

OSWAL LEASING LIMITED



**22ND ANNUAL REPORT
2005-2006**

MANAGEMENT

BOARD OF DIRECTORS :

Sh. Kamal Oswal	Chairman
Sh. Dinesh Gogna	Director
Sh. Amarjeet Singh	Director
Sh. Vijay Gupta	Director
Sh. Navdeep Sharma	Director
Sh. Narinder K. Tyagi	Director

Registered Office :

105, Ashoka Estate,
24, Barakhamba Road,
New Delhi - 110 001

Administrative Office :

G. T. Road, Sherpur,
Ludhiana - 141 003

Auditors :

Raj Gupta & Co.
Chartered Accountants
Opp. Union Bank of India,
G. T. Road, Miller Ganj,
Ludhiana.

Banker :

Allahabad Bank

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**OSWAL LEASING LIMITED****NOTICE**

Notice is hereby given that the 22nd Annual General Meeting of the members of OSWAL LEASING LIMITED will be held at New Delhi YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi - 110 001 on Saturday, the 30th day of September, 2006 at 11.30 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2006, the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Dinesh Gogna, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Narinder K. Tyagi, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint the Auditors and fix their remuneration. M/s Raj Gupta & Co., Chartered Accountants, Ludhiana, who retires at the conclusion of this meeting being eligible offer themselves for re-appointment.

By Order of the Board of Directors

Place : New Delhi

Dated : 31.08.2006

(Kamal Oswal)
Chairman

NOTES :

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members & Share Transfer Books of the Company will remain closed from 27th September, 2006 to 30th September, 2006 (both days inclusive).
3. Members are requested to intimate to the Company change of address, if any, quoting their Folio Number.
4. Members desiring any information as regards Annual Accounts are requested to write to the Company to its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
5. Members/Proxies are requested to bring the Attendance Slip duly filled in alongwith them. No person shall be entitled to attend the meeting without the attendance slip.
6. Members are requested to bring the copy of Annual Report along with them at the meeting.



OSWAL LEASING LIMITED

Information Required to be furnished under the listing agreement :

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below :

1. Name : Sh. Dinesh Gogna
Age : 53 Years
Qualification : B.A. LL.B.
Experience : Having more than 28 years experience in Corporate Finance & Taxation

Directorship / Membership in the Committees of the Board in other Companies :

Name of the Company	Committee	Status
1. Nahar Spinning Mills Limited	Audit Share Transfer	Member Member
2. Nahar Exports Limited	Share Transfer Audit	Member Member
3. Nahar Industrial Enterprises Limited	Audit Shareholders Grievance	Member Chairman

4. Girnar Investment Limited

2. Name : Sh. Narinder K. Tyagi
Age : 42 Years
Qualification : B.Com. F.C.A.
Experience : Having more than 15 years experience in Accounts & Taxation.

Directorship / Membership in the Committees of the Board in other Companies

Name of the Company	Committee	Status
1. White Tiger Breweries & Distilleries Ltd.	—	—
2. Bermuda Insurance Brokers Pvt. Ltd.	—	—

By Order of the Board of Directors

Place : New Delhi

Dated : 31.08.2006

(Kamal Oswal)
Chairman



OSWAL LEASING LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in submitting the 22nd Annual Report along with the Audited Accounts for the Financial Year ending 31st March, 2006.

FINANCIAL RESULTS

	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
Profit before taxation	971,082.00	1,031,981.00
Less : Provision for taxation	327,631.00	382,613.00
Profit after tax	643,451.00	649,368.00
Add : Surplus as per last year	8,039,177.00	7,524,518.00
: Provision for tax for earlier years (Provided) / Written back (Net)	4,633.00	291.00
	8,687,261.00	8,174,177.00
Less : Transfer to Special Reserve	130,000.00	135,000.00
Balance carried to Balance Sheet	8,557,261.00	8,039,177.00

OPERATIONS

During the year under review, the Company's fund remained invested in loans and advances. The Interest income earned during the year was Rs. 12.92 Lacs (Previous Year Rs. 13.68 Lacs.)

The profit of the Company before taxation is Rs. 9.71 Lacs out of which Rs. 3.28 Lacs has been provided towards tax liability of the company. Out of the balance available, a further sum of Rs. 1.30 Lacs has been appropriated towards Special Reserve Account in compliance to Section 45 IC of the Reserve Bank of India Act and the balance amount of Rs. 85.57 Lacs is carried over to the Balance Sheet.

DIVIDEND

With a view to plough back the profits, your directors do not recommend any dividend for the year under consideration.

PUBLIC DEPOSITS

The company has not accepted any deposits during the financial year under consideration within the meaning of Section 58-A of the Companies Act, 1956 and to which the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 apply.

**DIRECTORS**

Shri Dinesh Gogna and Shri Narinder K. Tyagi, directors of the company retire by rotation at the forthcoming Annual General meeting and being eligible offer themselves for reappointment.

LISTING OF SECURITIES

The securities of the company are listed on The Delhi Stock Exchange Association Limited, DSE House, 3/1, Asaf Ali Road, New Delhi and The Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai. The Company has paid the listing fee to the aforesaid Stock Exchanges for the financial year 2006-2007.

AUDITORS

M/s Raj Gupta & Co., Chartered Accountants, Ludhiana, the auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and offer themselves for re-appointment. The company has obtained from the auditors, a certificate as required under Section 224(1-B) of the Companies Act, 1956 to the effect that their re-appointment, if made, would be within the limits specified in the said section.

AUDITORS' REPORT

The Auditors' Report on the Accounts of the Company for the year under review is self explanatory and requires no comments.

CORPORATE GOVERNANCE

The Corporate Governance clause under the listing agreements is not applicable to our company as the paid-up capital of the company is less than Rs. 3 Crores.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2A A) of the Companies (Amendment) Act, 2000, the Directors confirm that :—

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) appropriate accounting policies have been selected and applied consistently and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2006 and of the profits of the Company for the year ended on 31st March, 2006;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis.



OSWAL LEASING LIMITED

SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to Section 383 A of the Companies Act, 1956, a certificate from A. S. & Associates, Company Secretaries, New Delhi, certifying due compliance of all secretarial requirements for the year ended 31st March, 2006 is enclosed herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

Information as per Section 217 (1) (e) of the Companies Act, 1956, read with Companies (disclosure of particulars in the report of Board of Directors) Rules, 1988 is given as under -

- | | | | |
|------|-----------------------------------|---|---------|
| i) | Conservation of Energy | : | Not any |
| ii) | Technology Absorption | : | Not any |
| iii) | Foreign Exchange Earnings & Outgo | : | Not any |

PERSONNEL

During the year under consideration, none of the employees, when employed throughout the financial year was paid Rs. 24,00,000/- or more and when employed for part of the year, was paid Rs. 2,00,000/- P.M. or more as salary. Hence no statement U/S 217 (2A) of the Companies Act, 1956 is required.

ACKNOWLEDGEMENT

The Directors of the Company wish to place on record their thanks and appreciation to the staff members for their contribution to the operations of the Company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the management of the company.

By Order of the Board of Directors

Place : New Delhi
Dated : 31.08.2006

(Kamal Oswal)
Chairman