



# Oswal Leasing Limited

Regd. Office : 105, Ashoka Estate, 24, Barakhamba Road, New Delhi - 110 001  
E-mail : oswal\_leasing@owmnahar.com, CIN : L65910DL1983PLC016036

Ref. No. OLL/Sec/2021-2022

August 30, 2021

Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

Scrip Code: 509099

**Subject: Annual Report of the Company for the Financial Year 2020-2021**

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2020-2021 along with the Notice convening the 37<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, the 28<sup>th</sup> day of September, 2021 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the 37<sup>th</sup> AGM and the Annual Report of the Company for the financial year 2020-2021 is also being sent through electronic mode to all the Members of the Company whose email addresses are registered with the Company/Company's Registrar and Transfer Agent i.e. Alankit Assignments Limited/ Depository Participant(s).

The Annual Report for the financial year 2020-2021 including the Notice convening the 37<sup>th</sup> AGM is also available on the website of the Company at [http://owmnahar.com/leasing\\_ltd/annual-reports.php](http://owmnahar.com/leasing_ltd/annual-reports.php)

This is for your information and record.

Thanking you,  
Yours Truly,

For Oswal Leasing Limited

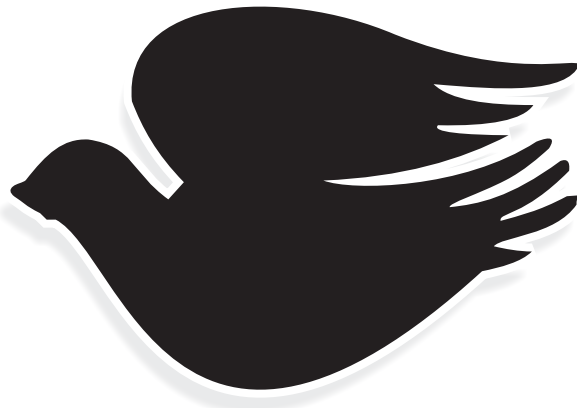
Palak Narang  
Company Secretary & Compliance Officer



Enclosed: as above

# **OSWAL**

LEASING LIMITED



**37th ANNUAL REPORT**

2020-2021

# OSWAL LEASING LIMITED

## BOARD OF DIRECTORS

Sh. Kamal Oswal  
Sh. Dinesh Gogna  
Smt. Monica Oswal  
Sh. Vijay Kumar Gupta  
Sh. Navdeep Sharma  
Dr. Roshan Lal Behl (appointed w.e.f. 12.08.2021)  
Dr. Manisha Gupta (appointed w.e.f. 12.08.2021)

## DESIGNATION

Chairman and Director  
Director  
Director  
Independent Director  
Independent Director  
Additional Director (Independent)  
Additional Director (Independent)

## KEY MANAGERIAL PERSONNEL

Ms. Harasees Kaur (appointed w.e.f. 01.08.2020) Manager Cum Chief Financial Officer  
Ms. Palak Narang Company Secretary and Compliance Officer

## STATUTORY AUDITORS

Ashish Sunil Jain & Co.  
Chartered Accountants  
4th Floor, Neco Complex, Opp. Green Florists,  
Pakhawal Road, Gurdev Nagar, Ludhiana-141002

## BANKER

Indian Bank

## SECRETARIAL AUDITORS

M.G. Jindal & Associates  
SCO 7-8, 4th Floor, Jandu Tower, G.T. Road,  
Miller Ganj, Ludhiana-141 003, Punjab

## REGISTRAR AND SHARE TRANSFER AGENT

Alankit Assignments Limited  
Alankit House, 4E/2, Jhandewalan Extension,  
New Delhi – 110 055

## REGISTERED OFFICE

105, Ashoka Estate, 24, Barakhamba Road,  
New Delhi-110 001

## ADMINISTRATIVE OFFICE

Premises Oswal Woollen Mills Limited, G.T. Road,  
Sherpur, Ludhiana-141 003, Punjab

## 37TH ANNUAL GENERAL MEETING

**DAY:** Tuesday  
**DATE:** 28th September, 2021  
**TIME:** 11:00 A.M.  
**through Video Conferencing (VC)/  
Other Audio Visual Means (OAVM)**

