

**OSWAL
LEASING LIMITED**



**29TH ANNUAL REPORT
2012 -2013**

MANAGEMENT

BOARD OF DIRECTORS :

Sh. Kamal Oswal	Chairman
Sh. Dinesh Gogna	Director
Sh. Vijay Gupta	Director
Sh. Navdeep Sharma	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
549/10, Sutlej Tower,
Opposite Petrol Pump,
Near Fountain Chowk,
Civil Lines, Ludhiana - 141001

Banker :

Allahabad Bank

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NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of **OSWAL LEASING LIMITED** will be held on Monday, the 30th day of September, 2013 at 11.00 A.M. at **New Delhi YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi - 110 001** to transact the following businesses :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, 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 the Auditors and fix their remuneration. M/s RAJ GUPTA & CO., Chartered Accountants, Ludhiana, who retire at the conclusion of this meeting being eligible, offer themselves for re-appointment.

By Order of the Board of Directors

Sd/

(Vijay Gupta)

Director

Place : New Delhi

Dated : 12.08.2013

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, 2013 to 30th September, 2013 (both days inclusive).
3. Members are requested to intimate to the Company for 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 7 days before the date of Annual General Meeting.
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 holding shares in physical form are encouraged to nominate a person to whom their shareholding in the company shall vest in the event of their death. Nomination form is enclosed.
7. No gift of any kind will be distributed at the venue of 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 : **SHRI KAMAL OSWAL**
Age : 50 Years
Qualification : B. Com.
Experience : Having business experience of more than 29 years in the industry.

Directorship / Membership in the committees of the Board in other companies

<u>Name of the Company</u>	<u>Committee</u>	<u>Status</u>
1. Nahar Industrial Enterprises Limited	Share Transfer	Chairman
2. Oswal Woollen Mills Ltd.	—	—
3. Nahar Spinning Mills Limited	—	—
4. Nahar Poly Films Limited	Share Transfer	Member
5. Nahar Capital & Financial Services Ltd.	—	—
6. Nahar Industrial Infrastructure Corp. Ltd.	—	—
7. Vardhman Investments Limited	—	—
8. Girnar Investment Limited	—	—
9. J.L. Growth Fund Limited	—	—
10. Atam Vallabh Financiers Limited	—	—
11. Nagdevi Trading & Investment Co. Ltd.	Audit	Chairman
12. Sankheshwar Holding Company Limited	—	—
13. Monte Carlo Fashion Ltd.	—	—
14. Cotton County Retail Limited	Remuneration	Member
15. Crown Star Limited (UK)	—	—
16. Abhilash Growth Fund Pvt.Ltd.	—	—
17. Nahar Growth Fund Pvt. Ltd.	—	—
18. Neha Credit & Investment Pvt. Ltd.	—	—

By Order of the Board of Directors
Sd/
(Vijay Gupta)
Director

Place : New Delhi
Dated : 12.08.2013



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 29th Annual Report along with the Audited Accounts for the Financial Year ending 31st March, 2013.

FINANCIAL RESULTS

(Rs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Profit before taxation	2,094,350	1,986,178
Less : Provision for taxation For Current Tax	658,000	614,000
Profit after tax	1,436,350	1,372,178
Add : Surplus as per last year	13,165,308	12,064,411
Provision for tax for earlier years (Provided) / Written back (Net)		
Deferred Tax Assets W/Off	275	3,719
	<u>14,601,933</u>	<u>13,440,308</u>
Less : Transfer to Statutory Reserve	287,000	275,000
Balance carried to Balance Sheet	<u>14,314,933</u>	<u>13,165,308</u>

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. 22.78 Lacs (Previous Year Rs. 21.20 Lacs.)

The profit of the Company before taxation is Rs. 20.94 Lacs out of which Rs. 6.58 Lacs has been provided towards tax liability of the company. Out of the balance available, a sum of Rs.2.87 Lacs has been appropriated towards Statutory Reserve Account in compliance to Section 45 IC of the Reserve Bank of India Act and the balance amount of Rs. 143.14 Lacs is carried over to the Balance Sheet.

