

OSWAL LEASING LIMITED



**29TH ANNUAL REPORT
2012 -2013**

ATTESTED TO BE TRUE COPY

For Oswal Leasing Limited

A handwritten signature in black ink, appearing to be 'S. K. Singh', written over the printed name of the Director.

Director

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, Suttlej Tower,
Opposite Petrol Pump,
Near Fountain Chowk,
Civil Lines, Ludhiana - 141001

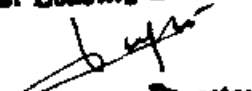
Banker :

Allahabad Bank

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New Oswal Leasing Limited


Director



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.

For Oswal Leasing Limited

Director



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. Girmar 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

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For Oswal Leasing Limited

Director

**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
	14,601,933	13,440,308
Less : Transfer to Statutory Reserve	287,000	275,000
Balance carried to Balance Sheet	14,314,933	13,165,308

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

For Oswal Leasing Limited

Director



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

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For Oswal Leasing Limited


Director



OSWAL LEASING LIMITED

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

For Oswal Leasing Limited

OSWAL LEASING LIMITED



- provision of the Act;
- c) has not received any request for transmission of securities or any other purpose, during the financial year;
- (ii) was not required to deposit any amount of dividend in a Separate Bank Account as no dividend was declared during the financial year;
- (iii) was not required to post any warrants to the members of the company as no dividend was declared during the financial year;
- (iv) was not required to transfer any amount in Unpaid Dividend Account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund, it is stated that there was no such case during the financial year;
- (v) has duly complied with the requirements of section 217 of the Act.
14. the Board of Directors of the company is duly constituted. There was no case of appointment of additional director, alternate director and directors to fill the casual vacancy during the financial year;
15. the company being a Public Limited company, provisions of section 269 of the Act with regard to appointment of Managing Director / whole-time director / Manager are applicable to the company. Since the paid-up share capital of the company is less than as specified in section 269 therefore, the company was not required to appoint Managing Director / whole-time Director / Manager;
16. as per the information made available by the management of the company, the company has not appointed any sole-selling agents during the financial year;
17. as per the information made available by the management of the company, the company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and / or such other authorities as may be prescribed under the various provisions of the Act;
18. the directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder;
19. the company has not issued any shares, debentures or other securities during the financial year;
20. the company has not bought back any shares during the financial year;
21. there was no redemption of preference shares or debentures during the financial year as the company has never issued any preference shares or debentures;
22. there was no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
23. the company has not invited/accepted any deposit including any unsecured loan falling within the purview of section 58A and 58AA read with companies (Acceptance of Deposits) Rules 1975 during the financial year;
24. the company has not made any borrowing during the year under certification.;
25. the company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose;
26. the company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny;
27. the company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny;
28. the company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny;
29. the company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny;
30. the company has not altered its articles of association during the year;

For Oswal Leasing Limited

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Director

**OSWAL LEASING LIMITED**

31. as per the information made available by the management of the company, there was no prosecution initiated against or show cause notices received by the company during the financial year, for offences under the Act;
32. as per the information made available by the management of the company, the company has not received any money as security from its employees during the year under certification;
33. as per the information made available by the management of the company, the company was not required to deduct any contribution towards Provident Fund during the year as section 418 of the Act is not applicable to the company;

Place : New Delhi

Date : 10.08.2013

for A.S. & Associates

Company Secretaries

Sd/-

(Anil Setia)

C.P. No. 4956

ANNEXURE-A		
REGISTERS AS MAINTAINED BY THE COMPANY		
S.No.	Name of Register	Under Section
1.	Register of Members & Index of Members	150 & 151
2.	Register of Share Transfer	108
3.	Register of Particulars of contracts in which directors are interested	301
4.	Register of Directors, Managing Directors, Manager and Secretary	303
5.	Register of Directors' shareholdings	307
6.	Minutes of Meetings of Board of Directors	193
7.	Minutes of Meetings of the members	193
8.	Register of Mortgage & Charges	143
9.	Register of Director's Attendance	—
10.	Register of Share Certificate	113
11.	Register of Renewed & Duplicate Share Certificate	113
12.	Books of Accounts	209
13.	Register of Loans and Advances	372A

ANNEXURE-B

FORMS AND RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES, REGIONAL DIRECTOR, CENTRAL GOVERNMENT OR OTHER AUTHORITIES DURING THE FINANCIAL YEAR ENDING 31ST MARCH, 2012.

