Acquisition and integration expense	271	1,676	1,813
Depreciation and amortization	13,951	14,156	11,824
Other income	(571)	(680)	(6,696)
Adjusted EBITDA	$128,245	$119,359	$100,415
Technology Segment			
Operating income	$ 75,665	$ 62,155	$ 56,738
Depreciation and amortization	13,839	14,016	11,812
Share based compensation	6,923	7,699	6,839
Interest and financing costs	521	294	—
Acquisition and integration expense	271	1,676	1,813
Adjusted EBITDA	$ 97,219	$ 85,840	$ 77,202
Financing Segment			
Operating income	$ 30,670	$ 33,124	$ 22,796
Depreciation and amortization	112	140	12
Share based compensation	244	255	405
Adjusted EBITDA	$ 31,026	$ 33,519	$ 23,213

(3) We define Adjusted gross billings as our technology segment net sales calculated in accordance with US GAAP, adjusted to exclude the costs incurred related to sales of third-party maintenance, software assurance, subscription/SaaS licenses, and services. We have provided below a reconciliation of Adjusted gross billings to technology segment net sales, which is the most directly comparable financial measure to this Non-GAAP financial measure.

	Year Ended March 31,		
	2021	2020	2019
Technology segment net sales	$1,507,954	$1,530,138	$1,329,520
Costs incurred related to sales of third party maintenance, software assurance and subscription/Saas licenses, and services	755,911	697,747	589,475
Adjusted gross billings	$2,263,865	$2,227,885	$1,918,995

We use Adjusted gross billings as a supplemental measure of our performance to gain insight into the volume of business generated by our technology segment, and to analyze the changes to our accounts receivable and accounts payable. Our use of Adjusted gross billings as an analytical tool has limitations, and you should not consider them in isolation or as substitutes for analysis of our financial results as reported under US GAAP. In addition, other companies, including companies in our industry, might calculate Adjusted gross billings or a similarly titled measure differently, which may reduce its usefulness as a comparative measure.

Financial Summary

During the year ended March 31, 2021, net sales decreased 1.3% to $1,568.3 million, or a decrease of $20.1 million compared to $1,588.4 million in the prior fiscal year. Product sales for the year ended March 31, 2021, decreased 2.1% to $1,366.2 million, or a decrease of $29.1 million compared to $1,395.3 million in the prior year. Services sales during the year ended March 31, 2021, increased 4.7% to $202.2 million, or an increase of $9.1 million, over prior year services sales of $193.1 million. The decrease in net sales was mostly due a change in product sales mix, with a greater portion in sales of third-party maintenance, software assurance, subscription/SaaS licenses, and services, for which the revenues and cost of sales are presented on a net basis. We had decreases in net sales to customers in the technology and healthcare markets, which were almost entirely offset by increases in net sales to customers in the telecom, media and entertainment, financial services, and a few smaller other categories of customers, during the year ended March 31, 2021, compared to the prior year.

Adjusted gross billings increased by 1.6%, or $36.0 million, to $2,263.9 million for the year ended March 31, 2021, compared to $2,227.9 million in the prior fiscal year. The increase in Adjusted gross billings was due to higher demand from our current customers, as well as from our acquisitions. Adjusted gross billings increased year over year while net sales decreased slightly due to a shift in mix to a higher proportion of third-party maintenance, software assurance, subscriptions/SaaS licenses, and services which we recognize revenue on a net basis.

Consolidated gross profit increased 0.6%, to $393.6 million, compared to $391.2 million in the prior fiscal year due to higher margins. Consolidated gross margin increased 50 basis points to 25.1% for the year ended March 31, 2021, compared to 24.6% for the year ended March 31, 2020. The increase in gross margin was due to expanded gross profit and margins of our technology segment, due to a shift in revenue mix resulting from our continued focus on value added services for our customers, including the increase in sales of our professional and managed services, and sales of third-party maintenance agreements, software assurance, subscriptions/SaaS licenses, and services. The increase in gross margin was partially offset by lower margins in our finance segment due to gains on several large transactions in the prior year.

For the year ended March 31, 2021, operating expenses decreased $8.7 million, or 2.9%, to $287.2 million, as compared to $295.9 million in the prior year. The decrease in operating expenses for the year ended March 31, 2021, was due to reductions in selling, general and administrative expenses, interest and financing costs, and depreciation and amortization expense.

Selling, general, and administrative expense for the year, decreased $7.9 million, or 2.8%, to $271.3 million, due to decreases in travel and entertainment, advertising and marketing, employee fringe benefits, a reduction in acquisition related expense, general office related expenses, and salary expense, partially offset by an increase in variable compensation, and our provision for credit losses. As of March 31, 2021, we had 1,560 employees, a decrease of 1.1% from 1,579 as of March 31, 2020. Depreciation and amortization expense decreased by $0.2 million and interest and financing costs decreased $0.6 million, due to a decrease in the average balance of non-recourse and recourse notes payable outstanding during the year.

Operating income increased $11.1 million, or 11.6%, to $106.3 million and operating margin increased by 80 basis points to 6.8%, as compared to the year ended March 31, 2020. The increase in operating earnings was due to a year over year reductions in selling, general and administrative expense and an increase in gross profit.

Our effective tax rate for the year ended March 31, 2021, was 30.4%, compared to 28.0% for the same period in the prior year primarily due to non-deductible executive compensation. The higher effective tax rate had a negative effect on earnings for the year ended March 31, 2021.

Net earnings for the year ended March 31, 2021, increased 7.7% to $74.4 million, as compared to $69.1 million for the year ended March 31, 2020. Net earnings for the year ended March 31, 2020 included other income of $1.0 million from payments received from distributions from various legal claims.

Adjusted EBITDA for the year ended March 31, 2021, was $128.2 million, an increase of $8.9 million, or 7.4%, compared to the prior year. Adjusted EBITDA margin was 8.2% for the year ended March 31, 2021 an increase of 70 basis points over the prior year.

For the year ended March 31, 2021, diluted earnings per share were $5.54, an increase of $0.39, or 7.6%, compared to the prior year of $5.15 per diluted share. Non-GAAP diluted earnings per share was $6.38 for fiscal year 2021, an increase of $0.25, or 4.1%, from $6.13 per diluted share in the prior year.

Cash and cash equivalents increased $43.3 million, or 50.2%, to $129.6 million at March 31, 2021, compared to March 31, 2020. The increase is primarily the result of cash flows from operations, which was partially offset by an increase in working capital required for the growth in our technology segment, and an increase in our cash conversion cycle, investments in our financing portfolio, and the repurchase of shares of our common stock for $6.9 million. Our cash on hand, funds generated from operations, amounts available under our credit facility and the possible monetization of our investment portfolio have provided sufficient liquidity for our business.

Segment Overview

Our operations are conducted through two segments: technology and financing.

Technology Segment

The technology segment derives revenue from sales of product, project-related advanced professional services, managed services and staff augmentation. The technology segment sells primarily to corporate customers, state and local governments, and higher education institutions on a nationwide basis, with geographic concentrations relating to our physical locations. The technology segment also provides internet-based business-to-business supply chain management solutions for information technology products.

Customers who purchase IT equipment and services from us may have a customer master agreement (''CMA'') with our company, which stipulates the terms and conditions of the relationship. Some CMAs contain pricing arrangements, and most contain mutual voluntary termination clauses. Our other customers place orders using purchase orders without a CMA in place or with other documentation customary for the business. Often, our work with state and local governments is based on public bids and our written bid responses. Our service engagements are generally governed by statements of work and are primarily fixed price (with allowance for changes); however, some service agreements are based on time and materials.

We endeavor to minimize the cost of sales through incentive programs provided by vendors and distributors. The programs we qualify for are generally set by our reseller authorization level with the vendor. The authorization level we achieve and maintain governs the types of products we can resell as well as such items as variable discounts applied against the list price, funds provided for the marketing of these products and other special promotions. These authorization levels are achieved by us through purchase volume, certifications held by sales executives or engineers and/or contractual commitments by us. The authorization levels are costly to maintain, and these programs continually change and, therefore, there is no guarantee of future reductions of costs provided by these vendor consideration programs.

Financing Segment

Our financing segment offers financing solutions to corporations, governmental entities, and educational institutions nationwide and in Canada, the UK, and several other European countries. The financing segment derives revenue from leasing IT and medical equipment and the disposition of that equipment at the end of the lease. The financing segment also derives revenues from the financing of third-party software licenses, software assurance, maintenance and other services.

Financing revenue generally falls into the following three categories:

- Portfolio income: Interest income from financing receivables and rents due under operating leases;
- Transactional gains: Net gains or losses on the sale of financial assets; and
- Post-contract earnings: Month-to-month rents; early termination, prepayment, make-whole or buyout fees; and the sale of off-lease (used) equipment.

We also recognize revenue from events that occur after the initial sale of a financial asset and remarketing fees from certain residual value investments.

CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements have been prepared in accordance with US GAAP. Our significant accounting policies are described in Note 1 of the Notes to the Consolidated Financial Statements under ''Organization and Summary of Significant Accounting Policies.'' The accounting policies described below are significantly affected by critical accounting estimates. Such accounting policies require significant judgments, assumptions, and estimates, and actual results could differ materially from the amounts reported based on these policies.

REVENUE RECOGNITION — When we enter contracts with customers, we are required to identify the performance obligations in the contract. We recognize most of our revenues from the sales of third-party products, third-party software, third-party maintenance, software support, and services, *e*Plus professional and managed services, and hosting *e*Plus proprietary software. Our recognition of revenue differs for each of these different types of performance obligations and identifying each performance obligation appropriately may require judgement.

When a contract contains multiple distinct performance obligations, we allocate the transaction price to each performance obligation based on its relative standalone selling price. We determine standalone selling prices using expected cost-plus margin. When we finance sales of third-party software and third-party maintenance, software support, and services, we reduce the transaction price by the financing component.

We recognize revenue from sales of third-party products and third-party software at the point in time that control passes to the customer, which is typically upon delivery of the product to the customer. We perform an analysis to estimate the amount of sales in-transit at the end of the period and adjust revenue and the related costs to reflect only what has been delivered to the customer. This analysis is based upon an analysis of current quarter and historical delivery dates.

We recognize revenue from sales of third-party maintenance, software support, and services when our customer and vendor accept the terms and conditions of the arrangement. On occasion, judgement is required to determine this point in time.

We provide *e*Plus professional services under both time and materials and fixed price contracts. When services are provided on a time and materials basis, we recognize sales at agreed-upon billing rates as services are performed. When services are provided on a fixed fee basis, we recognize sales over time in proportion to our progress toward complete satisfaction of the performance obligation. Using this method requires a determination of the appropriate input or output method to measure progress. We most often measure progress based on costs incurred in proportion to total estimated costs, commonly referred to as the ‘‘cost-to-cost’’ method. When using this method, significant judgement may be required to estimate the total costs to complete the performance obligation. We typically recognize sales of *e*Plus managed services on a straight-line basis over the period services are provided.

We recognize financing revenues from our investments in leases and notes receivable. We recognize interest income on our notes-receivable using the effective interest method.

We classify our leases as either sales-type leases or operating leases. For sales-type leases, upon lease commencement, we recognize the present value of the lease payments and the residual asset discounted using the rate implicit in the lease. When we are financing equipment provided by another dealer, we typically do not have any selling profit or loss arising from the lease. When we are the dealer of the equipment being leased, we typically recognize revenue in the amount of the lease receivable and cost of sales in the amount of the carrying value of the underlying asset minus the unguaranteed residual asset. We may need to use judgement to determine the fair value of the equipment. After the commencement date, we recognize interest income as part of net sales using the effective interest method. For operating leases, we recognize the underlying asset as an operating lease asset. We depreciate the asset on a straight-line basis to its estimated residual value over its estimated useful life. We recognize the lease payments over the lease term on a straight-line basis as part of net sales.

We account for the transfer of financial assets as sales or secured borrowings. When a transfer meets all the requirements for sale accounting, we derecognize the financial asset and record a net gain or loss that is included in net sales. We utilize qualified attorneys to provide a true-sale-at-law opinion to support the conclusion that transferred financial assets have been legally isolated.

RESIDUAL ASSETS — Our estimate for the residual asset in a lease is the amount we expect to derive from the underlying asset following the end of the lease term. Our estimates vary, both in amount and as a percentage of the original equipment cost, and depend upon several factors, including the equipment type, vendor’s discount, market conditions, lease term, equipment supply and demand, and new product announcements by vendors. We evaluate residual values for impairment on a quarterly basis. We do not recognize upward adjustments due to changes in estimates of residual values.

GOODWILL — We test goodwill for impairment on an annual basis, as of October 1, and between annual tests if an event occurs, or circumstances change, that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Goodwill is tested for impairment at a level of reporting referred to as a reporting unit.

In a qualitative assessment, we assess qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. A significant amount of judgment is involved in determining if an event representing an indicator of impairment has occurred between annual test dates. Such indicators may include: a significant decline in expected future cash flows; a sustained, significant decline in stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and reductions in revenue or profitability growth rates.

In the quantitative impairment test, we compare the fair value of a reporting unit with its carrying amount, including goodwill. We estimate the fair value of each reporting unit using a combination of the income approach and market approaches.

The income approach incorporates the use of a discounted cash flow method in which the estimated future cash flows and terminal values for each reporting unit are discounted to a present value using a discount rate. Cash flow projections are based on management's estimates of economic and market conditions which drive key assumptions of revenue growth rates, operating margins, capital expenditures and working capital requirements. The discount rate in turn is based on the specific risk characteristics of each reporting unit, the weighted average cost of capital and its underlying forecast.

The market approach estimates fair value by applying performance metric multiples to the reporting unit's prior and expected operating performance. The multiples are derived from comparable publicly traded companies with similar operating and investment characteristics as the reporting unit.

The fair values determined by the market approach and income approach, as described above, are weighted to determine the fair value for each reporting unit. Although we have consistently used the same methods in developing the assumptions and estimates underlying the fair value calculations, such estimates are uncertain and may vary from actual results.

VENDOR CONSIDERATION — We receive payments and credits from vendors and distributors, including consideration pursuant to volume incentive programs, and shared marketing expense programs. Many of these programs extend over one or more quarters' sales activities. Different programs have different vendor/program specific goals to achieve. We recognize the rebates pursuant to volume incentive programs, when the rebate is probable and reasonably estimable, based on a systematic and rational allocation of the cash consideration offered to each of the underlying transactions that results in our progress towards earning the rebate. Should our actual performance be different from our estimates, we may be required to adjust our receivables.

ALLOWANCE FOR CREDIT LOSSES — We maintain an allowance for credit losses related to our accounts receivable and financing receivables. We measure expected credit losses on a collective (pool) basis when similar risk characteristics exist. Prior to providing credit, we assign an internal rating for each customer's credit quality based on the customer's financial status, rating agency reports and other financial information. We review our internal ratings for each customer at least annually or when there is an indicator of a change in credit quality, such as a delinquency or bankruptcy. We estimate a loss rate for each pool using the historical loss rate as a basis and adjust for differences in asset specific risk and current conditions. Since the onset of COVID-19, we have recognized an increase in the allowance to reflect forecasted credit deterioration. Should our actual credit losses be different from our estimates, this will result in adjustments to credit losses that could adversely affect our operating results.

INCOME TAXES — We make certain estimates and judgments in determining income tax expense for financial statement reporting purposes. These estimates and judgments occur in the calculation of certain tax assets and liabilities, which principally arise from differences in the timing of recognition of revenue and expense for tax and financial statement reporting purposes. We also must analyze income tax reserves, as well as determine the likelihood of recoverability of deferred tax assets and adjust any valuation allowances accordingly.

Considerations with respect to the recoverability of deferred tax assets include the period of expiration of the tax asset, planned use of the tax asset, and historical and projected taxable income as well as tax liabilities for the tax jurisdiction to which the tax asset relates. Valuation allowances are evaluated periodically and will be subject to change in each future reporting period as a result of changes in one or more of these factors. The calculation of our tax liabilities also involves considering uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain income tax positions based on our estimate of whether, and the extent to which, additional taxes will be required.

BUSINESS COMBINATIONS — We account for business combinations using the acquisition method. For each acquisition, we recognize most assets acquired, and liabilities assumed at their fair values at the acquisition date. Our valuations of certain assets acquired, including customer relationships and trade names, and certain liabilities assumed, such as performance obligations, involve significant judgement and estimation. Additionally, our determination of the purchase price may include an estimate for the fair value of contingent consideration. We utilize independent valuation specialists to assist us in determining the fair value of certain assets and liabilities. Our valuations utilize significant estimates, such as forecasted revenues and profits. Changes in our estimates could significantly impact the value of certain assets and liabilities.

RECENT ACCOUNTING PRONOUNCEMENTS

The information set forth in Note 2, ‘‘Recent Accounting Pronouncements’’ to the accompanying Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K is incorporated herein by reference.

RESULTS OF OPERATIONS

The Year Ended March 31, 2021 Compared to the Year Ended March 31, 2020

Technology Segment

The results of operations for our technology segment for the years ended March 31, 2021 and 2020 were as follows (in thousands):

	Year Ended March 31, 2021	Year Ended March 31, 2020	Change	
Net sales				
Product	$1,305,789	$1,337,022	$(31,233)	(2.3%)
Services	202,165	193,116	9,049	4.7%
Total	1,507,954	1,530,138	(22,184)	(1.4%)
Cost of sales				
Product	1,036,627	1,069,110	(32,483)	(3.0%)
Services	125,092	120,440	4,652	3.9%
Total	1,161,719	1,189,550	(27,831)	(2.3%)
Gross profit	346,235	340,588	5,647	1.7%
Selling, general, and administrative	256,210	264,123	(7,913)	(3.0%)
Depreciation and amortization	13,839	14,016	(177)	(1.3%)
Interest and financing costs	521	294	227	77.2%
Operating expenses	270,570	278,433	(7,863)	(2.8%)
Operating income	$ 75,665	$ 62,155	$ 13,510	21.7%
Adjusted gross billings	$2,263,865	$2,227,885	$ 35,980	1.6%
Adjusted EBITDA	$ 97,219	$ 85,840	$ 11,379	13.3%

Net sales: Net sales for the year ended March 31, 2021, decreased by $22.2 million, or 1.4%, to $1,508.0 million due to a decrease in net sales to our customers in technology, healthcare, and all the other category of customers, partially offset by increases in net sales to our customers in the telecom, media and entertainment, financial services, and SLED sectors. Product sales decreased 2.3%, or $31.2 million, to $1,305.8 million and services revenues increased 4.7%, or $9.0 million, to $202.2 million due to an increase in managed services for the year ended March 31, 2021, as compared to the prior year.

