
OSWAL
LEASING LIMITED



30TH ANNUAL REPORT
2013 -2014

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LEASING LIMITED



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**NOTICE**

NOTICE is hereby given that the 30th Annual General Meeting of the members of **OSWAL LEASING LIMITED** will be held at **New Delhi YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi - 110 001** on Monday, the 29th day of September, 2014 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, 2014, 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 No : 00498670)**, who retires by rotation and being eligible, offers himself for re-appointment;
3. **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 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 to be held in the year 2015, at such remuneration plus service tax, out-of-pocket, travelling and living expenses etc. as may be mutually agreed between the Board of Directors of the company and the Auditors.

By Order of the Board of Directors
Sd/

Place : New Delhi
Dated : 14.08.2014

(Vijay 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 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 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 26th September, 2014 to 29th September, 2014 (both days inclusive).
3. 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.
4. Members are requested to intimate to the Company for change of address, if any, quoting their Folio Number.
5. Members desiring any information as regards Annual Accounts are requested to write to the Company to its Registered Office at least 7 days before the date of Annual General Meeting.
6. Members/Proxies are requested to bring the Attendance Slip duly filled in alongwith them. No person shall be entitled to attend the meeting without the attendance slip.
7. Members 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.
8. In compliance with provision of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the shareholders of the company. For this purpose, the Company has entered into an agreement with M/s Central Depositories Services



(India) CDSL for facilitating E-voting to enable the shareholders to cast their votes electronically.

9. Voting through electronic mode:-

- i. Members may choose to cast their vote electronically by logging on to the e-voting website (www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on login.
- v. 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.

	If you are a first time user, follow the steps given below:-
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</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 Client ID / Folio Number in the PAN field. In case the Folio Number is less than 8 digits, then 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 and your Folio Number is 12345 then enter RA00012345 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	<p>Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by the member on the cut off date in the Bank details field as mentioned in instruction (v).

- vi. After entering these details appropriately, click on "Submit" tab.
- vii. 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 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.
- viii. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice of ensuing Annual General meeting of the company.
- ix. Click on the EVSN for <OSWAL LEASING LIMITED> to vote.
- x. 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 YES implies that



- you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.⁴
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take print of the voting done by clicking on "Click here to print" option on the Voting page.
- xv. If Demat account holders have forgotten the same password then Enter the User Id and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. **Note for Institutional Shareholders**
- a. Institutional shareholders (i.e. Other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as corporate.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details, they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- d. A scanned copy of the Board Resolution/Power of Attorney issued in favour of the Custodian should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- e. The list of accounts should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xvii. 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**
- xviii. The e-voting period shall commence on 24th September, 2014 (9.00 a.m. onwards) and ends on 25th September, 2014 (6.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as at the close of 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xix. Vote on a resolution, once cast, cannot be changed subsequently.
- xx. 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 the 29th August 2014.
- xxi. Mr. Anil Setia, Practising Company Secretary (Membership No. FCS 2856), will be scrutinizer to the e-voting process in a fair and transparent manner.
- xxii. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the Chairman of the company.
- xxiii. Members who do not have access to e-voting facility may send duly completed ballot form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company on or before



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- the date of Annual General Meeting.
- xxiv. Ballot form received after this date will be treated as invalid.
- xxv. 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.
- xxvi. 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 within two days of passing of the resolutions at the 30th Annual General Meeting.
10. No gift of any kind will be distributed at the venue of the Meeting.

Information Required to be furnished under the listing agreement :

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below :

Name : **SHRI DINESH GOGNA**
 Age : 61 Years
 Qualification : B. A. LL.B.
 Experience : Having more than 36 years experience in Corporate Finance & Taxation.

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

<u>Name of the Company</u>	<u>Committee</u>	<u>Status</u>
1. Oswal Woollen Mills Ltd.	Audit	Member
2. Nahar Industrial Enterprises Limited	Audit Share Transfer Cum Share Holders Grievance	Member Chairman
3. Nahar Spinning Mills Limited	Audit Share Transfer	Member Member
4. Nahar Poly Films Limited	Audit Share Transfer	Member Member
5. Nahar Capital & Financial Services Ltd.	Share Transfer	Member
6. Girnar Investment Limited	—	—
7. Monte Carlo Fashions Ltd.	Stakeholders Relationship Audit Nomination & Remuneration	Chairman Member Member
8. Cotton County Retail Limited	Remuneration	Member
9. Crown Star Limited (UK)	—	—

By Order of the Board of Directors
Sd/

Place : New Delhi
Dated : 14.08.2014

(Vijay Gupta)
Director
DIN : 00506399

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting the 30th Annual Report along with the Audited Accounts for the Financial Year ending 31st March, 2014.