Sl. No.	Nature or Document	Reference as to requirement under the provisions of the Companies Act	SRN No. & Date of Filing
1.	Form 66, 31/03/2012	Filed u/s 383A & rule 3(2) by the Companies (Compliance Certificate) Rules, 2001	P92077478, 26/10/2012
2.	Form 23 AC & 23ACA, 31/03/2012	Filed u/s 220	P96494604, 17/11/2012
3.	Form 20 B, 31/03/2012	Filed u/s 159	Q02715050, 26/11/2012

OSWAL LEASING LIMITED



Independent Auditors' Report

To the Members of OSWAL LEASING LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of OSWAL LEASING LIMITED, which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge

For Oswal Leasing Limited



OSWAL LEASING LIMITED

and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For RAJ GUPTA & CO.
Chartered Accountants
Sd/-

(R. K. GUPTA)

PARTNER

Membership No. : 017039

FRN : 000203N

PLACE : NEW DELHI
DATED : 29.05.2013

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of OSWAL LEASING LIMITED on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) The Company does not have any fixed assets. As such, provisions of clause (i)-(a), (b) and (c) are not applicable.
- (ii) The Company does not have any inventory. Hence clause (ii)-(a), (b) and (c) are not applicable.
- (iii) According to the information and explanations given to us, the company has neither granted nor taken any loans to/from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Hence clause (iii)-(a), (b), (c), (d), (e), (f) and (g) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business. The company has not made any purchase of inventory or fixed assets and sale of goods or services during the year. We have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) According to the information and explanations given to us, we are of the opinion that all the particulars of contracts or arrangements required to be made in the Register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (vi) The company has not accepted any deposits from public.
- (vii) In our opinion and according to the information and explanations given to us the company has an Internal Audit system commensurate with the size and nature of its business.

For Oswal Leasing Limited

[Signature]
Director

OSWAL LEASING LIMITED



- (viii) The maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act in the case of the company.
- (ix) There are no undisputed amounts payable in respect of Income, Wealth Tax, Sales Tax, wealth tax, customs duty, excise duty, and Service Tax outstanding for a period of more than six months as at 31st, March, 2013 from the date they became payable.
- (x) There are no accumulated losses at the end of the financial year. The company has not suffered any loss during the financial year covered by our audit and in the immediate preceeding year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not availed any loans from financial institution or banks.
- (xii) As explained to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a Chit Fund or a nidhi, mutual benefit fund and Society. Therefore, the provisions of clause (xiii) are not applicable to the company.
- (xiv) In our opinion, the company has not engaged in dealing or trading in shares, securities, debentures and other investments during the year. Accordingly, the provisions of clause (xiv) are not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, no term loans have been availed by the company.
- (xvii) The Company has not raised any funds on short-term basis during the year.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act.
- (xix) The company has not issued debentures during the year.
- (xx) The company has not raised any money by public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

**For RAJ GUPTA & CO.
Chartered Accountants**

**PLACE : NEW DELHI
DATED : 29.05.2013**

For Oswal Leasing Limited

Director

**Sd/-
(R. K. GUPTA)
PARTNER
Membership No. : 017039
FRN : 000203N**

**OSWAL LEASING LIMITED****BALANCE SHEET AS AT 31ST MARCH, 2013**

PARTICULARS	NOTE	AS AT 31ST MARCH, 2013 (RUPEES)	AS AT 31ST MARCH, 2012 (RUPEES)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
(a) Share Capital	1	5,000,000	5,000,000
(b) Reserves and Surplus	2	17,434,558	15,997,933
CURRENT LIABILITIES			
(a) Other Current Liabilities	3	5,618	5,056
(b) Short-term Provisions	4	6,58,000	6,14,000
(c) Contingent Provisions against Standard Assets		51,700	—
		7,15,318	6,19,056
Total		23,149,876	21,616,989
ASSETS			
Non-Current Assets			
(a) Non-Current Investments	5	1,599,000	1,599,000
(b) Unamortised Expenses	6	174,158	—
(c) Long-term loans and advances	7	25,317	25,317
CURRENT ASSETS			
(a) Cash and Cash Equivalents	8	68,471	64,361
(b) Short-term Loans and Advances	9	21,282,930	19,928,311
		21,351,401	19,992,672
Total		23,149,876	21,616,989

As per our report of even date attached,
For RAJ GUPTA & CO.
Chartered Accountants,

Sd/-
(R. K. GUPTA)
PARTNER
M.No. : 017039
FRN : 000203N
Place : New Delhi
Dated : 29.05.2013


FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-
(Vijay Gupta)
DIRECTOR

Sd/-
(Navdeep Sharma)
DIRECTOR

ATTESTED TO BE TRUE COPY

For Oswal Leasing Limited


Director

OSWAL LEASING LIMITED**STATEMENT OF PROFIT AND LOSS****(Rupees)**

PARTICULARS	NOTE	YEAR ENDED 31ST MARCH, 2013	YEAR ENDED 31ST MARCH, 2012
INCOME :			
I Revenue from Operations	10	2,294,444	2,120,547
Total Revenue		2,294,444	2,120,547
II EXPENSES :			
Finance Costs	11	888	595
Other Expenses	12	147,506	133,774
Statutory Provision		51,700	—
Total Expenses		200,094	134,369
III PROFIT BEFORE TAX		2,094,350	1,986,178
IV Tax Expense :			
(1) Current Tax		658,000	614,000
V Profit for the Year		1,436,350	1,372,178
Earning per equity share :	13		
(1) Basic		2.87	2.74
(2) Diluted		2.87	2.74

Significant Accounting Policies

Notes on Financial Statements 1 to 17

As per our report of even date attached,
For RAJ GUPTA & CO.
Chartered Accountants,

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-
(R. K. GUPTA)

Sd/-
(Vijay Gupta)
DIRECTOR

Sd/-
(Navdeep Sharma)
DIRECTOR

PARTNER
M.No. : 017039
FRN : 000203N
Place : New Delhi
Dated : 29.05.2013

ATTESTED TO BE TRUE COPY**For Oswal Leasing Limited**

[Signature]
Director

**OSWAL LEASING LIMITED****NOTES ON FINANCIAL STATEMENTS**

	AS AT 31ST MARCH, 2013 (RUPEES)	AS AT 31ST MARCH, 2012 (RUPEES)
Note-1 SHARE CAPITAL		
Authorised Share Capital		
35,00,000 Equity Shares of Rs. 10/- each	<u>35,00,000</u>	<u>35,00,000</u>
Issued, Subscribed and Paid Up Capital		
5,00,000 Equity Shares of Rs. 10/- each	<u>5,00,000</u>	<u>5,00,000</u>
Fully paid up	<u>5,00,000</u>	<u>5,00,000</u>

1.1 The detail of shareholders holding more than 5 percent shares

Name of the Shareholder	As at 31.03.2013		As at 31.03.2012	
	No. of shares	% of holding	No. of shares	% of holding
Nagdevi Trading & Investment Co. Ltd.	39,050	7.81	39,050	7.81
Sankheshwar Holding Company Ltd.	63,500	12.70	63,500	12.70

1.2 The reconciliation of number of shares outstanding is set out below

Particulars	As at 31.03.2013 No. of Shares	As at 31.03.2012 No. of Shares
Shares outstanding at the beginning of the year	5,000	5,000
Shares Issued during the year	—	—
Shares bought back during the year	—	—
Shares outstanding at the end of the year	5,000	5,000

Note-2 RESERVES AND SURPLUS

General Reserve	100,000	100,000
Capital Reserve	1,35,625	1,35,625
Statutory Reserve		
As at the commencement of the year	2,597,000	2,322,000
Transfer from Surplus in Statement of Profit and Loss	<u>287,000</u>	<u>2,75,000</u>
	2,884,000	2,597,000
Profit and Loss Account		
As per last Balance Sheet	13,165,308	12,064,411
Add : Profit for the year	1,436,350	1,372,178
Less : Appropriations		
Adjustment for prior-period tax	275	3,719
Transfer to Statutory Reserve	(2,87,000)	(2,75,000)
	<u>14,314,933</u>	<u>13,165,308</u>
	<u>17,434,558</u>	<u>15,997,933</u>

