

O S W A L
LEASING LIMITED



34TH ANNUAL REPORT
2017 -2018

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 (Punjab)

Statutory Auditors :

K R Aggarwal & Associates
Chartered Accountants
B-XV, 980 (2nd Floor)
G. T. Road, Miller Ganj,
Ludhiana - 141003 (Punjab)

Secretarial Auditors :

M. G. Jindal & Associates
SCO 7-8, 4th Floor, Jandu Tower,
G. T. Road, Miller Ganj,
Ludhiana - 141003 (Punjab)

Banker :

Allahabad Bank

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NOTICE

NOTICE is hereby given that the 34th 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 Saturday, the 29th day of September, 2018 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 2018, 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 SMT. MONICA OSWAL (DIN: 00566052), who retires by rotation and being eligible, offers herself 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 K R Aggarwal & Associates, Chartered Accountants, Ludhiana (Firm Registration No. 30088N), be and is hereby appointed 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 applicable tax and out- of- pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following as an **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-intactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Navdeep Sharma (DIN 00454285), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the re-appointment as Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three consecutive years upto the conclusion of 37th Annual General Meeting of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-intactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vijay Kumar Gupta (DIN 00506399), Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the re-appointment as Director, be and is hereby appointed as an Independent Director of the



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Company, not liable to retire by rotation, to hold office for a term of three consecutive years upto the conclusion of 37th Annual General Meeting of the Company.

By Order of the Board of Directors

Place : New Delhi
Dated : 08.08.2018

(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. An Explanatory Statement pursuant to Section 102 of Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
5. The Register of Members & Share Transfer Books of the Company will remain closed from 26th September, 2018 to 29th September, 2018 (both days inclusive).
6. 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.
7. With a view to using natural resources responsibility, we request shareholders to update their e-mail address with their Depository Participants to enable the company to send communications electronically.
8. SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its Registrar and Transfer Agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Registrar and Share Transfer Agents, M/s Alankit Assignments Ltd., (Unit : Oswal Leasing Ltd.), Alankit House, 1/E-13, Jhandewalan Extension, New Delhi - 110005. A form for updation of records relating to PAN and bank account is also available on the website of the Company.
9. As per notification issued by the Securities and Exchange Board of India (SEBI), with effect from December 5, 2018, the shares of the Company can be transferred only in dematerialised form. Members are advised to dematerialise share(s) in the Company to facilitate transfer of share(s). The ISIN of the company is INE811Q01018
10. 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.

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11. 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.
12. 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.
13. Notice of the 34th Annual General Meeting and the Annual Report for the Financial Year 2017-18 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.
14. 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 26th September, 2018 (9.00 A.M. onwards) and ends on 28th September, 2018 (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 22.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders/Members" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 (v).



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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN 180829031 for OSWAL LEASING LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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.
- (xx) 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.
- (xxi) 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.

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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 22nd September, 2018.
- 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.ownnabar.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)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 and 5:

In terms of section 149 and other applicable provisions of the Companies Act, 2013 if any, which came into effect from April 1, 2014, It is proposed to reappoint Sh. Navdeep Sharma and Sh. Vijay Kumar Gupta who were appointed as Independent Directors till the conclusion of 34th Annual General Meeting. So your Board propose re-appointment of Sh. Navdeep Sharma and Sh. Vijay Kumar Gupta as Independent Director to hold office for a term of 3 (three) consecutive years up to the conclusion of 37th Annual General Meeting.

Sh. Navdeep Sharma and Sh. Vijay Kumar Gupta are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The Company has also received declarations from Sh. Navdeep Sharma and Sh. Vijay Kumar Gupta that they meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Sh. Navdeep Sharma and Sh. Vijay Kumar Gupta fulfill the conditions specified in the Companies Act, 2013 and rules made there under for their re-appointment as Independent Directors of the Company and are independent of the management. Copy of the draft letter for re-appointment of Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors.

Except Sh. Navdeep Sharma and Sh. Vijay Kumar Gupta, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5.

The Board recommends the Special Resolutions set out at Item No. 4 and 5 of the Notice for approval by the Shareholders.