FINANCIAL RESULTS

(Rs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Profit before taxation	2,090,578	2,094,350
Less : Provision for taxation For Current Tax	694,300	658,000
Profit after tax	1,396,278	1,436,350
Add : Surplus as per last year	14,314,933	13,165,308
Provision for tax for earlier years (Provided) / Written back (Net)	(3,152)	275
	15,708,059	14,601,933
Less : Transfer to Statutory Reserve	280,000	287,000
Balance carried to Balance Sheet	15,428,059	14,314,933

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

The profit of the Company before taxation is Rs. 20.90 Lacs out of which Rs. 6.94 Lacs has been provided towards tax liability of the company. Out of the balance available, a sum of Rs.2.80 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. 154.28 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.

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

DIRECTORS

Pursuant to section 149 of the Companies Act, 2013, **SHRI DINESH GOGNA (DIN No.: 00498670)**, director of the Company retire by rotation of 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 BSE Limited, Floor 25, P. J. Towers, Dalal Street, Mumbai-400001. The Company has paid the listing fee to the aforesaid Stock Exchanges for the financial year 2014-2015.

**DEMATERIALIZATION OF SECURITIES**

Your company has established electronic connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository services (India) Limited (CDSL) to facilitate the holding and trading of securities in electronic form. The shareholders are requested to opt for the dematerialization of the shares at the earliest.

Further as per SEBI circular no. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002; company has appointed M/s Alankit Assignments Ltd. as Registrar for Share Transfer and electronic Connectivity. Accordingly all the shareholders, investors, members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of Share Transfer, Demat/ Remat, and Change of Address etc. to our Registrar at below mentioned address:

M/s Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi- 110005
Email Address: rta@alankit.com

In case any query/complaint remains unresolved with our Registrar please write to Company at the Registered Office of the company

AUDITORS & AUDITOR'S REPORT

M/s. Raj Gupta & Co., Chartered Accountants, Ludhiana, being eligible offers themselves auditors of the Company for re-appointment. 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 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. Further there are no adverse remarks or qualification in the Report that calls for 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 along with proper explanation relating to material departures;
- ii.) appropriate accounting policies have been selected and applied consistently and have 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 as at 31st March, 2014 and of the profits of the Company for the year ended on 31st March, 2014;
- 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.

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SECRETARIAL COMPLIANCE CERTIFICATE

Pursuant to Section 383A of the Companies Act, 1956, a certificate from **A.S. & Associates, Company Secretaries, New Delhi**, certifying due compliance of all secretarial requirements for the year ended 31st March, 2014 is appended herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING 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 endeavor would be to merit the confidence reposed in it by its stakeholders.

FOR & ON BEHALF OF THE BOARD

Sd/-

Sd/-

Place : New Delhi

Dated : 14.08.2014

(Vijay Gupta) (Navdeep Sharma)

DIRECTOR DIRECTOR

DIN : 00506399 DIN : 00454285

**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, 2014. 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 30/04/2013, 29/05/2013, 12/08/2013, 16/09/2013, 11/11/2013, 02/01/2014, 07/02/2014, 21/02/2014 & 31/03/2014 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 27/09/2013 to 30/09/2013 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, 2013 was held on 30/09/2013 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 in the register maintained under section 301 of the Act;
11. as per the information made available by the management of the company, 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 not issued any duplicate share certificate;
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 provision of the Act;

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- 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 including interim 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 directors, additional directors, alternate directors and directors to fill the casual vacancies during the financial year;
15. the company being a public limited company, provisions of section 269 read with schedule XIII 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 of the Act, 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/ debentures during the financial year as the company has never issued any preference shares/ 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. as per the information made available by the management of the company, 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 under scrutiny;

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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

for A.S. & Associates

Date : 14.08.2014

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, 2014.

Sl. No.	Nature or Document	Reference as to requirement under the provisions of the Companies Act	SRN & Date of Filing
1.	Form 66, 31/03/2013	Filed u/s 383A & rule 3(2) of the Companies (Compliance Certificate) Rules, 2001	Q12813531, 09/10/2013
2.	Form 23 AC & 23ACA, 31/03/2013	Filed u/s 220	Q12839403, 09/10/2013
3.	Form 20 B, 31/03/2013	Filed u/s 159	Q25845462, 28/11/2013

**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** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, 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

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 in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013. 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit 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



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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 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 Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of section 274 (1) (g) of the Companies Act, 1956.

