

**OSWAL
LEASING LIMITED**



**32ND ANNUAL REPORT
2015 -2016**

MANAGEMENT

BOARD OF DIRECTORS :

Sh. Kamal Oswal	Chairman
Sh. Dinesh Gogna	Director
Sh. Vijay Kumar Gupta	Director
Sh. Navdeep Sharma	Director
Smt. Monica Oswal	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 32nd Annual General Meeting of the members of **OSWAL LEASING LIMITED** will be held at **The Constantia Hall , YWCA of Delhi, Ashoka Road, New Delhi – 110 001** on Friday, the 30th day of September, 2016 at 11.00 A.M. to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the Statement of Profit & Loss 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 (DIN: 00498670)**, who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Statutory Auditors to hold office up to the conclusion of next Annual General Meeting and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of section 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s Raj Gupta & Co., Chartered Accountants, Ludhiana (Firm Registration No. 000203N), be and is hereby reappointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the company, at such remuneration plus service tax and out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors

Place : New Delhi
Dated : 08.08.2016

(Vijay Kr. Gupta)
Director
DIN : 00506399

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
In order to be effective, the instrument appointing the proxy, duly signed, stamped and completed in all respect, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members & Share Transfer Books of the Company will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).



5. To ensure better service and to eliminate the risk of holding shares in physical form, the company has got the ISIN(s) activation live in the CDSL and NSDL system.
6. With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their Depository Participants to enable the company to send communications electronically.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities market. Members holding shares on electronic form are therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents, M/s Alankit Assignments Limited, (Unit: Oswal Leasing Limited), Alankit House, 1/E - 13, Jhandewalan Extension, New Delhi – 110055.
8. Members holding shares in physical form are requested to notify change in their address, if any, to the Company/ Register and Transfer Agent. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective Depository Participants, as the case may be.
9. Members desiring any information in regards to the Annual Accounts are requested to write to the Company at its Registered Office at least 7 days before the date of Annual General Meeting.
10. Members / Proxies are requested to bring the Attendance Slip duly filled in along with them. No person shall be entitled to attend the meeting without the attendance slip.
11. Notice of the 32nd Annual General Meeting and the Annual Report for the Financial Year 2015-16 will also be available on the Company's website i.e. www.owmnaahar.com. The above said Notice will also be available on the website of CDSL i.e. www.cdslindia.com.
12. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility for voting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s Central Depositories Services (India) Ltd. (CDSL) for providing E-voting facility to enable the shareholders to cast their votes electronically.

The instructions for shareholders voting electronically mode are as under:

- (i) The voting period begins on 27th September, 2016 (9.00 A.M. onwards) and ends on 29th September, 2016 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) if you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax department (Applicable for both demat shareholders as well as physical shareholder)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) in the PAN field. The SQN is printed where shareholder's address given on the Annual Report. If the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number is 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 160830077 for OSWAL LEASING LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- i. Vote on a resolution, once cast, cannot be changed subsequently.
 - ii. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as at the close of 23rd September, 2016.
 - iii. The Company has appointed Sh. Madan Gopal Jindal (C.P. No. 2712) of M/s M. G. Jindal & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
 - iv. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 - v. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
 - vi. The results shall be declared on or after the AGM of the company. Results alongwith Scrutinizer's Report shall be placed on the website of the Company i.e. www.owmwnahar.com and on the website of CDSL www.evotingindia.com within two days of passing of the resolutions at the AGM of the company and communicated to the stock exchange(s).
13. No gift of any kind will be distributed at the venue of the Meeting.



BRIEF PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS SET OUT IN THIS NOTICE

Particulars	Sh. Dinesh Gogna	
Date of Birth	07.07.1953	
Qualifications	B.A. LLB	
Experience	More than 36 years experience in Corporate Finance & Taxation	
Date of Appointment	19.01.1984	
Terms of Appointment	Liable to retire by rotation	
Remuneration for the Financial year (Sitting Fee)	Rs. 15,000/- (Rupees Fifteen Thousand only)	
Number of Shares held in the Company	NIL	
Relationship with other Directors	None	
No. of Meetings attended during the year	Six	
Directorships	1. Nahar Spinning Mills Ltd. 2. Nahar Poly Films Ltd. 3. Oswal Woollen Mills Ltd. (Executive Director) 4. Crown Star Ltd. (UK) 5. Cotton County Retail Ltd. 6. Monte Carlo Fashions Ltd. 7. Girnar Investment Ltd. 8. Nahar Industrial Enterprises Ltd. 9. Nahar Capital and Financial Services Ltd.	
Committee Memberships/ Chairmanship	1. Oswal Wollen Mills Ltd. Audit Committee - Member Share Holder Committee - Member 2. Nahar Industrial Enterprises Ltd. Audit Committee - Member Stake Holder's Relationship - Chairman Corporate Social Responsibility - Member 3. Nahar Spinning Mills Ltd. Audit Committee - Member Share Transfer Committee - Member Corporate Social Responsibility - Member 4. Nahar Poly Films Ltd. Share Transfer Committee - Member Audit Committee - Member Corporate Social Responsibility - Member 5. Nahar Capital & Financial Services Ltd. Share Transfer Committee - Member Corporate Social Responsibility - Member 6. Monte Carlo Fashions Ltd. Stake holder's Relationship - Chairman Audit Committee - Member Nomination and Remuneration - Member Corporate Social Responsibility - Member Share Transfer - Member	

By Order of the Board of Directors

Place : New Delhi
Dated : 08.08.2016

(Vijay Kr. Gupta)
Director
DIN : 00506399



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 32nd Annual Report along with the Audited Accounts for the Financial Year ending 31st March, 2016.