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

Particulars	Sh. Navdeep Sharma	Sh. Vijay Kumar Gupta	Smt. Monica Oswal
Date of Birth	02.06.1959	15.06.1957	25.02.1972
Qualifications	B.A. LL.B.	B.Com FCA	B.A.
Experience	More than 37 years experience in Corporate Taxation	More than 38 years experience of Service in Industry	Having business experience of more than 17 years in the Industry
Date of Appointment	31.03.2003	15.10.1997	25.03.2015
Terms of Appointment	Not Liable to retire by rotation	Not Liable to retire by rotation	Liable to retire by rotation
Remuneration for the Financial year (Sitting Fee)	Rs. 12,500/- (Rupees Twelve Five hundred only)	Rs. 12,500/- (Rupees Twelve Five hundred only)	Rs. 10,000/- (Rupees Ten thousand only)
No. of Meetings attended during the year	Five	Five	Four
Relationship with other Directors	None	None	Sister of Mr. Kamal Oswal
Other Directorships	1. Nahar Indl. Enterprises Ltd.	1. Palam Motels Ltd.	1. Monte Carlo Fashions Ltd.
	2. Kovalam Investment & Trading Company Ltd.	2. White Tiger Breweries & Distilleries Ltd.	2. Atam Vallabh Financiers Ltd.
	3. Vanaik Spinning Mills Ltd.	3. R G Securities Pvt. Ltd.	3. Vardhman Investment Ltd.
	4. Nahar Industrial Infrastructure Corp'n. Ltd.	4. Khoj Education Pvt. Ltd.	4. Sidhant & Mannat Co. Ltd.
	5. Vanaik Investors Ltd.		5. Simran & Shanaya Co. Ltd.
	6. Nagdevi Trading & Investment Co. Ltd.		6. Girnar Investment Ltd.
	7. Palam Motels Ltd.		7. Monica Growth Fund Pvt. Ltd.
	8. Ruchika Growth Fund Pvt. Ltd.		
	9. Monica Growth Fund Pvt. Ltd.		
	10. Abhilash Growth Fund Pvt. Ltd.		
	11. Nahar Growth Fund Pvt. Ltd.		
	12. Neha Credit & Investment Pvt. Ltd.		
	13. Vigil Investment Pvt. Ltd.		
	14. Nahar Financial & Investment Ltd.		
	15. J. L. Growth Fund Ltd.		
	16. Marble E-Retail Pvt. Ltd.		
Other Committee Membership / Chairmanship	Kovalam Investment & Trading Co. Ltd. Audit - Member Stockholder Relationship - Member Nomination & Remuneration - Member Vanaik Spinning Mills Ltd. Audit - Member Nomination & Remuneration - Member		

By Order of the Board of Directors

Place : New Delhi
Dated : 08.08.2018

(Vijay Kr. Gupta)
Director
DIN : 00506399



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 34th Annual Report along with the Audited Accounts for the Financial Year ending 31st March, 2018.

FINANCIAL RESULTS:

Financial Results for the year under review are summarized below:

(Amount in Rs.)

PARTICULARS	CURRENT YEAR (As at 31.03.2018)	PREVIOUS YEAR (As at 31.03.2017)
Gross Income	1,538,260	1,579,478
Profit before taxation	(4,885,599)	1,073,760
Less : Provision for taxation - For Current Tax	216,535	313,586
Profit / (Loss) after tax	(5,102,134)	760,174
Add : Surplus/Deficit brought forward from last year	17,483,231	16,876,056
Provision for tax for earlier years (Provided) / Written back (Net)	(01)	(01)
Profit available for appropriation	12,381,096	17,636,231
Less : Transfer to Statutory Reserve	-	153,000
Balance carried to Balance Sheet	12,381,096	17,483,231

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.15.38 Lacs (Previous Year Rs.15.79 Lacs). The profit/(Loss) of the Company before taxation is Rs. (48.86) Lacs out of which Rs. 2.17 Lacs has been provided towards tax liability of the company. Out of the balance available, a sum of Rs. NIL 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.123.81 Lacs is carried over to the Balance Sheet.

DIVIDEND:

Since the Company has incurred Losses of Rs. 51.02 Lacs during the year under consideration, so 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 2018 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, **SMT. MONICA OSWAL (DIN: 00566052)**, Director of the Company, being longest in the office since her last appointment shall retire at the forth coming Annual General Meeting and being eligible offers herself for re-appointment.



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 five times on 27.04.2017, 27.05.2017, 11.08.2017, 10.11.2017 and 09.02.2018 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 namely Shri Vijay Kumar Gupta - Chairman, Shri Navdeep Sharma - Member, Smt. Monica Oswal - Member of the committee. During the year under review, the Audit Committee met on four (4) occasions viz. 27.05.2017, 11.08.2017, 10.11.2017 and 09.02.2018 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 namely Shri Navdeep Sharma - Chairman, Shri Vijay Kumar Gupta - Member, Smt. Monica Oswal - Member of the committee. During the year under review, Committee met on 4 (Four) occasions viz. 27.05.2017, 11.08.2017, 10.11.2017 and 09.02.2018. 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, 2018, 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