Place : New Delhi
Dated : 30.05.2014

For RAJ GUPTA & CO.
Chartered Accountants
Sd/-
(R. K. GUPTA)
PARTNER
Membership No. : 017039
FRN : 000203N

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements".

- (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.

OSWAL LEASING LIMITED



- (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.
- (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, 2014 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 (xii) 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

Sd/-
(R. K. GUPTA)
PARTNER

Membership No. : 017039
FRN : 000203N

Place : New Delhi
Dated : 30.05.2014



OSWAL LEASING LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	NOTE	AS AT 31ST MARCH, 2014 (RUPEES)	AS AT 31ST MARCH, 2013 (RUPEES)
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
(a) Share Capital	1	5,000,000	5,000,000
(b) Reserves and Surplus	2	18,827,684	17,434,558
CURRENT LIABILITIES			
(a) Other Current Liabilities	3	5,618	5,618
(b) Short-term Provisions	4	6,94,300	6,58,000
(c) Contingent Provisions against Standard Assets	17	50,300	51,700
		750,218	7,15,318
Total		24,577,902	23,149,876
ASSETS			
Non-Current Assets			
(a) Non-Current Investments	5	3,599,000	1,599,000
(b) Unamortised Expenses	6	—	174,158
(c) Long-term loans and advances	7	14,234	25,317
CURRENT ASSETS			
(a) Cash and Cash Equivalents	8	170,319	68,471
(b) Short-term Loans and Advances	9	20,794,349	21,282,930
		20,964,668	21,351,401
Total		24,577,902	23,149,876

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 : 30.05.2014

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-
(Vijay Gupta)
DIRECTOR

Sd/-
(Navdeep Sharma)
DIRECTOR

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

PARTICULARS	NOTE	YEAR ENDED 31ST MARCH, 2014	YEAR ENDED 31ST MARCH, 2013
I INCOME :			
Revenue from Operations	10	2,453,443	2,294,444
Other Income	11	51,700	—
Total Revenue		2,505,143	2,294,444
II EXPENSES :			
Finance Costs	12	1,220	888
Other Expenses	13	188,887	147,506
Unamortised Expenses written off		174,158	—
Statutory Provision		50,300	51,700
Total Expenses		414,565	200,094
III PROFIT BEFORE TAX		2,090,578	2,094,350
IV Tax Expense :			
Current Tax		694,300	658,000
V Profit for the Year		1,396,278	1,436,350
Earning per equity share :	14		
(1) Basic		2.79	2.87
(2) Diluted		2.79	2.87

Significant Accounting Policies

Notes on Financial Statements 1 to 18

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 : 30.05.2014

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-

(Vijay Gupta)
DIRECTOR

Sd/-

(Navdeep Sharma)
DIRECTOR



OSWAL LEASING LIMITED

NOTES ON FINANCIAL STATEMENTS

	AS AT 31ST MARCH,2014 (RUPEES)	AS AT 31ST MARCH,2013 (RUPEES)
Note-1 SHARE CAPITAL		
Authorised Share Capital 35,00,000 Equity Shares of Rs.10/- each	35,00,000	35,00,000
Issued, Subscribed and Paid Up Capital 5,00,000 Equity Shares of Rs.10/- each Fully paid up	5,00,000	5,00,000
	5,00,000	5,00,000
1.1 The detail of shareholders holding more than 5 percent shares		
Name of the Shareholder	As at 31.03.2014	As at 31.03.2013
	No. of shares	% of holding
Nagdevi Trading & Investment Co. Ltd.	39,050	7.81
Sankheshwar Holding Company Ltd.	63,500	12.70
1.2 The reconciliation of number of shares outstanding is set out below		
Particulars	As at 31.03.2014	As at 31.03.2013
	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	500,000	500,000
Shares issued during the year	—	—
Shares bought back during the year	—	—
Shares outstanding at the end of the year	500,000	500,000
Note-2 RESERVES AND SURPLUS		
General Reserve	100,000	100,000
Capital Reserve	1,35,625	1,35,625
Balance as per Last Account		
<u>Statutory Reserve</u>		
As at the commencement of the year	2,884,000	2,597,000
Transfer from Surplus in Statement of Profit and Loss	280,000	2,87,000
	3,164,000	2,884,000
<u>Profit and Loss Account</u>		
As per last Balance Sheet	14,314,933	13,165,308
Add : Profit for the year	1,396,278	1,436,350
Less : Appropriations		
Adjustment for prior-period tax	(3,152)	275
Transfer to Statutory Reserve	(2,80,000)	(2,87,000)
	15,428,059	14,314,933
	18,827,684	17,434,558