FINANCIAL RESULTS:

Financial Results for the year under review are summarized below:

(Amount in Rs.)

PARTICULARS	CURRENT YEAR (As at 31.03.2016)	PREVIOUS YEAR (As at 31.03.2015)
Gross Income	1,671,988	1,971,356
Profit before taxation	1,109,888	1,506,360
Less : Provision for taxation - For Current Tax	341,661	461,620
Profit after tax	768,227	1,044,740
Add : Surplus/Deficit brought forward from last year	16,263,825	15,428,059
Provision for tax for earlier years (Provided) / Written back (Net)	(04)	(26)
Profit available for appropriation	17,032,056	16,472,825
Less : Transfer to Statutory Reserve	156,000	209,000
Balance carried to Balance Sheet	16,876,056	16,263,825

OPERATIONAL REVIEW:

During the year under review, the Company's Fund remained invested in loans and advances. The Interest income earned during the year was Rs. 16.55 Lacs (Previous Year Rs. 19.05 Lacs). The profit of the Company before taxation is Rs. 11.10 Lacs out of which Rs. 3.42 Lacs has been provided towards tax liability of the company. Out of the balance available, a sum of Rs. 1.56 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. 168.76 Lacs is carried over to the Balance Sheet.

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.

MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY:

There are no material changes or commitments, affecting the financial position of the company which have occurred between 31st March 2016 and the date of this report.

PUBLIC DEPOSITS:

During the year under review, your Company has not accepted any deposits as envisaged under Section 73 of Companies Act, 2013 and rules made there under.

DIRECTORS:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, **SHRI DINESH GOGNA (DIN: 00498670)**, Director of the Company, being longest in the office since their last appointment shall retire at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment.

OSWAL LEASING LIMITED

CIN : L65910DL1983PLC016036



DECLARATION FROM INDEPENDENT DIRECTORS:

In terms of Section 149(7) of the Companies Act, 2013, the Company has received necessary declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence laid down in Section 149(6).

NUMBER OF BOARD MEETINGS:

During the year under review, the Board of Directors duly met six times on 30.04.2015, 29.05.2015, 10.08.2015, 12.08.2015, 12.11.2015 and 10.02.2016 in respect of which proper notices were given and the proceedings were properly recorded. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF THE BOARD:

The Company has constituted the following committees in compliance with the Companies Act, 2013 and the Listing Regulations (erstwhile Listing Agreement):

1. AUDIT COMMITTEE

The Board has constituted an Audit Committee in compliance with the provisions of Section 177 of the Companies Act 2013 comprising 3 (Three) members with the Chairman of the Committee is an Independent Director. During the year under review, the Audit Committee met on four (4) occasions viz. May 29, 2015, August 10, 2015, November 12, 2015 and February 10, 2016 to deliberate on various matters. Not more than 120 days lapsed between any two consecutive meetings of the Audit Committee during the year. The necessary quorum was present at all the Meetings.

2. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in compliance with the provisions of Section 178 of the Companies Act 2013, comprising 3 (Three) members and the Chairman of the Committee is Sh. Navdeep Sharma, Independent Director of the Company. During the year under review, Committee met on 1 (One) occasion viz. February 10, 2016. The necessary quorum was present for the meeting.

EXTRACT OF ANNUAL RETURN:

Pursuant to sub-section 3 (a) of Section 134 and sub-section (3) of Section 92, read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return in form MGT-9 as required, is annexed herewith the Director's Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(3)(c) of the Companies Act 2013, it is hereby confirmed that:

- a) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors have prepared the annual accounts on a going concern basis;
- e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and



- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not covered under the purview of the requirements of Section 135 of the Companies Act, 2013 and the rules made thereon.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT BY THE COMPANY :

Details of Loans, Guarantee and Investments covered under the provisions of Section 186 of the Companies Act 2013 are given in the Financial Statements.

REPORT ON CORPORATE GOVERNANCE:

Pursuant to provisions of regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 ('Listing regulations'), the provisions of Regulation 27(2) are not applicable to the company as the paid-up equity share capital and Net worth was below Rs.10 crore and Rs.25 crore respectively.

VIGIL MECHANISM:

The company in accordance with section 177 of the Companies Act, 2013 has established a Vigil Mechanism for director's genuine concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct.

STATUTORY AUDITORS & AUDITOR'S REPORT:

The term of M/s. Raj Gupta & Co., Chartered Accountants (M No. 017039), Statutory Auditors, Ludhiana, will expire at the ensuing Annual General Meeting. The Board of Directors has proposed the appointment of M/s. Raj Gupta & Co, as the Statutory Auditors of the Company for a period of one year to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

The Company has obtained from the auditors a written consent and a certificate as required under Section 139 of the Companies Act, 2013 to the effect that their re-appointment, if made, would be within the limits and in accordance with the conditions specified under section 141(3)(g) of the Companies Act,2013.

The Auditor's Report on the Accounts of the Company for the year under review is self explanatory and requires no comments. There are no adverse remarks or qualification in the Report that calls for Board's explanation. Further, there are no frauds reported by the Auditors under section 143(12) other than those that are reportable to the Central Government.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the board of directors has appointed M/s M.G. Jindal & Associates, Company Secretaries in Practice (C.P. No. 2712) to undertake the Secretarial Audit of the Company for the Financial Year 2015-2016. The Secretarial Audit Report is annexed herewith and forms an integral part of this report.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

LISTING OF SECURITIES:

The securities of the Company are listed on BSE Limited (Scrip Code: 509099), Floor 25, P.J. Towers, Dalal Street, Mumbai – 400 001. The Company has paid the listing fee to the Bombay Stock Exchange for 2016-2017.