Adjusted gross billings increased to $2,263.9 million, or 1.6%, from $2,227.9 million in the prior year. The increase in Adjusted gross billings was due to our acquisition of Systems Management and Planning, Inc. (“SMP”) and an increase in organic demand from our customers in the telecom, media and entertainment, SLED, financial services, and smaller other categories of customers. Despite the increase in Adjusted gross billings, we had a decrease in net sales due a shift in mix to more third-party maintenance, software assurance, subscriptions/SaaS licenses, and services for which we recognize revenue on a net basis.

We analyze sales by customer end market and by manufacturer. The percentage of net sales by industry and vendor are summarized below:

	Twelve Months Ended March 31, 2021	Twelve Months Ended March 31, 2020	Change
Revenue by customer end market:			
Technology	17%	21%	(4%)
Telecom, Media & Entertainment	25%	19%	6%
SLED	16%	16%	0%
Healthcare	13%	15%	(2%)
Financial Services	13%	13%	0%
All others	16%	16%	0%
Total	100%	100%	

	Twelve Months Ended March 31, 2021	Twelve Months Ended March 31, 2020	Change
Revenue by vendor:			
Cisco Systems	36%	40%	(4%)
NetApp	4%	4%	0%
HP Inc. & HPE	4%	5%	(1%)
Dell/EMC	7%	6%	1%
Juniper Networks	6%	4%	2%
Arista Networks	3%	5%	(2%)
All others	40%	36%	4%
Total	100%	100%	

Our revenues by customer end market have remained consistent over the prior year, with over 80% of our sales being generated from customers within the five end markets specified above. In fiscal year 2021, we had an increase in the percentage total revenues from customers in the telecom, media and entertainment industry, and decreases in the percentage of total revenues in the technology, and, healthcare industry. These changes were driven by changes in customer buying cycles, and the timing of specific IT related initiatives, rather than the acquisition or loss of a customer or set of customers. The percentage of sales revenues for SLED, financial services, and the all other category remained constant year over year

The majority of our revenues by vendor are derived from our top six suppliers, which, when combined, is a fairly constant percentage of 60% or more of total revenues for the twelve-month periods ended March 31, 2021, and 2020.

Cost of sales: The 2.3% decrease in cost of sales was due to the decrease in product sales and a change in product sales mix, with a greater portion from sales of third-party maintenance, software assurance, subscription/SaaS licenses, and services, for which the revenues and cost of sales are presented on a net basis, and with a greater portion from services revenue, for which we have higher profit margins.

Gross profit: Gross profit increased 1.7%, to $346.2 million, compared to $340.6 million in the prior fiscal year due to higher margins. Gross margin on product sales increased 60 basis points to 20.6% due a shift in product mix to a greater proportion of sales of third-party maintenance, software assurance, subscription/SaaS licenses, and services. The gross margin on services increased 50 basis points to 38.1%. for the year ended March 31, 2021, due to the increase in managed services, as compared to the prior year. Vendor incentives earned as a percentage of sales for the year ended March 31, 2021 declined by 30 basis points, which has a negative effect on gross margin, as compared to the prior year.

Selling, general, and administrative expenses: Selling, general, and administrative expenses of $256.2 million for the year ended March 31, 2021, decreased by $7.9 million, or 3.0% compared to the prior year, due to decreases in travel and entertainment, advertising and marketing, acquisition related expense, and general office related expenses, partially offset by an increase in variable compensation. Salaries and benefits, including variable compensation, increased $2.8 million or 1.3% to $221.8 million, compared to $219.0 million during the prior year, due to higher variable compensation a result of the increase in gross profit.

Our technology segment had 1,526 employees as of March 31, 2021, which is a decrease of 17, or 1.1%, from 1,543 at March 31, 2020. We added 102 employees on December 31, 2020 due to our acquisition of SMP. Our overall decrease of 17 employees from March 31, 2020 to March 31, 2021 was primarily attributable to an overall decrease of 14 positions in sales and marketing.

General and administrative expenses, excluding acquisition related expense and provision for credit losses, decreased $9.3 million, or 21.7%, to $33.6 million during the year ended March 31, 2021, compared to $42.9 million the prior year. Contributing to the year over year decrease in general and administrative expense were reductions in travel and entertainment, advertising and marketing, and general office related expenses. Some of the reduction in general and administrative expense was driven by changes as a result of the COVID-19 pandemic and management cost reduction efforts. Acquisition related expenses in the year ended March 31, 2021 were $1.4 million lower than the prior year expense which included adjustments to contingent consideration related to a previous acquisition of $1.4 million.

Depreciation and amortization expense: Depreciation and amortization expense decreased $0.2 million, or 1.3%, to $13.8 million during the fiscal year ended March 31, 2021, compared to $14.0 million in the prior year.

Interest and financing costs: Interest and financing costs were $0.5 million for the year ended March 31, 2021, compared to $0.3 million in the prior year.

Segment earnings: As a result of the foregoing, operating income increased $13.5 million, or 21.7%, to $75.7 million for the year ended March 31, 2021, compared to $62.2 million in the prior year and Adjusted EBITDA increased 13.3% to $97.2 million for the year ended March 31, 2021, compared to $85.8 million in the prior year.

Financing Segment

The results of operations for our financing segment for the years ended March 31, 2021, and 2020 were as follows (in thousands):

	Year Ended March 31,		Change	
	2021	2020		
Net sales	$60,369	$58,266	$ 2,103	3.6%
Cost of sales	13,050	7,663	5,387	70.3%
Gross profit	47,319	50,603	(3,284)	(6.5%)
Selling, general, and administrative	15,053	15,059	(6)	(0.0%)
Depreciation and amortization	112	140	(28)	(20.0%)
Interest and financing costs	1,484	2,280	(796)	(34.9%)
Operating expenses	16,649	17,479	(830)	(4.7%)
Operating income	$30,670	$33,124	$(2,454)	(7.4%)
Adjusted EBITDA	$31,026	$33,519	$(2,493)	(7.4%)

Net sales: Net sales increased by $2.1 million, or 3.6%, to $60.4 million for the year ended March 31, 2021. The increase was due to higher post contract earnings, portfolio earnings, and other financing revenues, partially offset by gains on several significant transactions in the prior year. Post-contract earnings increased by $4.4 million to $23.8 million as compared to $19.4 million in the prior year due to gain on the sale of equipment at the end of leases. Portfolio earnings increased $1.8 million to $16.5 million, due to increases in sales-type lease earnings and notes receivable earnings over the prior fiscal year. Other financing revenues increased

$3.2 million to $5.6 million, compared to the prior year primarily due to higher profit being recognized upon the extension of certain operating leases where the modified leases were determined to be sales-type leases. Transactional gains decreased $7.3 million to $14.5 million compared to the prior year which had a high volume of sales of financing receivables, particularly with government-related customers. Total proceeds from sales of financing receivables were $364.0 million and $593.7 million for the years ended March 31, 2021, and 2020, respectively.

Cost of sales: Cost of sales, which consists of depreciation expense from operating leases and cost of off-lease equipment sales, increased 70.3%, or $5.4 million, to $13.1 million for the year ended March 31, 2021, as compared to the prior year, due to an increase in the cost of off-lease equipment sales of $4.4 million and increase in operating lease depreciation of $0.9 million. Gross profit decreased 6.5%, or $3.3 million, to $47.3 million primarily due to gains on several significant transactions in the prior year.

Selling, general, and administrative expenses: Selling, general, and administrative expenses were $15.1 million for both the years ended March 31, 2021 and 2020. Increases in our provision for credit losses of $0.4 million and variable compensation of $0.3 million, were offset by reductions in general and administrative expense of $0.6 million and salaries and benefits of $0.1 million, for the year ended March 31, 2021 as compared to the prior year. Our financing segment employed 34 people as of March 31, 2021, compared to 36 employees as of March 31, 2020, a decrease of 5.6%. Certain support functions for the financing segment are outsourced to the technology segment.

Interest and financing costs: Interest and financing costs decreased by $0.8 million, or 34.9%, to $1.5 million for the year ended March 31, 2021, as compared to the prior year. Our total notes payable for the financing segment increased as of March 31, 2021, to $56.1 million from $37.8 million for the prior year, although our average balance of notes payable outstanding during the year was lower than during the year ended March 31, 2020. Our weighted average interest rate for our non-recourse notes payable was 3.35% as of March 31, 2021, compared to 3.84% for March 31, 2020.

Segment earnings: As a result of the foregoing, operating income decreased $2.5 million, or 7.4%, to $30.7 million for the year ended March 31, 2021, as compared to the prior year. Adjusted EBITDA decreased $2.5 million, or 7.4%, to $31.0 million for the year ended March 31, 2021, as compared to the prior year.

Consolidated

Other income: Other income and expense during the year ended March 31, 2021, was income of $0.6 million and included foreign exchange rate gain of $0.5 million and interest income of $0.1 million. Other non-operating income of $0.7 million for the prior year included $1.0 million from payments received from distributions from various legal claims and interest income of $0.1 million, partially offset by foreign exchange rate loss of $0.4 million.

Income taxes: Our effective income tax rates for the years ended March 31, 2021, and 2020 were 30.4% and 28.0%, respectively. The increase in our effective income tax rate is primarily due to non-deductible executive compensation.

Net earnings: Net earnings were $74.4 million for the year ended March 31, 2021, an increase of 7.7% or $5.3 million as compared to $69.1 million in the prior fiscal year. The net earnings increase was due primarily to the increase in operating profits from our technology segment, partially offset by lower financing segment profits and the higher tax rate in the current year compared to the year ended March 31, 2020.

Basic and fully diluted earnings per common share for the year ended March 31, 2021, were $5.58 and $5.54, and increased 7.7% and 7.6% over the prior year, respectively. Basic and fully diluted earnings per common share were $5.18 and $5.15, respectively, for the year ended March 31, 2020.

Weighted average common shares outstanding used in the calculation of basic and diluted earnings per common share for both the years ended March 31, 2021 and 2020, were 13.3 million and 13.4 million, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity Overview

Our primary source of funding is cash from operations and borrowings which are accounted for as non-recourse and recourse notes payable. We used those funds to meet our capital requirements, which have historically consisted primarily of working capital for operational needs, capital expenditures, purchases of equipment for lease, payments of principal and interest on indebtedness outstanding, acquisitions and the repurchase of shares of our common stock.

*e*Plus Technology, inc. and certain subsidiaries, which are part of our technology segment, finance their operations with funds generated from operations, and with a credit facility with WFCDF. This facility provides short-term capital for our technology segment. There are two components of the WFCDF credit facility: (1) a floor plan component, and (2) an accounts receivable component.

We believe that cash on hand and funds generated from operations, together with available credit under our credit facility, will be enough to finance our working capital, capital expenditures, and other requirements for at least the next year.

Our ability to continue to expand, both organically and through acquisitions, is dependent upon our ability to generate enough cash flow from operations, to borrow, or from other sources of financing, as may be required. While at this time we do not anticipate requiring any additional sources of financing to fund operations, if demand for IT products declines, or if our supply of products is delayed or interrupted, our cash flows from operations may be substantially affected.

The extent of the impact of COVID-19 is uncertain and may impact our liquidity position over the longer term. As credit markets have tightened as a result of COVID-19, we may have difficulty funding our financing transactions with lenders which may result in the use of our cash or a decrease in financing originations.

Cash Flows

The following table summarizes our sources and uses of cash for the years ended March 31, 2021, and 2020 (in thousands):

	Year Ended March 31,	
	2021	2020
Net cash provided by (used in) operating activities	$129,507	$ (74,174)
Net cash used in investing activities	(35,756)	(20,339)
Net cash provided by (used in) financing activities	(49,802)	100,634
Effect of exchange rate changes on cash	(617)	294
Net increase in cash and cash equivalents	$ 43,332	$ 6,415

Cash flows from operating activities

Our operating activities provided $129.5 million during the year ended March 31, 2021, compared to using $74.2 million during the year ended March 31, 2020. The following table provides a breakdown of operating cash flows by segment for the years end March 31, 2021, and 2020 (in thousands):

	Year Ended March 31,	
	2021	2020
Technology segment	$153,332	$(15,812)
Financing segment	(23,825)	(58,362)
Net cash provided by (used in) operating activities	$129,507	$(74,174)

Technology Segment: During the year ended March 31, 2021, operating cash flows provided by our technology segment were $153.3 million due to cash generated from earnings and changes in working capital. Cash used by the accounts payable – floor plan facility was $34.4 million. Accounts payable – floor plan is a facility used to manage working capital needs and we are required to present changes in this balance as financing activity in our consolidated statement of cash flows.

During the year ended March 31, 2020, operating cash flows used by our technology segment was $15.8 million as cash generated from earnings were exceeded by changes in working capital. In addition, cash provided by the accounts payable – floor plan facility was $11.3 million.

To manage our working capital, we monitor our cash conversion cycle for our technology segment, which is defined as days sales outstanding (''DSO'') in accounts receivable plus days of supply in inventory (''DIO'') minus days of purchases outstanding in accounts payable ("DPO"). The following table presents the components of the cash conversion cycle for our Technology segment:

	As of March 31,	
	2021	**2020**
(DSO) Days sales outstanding[1]	69	71
(DIO) Days inventory outstanding[2]	15	11
(DPO) Days payable outstanding[3]	(47)	(45)
Cash conversion cycle	37	37

(1) Represents the rolling three-month average of the balance of trade accounts receivable-trade, net for our Technology segment at the end of the period divided by Adjusted gross billings for the same three-month period.

(2) Represents the rolling three-month average of the balance of inventory, net for our Technology segment at the end of the period divided by cost of Adjusted gross billings for the same three-month period.

(3) Represents the rolling three-month average of the combined balance of accounts payable-trade and accounts payable-floor plan for our Technology segment at the end of the period divided by cost of Adjusted gross billings, product and services for the same three-month period.

Our standard payment term for customers is between 30-60 days; however, certain customers or orders may be approved for extended payment terms. Our DSOs for the quarters ended March 31, 2021 and 2020 were greater than our standard payment terms primarily due to a significant proportion of sales in those quarters to customers with payment terms greater than or equal to net 60 days. Invoices processed through our credit facility, or the A/P-floor plan balance, are typically paid within 45-60 days from the invoice date, while A/P trade invoices are typically paid within 30 days from the invoice date.

Our cash conversion cycle remained at 37 days for March 31, 2021 compared to 37 days for March 31, 2020 as a 4 day increase in DIO was offset by a 2 day decrease in DSO and a 2 day increase in DPO from March 31, 2020 to March 2021.

Financing Segment: During the year ended March 31, 2021, our financing segment used $23.8 million from operating activities, primarily due to the issuance of new financing receivables.

During the year ended March 31, 2020, our financing segment used $58.4 million from operating activities, primarily due to the issuance of new financing receivables.

Cash flows related to investing activities

During the year ended March 31, 2021, we used $35.8 million from investing activities, consisting of $27.0 million for our acquisition of SMP and $11.5 million for purchases of property, equipment and operating lease equipment, and offset by $2.8 million of proceeds from the sale of property, equipment, and operating lease equipment.

During the year ended March 31, 2020, we used $20.3 million from investing activities, consisting of $15.0 million for acquisitions and $7.0 million for purchases of property, equipment and operating lease equipment, and offset by $1.7 million of proceeds from the sale of property, equipment, and operating lease equipment.

Cash flows from financing activities

During the year ended March 31, 2021, we used $49.8 million from financing activities. We had net repayments on the accounts receivable component of our credit facility of $35.0 million, offset by net borrowings of non-recourse and recourse notes payable of $27.1 million by our financing segment. Contributing to cash outflows was net repayments on floor plan facility of $34.4 million, repurchase of common stock of $6.9 million, and payments to payoff contingent consideration agreements and hold backs from prior fiscal year acquisitions of $0.6 million.

During the year ended March 31, 2020, cash provided by financing activities was $100.6 million, consisting of net borrowings of non-recourse and recourse notes payable of $74.5 million by our financing segment, net borrowings on the accounts receivable component of our credit facility of $35.0 million, net borrowings on floor plan facility of $11.3 million, and offset by $14.4 million in repurchase of common stock and $5.8 million in payments of contingent consideration for acquisitions.

Our borrowing of non-recourse and recourse notes payable primarily arises from our financing segment when we transfer contractual payments due to us under financing agreements to third-party financial institutions. When the transfers do not meet the requirements for a sale, the proceeds paid to us represent borrowings of non-recourse and recourse notes payable.

Non-Cash Activities

We transfer contractual payments due to us under lease and financing agreements to third-party financial institutions. As a condition of these agreements, certain financial institutions may request that the customer remit their contractual payments to a trust, rather than to us, and the trust pays the financial institution. Alternatively, the customer will make payments to us, and we will remit the payment to the financial institution. The economic impact to us under either structure is similar, in that the assigned contractual payments are paid by the customer and remitted to the lender. However, when our customer makes payments through a trust, such payments represent non-cash transactions. Also, in certain assignment agreements, we may direct the third-party financial institution to pay some of the proceeds from the assignment directly to the vendor or vendors that have supplied the assets being leased and or financed. In these situations, the portion of the proceeds paid directly to our vendors are non-cash transactions.

Secured borrowings – Financing segment

We may finance all or most of the cost of the assets that we finance for customers by transferring all or part of the contractual payments due to us to third-party financing institutions. When we account for the transfer as a secured borrowing, we recognize the proceeds as either recourse or non-recourse notes payable. Our customers are responsible for repaying the debt from a secured borrowing. The lender typically secures a lien on the financed assets at the time the financial assets are transferred and releases it upon collecting all the transferred payments. We are not liable for the repayment of non-recourse loans unless we breach our representations and warranties in the loan agreements. The lender assumes the credit risk and their only recourse, upon default by the customer, is against the customer and the specific equipment under lease. While we expect that the credit quality of our financing arrangements and our residual return history will continue to allow us to obtain such financing, such financing may not be available on acceptable terms, or at all. As a result of COVID-19, credit markets have tightened. Our lenders are more discerning and are taking longer to approve transactions. In addition, certain lenders have narrowed their demand to certain types of transactions and/or credit quality and excluding others. For example, some lenders have declined transactions that have longer terms or transactions with certain market segments. Therefore, we may no longer be able to transfer certain receivables to financial institutions which may result in investing our capital or declining the transaction.

Credit facility — Technology segment

Within our technology segment, ePlus Technology, inc., and certain of its subsidiaries have a financing facility from WFCDF to finance their working capital requirements for inventories and accounts receivable. There are two components of this facility: (1) a floor plan component; and (2) an accounts receivable component.