OSWAL LEASING LIMITED**NOTES ON FINANCIAL STATEMENTS**

	AS AT 31ST MARCH, 2014 (RUPEES)	AS AT 31ST MARCH, 2013 (RUPEES)
Note-3 OTHER CURRENT LIABILITIES		
Expenses Payable	5,618	5,618
	<u>5,618</u>	<u>5,618</u>
Note-4 SHORT TERM PROVISIONS		
Provision for taxation	694,300	658,000
	<u>694,300</u>	<u>658,000</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
Hug Foods Pvt. Ltd.		
200000 shares of the face value of Rs. 10/- each	2,000,000	—
	<u>3,599,000</u>	<u>1,599,000</u>
Note-6 Unamortised Expenses	—	174,158
	—	<u>174,158</u>
6.1 The unamortised expenditure written off represented 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. The scheme of Amalgamation has been rejected by SEBI thus scheme has been dropped.		
Note-7 Long-term Loans & Advances		
Others :		
Income Tax receivable	14,234	25,317
	<u>14,234</u>	<u>25,317</u>
Note-8 CASH & CASH EQUIVALENTS		
Cash in Hand	2,620	380
Balance with Banks :		
In Current Account	167,699	68,091
	<u>170,319</u>	<u>68,471</u>
Note-9 SHORT-TERM LOANS & ADVANCES		
Loans and advances to related parties:		
Unsecured-Considered good	20,083,655	20,670,406
Others:		
Advance Tax	710,694	608,194
Income Tax receivable	—	4,330
	<u>20,794,349</u>	<u>21,282,930</u>

OSWAL LEASING LIMITED**NOTES ON FINANCIAL STATEMENTS**

	AS AT 31ST MARCH, 2014 (RUPEES)	AS AT 31ST MARCH, 2013 (RUPEES)
Note-3 OTHER CURRENT LIABILITIES		
Expenses Payable	5,618	5,618
	<u>5,618</u>	<u>5,618</u>
Note-4 SHORT TERM PROVISIONS		
Provision for taxation	694,300	658,000
	<u>694,300</u>	<u>658,000</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
Hug Foods Pvt. Ltd.		
200000 shares of the face value of Rs. 10/- each	2,000,000	—
	<u>3,599,000</u>	<u>1,599,000</u>
Note-6 Unamortised Expenses		
	—	174,158
	<u>—</u>	<u>174,158</u>
6.1 The unamortised expenditure written off represented 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. The scheme of Amalgamation has been rejected by SEBI thus scheme has been dropped.		
Note-7 Long-term Loans & Advances		
Others :		
Income Tax receivable	14,234	25,317
	<u>14,234</u>	<u>25,317</u>
Note-8 CASH & CASH EQUIVALENTS		
Cash in Hand	2,620	380
Balance with Banks :		
In Current Account	167,699	68,091
	<u>170,319</u>	<u>68,471</u>
Note-9 SHORT-TERM LOANS & ADVANCES		
Loans and advances to related parties:		
Unsecured-Considered good	20,083,655	20,670,406
Others:		
Advance Tax	710,694	608,194
Income Tax receivable	—	4,330
	<u>20,794,349</u>	<u>21,282,930</u>

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

	AS AT 31ST MARCH, 2014 (RUPEES)	AS AT 31ST MARCH, 2013 (RUPEES)
Note-10 REVENUE FROM OPERATIONS		
Dividend Income	16,500	16,500
Interest	2,436,943	2,277,944
	<u>2,453,443</u>	<u>2,294,444</u>
Note-11 OTHER INCOME		
Provision w/back for earlier years	51,700	—
	<u>51,700</u>	<u>—</u>
Note-12 FINANCE COSTS		
Bank Charges and commission	1,220	888
	<u>1,220</u>	<u>888</u>
Note-13 OTHER EXPENSES		
Fees and Taxes	64,872	29,416
Legal & Professional Charges	—	4,100
Payment to Auditors :		
As Auditor	5,618	5,618
For reimbursement of expenses	1,000	1,000
Printing and Stationery	27,350	25,030
AGM Expenses	21,160	23,127
Advertisement Expenses	50,357	42,738
Postage and telegram	18,530	16,477
	<u>188,887</u>	<u>147,506</u>
Note-14 EARNING PER SHARE		
Profit after Tax (Rs.)	1,396,278	1,436,350
Weighted average no. of ordinary shares	500,000	500,000
Weighted average no. of diluted shares	500,000	500,000
Nominal Value of ordinary share (Rs.)	10	10
Basic Earning Per Share	2.79	2.87
Diluted Earning Per Share (Rs.)	2.79	2.87

Note-15 TRANSFER TO STATUTORY RESERVE

An amount of Rs. 280000/- (Previous year Rs. 287000/-) is transferred to Statutory Reserve in compliance with Section 45(IC) of the Reserve Bank of India Act.