PROSPECTIVE PLANS AND BUSINESS STRATEGIES

In order to enhance its profitability, the company plans to enter into the manufacturing arena. For the purpose, your directors have proposed an amalgamation of M/s Vanaik Spinning Mills Limited with the Company. The Scheme of Amalgamation has been forwarded to the concerned authorities for their necessary approvals. This will increase the wealth of the shareholders and also open up new avenues for growth of the company, as a manufacturing concern.

DIVIDEND

With a view to plough back the profits and thereby have surplus funds at its disposal for consideration of expansion plans, 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 and 58-AA of the Companies Act, 1956 and to which the Non-Banking

OSWAL LEASING LIMITED



Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 apply.

DIRECTORS

Shri KAMAL OSWAL, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment.

LISTING OF SECURITIES

The securities of the company are listed on The Delhi Stock Exchange Limited, DSE House, 3/1, Asaf Ali Road, New Delhi and The Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. The Company has paid the listing fee to the aforesaid Stock Exchanges for the financial year 2013-2014.

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. Further, there are no adverse remarks or qualification in the Report that calls for the Board's explanation.

CORPORATE GOVERNANCE

The Corporate Governance clause under the Listing Agreement 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 (2AA) 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 alongwith proper explanation relating to material departures;
- 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, 2013 and of the profits of the Company for the year ended on 31st March, 2013;
- 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; and
- 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 **M/s A. S. & Associates, Company Secretaries, New Delhi**, certifying due compliance of all secretarial requirements for the year ended 31st March, 2013 is appended herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS 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 Applicable |
| ii) Technology Absorption | : | Not Applicable |
| iii) Foreign Exchange Earnings & Outgo | : | NIL |

PARTICULAR OF EMPLOYEES

None of the employees are covered under Companies (Particulars of employee) Amendment Rule, 2011 made in accordance with Section 217(2A) of the Companies Act, 1956. 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 heartfelt thanks and appreciation to the bankers for their continued support to the Company. The Directors also place on record their sincere thanks to the shareholders for their co operation, faith and confidence in the management of the Company. The Company's endeavour would be to merit the confidence reposed in it by its stakeholders.

FOR & ON BEHALF OF THE BOARD

Sd/-

Sd/-

Place : New Delhi

Dated : 12.08.2013

**(Vijay Gupta)
DIRECTOR**

**(Navdeep Sharma)
DIRECTOR**



COMPLIANCE CERTIFICATE

Registration No. of the Company : L65910DL1983PLC016036
Nominal Share Capital : Rs. 35,000,000/-
Paid-up Share Capital : Rs. 5,000,000/-

To,

The Members

Oswal Leasing Limited

105, Ashoka Estate Building,
24, Barakhamba Road, New Delhi-110001.

We have examined the registers, records, books and papers of **Oswal Leasing Limited** (the company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. the company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded;
2. the company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder;
3. the company being a public limited company and has the paid-up capital of Rs.50 Lacs;
4. the Board of Directors duly met nine times on 30/04/2012, 31/07/2012, 23/08/2012, 31/10/2012, 01/11/2012, 17/12/2012, 31/01/2013, 20/02/2013 & 05/03/2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purposes;
5. the company closed its Register of Members from 26/09/2012 to 29/09/2012 and necessary compliance of section 154 of the Act has been made;
6. the annual general meeting for the financial year ended on 31st March, 2012 was held on 29/09/2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose;
7. no extra-ordinary meeting was held during the financial year;
8. as per information made available by the management of the Company, the company has not advanced any loan to its directors and /or persons or firms or companies referred in the section 295 of the Act;
9. as per the information made available by the management of the Company, the company has not entered into any contracts falling within the purview of section 297 of the Act during the financial year;
10. the company has made necessary entries that needs to be entered pursuant to section 299 in the register maintained under section 301 of the Act;
11. as there was no instance falling within the purview of section 314 of the Act, therefore, the company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be;
12. during the year the company has issued one duplicate share certificate .The Board of Directors has approved the issue of duplicate share certificates at its meeting held on 20/02/2013;
13. the company:-
 - (i) a) the company was not required to deliver any certificates as there was no allotment of Securities during the financial year;
 - b) has delivered all the certificates on lodgement thereof for transfer in accordance with the