On March 31, 2020, we executed an additional amendment to the WFCDF credit facility that temporarily increased the aggregate limit of the two components from $250.0 million to $300.0 million through May 5, 2020. Similarly, the amendment temporarily increased the limit on the accounts receivable component of the WFCDF credit facility to $75.0 million through April 14, 2020.

On May 15, 2020, we executed an amendment to the WFCDF credit facility that increased the aggregate limit of the two components, except during a temporary uplift, to $275.0 million. Additionally, we have an election to temporarily increase the aggregate limit to $350.0 million for a period of not less than 30 days, provided that all such periods shall not exceed 150 days in the aggregate in any calendar year. Further, the amendment increased the limit on the accounts receivable component of the WFCDF credit facility to $100.0 million, changed the interest rate to two percent (2.00%) plus the greater of one month LIBOR or seventy-five hundredths of one percent (0.75%), and modified certain restrictions on ePlus Technology, inc.'s ability to pay dividends to ePlus inc.

As of March 31, 2021, the limit of the two components of the credit facility was $275 million, and the accounts receivable component had a sub-limit of $100 million. Our borrowing availability under the credit facility varies based upon the value of the receivables and inventory of ePlus Technology, inc. and certain of its subsidiaries.

The WFCDF credit facility is secured by the assets of ePlus Technology, inc. and certain of its subsidiaries. Additionally, the credit facility requires a guaranty of $10.5 million by ePlus inc.

The credit facility restricts the ability of ePlus Technology, inc. and certain of its subsidiaries to pay dividends to ePlus inc. unless their available borrowing meets certain thresholds. As of March 31, 2021, their available borrowing met the threshold such that there were no restricted net assets of ePlus Technology, inc.

The credit facility requires that financial statements of ePlus Technology, inc. and certain of its subsidiaries be provided within 45 days of each quarter and 90 days of each fiscal year end and requires that other operational reports be provided on a regular basis. Either party may terminate with 90 days' advance notice.

The loss of the WFCDF credit facility, including during circumstances related to COVID-19, could have a material adverse effect on our future results as we currently rely on this facility and its components for daily working capital and liquidity for our technology segment and as an operational function of our accounts payable process.

Floor plan component

After a customer places a purchase order with us and after we have completed our credit review of the customer, we place an order for the equipment with one of our vendors. Generally, most purchase orders from us to our vendors are first financed under the floor plan component and reflected in "accounts payable—floor plan" in our consolidated balance sheets.

Payments on the floor plan component are due on three specified dates each month, generally 30-60 days from the invoice date. In addition, certain suppliers have temporarily extended their repayment terms to us due to COVID-19. Most customer payments in our technology segment are remitted to our lockboxes. Once payments are cleared, the monies in the lockbox accounts are automatically and daily transferred to our operating account. On the due dates of the floor plan component, we make cash payments to WFCDF.

Our borrowings and repayments under the floor plan component are included in "net borrowings (repayments) on floor plan facility" within cash flows from the financing activities in our consolidated statements of cash flows.

The respective floor plan component credit limits and actual outstanding balance payables for the dates indicated were as follows (in thousands):

Maximum Credit Limit at March 31, 2021	Balance as of March 31, 2021	Maximum Credit Limit at March 31, 2020	Balance as of March 31, 2020
$275,000	$98,653	$300,000	$127,416

Accounts receivable component

*e*Plus Technology, inc. and certain of its subsidiaries have an accounts receivable component included within the WFCDF credit facility, which has a revolving line of credit. The outstanding balance under the accounts receivable component is recorded as recourse notes payable on our consolidated balance sheets.

Our borrowings and repayments under the accounts receivable component are included in "borrowings of non-recourse and recourse notes payable" and "repayments of non-recourse and recourse notes payable," respectively, within cash flows from the financing activities in our consolidated statements of cash flows.

As of March 31, 2021, we did not have any outstanding balance under the accounts receivable component of the WFCDF credit facility. The maximum credit limit under this facility was $100.0 million. As of March 31, 2020, we had $35.0 million outstanding under the accounts receivable component of the WFCDF credit facility and a maximum credit limit of $75.0 million. We may from time to time maintain a balance on the accounts receivable component to assist in mitigating risk arising from COVID-19.

Performance Guarantees

In the normal course of business, we may provide certain customers with performance guarantees, which are generally backed by surety bonds. In general, we would only be liable for these guarantees in the event of default in the performance of our obligations. We are in compliance with the performance obligations under all service contracts for which there is a performance guarantee, and we believe that any liability incurred in connection with these guarantees would not have a material adverse effect on our consolidated statements of operations.

Off-Balance Sheet Arrangements

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K or other contractually narrow or limited purposes. As of March 31, 2021, and 2020, we were not involved in any unconsolidated special purpose entity transactions.

Adequacy of Capital Resources

The continued implementation of our business strategy will require a significant investment in both resources and managerial focus. In addition, we may selectively acquire other companies that have attractive customer relationships and skilled sales forces. We may also start offices or warehouses in new geographic areas, which may require a significant investment of cash. We may also acquire technology companies to expand and enhance the platform of bundled solutions to provide additional functionality and value-added services. As a result, we may require additional financing to fund our strategy, implementation and potential future acquisitions, which may include additional debt and equity financing. The impacts of COVID-19 may limit or eliminate our access to capital. While the future is uncertain, we do not believe our credit facility will be terminated by the lender or us. Our lending partners in our financial segment have tightened credit availability and are more discerning in their approval process. However, currently we have funding resources available for our transactions.

Inflation

For the periods presented herein, inflation has been relatively low, and we believe that inflation has not had a material effect on our results of operations.

Potential Fluctuations in Quarterly Operating Results

Our future quarterly operating results and the market price of our common stock may fluctuate. In the event our revenues or earnings for any quarter are less than the level expected by securities analysts or the market in general, such shortfall could have an immediate and significant adverse impact on the market price of our common stock. Any such adverse impact could be greater if any such shortfall occurs near the time of any material decrease in any widely followed stock index or in the market price of the stock of one or more public equipment leasing and financing companies, IT resellers, software competitors, major customers or vendors of ours.

Our quarterly results of operations are susceptible to fluctuations for a number of reasons, including, but not limited to the worldwide impacts from COVID-19, currency fluctuations, reduction in IT spending, any reduction of expected residual values related to the equipment under our leases, the timing and mix of specific transactions, the reduction of manufacturer incentive programs, pricing discounts offered by manufacturers at their year ends, and other factors. Quarterly operating results could also fluctuate as a result of our sale of equipment in our lease portfolio at the expiration of a lease term or prior to such expiration, to a lessee or to a third-party and the transfer of financial assets. Sales of equipment and transfers of financial assets may have the effect of increasing revenues and net income during the quarter in which the sale occurs and reducing revenues and net income otherwise expected in subsequent quarters. See Part I, Item 1A, ‘‘Risk Factors’’ herein.

We believe that comparisons of quarterly results of our operations are not necessarily meaningful and that results for one quarter should not be relied upon as an indication of future performance.

Contractual Obligations

Our estimated future undiscounted payments under contractual obligations that existed as of March 31, 2021 (in thousands):

		Payments Due by Period			
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Non-recourse notes payable[1]	$56,520	$50,709	$ 5,169	$ 642	$—
Recourse notes payable	19,158	5,577	13,581	—	—
Operating lease obligations	9,413	4,006	4,489	918	—
Hosted software	8,054	2,840	3,765	1,449	—
Total	$93,145	$63,132	$27,004	$3,009	$—

(1) Our customers are responsible for repaying the debt from a secured borrowing accounted for as non-recourse debt. The lender assumes the credit risk and generally their only recourse, upon default by the customer, is against the customer and the specific equipment under lease.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our cash flow may be adversely affected by the risks related to COVID-19 pandemic, which may result in delays in the collections of our accounts receivables or non-payment.

Although a substantial portion of our liabilities are non-recourse, fixed-interest-rate instruments, we utilize our lines of credit and other financing facilities which are subject to fluctuations in short-term interest rates. These non-recourse instruments, which are denominated in US dollars, were entered for other than trading purposes and, except for amounts drawn under the WFCDF facility, bear interest at a fixed rate. Because the interest rate on these instruments is fixed, changes in interest rates will not directly impact our cash flows. Our financing transactions are funded with our cash flows, not debt, and may be subject to interest rate risk. If the market interest rate exceeds our internal rate of return, we may not fund the transaction to obtain the proceeds. Borrowings under the WFCDF facility bear interest at a market-based variable rate. As of March 31, 2021, the aggregate fair value of our recourse and non-recourse borrowings approximated their carrying value.

We have transactions in foreign currencies, primarily in British Pounds, Euros, and Indian Rupees. There is a potential for exposure to fluctuations in foreign currency rates resulting primarily from the translation exposure associated with the preparation of our consolidated financial statements. In addition, we have foreign currency exposure when transactions are not denominated in our subsidiary's functional currency. To date, our foreign operations are insignificant in relation to total consolidated operations and we believe that potential fluctuations in currency exchange rates will not have a material effect on our financial position.

Brexit could impact revenue items, cost items, tax, goodwill impairments liquidity, and foreign currency exposure, among others. We have determined that our foreign currency exposure for our UK operations is insignificant in relation to total consolidated operations and we believe those potential fluctuations in currency exchange rates and other Brexit-related economic and operational risks will not have a material effect on our results of operations and financial position.

We evaluate Brexit-related developments on a regular basis to determine if such developments are anticipated to have a material impact on our results on operations and financial position.

We lease assets in foreign countries, including Canada, the UK and several other European countries. As a lessor, we lease assets for amounts denominated in British Pounds, Euros, and Canadian dollars. As our foreign operations have been smaller compared to our domestic operations, we believe that potential fluctuations in currency exchange rates will not have a material effect on our financial position.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See the consolidated financial statements and schedules listed in the accompanying ''Index to Financial Statements and Schedules.''

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), has evaluated the effectiveness of the Company's disclosure controls and procedures, or "disclosure controls", as of the end of the period covered by this report. as defined in Exchange Act Rule 13a-15(e). Disclosure controls are controls and procedures designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this Form 10-K annual report, is recorded, processed, summarized and reported within the time periods specified in the US Securities and Exchange Commission's rules and forms. Disclosure controls include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Our disclosure controls include some, but not all, components of our internal control over financial reporting.

Based on the evaluation described above, the CEO and CFO concluded that disclosure controls and procedures as of March 31, 2021, were effective in ensuring information required to be disclosed in our SEC reports was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information was accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rule 13a-15(f). This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements.

Our management performed an assessment of the effectiveness of our internal control over financial reporting as of March 31, 2021, utilizing the criteria described in the "Internal Control — Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The objective of this assessment was to determine whether our internal control over financial reporting was effective as of March 31, 2021.

Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. Based on this assessment, management determined that, as of March 31, 2021, the Company maintained effective internal control over financial reporting.

Deloitte & Touche LLP, an independent registered public accounting firm, who audited the consolidated financial statements of the Company included in this Annual Report on Form 10-K, has also audited the effectiveness of the Company's internal control over financial reporting as stated in its report appearing on page F-2.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that occurred during the quarter ended March 31, 2021, which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system cannot provide absolute assurance due to its inherent limitations; it is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. A control system also can be circumvented by collusion or improper management override. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of such limitations, disclosure controls and internal control over financial reporting cannot prevent or detect all misstatements, whether unintentional errors or fraud. However, these inherent limitations are known features of the financial reporting process; therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

ITEM 9B. OTHER INFORMATION

None.

PART III

Except as set forth below, the information required by Items 10, 11, 12, 13 and 14 is incorporated by reference from our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the close of our fiscal year.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information about our directors may be found under the caption "Proposal 1 – Election of Directors" in our Proxy Statement for the 2021 Annual Meeting of Stockholders (the "Proxy Statement"). The information in the Proxy Statement set forth under the captions of "Corporate Governance – Code of Conduct" and "– Board Committees" is incorporated herein by reference.

The information under the heading "Executive Officers" in Item 1 of this report is incorporated in this section by reference.

Code of Ethics

We have a code of ethics that applies to all of our employees, including our principal executive officer, principal financial officer, principal accounting officer and our Board. The Code of Conduct is available on our website at www.eplus.com/investors/corporate-governance-legal/code-of-conduct. We will disclose on our website any amendments to or waivers from any provision of the Code of Conduct that applies to any of the directors or executive officers.

ITEM 11. EXECUTIVE COMPENSATION

The information in the Proxy Statement set forth under the captions "Director Compensation," "Compensation Discussion and Analysis," "2021 Executive Compensation," and "Corporate Governance – Compensation Committee Interlocks and Insider Participation" is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information in the Proxy Statement set forth under the captions "Equity Compensation Plan Information" and "Stock Ownership" is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information in the Proxy Statement set forth under the caption "Corporate Governance - Related Person Transactions" and "Independence of Our Board of Directors" is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information in the Proxy Statement set forth under the caption "Proposal 3 – Ratification of the Selection of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for our Fiscal Year Ending March 31, 2022" is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

The consolidated financial statements listed in the accompanying Index to Financial Statements and Schedules are filed as a part of this report and incorporated herein by reference.

(a)(2) Financial Statement Schedule

See ''Financial Statement Schedule II – Valuation and Qualifying Accounts'' on page S-36.

(a)(3) Exhibit List

Exhibits 10.2 through 10.10 and 10.36 through 10.38 are management contracts or compensatory plans or arrangements.

Exhibit No.	Exhibit Description
3.1	ePlus inc. Amended and Restated Certificate of Incorporation, filed on September 19, 2008 (Incorporated herein by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2008).
3.2	Amended and Restated Bylaws of ePlus inc. as amended February 15, 2018 (Incorporated herein by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on February 20, 2018).
4.1	Specimen Certificate of Common Stock (Incorporated herein by reference to Exhibit 4.1 to our Registration Statement on Form S-1 (File No. 333-11737) originally filed on September 11, 1996).
4.2	Description of ePlus inc.'s securities (Incorporated herein by reference to Exhibit 4.2 to our Annual Report on Form 10-K for the year ended March 31, 2019).
10.1	Form of Indemnification Agreement entered into by and between ePlus and its directors and officers (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 23, 2016).
10.2	Amended and Restated Employment Agreement effective September 6, 2017, by and between ePlus inc. and Mark P. Marron (Incorporated herein by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended December 31, 2017).
10.3	Amendment #1, effective July 16, 2018, to Amended and Restated Employment Agreement effective September 6, 2017, by and between ePlus inc. and Mark P. Marron (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on July 18, 2018).
10.4	Amendment #2, effective November 14, 2019, to Amended and Restated Employment Agreement effective September 6, 2017, by and between ePlus inc. and Mark P. Marron (Incorporated herein by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended December 31, 2019).
10.5	Amended and Restated Employment Agreement effective September 6, 2017, by and between ePlus inc. and Elaine D. Marion (Incorporated herein by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended December 31, 2017).
10.6	Amendment #1, effective November 14, 2019, to Amended and Restated Employment Agreement, effective September 6, 2017, by and between ePlus inc. and Elaine D. Marion (Incorporated herein by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended December 31, 2019).

Exhibit No.	Exhibit Description
10.7	2017 Non-Employee Director Long-Term Incentive Plan (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 14, 2017).
10.8	ePlus inc. 2012 Employee Long-term Incentive Plan (updated to reflect stock split effected March 31, 2017) (Incorporated herein by reference to Exhibit 10.8 to our Annual Report on Form 10-K for the fiscal year ended March 31, 2017).
10.9	Form of Award Agreement – Restricted Stock Agreement (for awards granted under and subject to the provisions of the ePlus inc. 2012 Employee Long-Term Incentive Plan) (Incorporated herein by reference to Exhibit 10.24 to our Annual Report on Form 10-K for the fiscal year ended March 31, 2013).
10.10	Form of Award Agreement – Restricted Stock Unit Award Agreement (for awards granted under and subject to the provisions of the *e*Plus inc. 2012 Employee Long-Term Incentive Plan) (Incorporated herein by reference to Exhibit 10.25 to our Annual Report on Form 10-K for the fiscal year ended March 31, 2013).
10.11	Limited Guaranty dated June 24, 2004 by and between GE Commercial Distribution Finance Corporation and *e*Plus inc. (Incorporated herein by reference to Exhibit 10.10 to our Current Report on Form 8-K filed on November 17, 2005).
10.12	Collateralized Guaranty, dated March 30, 2004, by and between GE Commercial Distribution Finance Corporation and *e*Plus Group, inc. (Incorporated herein by reference to Exhibit 10.11 to our Current Report on Form 8-K filed on November 17, 2005).
10.13	Amendment to Collateralized Guaranty, dated November 14, 2005, by and between GE Commercial Distribution Finance Corporation and *e*Plus Group, inc. (Incorporated herein by reference to Exhibit 10.12 to our Current Report on Form 8-K filed on November 17, 2005).
10.14	Amended and Restated Business Financing Agreement, dated July 23, 2012, by and between General Electric Commercial Distribution Finance and *e*Plus Technology, inc. (Incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on July 26, 2012).
10.15	Amendment No. 1, dated July 31, 2014, to Amended and Restated Business Financing Agreement by and between General Electric Commercial Distribution Finance and *e*Plus Technology, inc. (Incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended September 30, 2014).
10.16	Amendment No. 2, dated July 24, 2015, to Amended and Restated Business Financing Agreement by and between General Electric Commercial Distribution Finance and *e*Plus Technology, inc. (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on July 30, 2015).
10.17	Amendment No. 3, dated October 20, 2015, to Amended and Restated Business Financing Agreement by and among *e*Plus Technology, inc. and its subsidiary *e*Plus Technology Services, inc. and GE Commercial Distribution Finance Corporation (Incorporated herein by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended September 30, 2015).