Note-16 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-17 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 31.03.2014.

OSWAL LEASING LIMITED



NOTES ON FINANCIAL STATEMENTS

Note-18 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 |

	CURRENT 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	20,670,406	19,310,256
Deposit Realised during the year	2,780,000	690,000
Interest accrued during the year	2,436,943	2,277,944
Tax deducted at Source on the Interest Accrued	243,694	227,794
Balance outstanding at the Close of the year	20,083,655	20,670,406

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 : 30.05.2014

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/	Sd/-
(Vijay Gupta)	(Navdeep Sharma)
DIRECTOR	DIRECTOR



OSWAL LEASING LIMITED

NOTE : 16 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

(Amount in Rs.)

Particulars	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	20,083,655	20,670,406
TOTAL	20,083,655	20,670,406
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

OSWAL LEASING LIMITED

(Amount in Rs.)

Particulars	Amount Outstanding	
	Current Year	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	3,599,000	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)	3,599,000	1,599,000
GRAND TOTAL (A + B)	3,599,000	1,599,000



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	20,083655	20,083655	NIL	20,670,406	20,670,406
2. Other than related parties	NIL	NIL	NIL	NIL	NIL	NIL
TOTAL	NIL	20,083655	20,083655	NIL	20,670,406	20,670,406

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	3,599,000	3,599,000	1,599,000	1,599,000
2. Other than related parties	NIL	NIL	NIL	NIL
TOTAL	3,599,000	3,599,000	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 :

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

OSWAL LEASING LIMITED



FINANCIAL STATEMENTS FOR 2013-14

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.

**OSWAL LEASING LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014
(PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT)**

	YEAR ENDED 31ST MARCH, 2014 (RUPEES)	YEAR ENDED 31ST MARCH, 2013 (RUPEES)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,090,578	2,094,350
	<u>2,090,578</u>	<u>2,094,350</u>
Adjustment for :		
Add : Statutory Provision	50,300	51,700
Less : Provision w/back for earlier years	(51,700)	—
Operating Profits before Working Capital changes	2,089,178	2,146,050
Adjustments for Working Capital changes :		
Other Current Liabilities	—	562
Short-term loans and advances	586,751	(1,360,150)
Unamortised Expenses	<u>174,158</u>	<u>(174,158)</u>
Cash generated from Operations	2,850,087	612,304
Direct Taxes paid (Net of Refund)	<u>(748,239)</u>	<u>(608,194)</u>
NET CASH FROM OPERATING ACTIVITIES	2,101,848	4,110
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	<u>(2,000,000)</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	101,848	4,110
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	68,471	64,361
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	170,319	68,471

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 : 30.05.2014

FOR & ON BEHALF OF THE BOARD
For Oswal Leasing Limited

Sd/-	Sd/-
(Vijay Gupta)	(Navdeep Sharma)
DIRECTOR	DIRECTOR

OSWAL LEASING LIMITED**NOMINATION REQUEST FORM**
(For Shares held in physical form)
(To be Submitted in Duplicate)

To
OSWAL LEASING LIMITED
105, ASHOKA ESTATE, 24, BARAKHAMBA ROAD, NEW DELHI.

I am/ We are holder(s) of shares of the Company as mentioned herein. I/We nominate the following person(s) in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of my/our death.

Nominee's Name	
Age	
S/o; W/o; D/o	
*Date of Birth	
*Guardian's Name	
Occupation of Nominee	
Nominee's Address	
Telephone No.	
E-mail address	
Specimen signature of nominee / guardian* (*To be filled in case nominee is a minor)	

Kindly take the aforesaid details on record.

Thanking you,

Yours faithfully

Signature

Folio No.	No. of Shares	Name of the holder(s)	Signature as per Specimen recorded with Company
		Sole/1st holder	
		2nd holder	
		3rd holder	
		4th holder	

Signature of two Witnesses

Name and Address	Signature with date
1.	1.
2.	2.