For Oswal Leasing Limited

[Signature]
Director

OSWAL LEASING LIMITED**NOTES ON FINANCIAL STATEMENTS**

	AS AT 31ST MARCH, 2013 (RUPEES)	AS AT 31ST MARCH, 2012 (RUPEES)
Note-3 OTHER CURRENT LIABILITIES		
Expenses Payable	5,618	5,056
	<u>5,618</u>	<u>5,056</u>
Note-4 SHORT TERM PROVISIONS		
Provision for taxation	658,000	614,000
	<u>658,000</u>	<u>614,000</u>
Note-5 NON-CURRENT INVESTMENTS		
Other Investments		
Unquoted fully paid up Equity Shares		
Vanaik Spinning Mills Ltd.		
11000 (Previous year 11000) shares of		
the face value of Rs. 10/- each	1,599,000	1,599,000
	<u>1,599,000</u>	<u>1,599,000</u>
Note-6 Unamortised Expenses	174,158	—
	<u>174,158</u>	<u>—</u>
6.1 The unamortised expenditure represents the processing fees Rs. 117,978 paid to stock exchanges and professional charges Rs. 56,180 paid on account of fair valuation for the purpose of amalgamation of M/s Vanaik Spinning Mills Limited with M/s Oswal Leasing Limited.		
Note-7 Long-term Loans & Advances		
Unsecured Considered good	25,317	25,317
	<u>25,317</u>	<u>25,317</u>
Note-8 CASH & CASH EQUIVALENTS		
Cash in Hand	380	3,230
Balance with Banks :		
In Current Account	68,091	61,131
	<u>68,471</u>	<u>64,361</u>
Note-9 SHORT-TERM LOANS & ADVANCES		
Loans and advances to related parties:		
Unsecured-Considered good	20,670,406	19,310,256
Others:		
Unsecured-Considered good	612,524	618,055
For Oswal Leasing Limited	<u>21,282,930</u>	<u>19,928,311</u>


Director

**OSWAL LEASING LIMITED****NOTES ON FINANCIAL STATEMENTS**

	AS AT 31ST MARCH,2013 (RUPEES)	AS AT 31ST MARCH,2012 (RUPEES)
Note-10 REVENUE FROM OPERATIONS		
Dividend Income	16,500	—
Interest	2,277,944	2,120,547
	<u>2,294,444</u>	<u>2,120,547</u>
Note-11 FINANCE COSTS		
Bank Charges and commission	888	595
	<u>888</u>	<u>595</u>
Note-12 OTHER EXPENSES		
Fees and Taxes	29,416	28,912
Legal & Professional Charges	4,100	1,045
Payment to Auditors :		
As Auditor	5,618	5,056
For reimbursement of expenses	1,000	1,000
Printing and Stationery	25,030	22,050
AGM Expenses	23,127	20,584
Advertisement Expenses	42,738	39,848
Postage and telegram	16,477	15,279
	<u>147,506</u>	<u>133,774</u>
Note-13 EARNING PER SHARE		
Profit after Tax (Rs.)	1,436,350	1,372,178
Weighted average no. of ordinary shares	5,000	5,000
Weighted average no. of diluted shares	5,000	5,000
Nominal Value of ordinary share (Rs.)	10	10
Basic Earning Per Share	2.87	2.74
Diluted Earning Per Share (Rs.)	2.87	2.74

Note-14 TRANSFER TO STATUTORY RESERVE

An amount of Rs. 287000/- (Previous year Rs. 275000/-) is transferred to Statutory Reserve in compliance with Section 45(IC) of the Reserve Bank of India Act.

Note-15 A Statement of disclosure in terms of paragraph 13 of Non-Banking Finance Companies (Non-deposit accepting or holding) Prudential Norms (Reserve Bank) Directions 2007 is annexed.

Note-16 Provision for Standard assets

In terms of the Reserve Bank of India Notification RBI/2010-11/370-DNBS-PD.CC.No 207/03.02.002/2010-11 dated 17th January 2011, the Company has made a general provision of 0.25% on its outstanding Standard Assets on 31.03.2013.

For Oswal Leasing Limited

[Signature]
Director

OSWAL LEASING LIMITED

NOTES ON FINANCIAL STATEMENTS

Note-17 RELATED PARTY DISCLOSURES

Disclosure of Related Party Transactions as per Accounting Standard - 18 issued by the Institute of Chartered Accountants of India

Related Parties

Subsidiaries

None

Associate

Oswal Woollen Mills Limited

Key Managerial Personnel

The company does not have any key managerial personnel. The affairs of the company are managed by the Board of Directors of the company. The Directors of the Company are as under :-

1. Mr. Kamal Oswal

3. Mr. Vijay Gupta

2. Mr. Dinesh Gogna

4. Mr. Navdeep Sharma

Enterprises over which key Managerial
is able to exercise significant influence

N.A.

**This YEAR
(RUPEES)**

**PREVIOUS YEAR
(RUPEES)**

Transactions with Related Parties / Associates

Inter Corporate Deposit with Oswal Woollen Mills Ltd.