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**OSWAL LEASING LIMITED**

**Registered Office: 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110001**  
**CIN: L65910DL1983PLC016036 Phone: 011-23722935 Fax: 011-23316374**  
**Email: oswal\_leasing@owmnahar.com Website: www.owmnahar.com**

**NOTICE OF 37TH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 37th Annual General Meeting of the Members of **OSWAL LEASING LIMITED** will be held on Tuesday, the 28th day of September, 2021 at 11:00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of **Smt. Monica Oswal (DIN: 00566052)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 164 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Dr. Roshan Lal Behl (DIN: 06443747), who was appointed as an Additional Director of the Company with effect from August 12, 2021 by the Board of Directors of the Company in the capacity of Independent Director as per Section 161 of the Companies Act, 2013, who shall hold office upto the date of ensuing Annual General Meeting and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, and eligible for being appointed as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of Five (5) consecutive years commencing with effect from August 12, 2021 upto August 11, 2026.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

4. **Appointment of Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 164 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and



Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Dr. Manisha Gupta (DIN: 06910242), who was appointed as an Additional Director of the Company with effect from August 12, 2021 by the Board of Directors of the Company in the capacity of Independent Director as per Section 161 of the Companies Act, 2013, who shall hold office upto the date of ensuing Annual General Meeting and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, and eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of Five (5) consecutive years commencing with effect from August 12, 2021 upto August 11, 2026.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Oswal Leasing Limited**

**(Palak Narang)**

**Company Secretary**

**Membership No. ACS 43749**

**Place: New Delhi**

**Date : 12.08.2021**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the 37th Annual General Meeting (AGM) under Item Nos. 3 and 4, is annexed hereto.
2. The information about the Directors seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India is annexed to this Notice.
3. In view of the continuing Covid-19 pandemic, the 37th Annual General Meeting (AGM) is convened through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to **General Circular numbers 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “SEBI Circulars”),** which allow the companies to hold AGM through VC/OAVM, which does not require physical presence of members at a common venue.



**In compliance with the provisions of the Act, MCA Circulars and SEBI Circulars, the 37th AGM of the Company is being held through VC/OAVM on Tuesday, the 28th day of September, 2021 at 11:00 A.M. The deemed venue for the 37th AGM shall be the Registered Office of the Company i.e. 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001.**

4. **Pursuant to MCA General Circular No. 14/2020 dated April 08, 2020, read with MCA General Circular No. 20/2020 dated May 05, 2020**, the facility to appoint proxy to attend and cast vote for the members is not available for this 37th AGM as the AGM is convened through VC / OAVM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map is not required to be annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the 37th AGM through VC/OAVM and cast their votes through e-voting.
5. Corporate members intending to appoint authorised representative(s) to attend the AGM through VC/OAVM and vote on their behalf at the 37th AGM are requested to send to the Company a scanned certified true copy of the resolution of the Board of Directors (PDF Format) authorising their representative(s) to attend and vote along with specimen signature of the duly authorised representative(s) to Scrutinizer by e-mail at [mgjindal@gmail.com](mailto:mgjindal@gmail.com) and to the Company at [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com) before the commencement of the 37th AGM.
6. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote during the meeting, provided the votes are not already cast by remote e-voting.
8. The Register of Directors and Key Managerial Personnels and their shareholding, Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Register of Members as maintained by RTA, respectively will be available electronically for inspection by the members at the AGM.
9. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 22, 2021 to Tuesday, September 28, 2021** (both days inclusive) for AGM purpose.
10. In accordance with MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and SEBI Circulars dated May 12, 2020 and January 15, 2021 due to COVID-19 pandemic, the Notice of 37th AGM along with the Annual Report for the financial year 2020-2021 is being sent only through electronic mode to those Members, whose E-mail addresses are registered with the Company/ Company's Registrar and Share Transfer Agents, Alankit Assignments Limited (RTA) / Depositories. Members may also note that the Notice of 37th AGM along with the Annual Report for the financial year 2020-2021 has been uploaded on the Company's website at [www.owmnahar.com](http://www.owmnahar.com) and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com). The Notice of the 37th AGM may also be accessed by the members from the website of CDSL i.e. [evotingindia.com](http://evotingindia.com)
11. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 and as per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in



dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. However, it is clarified that, members can continue holding shares in physical form. Transfer of shares in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to consider converting their holdings in the dematerialised form to eliminate the risk of associated with physical shares. The Members who are desirous to convert their physical holdings into dematerialised form, may contact Depository Participant of their choice in this regard. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ Nominee(s).