Exhibit No.	Exhibit Description
10.18	Amendment No. 4, dated July 28, 2016, to Amended and Restated Business Financing Agreement by and among *e*Plus Technology, inc. and its subsidiary *e*Plus Technology Services, inc. and Wells Fargo Commercial Distribution Finance, LLC (f/k/a GE Commercial Distribution Finance Corporation) (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on August 1, 2016).
10.19	Amendment No. 5, dated July 27, 2017, to Amended and Restated Business Financing Agreement by and between *e*Plus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC (f/k/a GE Commercial Distribution Finance Corporation) (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on August 3, 2017).
10.20	Amendment No. 6, dated February 15, 2018, to Amended and Restated Business Financing Agreement by and between *e*Plus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC (f/k/a GE Commercial Distribution Finance Corporation) (Incorporated herein by reference to Exhibit 10.27 to our Annual Report on Form 10-K for the fiscal year ended March 31, 2018).
10.21	Amendment No. 7, dated January 15, 2019, to Amended and Restated Business Financing Agreement between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on January 18, 2019).
10.22	Amendment No. 8, dated November 12, 2019, to Amended and Restated Business Financing Agreement between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC. (Incorporated herein by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended December 31, 2019).
10.23	Amendment No. 9, dated March 31, 2020, to Amended and Restated Business Financing Agreement between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC. (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on April 3, 2020).
10.24	Amendment No. 10, dated May 18, 2020, to Amended and Restated Business Financing Agreement between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC. (Incorporated herein by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on May 21, 2020).
10.25	Amended and Restated Agreement for Wholesale Financing, dated July 23, 2012, by and between General Electric Commercial Distribution Finance and *e*Plus Technology, inc. (Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 26, 2012).
10.26	Amendment No. 1, dated July 31, 2014, to Amended and Restated Agreement for Wholesale Financing by and between General Electric Commercial Distribution Finance and *e*Plus Technology, inc. (Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2014).
10.27	Amendment No. 2, dated July 24, 2015, to Amended and Restated Agreement for Wholesale Financing by and between General Electric Commercial Distribution Finance and *e*Plus Technology, inc. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 30, 2015).

Exhibit No.	Exhibit Description
10.28	Amendment No. 3, dated October 20, 2015, to Amended and Restated Agreement for Wholesale Financing by and among *e*Plus Technology, inc. and its subsidiary *e*Plus Technology Services, inc. and GE Commercial Distribution Finance Corporation (Incorporated herein by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2015).
10.29	Amendment No. 4, dated July 28, 2016, to Amended and Restated Agreement for Wholesale Financing by and among *e*Plus Technology, inc. and its subsidiary *e*Plus Technology Services, inc. and Wells Fargo Commercial Distribution Finance, LLC (f/k/a GE Commercial Distribution Finance Corporation) (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 1, 2016).
10.30	Amendment No. 5, dated July 27, 2017, to Amended and Restated Agreement for Wholesale Financing by and between *e*Plus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC (f/k/a GE Commercial Distribution Finance Corporation) (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on August 3, 2017).
10.31	Amendment No. 6, dated February 15, 2018, to Amended and Restated Agreement for Wholesale Financing by and between *e*Plus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC (f/k/a GE Commercial Distribution Finance Corporation) (Incorporated herein by reference to Exhibit 10.20 to our Annual Report of Form 10-K for the fiscal year ended March 31, 2018).
10.32	Amendment No. 7, dated January 15, 2019, to Amended and Restated Agreement for Wholesale Financing between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on January 18, 2019).
10.33	Amendment No. 8, dated November 12, 2019, to Amended and Restated Agreement for Wholesale Financing between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC. (Incorporated herein by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended December 31, 2019).
10.34	Amendment No. 9, dated March 31, 2020, to Amended and Restated Agreement for Wholesale Financing between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on April 3, 2020).
10.35	Amendment No. 10, dated May 18, 2020, to Amended and Restated Agreement for Wholesale Financing between ePlus Technology, inc. and Wells Fargo Commercial Distribution Finance, LLC. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 21, 2020).
10.36	Employment Agreement, effective May 7, 2018, by and between ePlus inc. and Darren S. Raiguel. (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 9, 2018).
10.37	Amendment No. 1, effective November 14, 2019, to Amended and Restated Employment Agreement, effective May 7, 2018, by and between ePlus inc. and Darren S Raiguel. (Incorporated herein by reference to Exhibit 10.3 to our Current Report on Form 10-Q filed on February 6, 2020).
10.38	ePlus inc. Cash Incentive Plan, effective April 1, 2018, (Incorporated herein by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 18, 2018).

Exhibit No.	Exhibit Description
21	Subsidiaries of *e*Plus inc.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of the Chief Executive Officer of *e*Plus inc. pursuant to the Securities Exchange Act Rules 13a-14(a) and 15d-14(a).
31.2	Certification of the Chief Financial Officer of *e*Plus inc. pursuant to the Securities Exchange Act Rules 13a-14(a) and 15d-14(a).
32	Certification of the Chief Executive Officer and Chief Financial Officer of *e*Plus inc. pursuant to 18 U.S.C. § 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

(b) See item 15(a)(3) above.

(c) See Item 15(a)(1) and 15(a)(2) above.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or Section 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

*e*Plus inc.

/s/ MARK P. MARRON
By: Mark P. Marron
Chief Executive Officer and President
Date: May 20, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ MARK P. MARRON
By: Mark P. Marron
Chief Executive Officer, President, and Director
(Principal Executive Officer)
Date: May 20, 2021

/s/ ELAINE D. MARION
By: Elaine D. Marion, Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: May 20, 2021

/s/ BRUCE M. BOWEN
By: Bruce M. Bowen, Director
Date: May 20, 2021

/s/ JOHN E. CALLIES
By: John E. Callies, Director
Date: May 20, 2021

/s/ C. THOMAS FAULDERS, III
By: C. Thomas Faulders, III, Chairman
Date: May 20, 2021

/s/ ERIC D. HOVDE
By: Eric D. Hovde, Director
Date: May 20, 2021

/s/ IRA A. HUNT
By: Ira A. Hunt, Director
Date: May 20, 2021

/s/ MAUREEN F. MORRISON
By: Maureen F. Morrison
Date: May 20, 2021

/s/ BEN XIANG
By: Ben Xiang, Director
Date: May 20, 2021

*e*Plus inc. AND SUBSIDIARIES
INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
*e*Plus inc.
Herndon, Virginia

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of ePlus inc. and subsidiaries (the ‘‘Company’’) as of March 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2021, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the ‘‘financial statements’’). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 20, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition – Gross Versus Net Recognition of Sales of Third-Party Software – Refer to Note 1 to the financial statements

Critical Audit Matter Description

The Company is typically the principal in sales of third-party software. Sales are recognized on a gross basis with the selling price to the customer recorded as sales and the acquisition cost of the product recognized as cost of sales. The Company recognizes revenue from these sales at the point in time that control passes to the customer, which is typically upon delivery of the software to the customer. The Company is also the agent in sales of third-party maintenance, software support, and services as the third-party controls the service until it is transferred to the customer. Similarly, the Company is the agent in sales of third-party software and accompanying third-party support when the third-party software benefits the customer only in conjunction with the accompanying support. In these sales, the Company considers the third-party software and support as inputs to a single performance obligation. In all these sales where the Company is the agent, the Company recognizes sales on a net basis at the point that their customer and vendor accept the terms and conditions of the arrangement.

Auditing the Company's determination of gross or net recognition of third-party software and support sales involved a high degree of subjectivity as it required the evaluation of whether the third-party software benefits the customer only in conjunction with the accompanying support. When the support is determined to be critical or essential to the software, the transaction is viewed as one combined performance obligation, and revenue is recognized net of related costs.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's conclusion related to the recognition of sales of third-party software included the following, among others:

- We tested the design and operating effectiveness of management's controls over the determination of gross or net recognition of third-party software and support sales.
- For a selection of contracts, we performed the following procedures:
  - Inspected the customer invoice and purchase order to determine whether the sale represented a valid transaction with a customer.
  - Compared the cost per the Company's records to the cost per the vendor invoice.
  - Evaluated the sale to determine whether it constituted a single or multiple performance obligation(s) through inspection of the customer invoice, purchase order, and information on vendor websites accessed through third-party search engines.
  - Evaluated the sale to determine whether there was accompanying third-party support related to the software, and whether the support was separately identifiable or essential to the functionality of the software through inspection of customer invoices, purchase orders, information on vendor websites accessed through third-party search engines and inquiries with management, as necessary.

Transfers of Financial Assets – Refer to Note 4 to the financial statements

Critical Audit Matter Description

The Company enters into arrangements to transfer the contractual payments due under financing receivables and operating lease agreements, which are accounted for in accordance with Codification Topic 860. These transfers are accounted for as either a sale or as a pledge of collateral in a secured borrowing. For transfers accounted for as a secured borrowing, the corresponding investments serve as collateral for non-recourse notes payable. For transfers accounted for as sales, the Company derecognizes the carrying value of the asset transferred plus any liability and recognizes a net gain or loss on the sale, which are presented within net sales in the consolidated statement of operations.

Auditing the Company's determination of whether the transfer should be accounted for as a secured borrowing or a sale involved a high degree of subjectivity. This subjectivity stems from management's assessment of whether the transferred assets have been isolated from the transferor.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to management's conclusion related to the transfer of financial assets included the following, among others:

- We tested the design and operating effectiveness of management's controls over the transfer of financial assets, including management's controls over the evaluation of the terms of loan documents and accompanying investor data, assignment agreements, and the calculation of the gain or loss.

- For a selection of transactions, we evaluated the Company's determination of sale or secured borrowing, by evaluating, among other factors, if the transferred assets have been isolated from the Company. Specifically, we performed the following procedures:
  - Obtained the executed transfer agreement and evaluated whether the Company:

    Assigned its rights, titles, interests, estates, claims, and demands to the third-party assignee

    Retained any rights with respect to the payments assigned to the third-party assignee or had been appropriately isolated from the assets. We evaluated opinions from outside legal counsel, when applicable.
  - Obtained and inspected the cash proceeds support from the transfer and compared the cash received to the selling price.
  - Tested the mathematical accuracy of management's calculation of the gain or loss based on the cash proceeds and the receivable balance as of date of sale.

/s/ DELOITTE & TOUCHE LLP

McLean, Virginia
May 20, 2021

We have served as the Company's auditor since 1990.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
*e*Plus inc.
Herndon, Virginia

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of ePlus inc. and subsidiaries (the ''Company'') as of March 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended March 31, 2021, of the Company and our report dated May 20, 2021 expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

McLean, Virginia

May 20, 2021

*e*Plus inc. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

	March 31, 2021	March 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 129,562	$ 86,231
Accounts receivable—trade, net	391,567	374,998
Accounts receivable—other, net	41,053	36,570
Inventories	69,963	50,268
Financing receivables—net, current	106,272	70,169
Deferred costs	28,201	22,306
Other current assets	10,976	9,256
Total current assets	777,594	649,798
Financing receivables and operating leases—net	90,165	74,158
Deferred tax asset—net	1,468	—
Property, equipment and other assets	42,289	32,596
Goodwill	126,645	118,097
Other intangible assets—net	38,614	34,464
TOTAL ASSETS	$1,076,775	$909,113
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current liabilities:		
Accounts payable	$ 165,162	$ 82,919
Accounts payable—floor plan	98,653	127,416
Salaries and commissions payable	36,839	30,952
Deferred revenue	72,802	55,480
Recourse notes payable—current	5,450	37,256
Non-recourse notes payable—current	50,397	29,630
Other current liabilities	30,061	22,986
Total current liabilities	459,364	386,639
Recourse notes payable - long-term	12,658	—
Non-recourse notes payable - long-term	5,664	5,872
Deferred tax liability—net	—	2,730
Other liabilities	36,679	27,727
TOTAL LIABILITIES	514,365	422,968
COMMITMENTS AND CONTINGENCIES (Note 10)		
STOCKHOLDERS' EQUITY		
Preferred stock, $0.01 per share par value; 2,000 shares authorized; none outstanding	—	—
Common stock, $0.01 per share par value; 25,000 shares authorized; 13,503 outstanding at March 31, 2021 and 13,500 outstanding at March 31, 2020	145	144
Additional paid-in capital	152,366	145,197
Treasury stock, at cost, 993 shares at March 31, 2021 and 896 shares at March 31, 2020	(75,372)	(68,424)
Retained earnings	484,616	410,219
Accumulated other comprehensive income—foreign currency translation adjustment	655	(991)
Total Stockholders' Equity	562,410	486,145
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$1,076,775	$909,113

See Notes to Consolidated Financial Statements.

*e*Plus inc. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended March 31,		
	2021	**2020**	**2019**
Net sales			
Product	$1,366,158	$1,395,288	$1,223,195
Services	202,165	193,116	149,478
Total	1,568,323	1,588,404	1,372,673
Cost of sales			
Product	1,049,677	1,076,773	952,464
Services	125,092	120,440	89,821
Total	1,174,769	1,197,213	1,042,285
Gross profit	393,554	391,191	330,388
Selling, general, and administrative	271,263	279,182	237,082
Depreciation and amortization	13,951	14,156	11,824
Interest and financing costs	2,005	2,574	1,948
Operating expenses	287,219	295,912	250,854
Operating income	106,335	95,279	79,534
Other income (expense)	571	680	6,696
Earnings before tax	106,906	95,959	86,230
Provision for income taxes	32,509	26,877	23,038
Net earnings	$ 74,397	$ 69,082	$ 63,192
Net earnings per common share—basic	$ 5.58	$ 5.18	$ 4.70
Net earnings per common share—diluted	$ 5.54	$ 5.15	$ 4.65
Weighted average common shares outstanding—basic	13,337	13,327	13,448
Weighted average common shares outstanding—diluted	13,417	13,415	13,578

See Notes to Consolidated Financial Statements.

*e*Plus inc. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Year Ended March 31,		
	2021	2020	2019
NET EARNINGS	$74,397	$69,082	$63,192
OTHER COMPREHENSIVE INCOME, NET OF TAX:			
Foreign currency translation adjustments	1,646	(720)	(803)
Other comprehensive income (loss)	1,646	(720)	(803)
TOTAL COMPREHENSIVE INCOME	$76,043	$68,362	$62,389

See Notes to Consolidated Financial Statements.

*e*Plus inc. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended March 31,		
	2021	2020	2019
Cash flows from operating activities:			
Net earnings	$ 74,397	$ 69,082	$ 63,192
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:			
Depreciation and amortization	19,991	19,156	18,639
Reserve for credit losses	1,436	1,004	170
Share-based compensation expense	7,169	7,954	7,243
Deferred taxes	(4,198)	(2,185)	3,280
Payments from lessees directly to lenders—operating leases	(34)	(70)	(156)
Gain on disposal of property, equipment, and operating lease equipment	(2,742)	(814)	(2,027)
Gain on sale of financial receivables	—	—	(9,077)
Changes in:			
Accounts receivable	(5,056)	(64,388)	(34,306)
Inventories-net	(16,798)	115	(10,929)
Financing receivables—net	(42,104)	(109,355)	(7,883)
Deferred costs and other assets	(16,503)	(20,982)	5,412
Accounts payable-trade	76,772	(8,884)	12,456
Salaries and commissions payable, deferred revenue, and other liabilities	37,177	35,193	(6,603)
Net cash provided by (used in) operating activities	129,507	(74,174)	39,411
Cash flows from investing activities:			
Proceeds from sale of property, equipment, and operating lease equipment	2,791	1,705	3,619
Purchases of property, equipment, and operating lease equipment	(11,513)	(7,009)	(11,629)
Cash used in acquisitions, net of cash acquired	(27,034)	(15,035)	(49,764)
Purchases of assets to be leased or financed	—	—	(10,368)
Issuance of financing receivables	—	—	(175,410)
Repayments of financing receivables	—	—	73,942
Proceeds from sale of financing receivables	—	—	73,405
Net cash used in investing activities	(35,756)	(20,339)	(96,205)
Cash flows from financing activities:			
Borrowings of non-recourse and recourse notes payable	66,403	141,369	83,924
Repayments of non-recourse and recourse notes payable	(74,328)	(31,880)	(43,054)
Repurchase of common stock	(6,948)	(14,425)	(18,754)
Repayments of financing of acquisitions	(556)	(5,763)	(7,634)
Net borrowings (repayments) on floor plan facility	(34,373)	11,333	3,974
Net cash provided by (used in) financing activities	(49,802)	100,634	18,456
Effect of exchange rate changes on cash	(617)	294	(44)
Net increase (decrease) in cash and cash equivalents	43,332	6,415	(38,382)
Cash and cash equivalents, beginning of period	86,231	79,816	118,198
Cash and cash equivalents, end of period	$129,563	$ 86,231	$ 79,816

See Notes to Consolidated Financial Statements.

	Year Ended March 31,		
	2021	2020	2019
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 1,436	$ 2,260	$ 1,862
Cash paid for income taxes	$ 31,690	$ 28,356	$ 19,938
Cash paid for amounts included in the measurement of lease liabilities	$ 5,780	$ 5,613	$ —
Schedule of non-cash investing and financing activities:			
Proceeds from sale of property, equipment, and leased equipment	$ 2,045	$ —	$ 520
Purchases of property, equipment, and operating lease equipment	$ (372)	$ (329)	$ (1,874)
Purchases of assets to be leased or financed	$ —	$ —	$ (13,663)
Issuance of financing receivables	$ —	$ —	$(119,024)
Proceeds from sale of financing receivables	$ —	$ —	$ 142,418
Consideration for acquisitions	$ —	$ (241)	$ (257)
Borrowing of non-recourse and recourse notes payable	$121,826	$114,439	$ 75,164
Repayments of non-recourse and recourse notes payable	$ (34)	$ (70)	$ (156)
Vesting of share-based compensation	$ 7,937	$ 8,990	$ 12,816
New operating lease assets obtained in exchange for lease obligations	$ 1,146	$ 6,035	$ —

See Notes to Consolidated Financial Statements.

ePlus inc. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Common Stock		Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total
	Shares	Par Value					
Balance, April 1, 2018	13,761	$142	$130,000	$(36,016)	$277,945	$ 532	$372,603
Issuance of restricted stock awards	75	1	—	—	—	—	1
Share-based compensation	—	—	7,243	—	—	—	7,243
Repurchase of common stock	(225)	—	—	(17,983)	—	—	(17,983)
Net earnings	—	—	—	—	63,192	—	63,192
Foreign currency translation adjustment	—	—	—	—	—	(803)	(803)
Balance, March 31, 2019	13,611	$143	$137,243	$(53,999)	$341,137	$ (271)	$424,253
Issuance of restricted stock awards	93	1	—	—	—	—	1
Share-based compensation	—	—	7,954	—	—	—	7,954
Repurchase of common stock	(204)	—	—	(14,425)	—	—	(14,425)
Net earnings	—	—	—	—	69,082	—	69,082
Foreign currency translation adjustment	—	—	—	—	—	(720)	(720)
Balance, March 31, 2020	13,500	$144	$145,197	$(68,424)	$410,219	$ (991)	$486,145
Issuance of restricted stock awards	100	1	—	—	—	—	1
Share-based compensation	—	—	7,169	—	—	—	7,169
Repurchase of common stock	(97)	—	—	(6,948)	—	—	(6,948)
Net earnings	—	—	—	—	74,397	—	74,397
Foreign currency translation adjustment	—	—	—	—	—	1,646	1,646
Balance, March 31, 2021	13,503	$145	$152,366	$(75,372)	$484,616	$ 655	$562,410

See Notes to Consolidated Financial Statements.