Balance Outstanding at the beginning of the year

19,310,256

17,921,764

Deposit Realised during the year

690,000

520,000

Interest accrued during the year

2,277,944

2,120,547

Tax deducted at Source on the Interest Accrued

227,794

212,055

Balance outstanding at the Close of the year

20,670,406

19,310,256

As per our report of even date attached,
For RAJ GUPTA & CO.
Chartered Accountants,

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-

(R. K. GUPTA)

PARTNER


M.No. : 017039

FRN : 000203N

Place : New Delhi

Dated : 29.05.2013

Per Oswal Leasing Limited


Director

Sd/-

(Vijay Gupta)
DIRECTOR

Sd/-

(Navdeep Sharma)
DIRECTOR

**OSWAL LEASING LIMITED**

NOTE : 15 DISCLOSURE OF DETAILS AS REQUIRED IN TERMS OF PARAGRAPH 13 OF NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007.

Particulars	(Amount in Rs.)			
	Current Year		Previous Year	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
Liabilities Side :				
1) Loans and advances availed by the Non-Banking Financial Company inclusive of interest accrued thereon but not paid				
(a) Debentures : Secured	NIL	NIL	NIL	NIL
: Unsecured	NIL	NIL	NIL	NIL
(Other than falling within the meaning of public deposits)				
(b) Deferred Credits	NIL	NIL	NIL	NIL
(c) Term Loans	NIL	NIL	NIL	NIL
(d) Inter-corporate loans and borrowings	NIL	NIL	NIL	NIL
(e) Commercial Paper	NIL	NIL	NIL	NIL
(f) Other Loans	NIL	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL	NIL

Particulars	(Amount in Rs.)	
	Amount Outstanding	
	Current Year	Previous Year
Asset Side :		
2) Break-up of loans and advances including bills receivables (Other than those included in (4) below)		
(a) Secured	NIL	NIL
(b) Unsecured	20,670,406	19,310,256
TOTAL	20,670,406	19,310,256
3) Break-up of leased assets and stock on hire and other assets counting towards Asset Finance Company (AFC) activities		
(i) Leased assets including lease rentals under sundry debtors		
(a) Financial lease	NIL	NIL
(b) Operating lease	NIL	NIL
(ii) Stock on hire including hire charges under sundry debtors		
(a) Asset on hire	NIL	NIL
(b) Repossessed Assets	NIL	NIL
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	NIL	NIL
(b) Loans other than (a) above	NIL	NIL
TOTAL	NIL	NIL

For Oswal Leasing Limited

OSWAL LEASING LIMITED

(Amount in Rs.)

Particulars	Amount Current Year	Outstanding Previous Year
4) Break-up of Investments		
Current Investments		
(1) Quoted		
(i) Shares (a) Equity	NIL	NIL
(b) Preference	NIL	NIL
(ii) Debentures and Bonds	NIL	NIL
(iii) Units of Mutual Funds	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others	NIL	NIL
(2) Unquoted		
(i) Shares (a) Equity	NIL	NIL
(b) Preference	NIL	NIL
(ii) Debentures and Bonds	NIL	NIL
(iii) Units of Mutual Funds	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others	NIL	NIL
(vi) Units of Fixed Maturity Plans	NIL	NIL
(vii) Units of Liquid Floater Plans	NIL	NIL
TOTAL (A = 1 + 2)	NIL	NIL
Long Term Investments :		
(1) Quoted		
(i) Shares (a) Equity	NIL	NIL
(b) Preference	NIL	NIL
(ii) Debentures and Bonds	NIL	NIL
(iii) Units of Mutual Funds	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others	NIL	NIL
(2) Unquoted		
(i) Shares (a) Equity	1,599,000	1,599,000
(b) Preference	NIL	NIL
(ii) Debentures and Bonds	NIL	NIL
(iii) Units of Mutual Funds	NIL	NIL
(iv) Government Securities	NIL	NIL
(v) Others	NIL	NIL
TOTAL (B = 1 + 2)	1,599,000	1,599,000
GRAND TOTAL (A + B)	1,599,000	1,599,000

Per Oswal Leasing Limited

Director

**OSWAL LEASING LIMITED****5) Borrower group-wise classification of assets financed as in (2) and (3) above**

(Amount in Rs.)

Category	Amount net of Provisions					
	Current Year			Previous Year		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
(c) Other related parties	NIL	20,670,406	20,670,406	NIL	19,310,256	19,310,256
2. Other than related parties	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL	NIL	20,670,406	20,670,406	NIL	19,310,256	19,310,256

6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)

(Amount in Rs.)