INSTRUCTIONS FOR FILING NOMINATION FORM

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. If the shares are held jointly, all joint holders will sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and address of the Guardian shall be given by the holders.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a Power of Attorney holder.
5. Transfer of shares in favour of nominee and repayment of amount to nominee shall be a valid discharge by the Company against the legal heir.
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request shall be rejected.
8. The nominations will be registered only when it is complete in all respects including the signatures of (a) all registered holders (as per specimen lodged with the company) and (b) the nominee.
9. Whenever the shares in the given folio are entirely transferred or transposed with some other folio, this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Company will register the form and allot a registration number. This number and folio no. should be quoted by the nominee in all future correspondence(s).
11. The nomination can be varied or cancelled by executing a fresh nomination form.
12. The Company will not entertain any claims other than those of a registered nominee, unless so directed by a Competent Court.

FOR OFFICE USE ONLY

Nomination Registration

Date of Registration

Checked by and signature of Employee

OSWAL LEASING LIMITED

Registered Office : 105, Ashoka Estate, 24, Barakhamba Road, New Delhi - 110 001
CIN : L65910DL1983PLC016036

BALLOT FORM

(Please read the instructions before completing the Form)

Sr. No. _____

Name and Registered Address of the Sole/First named Member :

Name of the Joint Member(s), if any :

Registered Folio No. / DP ID No. / Client ID No. :

No. of shares held :

I/We hereby exercise my/our vote(s) in respect of the following Resolutions as set out in the Notice dated August 14, 2014 of the Company by conveying my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark (✓) at the appropriate box below :

Resolution No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a director in place of Mr. Dinesh Gogna (DIN 00498670), who retires by rotation and being eligible offers himself for re-appointment.			
3	To appoint Auditors and fix their remuneration.			

Signature of the Member
or
Authorised Representative

Place :

Date :

Notes :

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and this form.
(ii) Last date for receipt of Postal Ballot Form : 25th September, 2014 (6.00 p.m.)
(iii) Please read the instructions printed overleaf carefully before exercising your vote.

Instructions

1 General Instructions:

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. Members can also cast their votes at the Annual General Meeting of the Company to be held on 29th September, 2014. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Ballot shall be considered as invalid.
- c. **Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below under instructions No. 2(c)**
- d. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

2 Instructions for voting physically by Ballot Form:

- a. A member desirous of exercising his/her vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Sh. Anil Setia, Practicing Company Secretary, 215, Suneja Tower-II, District Centre, Janakpuri, New Delhi - 110058.
- b. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- c. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member whose names appear in Register of members as on 26th September, 2014 or Register of beneficial owners, maintained by the Depositories at the close of 25th September, 2014.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer Sh. Anil Setia, Practicing Company Secretary, at 215, Suneja Tower-II, District Centre, Janakpuri, New Delhi - 110058 not later than the close of working hours (6.00 p.m.) on Thursday, the 25th September, 2014. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 2(g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signatures. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly filled Ballot Forms will be rejected.
- k. The results of the voting on Resolution will be announced on 1st October, 2014, at 4.00 p.m. at the Registered Office of the Company. The results would be displayed for the information of the Members and also posted on the Company's website i.e. www.ownmahar.com, besides communicating to the Stock Exchanges where the Company's shares are listed.

OSWAL LEASING LIMITED

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CIN : L65910DL1983PLC016036

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and
rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member :

Registered Address :

Email ID :

Folio No. / Client ID :

DP ID :

I/We being the member(s) of shares of the above named company, hereby appoint:

1. Name
Address
Email ID
Signatures

or failing him

2. Name
Address
Email ID
Signatures

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company to be held on Monday, the 29th September, 2014 at 11.00 a.m. at New Delhi YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi-110001 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	Optional	
		For	Against
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a director in place of Mr. Dinesh Gogna (DIN 00498670), who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint Auditors and fix their remuneration.		

Signed this day of 2014

Signature of shareholder :

Signature of Proxy holder(s) :

Note :

Affix
one rupee
Revenue
Stamp here

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, please refer to the Notice of the 30th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details of member(s) in above box before submission.

OSWAL LEASING LIMITED

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ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

DP ID / Client ID

Folio No. / No. of Shares held

I/We hereby record my / our presence at the 30th Annual General Meeting of the Company being held on Monday, 29th day of September, 2014 at 11.00 a.m. at the YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi - 110 001

Signature of Shareholder(s) 1.

2.

3

Signature of the Proxyholder

Applicable for investors holding shares in electronic form.

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over to the entrance of the meeting venue.