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

DESCRIPTION OF BUSINESS — Our company was founded in 1990 and is a Delaware corporation. *e*Plus inc. is sometimes referred to in this Annual Report on Form 10-K as "we," "our," "us," "ourselves," or "*e*Plus." *e*Plus inc. is a holding company that through its subsidiaries provides information technology solutions which enable organizations to optimize their IT environment and supply chain processes. We also provide consulting, professional and managed services and complete lifecycle management services including flexible financing solutions. We focus on selling to medium and large enterprises in North America and the United Kingdom ("UK").

BASIS OF PRESENTATION — The consolidated financial statements include the accounts of *e*Plus inc. and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The accounts of businesses acquired during fiscal years 2021, 2020 and 2019 are included in the consolidated financial statements from the dates of acquisition.

USE OF ESTIMATES — The preparation of financial statements in conformity with accounting principles generally accepted in the US requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Estimates are used when accounting for items and matters including, but not limited to, revenue recognition, residual asset values, vendor consideration, lease classification, goodwill and intangibles, allowance for credit losses, inventory obsolescence, and the recognition and measurement of income tax assets and other provisions and contingencies. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

ALLOWANCE FOR CREDIT LOSSES — We maintain an allowance for credit losses related to our accounts receivable and financing receivables. We record an expense in the amount necessary to adjust the allowance for credit losses to our current estimate of expected credit losses on financial assets. We estimate expected credit losses based on our internal rating of the customer's credit quality, our historical credit losses, current economic conditions, and other relevant factors. Prior to providing credit, we assign an internal rating for each customer's credit quality based on the customer's financial status, rating agency reports and other financial information. We review our internal ratings for each customer at least annually or when there is an indicator of a change in credit quality, such as a delinquency or bankruptcy. We write off financing receivables when we deem them to be uncollectable. Through the year ended March 31, 2021, we recognized an increase in the allowance to reflect the forecasted credit deterioration due to the COVID-19 pandemic.

BUSINESS COMBINATIONS — We account for business combinations using the acquisition method, which requires that the total purchase price for each of the acquired entity be allocated to the assets acquired and liabilities assumed based on their fair values at the acquisition date. The allocation process requires an analysis of intangible assets, such as customer relationships, trade names, acquired contractual rights and assumed contractual commitments and legal contingencies to identify and record all assets acquired and liabilities assumed at their fair value.

We record any premium paid over the fair value of the acquired net assets as goodwill. Our initial purchase price allocations are subject to revision within the measurement period, not to exceed one year from the date of acquisition. We include the results of operations for the acquired company in our financial statements from the acquisition date.

CASH AND CASH EQUIVALENTS — Cash and cash equivalents consist primarily of interest-bearing accounts and money market funds that consist of short-term US treasury securities. We consider all highly liquid investments, including those with an original maturity of three months or less at the date of acquisition, to be cash equivalents. We have a lockbox account whose purpose is to collect and distribute customer payments under financing arrangements. As of March 31, 2021, we had $0.7 million being held in trust for third-party recipients within our lockbox account. There were no amounts being held in trust for third-party recipients as of March 31, 2020. As of March 31, 2021, and March 31, 2020, there were no restrictions on the withdrawal of funds from our money market funds.

CONCENTRATIONS OF RISK — Financial instruments that potentially subject us to concentrations of credit risk include cash and cash equivalents, short-term investments, accounts receivable, and financing receivables. Cash and cash equivalents may include short-term investments that are maintained principally with financial institutions in the US. Our accounts receivable-trade balance as of March 31, 2021, and 2020 included approximately 20% concentration of invoices due from Verizon Communications Inc. The risk on our accounts receivable and financing receivables is reduced by having a broad customer base in a diverse range of industries and through the ongoing evaluation of collectability of our portfolio. The credit risk is further mitigated by transferring certain of our financing receivables to financial institutions on a non-recourse basis and, for our lease receivables, by owning the underlying asset. A substantial portion of our sales are products from Cisco Systems, which represented approximately 36%, 40%, and 42%, of our technology segment net sales for the years ended March 31, 2021, 2020, and 2019, respectively.

DEFERRED COSTS — When a contract is within the scope of Accounting Standards Codification (''Codification'') Topic 606, *Revenue from Contracts with Customers* (''Codification Topic 606''), we defer costs of fulfilling the contract when they generate or enhance resources that will be used by us in satisfying performance obligations in the future. Additionally, we capitalize costs that are incremental to obtaining the contracts, predominately sales commissions, and expense them in proportion to each completed contract performance obligation.

DEFERRED REVENUE — We recognize deferred revenue when cash payments are received or due in advance of our performance.

EARNINGS PER SHARE — Basic earnings per share is calculated by dividing net earnings attributable to common stockholders by the basic weighted average number of shares of common stock outstanding during each period. Diluted earnings per share reflects the potential dilution of securities that could participate in our earnings, including restricted stock awards during each period.

FAIR VALUE MEASUREMENT — We follow the guidance in Codification Topic 820 *Fair Value Measurements* (''Codification Topic 820'') which governs how to measure fair value for financial reporting. This topic defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. This topic also establishes a fair value hierarchy that categorizes into three levels the inputs to valuation techniques used to measure fair value:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs for the asset or liability. The fair values are determined based on model-based techniques such as discounted cash flow models using inputs that we could not corroborate with market data.

FINANCIAL INSTRUMENTS — For financial instruments such as cash, short-term investments, accounts receivables, accounts payable and other current liabilities, we consider the recorded value of the financial instruments to approximate the fair value due to their short maturities. On March 31, 2021, the carrying amounts of our notes receivables, recourse and non-recourse payables were $112.6 million, $18.1 million and $56.1 million, respectively, and their fair values were $113.2 million, $18.1 million and $56.3 million, respectively. On March 31, 2020, the carrying amounts of our notes receivables, recourse and non-recourse payables were $54.8 million, $37.3 million and $35.5 million, respectively, and their fair values were $55.4 million, $37.3 million and $35.5 million, respectively.

FINANCING RECEIVABLES AND OPERATING LEASES — Financing receivables and operating leases consists of notes receivable, sales-type leases and operating leases. We issue financing receivables for periods generally between 2 to 6 years, with most terms ranging between 3 to 4 years. When we lease equipment under an operating lease, we recognize the underlying asset at cost and depreciate it on a straight-line bases over its estimated useful life. We estimate that the useful life for most information technology (''IT'') equipment under lease is 4 years.

FOREIGN CURRENCY TRANSLATION — Our functional currency is the US dollar. Our international subsidiaries typically use their local currency as their functional currency. We translate the assets and liabilities of our international subsidiaries into US dollars at the spot rate in effect at the applicable reporting date. We translate the revenues and expenses of our international subsidiaries into US dollars at the average exchange rates in effect during the applicable period. We report the resulting foreign currency translation adjustment as accumulated other comprehensive loss, which is reflected as a separate component of stockholders' equity. We report all foreign currency transaction gains or losses in other income (expense) on our consolidated statement of operations. We recognized a gain of $0.5 million, a loss of $0.4 million, and a gain of $0.4 million due to foreign currency translations for the years ended March 31, 2021, 2020, and 2019, respectively.

GOODWILL — We test goodwill for impairment on an annual basis, as of October 1, and between annual tests if an event occurs, or circumstances change, that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

In a qualitative assessment, we assess qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount, including goodwill. If, after assessing the totality of events or circumstances, we determine that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then the quantitative goodwill impairment test is unnecessary.

If, after assessing the totality of events or circumstances, we determine that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then we perform the quantitative goodwill impairment test. We may also elect the unconditional option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the quantitative goodwill impairment test.

In the quantitative impairment test, we compare the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. Conversely, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

IMPLEMENTATION COSTS OF A HOSTING ARRANGEMENT- We capitalize implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. We classify these capitalized costs in the same balance sheet line item as the amounts prepaid for the related hosting arrangement and we present the amortization of these capitalized costs in the same income statement line item as the service fees for the related hosting arrangement. We amortize the capitalized implementation costs over the term of the hosting arrangement.

INCOME TAXES — Deferred income taxes are accounted for in accordance with Codification Topic 740 *Income Taxes* (''Codification Topic 740''). Under this method, deferred income tax assets and liabilities are determined based on the temporary differences between the financial statement reporting and tax bases of assets and liabilities, using tax rates currently in effect. Future tax benefits, such as net operating loss carry-forwards, are recognized to the extent that realization of these benefits is considered to be more likely than not. We review our deferred tax assets at least annually and make necessary valuation adjustments.

In addition, we account for uncertain tax positions in accordance with Codification Topic 740. Specifically, the Topic prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on the related de-recognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. In accordance with our accounting policy, we recognize accrued interest and penalties related to unrecognized tax benefits as a component of tax expense.

INVENTORIES — Inventories are stated at the lower of cost and net realizable value. Cost is determined using a weighted average cost method. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Our determination of the net realizable value for inventories is based on the terms of underlying purchase commitments from our customers, current economic conditions including the impact of COVID-19, and other relevant factors.

LESSEE ACCOUNTING — We lease office space for periods up to 6 years. At the lease commencement date, we recognize operating lease liabilities based on the present value of the future minimum lease payments. In determining the present value of future minimum lease payments, we use our incremental borrowing rate based on the information available at the commencement date. When the future minimum payments encompass non-lease components, we account for the lease and non-lease components as a single lease component. We elected not to recognize right-of-use assets and lease liabilities for leases with an initial term of 12 months or less. We recognize lease expense on a straight-line basis over the lease term beginning on the commencement date.

PROPERTY AND EQUIPMENT — Property and equipment are stated at cost, net of accumulated depreciation and amortization. We recognize property and equipment obtained through a business combination at its fair market value as of the acquisition date. We compute depreciation and amortization using the straight-line method over the estimated useful lives of the related assets, which range from three to seven years. We typically depreciate internal use IT equipment over three years, perpetual software licenses over five years, furniture and fixtures over five years, and telecommunications equipment over seven years.

RESIDUAL ASSETS — Our estimate for the residual asset in a lease is the amount we expect to derive from the underlying asset following the end of the lease term. In a sales-type lease, we recognize the unguaranteed residual asset, measured on a discounted basis, upon lease commencement. In our subsequent accounting for the lease, we increase the unguaranteed residual asset using the effective interest method. We evaluate residual values for impairment on a quarterly basis. We recognize impairments as incurred. We do not recognize upward adjustments due to changes in estimates of residual values.

REVENUE RECOGNITION — We recognize most of our revenues from the sales of third-party products, third-party software, third-party maintenance, software support, and services, *e*Plus professional and managed services, and hosting *e*Plus proprietary software. We recognize revenue from these sales under the guidance in Codification Topic 606.

The core principle of Codification Topic 606 is that an entity should recognize revenue for the transfer of goods and services equal to an amount it expects to be entitled to receive for those goods and services. We account for a contract under Codification Topic 606 when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are established, the contract has commercial substance, and collectability of consideration is probable.

Revenues are reported net of sales refunds, including an estimate of future returns based on an evaluation of historical sales returns, current economic conditions, volume, and other relevant factors.

Our contracts with customers may include multiple promises that are distinct performance obligations. For such arrangements, we allocate the transaction price to each performance obligation based on its relative standalone selling price. We determine standalone selling prices using expected cost-plus margin.

We recognize revenue when (or as) we satisfy a performance obligation by transferring a promised good or service to a customer. A good or service is transferred when (or as) the customer obtains control of that good or service. Depending on the nature of each performance obligation, this may be at a point in time or over time, as further described below.

We typically invoice our customers for third-party products upon shipment, unless our customers lease the equipment through our financing segment, in which case the arrangement is accounted for as a lease in accordance with Codification Topic 842, Leases (“Codification Topic 842”). We typically invoice our customers for third-party software upon delivery and third-party services at the point of sale, unless our customers finance these products through our financing segment, in which case we record a financing receivable based on the terms of the arrangement.

Product Revenue

<u>Sales of third-party products</u>

We are the principal in sales of third-party products. As such, we recognize sales on a gross basis with the selling price to the customer recorded as sales and the acquisition cost of the product recognized as cost of sales. We recognize revenue from these sales at the point in time that control passes to the customer, which is typically upon delivery of the product to the customer.

In some instances, our customers may request that we bill them for a product but retain physical possession of the product until later delivery, commonly known as “bill-and-hold” arrangements. In these transactions, we recognize revenue when the customer has signed a bill-and-hold agreement with us, the product is identified separately as belonging to the customer and, when orders include configuration, such configuration is complete, and the product is ready for delivery to the customer.

We recognize sales of off-lease equipment within our financing segment when control passes to the customer, which is typically the date that title to the equipment is transferred per the sales agreement.

Sales of third-party software

We are typically the principal in sales of third-party software. Sales are recognized on a gross basis with the selling price to the customer recorded as sales and the acquisition cost of the product recognized as cost of sales. We recognize revenue from these sales at the point in time that control passes to the customer, which is typically upon delivery of the software to the customer.

Sales of third-party maintenance, software support, and services

We are the agent in sales of third-party maintenance, software support, and services as the third-party controls the service until it is transferred to the customer. Similarly, we are the agent in sales of third-party software and accompanying third-party support when the third-party software benefits the customer only in conjunction with the accompanying support. In these sales, we consider the third-party software and support as inputs to a single performance obligation. In all these sales where we are the agent, we recognize sales on a net basis at the point that our customer and vendor accept the terms and conditions of the arrangement.

Freight and sales tax

We present freight billed to our customers within sales and the related freight charged to us within cost of sales. We present sales tax collected from customers and remittances to governmental authorities on a net basis.

Financing revenue and other

We account for leases to customers in accordance with Codification Topic 842. We utilize a portfolio approach by grouping together many similar assets being leased to a single customer.

We classify our leases as either sales-type leases or operating leases. We classify leases as sales-type leases if any one of five criteria are met, each of which indicate that the lease transfers control of the underlying asset to the lessee. We classify our other leases as operating leases.

For sales-type leases, upon lease commencement, we recognize the present value of the lease payments and the residual asset discounted using the rate implicit in the lease. When we are financing equipment provided by another dealer, we typically do not have any selling profit or loss arising from the lease. When we are the dealer of the equipment being leased, we typically recognize revenue in the amount of the lease receivable and cost of sales in the amount of the carrying value of the underlying asset minus the unguaranteed residual asset. After the commencement date, we recognize interest income as part of net sales using the effective interest method.

For operating leases, we recognize the underlying asset as an operating lease asset. We depreciate the asset on a straight-line basis to its estimated residual value over its estimated useful life. We recognize the lease payments over the lease term on a straight-line basis as part of net sales.

In all our leases, we recognize variable lease payments, primarily reimbursement for property taxes associated with the leased asset, as part of net sales in the period in which the changes in facts and circumstances on which the variable lease payments are based occur. We exclude from revenues and expenses any sales taxes reimbursed by the lessee.

We also finance third-party software and third-party services for our customers, which we classify as notes-receivable. We recognize interest income on our notes-receivable using the effective interest method.

We account for transfers of our financial assets, under Codification Topic 860 *Transfers and Servicing* (''Codification Topic 860''). When a transfer meets all the requirements for sale accounting, we derecognize the financial asset and record a net gain or loss that is included in net sales.

Service Revenue

Sales of *e*Plus professional, managed services, and staffing

*e*Plus professional services offerings include assessments, project management, and staging, configuration, and integration. *e*Plus managed service offerings range from monitoring and notification to a fully outsourced network management solution. *e*Plus staffing delivers a full range of staffing solutions, including short-term, long-term, temporary-to-hire, and direct-hire IT professionals. In all these arrangements, we satisfy our performance obligation and recognize revenue over time.

In arrangements for *e*Plus professional services and staffing, we provide services under both time and materials and fixed price contracts. When services are provided on a time and materials basis, we recognize sales at agreed-upon billing rates as services are performed. When services are provided on a fixed fee basis, we recognize sales over time in proportion to our progress toward complete satisfaction of the performance obligation. We typically measure progress based on costs incurred in proportion to total estimated costs, commonly referred to as the ''cost-to-cost'' method.

In arrangements for *e*Plus managed services, our arrangement is typically a single performance obligation comprised of a series of distinct services that are substantially the same and that have the same pattern of transfer (i.e., distinct days of service). We typically recognize sales from these services on a straight-line basis over the period services are provided.

SHARE-BASED COMPENSATION — We account for share-based compensation in accordance with Codification Topic 718 *Compensation—Stock Compensation*. We recognize compensation cost for awards of restricted stock with graded vesting on a straight-line basis over the requisite service period. We account for forfeitures when they occur. There are no additional conditions for vesting other than service conditions.

SOFTWARE DEVELOPMENT COSTS — We capitalize costs for the development of internal use software under the Codification Topic 350-40 *Intangibles—Goodwill and Other Intangibles,* Subtopic *Internal-Use Software*. We capitalized development costs for internal use software of $0.2 million, $0.2 million and $2.5 million during the years ended March 31, 2021, 2020 and 2019, respectively. We had capitalized costs, net of amortization, of approximately $3.4 million and $4.5 million at March 31, 2021, and March 31, 2020, respectively, that is included in the accompanying consolidated balance sheets as a component of other intangible assets-net.

TREASURY STOCK — We account for treasury stock under the cost method and include treasury stock as a component of stockholders' equity on the accompanying consolidated balance sheets.

VENDOR CONSIDERATION — We receive payments and credits from vendors pursuant to volume incentive programs and shared marketing expense programs. Many of these programs extend over one or more quarters' sales activities. Different programs have different vendor/program specific milestones to achieve. Amounts due from vendors as of March 31, 2021, and 2020 were $18.2 million and $20.8 million, respectively, which were included within accounts receivable-other, net in the accompanying balance sheets.

We recognize rebates pursuant to volume incentive programs, when the rebate is probable and reasonably estimable, based on a systematic and rational allocation of the cash consideration offered to the underlying transactions that result in our progress toward earning the rebate. When a rebate is not probable or not reasonably estimable, we recognized the rebate as the milestones are achieved or as cash is received.

We recognize rebates pursuant to shared marketing expense programs as a reduction of the related selling and administrative expenses in the period the program occurs when the consideration represents a reimbursement of specific, incremental, identifiable costs. We recognize consideration that exceeds the specific, incremental, identifiable costs as a reduction of cost of sales.

2. RECENT ACCOUNTING PRONOUNCEMENTS

CREDIT LOSSES — We adopted ASU 2016-13 on April 1, 2020. The amendments in this update replaced the incurred loss impairment methodology in current US GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. Our adoption of this update, including the cumulative-effect adjustment to retained earnings, is not significant to our financial statements. Refer to Note 7, ''Allowance for Credit Losses'' for additional information.