Particulars	Current Year		Previous Year	
	Market Value/ Break-up or fair value of NAV	Book Value (Net of provisions)	Market Value/ Break-up or fair value of NAV	Book Value (Net of provisions)
1. Related Parties				
(a) Subsidiaries	NIL	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL	NIL
(c) Other related parties	1,599,000	1,599,000	1,599,000	1,599,000
2. Other than related parties	NIL	NIL	NIL	NIL
TOTAL	1,599,000	1,599,000	1,599,000	1,599,000

7) Other Information

Particulars	Current Year	Previous Year
(i) Gross Non-Performing Assets		
(a) Related Parties	NIL	NIL
(b) Other than related parties	NIL	NIL
(ii) Net Non-Performing Assets		
(a) Related Parties	NIL	NIL
(b) Other than related parties	NIL	NIL
(iii) Assets acquired in satisfaction of debt	NIL	NIL

Notes :

- Companies in the same group means companies under the same management as per Section 370(1B) of the Companies Act, 1956.
- For investments in case of unquoted shares, it is assumed that market value is same as book value.

For Oswal Leasing Limited

Director

OSWAL LEASING LIMITED

FINANCIAL STATEMENTS FOR 2012-13

SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention, treating the entity as a going concern and in accordance with the applicable accounting standards and relevant provisions of the Companies Act, 1956.

2. REVENUE RECOGNITION

Interest income is recognized on time-proportion basis

3. INVESTMENTS

Investments are stated at cost. Diminution in value of investments, other than permanent in nature is not provided for.

For Oswal Leasing Limited

Director

**OSWAL LEASING LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013
(PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)**

	YEAR ENDED 31ST MARCH, 2013 (RUPEES)	YEAR ENDED 31ST MARCH, 2012 (RUPEES)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,094,350	1,986,178
	<u>2,094,350</u>	<u>1,986,178</u>
Add : Statutory Provision	51,700	—
Operating Profits before Working Capital changes	<u>2,146,050</u>	<u>1,986,178</u>
Adjustments for Working Capital changes :		
Other Current Liabilities	562	(8,356)
Short-term loans and advances	(1,360,150)	(1,388,492)
Unamortised Expenses	<u>(174,158)</u>	<u>—</u>
Cash generated from Operations	<u>612,904</u>	<u>- 589,330</u>
Direct Taxes paid (Net of Refund)	<u>(608,194)</u>	<u>(618,055)</u>
NET CASH FROM OPERATING ACTIVITIES	<u>4,110</u>	<u>(28,725)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES	<u>—</u>	<u>—</u>
	<u>—</u>	<u>—</u>
C. CASH FLOW FROM FINANCING ACTIVITIES	<u>—</u>	<u>—</u>
	<u>—</u>	<u>—</u>
D. NET INCREASE IN CASH AND CASH EQUIVALENTS	<u>4,110</u>	<u>(28,725)</u>
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	<u>64,361</u>	<u>93,086</u>
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	<u>68,471</u>	<u>64,361</u>

As per our report of even date attached,
For RAJ GUPTA & CO.
Chartered Accountants,

Sd/-
(R. K. GUPTA)
PARTNER
M.No. : 017039
FRN : 000203N
Place : New Delhi
Dated : 29.05.2013

For Oswal Leasing Limited

Director

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-
(Vijay Gupta)
DIRECTOR

Sd/-
(Navdeep Sharma)
DIRECTOR

OSWAL LEASING LIMITED

Regd. Office : 105, Ashoka Estate, 24, Barakhamba Road, New Delhi - 110 001

PROXY FORM

I/We _____
of _____
in the District of _____ being a member/members of
OSWAL LEASING LIMITED hereby appoint Shri _____

_____ in the district of _____
failing him/her Shri _____ of _____ as
proxy to vote for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be
held on 30th day of September, 2013 at 11.00 A.M.

Signed this _____ day of _____

Affix
one rupee
Revenue
Stamp here

Signature

Address _____

Regd. Folio No. _____

NOTE

The proxy must be returned so as to reach the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the company.

OSWAL LEASING LTD.

Regd. Office : 105, Ashoka Estate, 24, Barakhamba Road, New Delhi - 110 001

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I hereby record my presence at the 29th Annual General Meeting held on 30th September, 2013 at the
New Delhi YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi - 110 001 at 11.00 A.M.

Full name of the Shareholder _____ Folio No. _____
(in block letters) _____

Full name of Proxy _____ Signature _____
(in block letters) _____

✂ (to be filled in, if, the Proxy attends instead of the Member) _____ Signature _____

NO GIFTS SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING