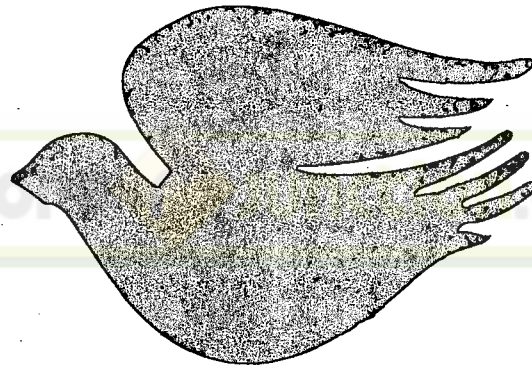


OSWAL LEASING LIMITED



**23RD ANNUAL REPORT
2006-2007**

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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 23rd 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 Wednesday, the 31st day of October, 2007 at 11.00 A.M. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007, 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 Kamal Oswal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Vijay Gupta, 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.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof for the time being in force and as may be enacted from time to time), consent of the members of the company be and is hereby accorded for commencement and undertaking the new business as enumerated in sub clause 37 of clause III C of the object clause of the Memorandum of Association of the company namely :

- | | |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Rubber & Plastics | 37. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials for use in such industries or business such as wax, paper, bakelite, plywood, celluloid products, chemicals of all sorts and other articles of things and similar or allied products or process and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade and industry." |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

By Order of the Board of Directors

Place : New Delhi
Dated : 29.09.2007

(Kamal Oswal)
Chairman



OSWAL LEASING LIMITED

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 Explanatory statement pursuant of Section 173 (2) of the Companies Act, 1956 in respect of special business under item no. 5 is annexed hereto and form part of the notice.
3. The Register of Members & Share Transfer Books of the Company will remain closed from 27th October, 2007 to 31st October, 2007 (both days inclusive).
4. Members are requested to intimate to the Company change of address, if any, quoting their Folio Number.
5. 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.
6. 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.
7. Members are requested to bring the copy of Annual Report along with them at the meeting.

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. Kamal Oswal
- Age : 45 Years
- Qualification : B.Com.
- Experience : Having business experience of more than 24 years in the industry.

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

Name of the Company	Committee	Status
1. Nahar Spinning Mills Limited	—	—
2. Nahar Exports Limited	—	—
3. Nahar Industrial Enterprises Limited	—	—
4. Nahar Indl. Infrastructure Corp. Ltd.	—	—
5. Oswal Woollen Mills Limited	—	—
6. Sankheshwar Holding Company Ltd.	—	—
7. Vardhman Investment Limited	—	—
8. Girnar Investment Limited	—	—
9. Palam Motels Limited	—	—
10. J. L. Growth Fund Limited	—	—
11. Abhilash Growth Fund Pvt. Ltd.	—	—

OSWAL LEASING LIMITED

12. Neha Credit & Invest. Pvt. Ltd.	_____	_____
13. Ogden Trading & Invest. Co. Pvt. Ltd.	_____	_____
14. Kulu Investment & Trdg. Co. Pvt. Ltd.	_____	_____
15. Nahar Growth Fund Pvt. Ltd.	_____	_____
16. Nagdevi Trading & Invest. Co. Ltd.	Audit	Chairman
17. Nahar Capital & Financial Services Ltd.	_____	_____
18. Nahar Retail Limited	_____	_____

2. Name : Sh. Vijay Gupta
 Age : 50 Years
 Qualification : B.Com. F C A.
 Experience : Having more than 27 years experience in service in industry.

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

Name of the Company	Committee	Status
1. Palam Motels Limited	_____	_____

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

The Board of Directors has proposed to diversify the activities of the company to the business of plastic and rubber industry. The Company is authorised to undertake the proposed business as mentioned under sub-clause 37 of clause III C, of the object clause of the Memorandum of Association of the company. The consent of share holders is required pursuant to the provisions of section 149 (2A) of the Companies Act, 1956, to commence the said business by way of special resolution.

Hence, your directors propose and recommend the resolution for your approval.

None of the Directors of the company is anyway concerned or interested in the said resolution.

By Order of the Board of Directors

Place : New Delhi
 Dated : 29.09.2007

(Kamal Oswal)
 Chairman



OSWAL LEASING LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 23rd Annual Report along with the Audited Accounts for the Financial Year ending 31st March, 2007.

FINANCIAL RESULTS

	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
Profit before taxation	996,118	971,082
Less : Provision for taxation		
For Current Tax	336,000	326,500
For Fringe Benefit Tax	1,814	2,500
For Deferred Tax	(514)	(1,369)
	<u>337,300</u>	<u>327,631</u>
Profit after tax	658,818	643,451
Add : Surplus as per last year	8,557,261	8,039,177
: Provision for tax for earlier years (Provided) / Written back (Net)	(750)	4,633
	<u>9,215,329</u>	<u>8,687,261</u>
Less : Transfer to Special Reserve	132,000	130,000
Balance carried to Balance Sheet	9,083,329	8,557,261

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. 13.46 Lacs (Previous Year Rs. 12.92 Lacs.)

The profit of the Company before taxation is Rs. 9.96 Lacs out of which Rs. 3.37 Lacs has been provided towards tax liability of the company. Out of the balance available, a sum of Rs. 1.32 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. 90.83 Lacs is carried over to the Balance Sheet.

COMMENCEMENT OF NEW BUSINESS

In order to diversify the activities of the company, the directors of your company has proposed to commence new business activity of Plastic and Rubber Industry either by establishing new industrial unit itself or by acquiring an existing industrial unit through purchase or by merger / amalgamation. The company is authorized to undertake the proposed business as mentioned under sub clause 37 of clause III C of the object clause of the Memorandum of Association of the company.



OSWAL LEASING LIMITED

In view of above, your directors have proposed the resolution in the accompanying notice of the forthcoming Annual General Meeting, for your approval.

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 Kamal Oswal and Shri Vijay Gupta, 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 2007-2008.

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