3. REVENUES

Contract balances

Accounts receivable – trade consists entirely of amounts due from contracts with customers. In addition, we had $54.6 million, $33.1 million and $16.2 million of receivables from contracts with customers included within financing receivables as of March 31, 2021, 2020 and 2019, respectively. The following table provides the balance of contract liabilities from contracts with customers (in thousands):

	March 31,		
	2021	2020	2019
Current (included in deferred revenue)	$72,299	$54,486	$46,356
Non-current (included in other liabilities)	$26,042	$16,395	$13,593

Revenue recognized from the beginning contract liability balance was $42.2 million and $53.5 million for the fiscal year ended March 31, 2021, and 2020, respectively.

Performance obligations

The following table includes revenue expected to be recognized in the future related to performance obligations, primarily non-cancelable contracts for *e*Plus managed services, that are unsatisfied or partially unsatisfied at the end of the reporting period (in thousands):

Year ending March 31, 2022	$38,097
2023	16,560
2024	7,784
2025	794
2026 and thereafter	246
Total remaining performance obligations	$63,481

The table does not include the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts where we recognize revenue at the amount that we have the right to invoice for services performed.

4. FINANCING RECEIVABLES AND OPERATING LEASES

Our financing receivables and operating leases consist primarily of leases of IT and communication equipment and notes receivable from financing customer purchases of third-party software, maintenance, and services. Our leases often include elections for the lessee to purchase the underlying asset at the end of the lease term. Occasionally, our leases provide the lessee a bargain purchase option.

The following table provides the profit recognized for sales-type leases at their commencement date, including modifications that are recognized on a net basis, for the years ended March 31, 2021, and 2020 (in thousands):

	Year Ended March 31,	
	2021	2020
Net sales	$27,196	$15,631
Cost of sales	17,855	13,039
Gross profit	$ 9,341	$ 2,592

The following table provides interest income in aggregate on our sales-type leases and lease income on our operating leases for the years ended March 31, 2021, and 2020 (in thousands):

	Year Ended March 31,	
	2021	2020
Interest income on sales-type leases	$ 7,602	$ 6,623
Lease income on operating leases	$15,864	$18,534

FINANCING RECEIVABLES—NET

The following tables provide a disaggregation of our financing receivables - net (in thousands):

March 31, 2021	Notes Receivable	Lease Receivables	Financing Receivables
Gross receivables	$112,641	$68,393	$181,034
Unguaranteed residual value[1]	—	14,876	14,876
Initial direct costs, net of amortization	425	—	425
Unearned income	—	(8,393)	(8,393)
Allowance for credit losses[2]	(1,212)	(1,171)	(2,383)
Total, net	$111,854	$73,705	$185,559
Reported as:			
Current	$ 73,175	$33,097	$106,272
Long-term	38,679	40,608	79,287
Total, net	$111,854	$73,705	$185,559

(1) Includes unguaranteed residual values of $9,453 thousand that we retained after selling the related lease receivable.

(2) Refer to Note 7, "Allowance for Credit Losses" for details.

March 31, 2020	Notes Receivable	Lease Receivables	Financing Receivables
Minimum payments	$55,417	$ 69,492	$124,909
Estimated unguaranteed residual value[1]	—	21,862	21,862
Initial direct costs, net of amortization	212	247	459
Unearned income	—	(11,612)	(11,612)
Allowance for credit losses[2]	(798)	(610)	(1,408)
Total, net	$54,831	$ 79,379	$134,210
Reported as:			
Current	$31,181	$ 38,988	$ 70,169
Long-term	23,650	40,391	64,041
Total, net	$54,831	$ 79,379	$134,210

(1) Includes unguaranteed residual values of $14,972 thousand for sales type leases, which have been sold and accounted for as sales.

(2) Refer to Note 7, "Allowance for Credit Losses" for details.

The following table provides the future scheduled minimum lease payments for investments in sales-type leases as of March 31, 2021 (in thousands):

Year ending March 31, 2022	$36,900
2023	16,358
2024	9,628
2025	3,356
2026 and thereafter	2,151
Total	$68,393

OPERATING LEASES—NET

Operating leases—net represents leases that do not qualify as sales-type leases. The components of the operating leases—net are as follows (in thousands):

	March 31, 2021	March 31, 2020
Cost of equipment under operating leases	$18,748	$ 21,276
Accumulated depreciation	(7,870)	(11,159)
Investment in operating lease equipment—net(1)	$10,878	$ 10,117

(1) Amounts include estimated unguaranteed residual values of $2.5 million and $3.1 million as of March 31, 2021, and 2020, respectively.

The following table provides the future scheduled minimum lease rental payments for operating leases as of March 31, 2021 (in thousands):

Year ending March 31, 2022	$4,744
2023	3,756
2024	1,034
2025	37
Total	$9,571

TRANSFERS OF FINANCIAL ASSETS

We enter into arrangements to transfer the contractual payments due under financing receivables and operating lease agreements, which are accounted for as secured borrowings.

For transfers accounted for as a secured borrowing, the corresponding investments serve as collateral for non-recourse notes payable. As of March 31, 2021, and March 31, 2020, we had financing receivables of $60.5 million and $34.6 million, respectively, and operating leases of $3.3 million and $6.7 million, respectively which were collateral for non-recourse notes payable. See Note 9, ''Notes Payable and Credit Facility.''

For transfers accounted for as sales, we derecognize the carrying value of the asset transferred plus any liability and recognize a net gain or loss on the sale, which are presented within net sales in the consolidated statement of operations. For the years ended March 31, 2021, 2020, and 2019, we recognized net gains of $14.5 million, $21.8 million, and $9.1 million, respectively, and total proceeds from these sales were $364.0 million, $593.7 million, and $276.1 million, respectively.

When we retain servicing obligations in transfers accounted for as sales, we allocate a portion of the proceeds to deferred revenues, which is recognized as we perform the services. As of both March 31, 2021, and March 31, 2020, we had deferred revenue of $0.4 million for servicing obligations.

In a limited number of transfers accounted for as sales, we indemnified the assignee in the event that the lessee elects to early terminate the lease. As of March 31, 2021, our total potential liability that could result from these indemnities is immaterial.

5. LESSEE ACCOUNTING

We lease office space for periods up to six years. We recognize our right-of-use assets as part of property, equipment and other assets. We recognize the current and long-term portions of our lease liability as part of other current liabilities and other liabilities, respectively. We recognized rent expense of $6.1 million and $5.6 million as part of selling, general, and administrative expenses during the years ended March 31, 2021, and March 31, 2020, respectively.

Supplemental information about the remaining lease terms and discount rates applied as of March 31, 2021, and March 30, 2020, are as follows:

Lease term and Discount Rate	Year Ended March 31, 2021	2020
Weighted average remaining lease term (months)	32	38
Weighted average discount rate	3.7%	3.9%

The following table provides our future lease payments under our operating leases as of March 31, 2021 (in thousands):

Year ending March 31, 2022	$4,006
2023	3,166
2024	1,323
2025	884
2026	34
Total lease payments	9,413
Less: interest	(439)
Present value of lease liabilities	$8,974

6. GOODWILL AND OTHER INTANGIBLE ASSETS

GOODWILL

The following table summarizes the changes in the carrying amount of goodwill for the years ended March 31, 2021, and March 31, 2020, respectively (in thousands):

	March 31, 2021			March 31, 2020		
	Goodwill	Accumulated Impairment Loss	Net Carrying Amount	Goodwill	Accumulated Impairment Loss	Net Carrying Amount
Beginning balance	$126,770	$(8,673)	$118,097	$119,480	$(8,673)	$110,807
Acquisitions	8,328	—	8,328	7,410	—	7,410
Foreign currency translations	220	—	220	(120)	—	(120)
Ending balance	$135,318	$(8,673)	$126,645	$126,770	$(8,673)	$118,097

Goodwill represents the premium paid over the fair value of the net tangible and intangible assets that are individually identified and separately recognized in business combinations. Our entire balance as of March 31, 2021, and March 31, 2020, relates to our technology reportable segment, which we also determined to be one reporting unit. The carrying value of goodwill was $126.6 and $118.1 million as of March 31, 2021, and March 31, 2020, respectively. The increase in the balance during the year ended March 31, 2021, is due to our acquisition of certain assets and liabilities of Systems Management and Planning, Inc. (''SMP'') of $8.3 million and favorable changes in foreign currency translation of $0.2 million. Refer to Note 16, ''Business Combinations'' for details.

We test goodwill for impairment on an annual basis, as of the first day of our third fiscal quarter, and between annual tests if an event occurs, or circumstances change, that would more likely than not reduce the fair value of a reporting unit below its carrying value.

In our annual tests as of October 1, 2020, and 2019, we performed a qualitative assessment of goodwill and concluded that, more likely than not, the fair value of our technology reporting unit continued to substantially exceed its carrying value.

During the fourth quarter of fiscal year 2020, we determined that the uncertainty associated with the economic environment stemming from the COVID-19 pandemic was a triggering event and we elected to perform a quantitative goodwill impairment test. We concluded that the fair value of our technology reporting unit substantially exceeded its carrying value as of March 31, 2020. Our conclusions would not be impacted by a ten percent change in our estimate of the fair value of the reporting unit.

OTHER INTANGIBLE ASSETS

Our other intangible assets consist of the following at March 31, 2021, and March 31, 2020 (in thousands):

	March 31, 2021			March 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships & other intangibles	$77,335	$(42,115)	$35,220	$63,006	$(33,000)	$30,006
Capitalized software development	10,553	(7,159)	3,394	10,385	(5,927)	4,458
Total	$87,888	$(49,274)	$38,614	$73,391	$(38,927)	$34,464

Customer relationships and other intangibles are generally amortized between 5 to 10 years. Capitalized software development is generally amortized over 5 years.

The change in the gross carrying amount of other intangible asset is due to the addition of a customer relationship intangible asset of $14.3 million from our acquisition of SMP. Refer to Note 16, ''Business Combinations'' for details.

Total amortization expense for customer relationships & other intangible assets was $10.3 million, $9.4 million, and $7.9 million for the years ended March 31, 2021, 2020 and 2019, respectively. The following table provides the future amortization expense for customer relationships & other intangible assets as of March 31, 2021 (in thousands):

Year ending March 31, 2022	$10,073
2023	8,028
2024	6,218
2025	4,647
2026 and thereafter	6,254
Total	$35,220

7. ALLOWANCE FOR CREDIT LOSSES

The following table provides the activity in our allowance for credit losses for the years ended March 31, 2021, 2020 and 2019 (in thousands):

	Accounts Receivable	Notes Receivable	Lease Receivables	Total
Balance as of March 31, 2018	$1,538	$ 486	$ 640	$2,664
Provision for credit losses	195	250	(110)	335
Write-offs and other	(154)	(231)	—	(385)
Balance as of March 31, 2019	1,579	505	530	2,614
Provision for credit losses	627	293	84	1,004
Write-offs and other	(425)	—	(4)	(429)
Balance as of March 31, 2020	1,781	798	610	3,189
Provision for credit losses	367	503	566	1,436
Write-offs and other	(84)	(89)	(5)	(178)
Balance as of March 31, 2021	$2,064	$1,212	$1,171	$4,447

The following table provides our allowance for credit losses and minimum payments associated with our notes receivables and lease-related receivables disaggregated based on our impairment method as of March 31, 2020 (in thousands):

	March 31, 2020	
	Notes Receivable	Lease-Receivables
Allowance for credit losses:		
Ending balance: collectively evaluated for impairment	$ 736	$ 610
Ending balance: individually evaluated for impairment	62	—
Ending balance	$ 798	$ 610
Minimum payments:		
Ending balance: collectively evaluated for impairment	$55,005	$69,492
Ending balance: individually evaluated for impairment	412	—
Ending balance	$55,417	$69,492

We evaluate our customers using an internally assigned credit quality rating ("CQR").

- High CQR: This rating includes accounts with excellent to good business credit, asset quality and capacity to meet financial obligations. Loss rates in this category are generally less than 1%.
- Average CQR: This rating includes accounts with average credit risk that are more susceptible to loss in the event of adverse business or economic conditions. Loss rates in this category are generally in the range of 2% to 10%.
- Low CQR: This rating includes accounts that have marginal credit risk such that the customer's ability to make repayment is impaired or may likely become impaired. The loss rates in this category in the normal course are generally in the range of 10% to 100%.

The following table provides the amortized cost basis of our financing receivables by CQR and by credit origination year as of March 31, 2021 (in thousands):

	Amortized cost basis by origination year ending March 31,							Net credit exposure
	2021	2020	2019	2018	2017	Total	Transfers[(2)]	
Notes receivable:								
High CQR	$ 93,793	$ 6,250	$ 769	$ 771	$ 19	$101,602	$(63,471)	$38,131
Average CQR	7,689	2,468	550	8	—	10,715	(2,896)	7,819
Low CQR	—	—	324	—	—	324	—	324
Total	$101,482	$ 8,718	$1,643	$ 779	$ 19	$112,641	$(66,367)	$46,274
Lease receivables:								
High CQR	$ 28,898	$ 5,885	$1,798	$ 463	$125	$ 37,169	$ (7,468)	$29,701
Average CQR	23,445	3,482	1,017	270	40	28,254	(4,592)	23,662
Low CQR	—	—	—	—	—	—	—	—
Total	$ 52,343	$ 9,367	$2,815	$ 733	$165	$ 65,423	$(12,060)	$53,363
Total amortized cost[(1)]	$153,825	$18,085	$4,458	$1,512	$184	$178,064	$(78,427)	$99,637

(1) Unguaranteed residual values of $9,453 thousand that we retained after selling the related lease receivable and initial direct costs of notes receivable of $425 thousand are excluded from amortized cost.

(2) Transfers consist of receivables that have been transferred to third-party financial institutions on a non-recourse basis and receivables that are in the process of being transferred to third-party financial institutions.

The following table provides an aging analysis of our financing receivables as of March 31, 2021 (in thousands):

	31-60 Days Past Due	61-90 Days Past Due	> 90 Days Past Due	Total Past Due	Current	Total Billed	Unbilled	Amortized Cost
Notes receivable	$ 648	$ 910	$ 673	$2,231	$3,240	$5,471	$107,170	$112,641
Lease receivables	804	132	643	1,579	2,566	4,145	61,278	65,423
Total	$1,452	$1,042	$1,316	$3,810	$5,806	$9,616	$168,448	$178,064

The following table provides an aging analysis of our lease receivables by CQR as of March 31, 2020 (in thousands):

	31-60 Days Past Due	61-90 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Current	Unbilled Minimum Lease Payments	Total Minimum Lease Payments	Unearned Income	Non-Recourse Notes Payable	Net Credit Exposure
High CQR	$951	$105	$ 922	$1,978	$1,181	$33,581	$36,740	$(4,766)	$(19,823)	$12,151
Average CQR	46	107	112	265	1,106	31,381	32,752	(3,646)	(18,693)	10,413
Low CQR	—	—	—	—	—	—	—	—	—	—
Total	$997	$212	$1,034	$2,243	$2,287	$64,962	$69,492	$(8,412)	$(38,516)	$22,564

The following table provides an aging analysis of our notes receivable by CQR as of March 31, 2020 (in thousands):

	31-60 Days Past Due	61-90 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Current	Unbilled Notes Receivable	Total Notes Receivable	Non-Recourse Notes Payable	Net Credit Exposure
High CQR	$1,332	$ 2	$280	$1,614	$2,878	$29,057	$33,549	$(18,341)	$15,208
Average CQR	140	44	142	326	1,135	19,995	21,456	(16,636)	4,820
Low CQR	63	—	152	215	—	197	412	—	412
Total	$1,535	$46	$574	$2,155	$4,013	$49,249	$55,417	$(34,977)	$20,440

Our financial assets on nonaccrual status were not significant as of March 31, 2021, and March 31, 2020.

8. PROPERTY, EQUIPMENT, AND OTHER ASSETS AND LIABILITIES

PROPERTY AND EQUIPMENT—NET

Property and equipment—net consists of the following (in thousands):

	March 31, 2021	March 31, 2020
Furniture, fixtures and equipment	$ 26,612	$ 24,657
Leasehold improvements	6,918	6,964
Capitalized software	4,153	3,513
Vehicles	546	315
Total assets	38,229	35,449
Accumulated depreciation and amortization	(30,841)	(28,296)
Property and equipment - net	$ 7,388	$ 7,153

For the years ended March 31, 2021, 2020 and 2019, depreciation and amortization expense on property and equipment, including amounts recognized in cost of sales, was $5.4 million, $4.8 million, and $4.7 million, respectively.

OTHER ASSETS AND LIABILITIES

Our property, equipment, other assets and liabilities consist of the following (in thousands):

	March 31, 2021	March 31, 2020
Other current assets:		
Deposits & funds held in escrow	$ 759	$ 926
Prepaid assets	9,939	7,946
Other	278	384
Total	$10,976	$ 9,256
Property, equipment and other assets:		
Property and equipment, net	$ 7,388	$ 7,153
Deferred costs - non-current	19,063	10,957
Right-of-use assets	8,763	13,066
Other	7,075	1,420
Total	$42,289	$32,596
Other current liabilities:		
Accrued expenses	$13,598	$10,024
Accrued income taxes payable	4,439	406
Contingent consideration - current	—	220
Short-term lease liability	3,934	4,815
Other	8,090	7,521
Total	$30,061	$22,986
Other liabilities:		
Deferred revenue - non-current	$26,309	$16,693
Long-term lease liability	5,040	8,326
Other	5,330	2,708
Total	$36,679	$27,727

Deposits and funds held in escrow relate to financial assets that were sold to third-party banks. In conjunction with those sales, a portion of the proceeds were placed in escrow and were released during the current fiscal year upon payment of outstanding invoices related to the underlying financing arrangements that were sold.

9. NOTES PAYABLE AND CREDIT FACILITY

Credit Facility

Within our technology segment, *e*Plus Technology, inc. and certain of its subsidiaries finance their operations with funds generated from operations, and with a credit facility with Wells Fargo Commercial Distribution Finance, LLC (“WFCDF”). This facility provides short-term capital for our technology segment. There are two components of the WFCDF credit facility: (1) a floor plan component and (2) an accounts receivable component.

Under the floor plan component, we had outstanding balances of $98.7 million and $127.4 million as of March 31, 2021, and March 31, 2020, respectively, and are presented as accounts payable – floorplan. The fair value of the outstanding balance under the credit facility was equal to its carrying value as of March 31, 2021, and March 31, 2020.

On May 18, 2020, we executed an amendment to the WFCDF credit facility that increased the aggregate limit of the two components, except during a temporary uplift, to $275 million. Additionally, we have an election to temporarily increase the aggregate limit to $350 million for a period of not less than 30 days, provided that all such periods shall not exceed 150 days in the aggregate in any calendar year. Further, the amendment increased the limit on the accounts receivable component of the WFCDF credit facility to $100 million, changed the interest rate to two percent (2.00%) plus the greater of one month LIBOR or seventy-five hundredths of one percent (0.75%), and modified certain restrictions on *e*Plus Technology, inc.'s ability to pay dividends to *e*Plus inc.

As of March 31, 2021, the limit of the two components of the credit facility was $275 million, and the accounts receivable component had a sub-limit of $100 million. Our borrowing availability under the credit facility varies based upon the value of the receivables and inventory of *e*Plus Technology, inc., and certain of its subsidiaries. Under the accounts receivable component, we had no outstanding balance as of March 31, 2021 and $35 million outstanding as of March 31, 2020. The accounts receivable component is presented as recourse notes payable – current.

The WFCDF credit facility is secured by the assets of *e*Plus Technology, inc. and certain of its subsidiaries. Additionally, the credit facility requires a guaranty of $10.5 million by *e*Plus inc.

The credit facility restricts the ability of *e*Plus Technology, inc. and certain of its subsidiaries to pay dividends to *e*Plus inc. unless their available borrowing meets certain thresholds. As of March 31, 2021, their available borrowing met the threshold such that there were no restricted net assets of ePlus Technology, inc.

The credit facility requires that financial statements of *e*Plus Technology, inc. and certain of its subsidiaries be provided within 45 days of each quarter and 90 days of each fiscal year end and requires that other operational reports be provided on a regular basis. Either party may terminate with 90 days' advance notice.

The loss of the WFCDF credit facility could have a material adverse effect on our future results as we currently rely on this facility and its components for daily working capital and liquidity for our technology segment and as an operational function of our accounts payable process.

Recourse Notes Payable

Recourse notes payable consist of borrowings that, in the event of default, the lender has recourse against us in addition to the assets serving as collateral. We had $18.1 million and $2.3 million as of March 31, 2021 and March 31, 2020, respectively in recourse borrowings that were collateralized by investments in notes receivable and leases. Our principal and interest payments are generally due periodically at the same time payments are due from the customer under the leases or notes receivable that collateralize the notes payable. The weighted average interest rate for these borrowings was 3.50% as of March 31, 2021 and 2.55% as of March 31, 2020.

Non-recourse Notes Payable

Non-recourse notes payable consists of borrowings that, in the event of a default by a customer, the lender generally only has recourse against the customer, and the assets serving as collateral, but not against us. As of March 31, 2021, and March 31, 2020, we had $56.1 million and $35.5 million, respectively, of non-recourse borrowings that were collateralized by investments in notes and leases. Principal and interest payments are generally due periodically in amounts that are approximately equal to the total payments due from the customer under the leases or notes receivable that collateralize the notes payable. The weighted average interest rate for our non-recourse notes payable was 3.35% and 3.84%, as of March 31, 2021, and March 31, 2020, respectively.

10. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

From time to time, we may be involved in routine legal proceedings, as well as demands, claims and threatened litigation that arise in the normal course of our business. The ultimate amount of liability and expenses, if any, for any claims of any type (either alone or in the aggregate) may materially and adversely affect our financial condition, results of operations and liquidity. In addition, the ultimate outcome of any litigation is uncertain. Any outcome, whether favorable or unfavorable, may materially and adversely affect us due to legal costs and expenses, diversion of management attention and other factors. We expense legal costs in the period incurred. We cannot assure that additional contingencies of a legal nature or contingencies having legal aspects will not be asserted against us in the future, and these matters could relate to prior, current or future transactions or events.

11. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net earnings attributable to common shares by the weighted average number of common shares outstanding for the period. Diluted net earnings per share include the potential dilution of securities that could participate in our earnings, but not securities that are anti-dilutive.

The following table provides a reconciliation of the numerators and denominators used to calculate basic and diluted net earnings per common share as disclosed in our consolidated statements of operations for the fiscal years ended March 31, 2021, 2020 and 2019 (in thousands, except per share data).

	2021	2020	2019
Net earnings attributable to common shareholders - basic and diluted	$74,397	$69,082	$63,192
Basic and diluted common shares outstanding:			
Weighted average common shares outstanding — basic	13,337	13,327	13,448
Effect of dilutive shares	80	88	130
Weighted average shares common outstanding — diluted	13,417	13,415	13,578
Earnings per common share - basic	$ 5.58	$ 5.18	$ 4.70
Earnings per common share - diluted	$ 5.54	$ 5.15	$ 4.65

12. STOCKHOLDERS' EQUITY

Share Repurchase Plan

On May 24, 2019, our board of directors authorized the repurchase up to 500,000 shares of our outstanding common stock over a 12-month period beginning on May 28, 2019 through May 27, 2020. On May 20, 2020, our board of directors authorized the repurchase of up to 500,000 shares of our outstanding common stock over a 12-month period beginning May 28, 2020 and ending on May 27, 2021. On March 18, 2021, our board of directors authorized the repurchase of up to 500,000 shares of our outstanding common stock over a 12-month period beginning May 28, 2021 and ending on May 27, 2022.

These plans authorized purchases to be made from time to time in the open market, or in privately negotiated transactions, subject to availability. Any repurchased shares will have the status of treasury shares and may be used, when needed, for general corporate purposes.

During the year ended March 31, 2021, we purchased 59,101 shares of our outstanding common stock at an average cost of $71.83 per share for a total purchase price of $4.2 million under the share repurchase plan; we also acquired 37,640 shares of common stock at a value of $2.7 million to satisfy tax withholding obligations relating to the vesting of employees' restricted stock.

During the year ended March 31, 2020, we purchased 161,976 shares of our outstanding common stock at an average cost of $70.39 per share for a total purchase price of $11.4 million under the share repurchase plan. We also acquired 41,817 shares of common stock at a value of $3.0 million to satisfy tax withholding obligations relating to the vesting of employees' restricted stock.

13. SHARE-BASED COMPENSATION

Share-Based Plans

In each of the years ended March 31, 2021, 2020 and 2019, we issued share-based payment awards and had outstanding share-based payment awards under the following plans: (1) the 2012 Employee Long-Term Incentive Plan (“2012 Employee LTIP”), and (2) the 2017 Non-Employee Director Long-Term Incentive Plan (“2017 Director LTIP”).

2012 Employee LTIP

On September 13, 2012, our stockholders approved the 2012 Employee LTIP that was adopted by the Board on July 10, 2012. Under the 2012 Employee LTIP, 1,500,000 shares were authorized for grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, or other share-based awards to *e*Plus employees. The purpose of the 2012 Employee LTIP is to encourage our employees to acquire a proprietary interest in the growth and performance of *e*Plus, thus enhancing the value of *e*Plus for the benefit of its stockholders, and to enhance our ability to attract and retain exceptionally qualified individuals. The 2012 Employee LTIP is administered by the Compensation Committee. Shares issuable under the 2012 Employee LTIP may consist of authorized but unissued shares or shares held in our treasury. Shares under the 2012 Employee LTIP will not be used to compensate our outside directors, who may be compensated under the separate 2017 Director LTIP, as discussed below. Under the 2012 Employee LTIP, the Compensation Committee will determine the time and method of exercise or vesting of the awards.

2017 Director LTIP

On September 12, 2017, our stockholders approved the 2017 Director LTIP that was adopted by the Board on July 24, 2017. Under the 2017 Director LTIP, 150,000 shares were authorized for grant to non-employee directors. The purpose of the 2017 Director LTIP is to align the economic interests of the directors with the interests of stockholders by including equity as a component of pay and to attract, motivate and retain experienced and knowledgeable directors. Each director receives an annual grant of restricted stock having a grant-date fair value equal to the cash compensation earned by an outside director during our fiscal year ended immediately before the respective annual grant-date. Directors may elect to receive their cash compensation in restricted stock. These restricted shares are prohibited from being sold, transferred, assigned, pledged or otherwise encumbered or disposed of. The shares vest half on the one-year anniversary and half on the second-year anniversary from the date of the grant.

Stock Option Activity

During the years ended March 31, 2021, 2020, and 2019, we did not grant any stock options, nor did we have any outstanding stock options.

Restricted Stock Activity

During the year ended March 31, 2021, we granted 10,337 restricted shares under the 2017 Director LTIP and 89,873 restricted shares under the 2012 Employee LTIP.

Cumulatively, as of March 31, 2021, we granted a total of 33,580 restricted shares under the 2017 Director LTIP and 994,428 restricted shares under the 2012 Employee LTIP

A summary of the non-vested restricted shares for year ended March 31, 2021, as follows:

	Number of Shares	Weighted Average Grant-date Fair Value
Nonvested April 1, 2020	193,580	$73.74
Granted	100,210	$71.89
Vested	(110,412)	$70.03
Forfeited	—	$ —
Nonvested March 31, 2021	183,378	$74.97

In each of the years ended March 31, 2021, 2020 and 2019, we used the closing stock price on the grant date or, if the grant date falls on a date the stock was not traded, the previous day's closing stock price for the fair value of the award.

The weighted-average grant date fair value of restricted shares granted during the years ended March 31, 2021, 2020, and 2019 was $71.89, $72.93, and $94.22, respectively.

The aggregated fair value of restricted shares that vested during the years ended March 31, 2021, 2020, and 2019 was $7.7 million, $7.6 million, and $6.6 million, respectively.

Upon each vesting period of the restricted stock awards to employees, participants are subject to minimum tax withholding obligations. The 2012 Employee LTIP and the 2017 Director LTIP allows us to withhold a sufficient number of shares due to the participant to satisfy their minimum tax withholding obligations. For the year ended March 31, 2021, we withheld 37,640 shares of common stock, at a value of $2.7 million, which was included in treasury stock. For the year ended March 31, 2020, we withheld 41,817 shares of common stock, at a value of $3.0 million, which was included in treasury stock.

Compensation Expense

We recognize compensation cost for awards of restricted stock with graded vesting on a straight-line basis over the requisite service period. We account for forfeitures when they occur. There are no additional conditions for vesting other than service conditions.

During the years ended March 31, 2021, 2020 and 2019, we recognized $7.2 million, $8.0 million and $7.2 million, respectively, of total share-based compensation expense. We recognized tax benefits related to share-based compensation of $2.2 million, $2.2 million, and $2.0 million for the years ended March 31, 2021, 2020, and 2019, respectively, which were included as a reduction to our provision for income taxes. As of March 31, 2021, the total unrecognized compensation expense related to non-vested restricted stock was $8.2 million, which is expected to be recognized over a weighted-average period of 27 months.

We also provide our employees with a contributory 401(k) profit sharing plan. We may make contributions, which are fully vested when they are made, to the plan. These contributions are not required. The decision whether to make contributions is entirely within our discretion. For the years ended March 31, 2021, 2020 and 2019, our employer contributions for the plan were approximately $3.0 million, $2.8 million, and $2.4 million, respectively.

14. INCOME TAXES

We account for our tax positions in accordance with Codification Topic 740. Under the guidance, we evaluate uncertain tax positions based on the two-step approach. The first step is to evaluate each uncertain tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained in an audit, including resolution of related appeals or litigation processes, if any. For tax positions that are not likely of being sustained upon audit, the second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50 percent likely of being realized upon ultimate settlement.

Our total gross unrecognized tax benefits recorded for uncertain income tax, and interest and penalties thereon, were negligible as of March 31, 2021, and March 31, 2020. We had no additions or reductions to our gross uncertain income tax positions during the year ended March 31, 2021. We recognize accrued interest and penalties related to unrecognized tax benefits in income tax expense.

We file income tax returns, including returns for our subsidiaries, with federal, state, local, and foreign jurisdictions. Tax years 2018, 2019 and 2020 are subjected to examination by federal and state taxing authorities. Various state and local income tax returns are also under examination by taxing authorities. We do not believe that the outcome of any examination will have a material impact on our financial statements.

A reconciliation of income taxes computed at the statutory federal income tax rate of 21.0% to the provision for income taxes included in the consolidated statements of operations is as follows (in thousands, except percentages):

	Year Ended March 31,		
	2021	2020	2019
Statutory federal income tax rate	21.0%	21.0%	21.0%
Income tax expense computed at the U.S. statutory federal rate	$22,450	$20,182	$18,139
Effect of federal reduction of statutory rate	—	—	—
State income tax expense—net of federal benefit	6,941	5,659	4,795
Non-deductible executive compensation	2,052	613	630
Other	1,066	423	(526)
Provision for income taxes	$32,509	$26,877	$23,038
Effective income tax rate	30.4%	28.0%	26.7%

The components of the provision for income taxes are as follows (in thousands):

	Year Ended March 31,		
	2021	2020	2019
Current:			
Federal	$26,054	$19,367	$12,709
State	9,882	9,520	6,591
Foreign	770	200	454
Total current expense	36,706	29,087	19,754
Deferred:			
Federal	(3,067)	(492)	3,826
State	(1,096)	(1,799)	(249)
Foreign	(34)	81	(293)
Total deferred expense (benefit)	(4,197)	(2,210)	3,284
Provision for income taxes	$32,509	$26,877	$23,038

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our deferred tax assets and liabilities were as follows (in thousands):

	March 31,	
	2021	2020
Deferred tax assets:		
Accrued vacation	$ 2,537	$ 1,966
Deferred revenue	4,227	3,175
Allowance for credit losses	1,048	792
Restricted stock	772	1,575
Other deferred tax assets	1,552	608
Accrued bonus	2,277	2,426
Lease liabilities	2,476	2,550
Other credits and carryforwards	—	1,385
Gross deferred tax assets	14,889	14,477
Less: valuation allowance	—	(1,385)
Net deferred tax assets	14,889	13,092
Deferred tax liabilities:		
Property and equipment	(2,391)	(2,102)
Operating leases	(6,948)	(10,098)
Prepaid expenses	(912)	(817)
Right-of-use assets	(2,419)	(2,535)
Tax deductible goodwill	(751)	(270)
Total deferred tax liabilities	(13,421)	(15,822)
Net deferred tax asset (liability)	$ 1,468	$ (2,730)

On March 31, 2016, we established a deferred tax asset for state capital loss carryforwards which expired on March 31, 2021. We believed that it was more likely than not that the benefit from this deferred tax asset would not be realized and a full valuation allowance was provided. As the carryforward period for these state capital losses expired as of March 31, 2021, we reversed the deferred tax asset and valuation allowance.

15. FAIR VALUE MEASUREMENTS

We account for the fair values of our assets and liabilities utilizing a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value.

The following table provides the fair value of our assets and liabilities measured at fair value as categorized within the fair value hierarchy as of March 31, 2021, and March 31, 2020 (in thousands):

		Fair Value Measurement Using		
	Recorded Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2021				
Assets:				
Money market funds	$45,134	$45,134	$—	$ —
March 31, 2020				
Assets:				
Money market funds	$ 128	$ 128	$—	$ —
Liabilities:				
Contingent consideration	$ 220	$ —	$—	$220

For the year ended March 31, 2021, we did not record significant adjustments to our liability for contingent consideration arising from a past business combination. In August 2020, we paid $219 thousand to fully satisfy the obligations of a contingent consideration arrangement.

During the year ended March 31, 2020 we recorded adjustments of $1.4 million to reflect increases in the fair value of our existing contingent consideration liabilities and paid $10.1 million to satisfy the obligations of our contingent consideration arrangements.

16. BUSINESS COMBINATIONS

Systems Management Planning (SMP)

On December 31, 2020, our subsidiary, *e*Plus Technology, inc., acquired certain assets and liabilities of SMP, an established provider of technology solutions and services in upstate New York and the Northeast. The acquisition enhances *e*Plus' footprint across the region, broadens our technology solution offerings especially in the areas of collaboration and supporting virtual employees, and adds to *e*Plus' set of commercial, enterprise and state, local, and education customers.

Our sum of consideration transferred was $27.0 million consisting of $29.0 million paid in cash at closing less $2.0 million that was paid back to us in our quarter ended March 31, 2021 related to a working capital adjustment. Our allocation of the purchase consideration to the assets acquired and liabilities assumed is presented below (in thousands):

	Acquisition Date Amount
Accounts receivable	$ 14,526
Other assets	3,344
Identified intangible assets	14,280
Accounts payable and other current liabilities	(11,424)
Performance obligations	(2,020)
Total identifiable net assets	18,706
Goodwill	8,328
Total purchase consideration	$ 27,034

The identified intangible assets of $14.3 million consists of customer relationships with an estimated useful life of seven years. The fair value of acquired receivables equals the gross contractual amounts receivable. We expect to collect all acquired receivables.

We recognized goodwill related to this transaction of $8.3 million, which was assigned to our technology reporting unit. The goodwill recognized in the acquisition is attributable to the acquired assembled workforce and expected synergies, none of which qualify for recognition as a separate intangible asset. The total amount of goodwill is expected to be deductible for tax purposes. The amount of revenues and earnings of the acquiree since the acquisition date are not material. Likewise, the impact to the revenue and earnings of the combined entity for the current reporting period as though the acquisition date had been April 1, 2020, is not material.

ABS Technology

On August 23, 2019, our subsidiary, ePlus Technology, inc., acquired certain assets and liabilities of Innovative Systems & Solutions, Inc. ("ABS Technology"), a Virginia Beach, Virginia- headquartered solutions provider with deep expertise in managed services, networking, collaboration, and security solutions. ABS Technology enhances ePlus' existing solutions portfolio and market position in Richmond and southern Virginia.

Our sum of consideration transferred was $15.3 million consisting of $13.8 million paid in cash at closing plus $1.7 million that was paid primarily during the year ended March 31, 2020, upon the collection of certain accounts receivable, and less $0.2 million that was repaid to us in December 2019 due to a working capital adjustment.

Our allocation of the purchase consideration to the assets acquired and liabilities assumed is presented below (in thousands):

	Acquisition Date Amount
Accounts receivable	$ 9,208
Other assets	743
Identified intangible assets	5,720
Accounts payable and other current liabilities	(6,715)
Performance obligation	(1,140)
Total identifiable net assets	7,816
Goodwill	7,461
Total purchase consideration	$15,277

The identified intangible assets of $5.7 million consist of customer relationships with an estimated useful life of seven years. The fair value of acquired receivables equals the gross contractual amounts receivable. We expect to collect all acquired receivables.

We recognized goodwill related to this transaction of $7.5 million, which was assigned to our technology reporting unit. The goodwill recognized in the acquisition is attributable to the acquired assembled workforce and expected synergies, none of which qualify for recognition as a separate intangible asset. The total amount of goodwill is expected to be deductible for tax purposes. The amount of revenues and earnings of the acquiree since the acquisition date are not material. Likewise, the impact to the revenue and earnings of the combined entity for the current reporting period as though the acquisition date had been April 1, 2019, is not material.

SLAIT Consulting, LLC (SLAIT)

On January 18, 2019, our subsidiary, *e*Plus Technology, inc., acquired 100% of the stock of SLAIT, Consulting, LLC ("SLAIT"), an IT consulting and solutions provider with a focus on security advisory and managed services, managed help desk, specialized IT, staffing, and data center solutions. SLAIT is headquartered in Virginia Beach, Virginia and has locations in Richmond, Virginia, and Charlotte, North Carolina. SLAIT provides consultative services in governance, risk management and compliance; bespoke help desk and managed services solutions, and has relationships with fast-growing emerging vendors and related sales and engineering capabilities.

Our sum of consideration transferred is $50.0 million consisting of $50.7 million paid in cash at closing, less $1.0 million cash acquired, and plus a working capital adjustment of $0.3 million that we paid in May 2019. Our allocation of the final purchase consideration to the assets acquired and liabilities assumed is presented below (in thousands):

	Acquisition Date Amount
Accounts receivable	$10,209
Other assets	1,050
Identified intangible assets	18,190
Accounts payable and other current liabilities	(8,611)
Performance obligation	(5,110)
Total identifiable net assets	15,728

	Acquisition Date Amount
Goodwill	34,301
Total purchase consideration	$50,029

The identified intangible assets of $18.2 million consist of customer relationships with an estimated useful life of 10 years. The fair value of acquired receivables equals the gross contractual amounts receivable. We collected all acquired receivables.

We recognized goodwill related to this transaction of $34.3 million, which was assigned to our technology reporting unit. The goodwill recognized in the acquisition is attributable to the acquired assembled workforce and expected synergies, none of which qualify for recognition as a separate intangible asset. The total amount of goodwill is expected to be deductible for tax purposes. The amount of revenues and earnings of the acquiree since the acquisition date are not material. Likewise, the impact to the revenue and earnings of the combined entity for the reporting period ending March 31, 2019, as though the acquisition date had been April 1, 2018, is not material.

17. SEGMENT REPORTING

Our segment information is presented in accordance with a "management approach," which designates the internal reporting used by the chief operating decision-maker ("CODM") for deciding how to allocate resources and for assessing performance. Our CODM is our Chief Executive Officer and President. Our CODM conducts our operations through two operating segments, our technology segment and our financing segment. Our technology segment includes sales of information technology products, third-party software, third-party maintenance, advanced professional and managed services and our proprietary software to commercial, state and local governments, and government contractors. Our financing segment consists of the financing of IT equipment, software and related services to commercial, state and local governments, and government contractors. Our CODM uses several measures to allocate resources and assess performance. Our reported measure is earnings before taxes.

Our reportable segment information was as follows (in thousands):

	Year Ended March 31,								
	2021			2020			2019		
	Technology	Financing	Total	Technology	Financing	Total	Technology	Financing	Total
Sales									
Product	$1,305,789	$60,369	$1,366,158	$1,337,022	$58,266	$1,395,288	$1,180,042	$43,153	$1,223,195
Service	202,165	—	202,165	193,116	—	193,116	149,478	—	149,478
Net sales	1,507,954	60,369	1,568,323	1,530,138	58,266	1,588,404	1,329,520	43,153	1,372,673
Cost of Sales									
Product	1,036,627	13,050	1,049,677	1,069,110	7,663	1,076,773	945,037	7,427	952,464
Service	125,092	—	125,092	120,440	—	120,440	89,821	—	89,821
Total cost of sales	1,161,719	13,050	1,174,769	1,189,550	7,663	1,197,213	1,034,858	7,427	1,042,285
Gross Profit	346,235	47,319	393,554	340,588	50,603	391,191	294,662	35,726	330,388
Selling, general, and administrative	256,210	15,053	271,263	264,123	15,059	279,182	226,112	10,970	237,082
Depreciation and amortization	13,839	112	13,951	14,016	140	14,156	11,812	12	11,824
Interest and financing costs	521	1,484	2,005	294	2,280	2,574	—	1,948	1,948
Operating expenses	270,570	16,649	287,219	278,433	17,479	295,912	237,924	12,930	250,854
Operating income	75,665	30,670	106,335	62,155	33,124	95,279	56,738	22,796	79,534
Other income			571			680			6,696
Earnings before tax			$ 106,906			$ 95,959			$ 86,230

	Year Ended March 31,								
	2021			2020			2019		
	Technology	Financing	Total	Technology	Financing	Total	Technology	Financing	Total
Net Sales									
Contracts with customers	$1,484,104	$ 12,369	$1,496,473	$1,514,507	$ 4,589	$1,519,096	$1,308,405	$ 3,577	$1,311,982
Financing and other	23,850	48,000	71,850	15,631	53,677	69,308	21,115	39,576	60,691
Net Sales	$1,507,954	$ 60,369	$1,568,323	$1,530,138	$ 58,266	$1,588,404	$1,329,520	$ 43,153	$1,372,673
Selected Financial Data - Statement of Cash Flow									
Depreciation and amortization	$ 14,568	$ 5,423	$ 19,991	$ 14,516	$ 4,640	$ 19,156	$ 12,661	$ 5,978	$ 18,639
Purchases of property, equipment and operating lease equipment	$ 4,752	$ 6,761	$ 11,513	$ 4,842	$ 2,167	$ 7,009	$ 6,042	$ 5,587	$ 11,629
Selected Financial Data - Balance Sheet									
Total assets	$ 828,576	$248,199	$1,076,775	$ 709,854	$199,259	$ 909,113	$ 607,998	$178,200	$ 786,198

Technology Segment Disaggregation of Revenue

We analyze net sales for our technology segment by customer end market and by vendor, as opposed to discrete product and service categories, which are summarized below (in thousands):

	Year Ended March 31,		
	2021	2020	2019
Customer end market:			
Technology	$ 251,683	$ 324,239	$ 293,362
Telecom, Media & Entertainment	371,913	289,958	175,260
Financial Services	198,761	191,679	202,074
State and local government and educational institutions	245,919	243,092	223,330
Healthcare	200,067	233,894	193,754
All others	239,611	247,276	241,740
Net sales	1,507,954	1,530,138	1,329,520
Less: Revenue from financing and other	(23,850)	(15,631)	(21,115)
Revenue from contracts with customers	$1,484,104	$1,514,507	$1,308,405

	Year Ended March 31,		
	2021	2020	2019
Vendor			
Cisco Systems	$ 537,041	$ 607,719	$ 556,182
NetApp	58,020	59,812	48,858
HP Inc. & HPE	59,838	71,802	74,348
Dell / EMC	107,336	84,939	61,284
Arista Networks	51,789	75,281	57,850
Juniper Networks	91,946	68,339	48,943
All others	601,984	562,246	482,055
Net sales	1,507,954	1,530,138	1,329,520

	Year Ended March 31,		
	2021	2020	2019
Less: Revenue from financing and other	(23,850)	(15,631)	(21,115)
Revenue from contracts with customers	$1,484,104	$1,514,507	$1,308,405

Financing Segment Disaggregation of Revenue

We analyze our revenues within our financing segment based on the nature of the arrangement, and our revenues from contracts with customers consist of proceeds from the sale of off-lease equipment.

Geographic information

The geographic information for the years ended March 31, 2021, 2020 and 2019 was as follows (in thousands):

	Year Ended March 31,		
	2021	2020	2019
Net sales:			
US	$1,476,466	$1,508,329	$1,284,482
Non US	91,857	80,075	88,191
Total	$1,568,323	$1,588,404	$1,372,673

	March 31,	
	2021	2020
Long-lived tangible assets:		
US	$33,504	$38,297
Non US	931	1,233
Total	$34,435	$39,530

Our long-lived tangible assets include property and equipment-net, operating leases-net, and equipment that has been returned to us at the termination of the lease.

Sales to Verizon Communications Inc. represented 19% and 15% of net sales for the year ended March 31, 2021 and March 31, 2020, all of which related to our technology segment. Sales to no one customer exceeded 10% of net sales for the year ended March 31, 2019.

*e*Plus inc. AND SUBSIDIARIES
Schedule II - Valuation and Qualifying Accounts
(Dollars in thousands)

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions/ Write-Offs	Balance at End of Period
Allowance for sales returns:[1]				
Year ended March 31, 2019	899	1,305	(1,352)	852
Year ended March 31, 2020	852	2,678	(2,492)	1,038
Year ended March 31, 2021	1,038	2,909	(2,758)	1,189
Allowance for credit losses:				
Year ended March 31, 2019	2,664	335	(385)	2,614
Year ended March 31, 2020	2,614	1,004	(429)	3,189
Year ended March 31, 2021	3,189	1,436	(178)	4,447
Valuation for deferred taxes:				
Year ended March 31, 2019	1,335	(270)	—	1,065
Year ended March 31, 2020	1,065	320	—	1,385
Year ended March 31, 2021	1,385	—	(1,385)	—

(1) These amounts represent the gross profit effect of sales returns during the respective years. Expected merchandise returns after year-end for sales made before year-end were $7.4 million, $6.5 million, and $5.3 million as of March 31, 2021, 2020, and 2019, respectively.

Exhibit 21

Subsidiaries of *e*Plus inc.

Technology

*e*Plus Technology, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus inc.

*e*Plus Software, LLC, a Commonwealth of Virginia limited liability corporation, a wholly-owned subsidiary of *e*Plus Technology, inc.

*e*Plus Technology Netherlands B.V., a Netherlands private company with limited liability, a wholly-owned subsidiary of *e*Plus Technology, inc.

*e*Plus Cloud Services, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus Technology, inc.

SLAIT Consulting, LLC, a Virginia limited liability corporation, a wholly-owned subsidiary of *e*Plus Technology, inc.

IGXGlobal UK, Limited, an England Private Limited Company, a wholly-owned subsidiary of *e*Plus Technology, inc.

Onecloud Consulting Inc, a California corporation, a wholly-owned subsidiary of *e*Plus Technology, inc.

CloudUno Consulting India Private Limited, an Indian private limited company, a wholly-owned subsidiary of Onecloud Consulting Inc.

Cloud Uno Pte. Ltd., a Singapore private limited company, a wholly-owned subsidiary of Onecloud Consulting Inc.

*e*Plus EMEA, inc. Ltd., an Israeli limited company, a wholly-owned subsidiary of *e*Plus Technology, inc.

*e*Plus Technology Canada, inc., registered in Canada, wholly owned by *e*Plus Technology, inc.

*e*Plus Technology Services, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus Technology, inc.

Financing

*e*Plus Group, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus inc.

*e*Plus Financing Netherlands B.V., a Netherlands private company with limited liability, a wholly-owned subsidiary of *e*Plus Group, inc.

IGX Capital UK, Ltd., an England Private Limited Company, a wholly-owned subsidiary of *e*Plus Group, inc.

*e*Plus Iceland, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus Group, inc.

*e*Plus Government, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus inc.

*e*Plus Capital, inc., a Commonwealth of Virginia corporation, a wholly-owned subsidiary of *e*Plus inc.

*e*Plus Canada Company, registered in Canada, wholly owned by *e*Plus Capital, inc.

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-186879 and 333-220601 on Forms S-8 of our reports dated May 20, 2021, relating to the consolidated financial statements and financial statement schedule of *e*Plus inc. and subsidiaries, and the effectiveness of *e*Plus inc. and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of *e*Plus inc. for the year ended March 31, 2021.

/s/ DELOITTE & TOUCHE LLP

McLean, Virginia

May 20, 2021

Exhibit 31.1

CERTIFICATION

I, Mark P. Marron, certify that:

1. I have reviewed this annual report on Form 10-K of *e*Plus inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15 (f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2021

/s/ MARK P. MARRON

Mark P. Marron
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Elaine D. Marion, certify that:

1. I have reviewed this annual report on Form 10-K of *e*Plus inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15 (f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2021

/s/ ELAINE D. MARION

Elaine D. Marion
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32

CERTIFICATION

PURSUANT TO 18 USC. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of *e*Plus inc. on Form 10-K for the year ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the ''Report''), the undersigned hereby certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the undersigned's best knowledge and belief:

a) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of *e*Plus inc.

Date: May 20, 2021

/s/ MARK P. MARRON

Mark P. Marron Chief Executive Officer
(Principal Executive Officer)

/s/ ELAINE D. MARION

Elaine D. Marion Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to *e*Plus and will be retained by us and furnished to the Securities and Exchange Commission or its staff upon request.

Expertise: An Atmosphere of Achievement

Over the course of 30 years, ePlus has built a strong organization by continually using powerful technology to embrace the opportunities created by disruption. Committed to improving ourselves and achieving excellence, we are proud to have earned several accolades and new certifications that validate our ability to provide a robust portfolio of services and solutions that facilitate modernization of customers' cloud and data center, security, collaboration, networking and emerging initiatives.

CLOUD
- Cloud Consulting Services
- Cloud Hosted Services
- Public Cloud (AWS, Azure, Google)
- Cloud Managed Services
- Multi Cloud Solutions
- Cost Optimization

DATA CENTER
- Compute
- Virtualization
- Hyper Converged
- Storage
- Backup & Disaster Recovery
- Hosting / Co-location

NETWORKING
- Software Defined Networking
- SD-WAN
- Service Provider Networking
- Mobility / Wireless
- Connectivity

COLLABORATION
- Voice & Video Calling
- Real-Time Messaging & Meetings
- Video Conferencing
- Contact Center

AI/EMERGING
- Artificial Intelligence
- Data Science
- Machine Learning

SECURITY
- Threat Prevention & Detection
- Data Protection
- Security Operations & Analytics
- Security Managed Services
- Security Advisory Services

SERVICES
- Assessments & Workshops
- Consulting Services
- Professional Services
- Managed Services
- Enhanced Maintenance Support
- Strategic Technology Staffing
- On Demand Services
- Configuration Center Services
- Training

FINANCING
- Equipment
- Consumption Structures
- Services
- Vendor Programs
- Software
- Device-as-a- Service

Awards and Achievements

Cisco:
- Americas Technology Excellence Partner of the Year: Data Center
- East Region Software Partner of the Year
- Commercial Partner of the Year

CRN:
- Tech Elite 250
- MSP 500 / Elite 150
- Solution Provider 500

Comparably 2021:
- Best Sales Team
- Best Places to Work in Greater Washington DC Area

Comparably 2020:
- Best CEO
- Best Work-Life Balance
- Best CEOs for Women

NetApp Americas Flash Growth Partner of the Year 2020

Vertiv 2020 SLED Partner of the Year

A Commitment to Improvement and Excellence

We have attained the following advanced certifications:

AWS Storage Competency

AWS Windows on EC2 Service Delivery

Cisco Advanced Customer Experience Certification

Fortinet Expert Partner for Cloud & Integration, SD-WAN Specialization

Palo Alto Networks Nextwave Prisma SASE Specialist

VMware Cloud on AWS Master Services Competency

Partnerships that Achieve More

Relationships with industry leading partners strengthen our ability to provide the best solutions and services to our customers.

ARISTA · aws · Check Point · Cisco Partner Gold Certified · Dell Technologies Titanium Partner · f5 · FORTINET · Gigamon · hp · Hewlett Packard Enterprise Platinum Partner · intel · Juniper Networks · Lenovo · Microsoft · NetApp Star Partner · NUTANIX · NVIDIA · paloalto networks · PURESTORAGE · rubrik · splunk · vmware Partner Connect

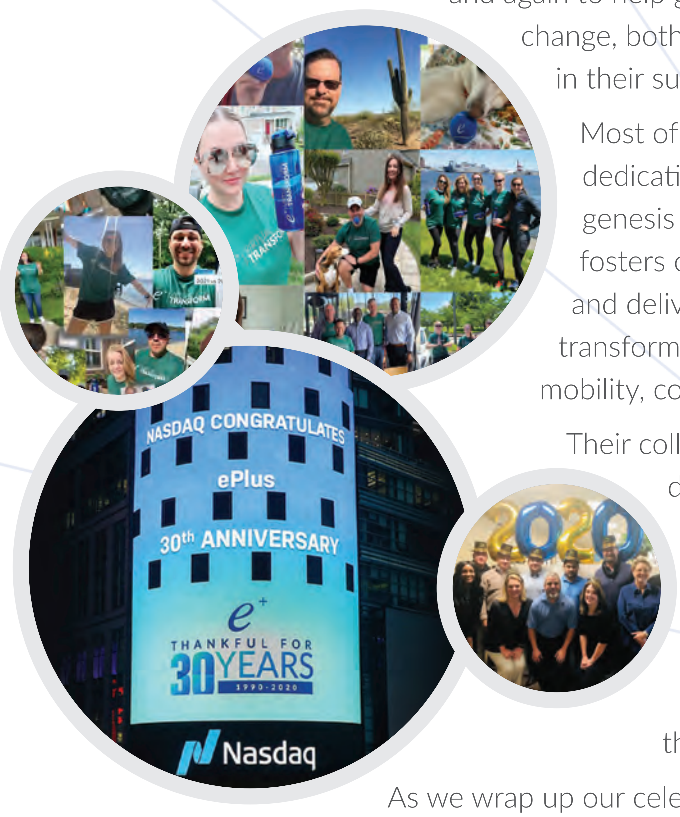
(in alphabetical order by company name)

Thankful for **30**

Founded as Municipal Leasing Corporation in 1990 and now a leading global technology provider, ePlus has grown our capabilities, evolved its strategy and successfully navigated the many twists and turns of the past three decades. Thirty years of success is an incredible achievement – and one that could not have been attained without our partners, customers and especially, our employees.

We're thankful for our partners, and for the strong, strategic and lasting relationships we have built with them, working hand in hand to use technology to drive innovation and help propel organizations forward in a world that's constantly changing.

We're thankful for our customers, who trust us time and again to help guide them through change, both planned and unplanned, and for allowing us to share in their success.



Most of all, we're thankful for our employees. Their dedication, commitment, persistence and heart are the genesis of our success. They bring a broad perspective that fosters creative approaches and the ambition to identify and deliver technology services and solutions that are truly transformative – from cyber security and hybrid cloud to mobility, collaboration and data center infrastructure.

Their collective perseverance has allowed us to face three decades worth of challenges and has permitted our relentless fortitude to shine and continue to be a driving force behind our growth. It's because of our stability and long-term vision that we proudly find ourselves in a small group of 10% of Nasdaq-listed companies who have been in existence for more than 30 years.

As we wrap up our celebration of the first 30 years of our success and anticipate the next, we're beyond thankful to everyone who has had a hand to lend or a role to play in getting us here and helping us consistently achieve More.

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