12. Members are requested to intimate changes, if any pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held in electronic form and to M/s Alankit Assignments Ltd in case the shares are held in physical form, quoting their folio no.. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
13. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s Alankit Assignments Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. (i) All the documents referred to in the Notice of the Meeting will be available for electronic inspection for Members on all working days (except holiday) between 10:00 AM to 1:00 PM upto the date of Annual General Meeting. Members seeking to inspect such documents can send an E-mail to [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com) by mentioning their DP ID & Client ID/ Physical Folio Number.  
(ii) Members seeking any information with regard to annual accounts at the time of meeting are requested to send their queries to the Company via E-mail to [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com) at least seven days before the date of meeting so as to enable the management to keep the relevant information ready.  
(iii) The members / investors may send their complaints/ queries, if any to the Company's RTA at [rta@alankit.com](mailto:rta@alankit.com) or to the Company at [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com)
16. To support the 'Green Initiative' and for receiving all communication (including Notice and Annual Report) from the Company electronically, the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Alankit Assignments Ltd in case the shares are held by them in physical form.



**Process for those Members whose email ids are not registered:**

- i. **For Members holding shares in physical form-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company email id at [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com) /RTA email id at [rta@alankit.com](mailto:rta@alankit.com).
  - ii. **For Members holding shares in Demat form-** Please update your email id & mobile no. with your respective Depository Participant (DP).
  - iii. **For Individual Demat shareholders-** In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
17. Since the 37th AGM being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 read with MCA circulars and SEBI Circulars, the Route Map, Attendance Slip, ballot form and proxy form are not attached to this Notice.
18. **Instructions of shareholders for remote e-voting and joining 37th Annual General Meeting through VC/OAVM are as under:**
- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting and through e-voting system to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Tuesday, September 21, 2021** may cast their vote by electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. **Tuesday, September 21, 2021** may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. The remote e-voting period begins on **Saturday, September 25, 2021 at 09.00 A.M. and ends on Monday, September 27, 2021 at 05.00 P.M.** The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **Tuesday, September 21, 2021**.
  - iv. Members will be provided with the facility for voting through electronic voting system during the VC





proceedings at the AGM and Members participating at the AGM, who could not cast their vote by remote e-Voting. They will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members could have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. **The remote e-Voting module on the day of the AGM shall be disabled by CDSL for voting 30 minutes after the conclusion of the Meeting.**

- v. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under regulation 44 of the Listing Regulations, Listed companies are required to provide remote e-voting facility to its shareholders in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional members / retail members is at a negligible level.

Currently there are multiple e-voting service providers (“ESPs”) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.

- vi. In view of the aforesaid SEBI Circular dated December 9, 2020, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in demat mode** is given below:

Type of Members	Login Methods
<b>Individual members holding shares in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>



	<ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<p><b>Individual members holding shares in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



<p><b>Individual member (holding shares in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual members holding shares in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual members holding shares in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual members holding shares in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**vii. Login method for e-voting and joining virtual meeting for physical members and members other than individual holding in demat form is as under:**

- 1) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders/Members” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:



	<b>For members holding shares in both demat and physical form other than individual members</b>
<b>PAN</b>	<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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (5).</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN **210813006** for the relevant **Oswal Leasing Limited** on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.



- xvii.** If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii.** Members can also cast their vote using CDSL's mobile app "m-Voting available" for android, Apple and Windows based mobiles. The m- Voting app can be downloaded from Google Play Store, App Store and the Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians- Remote e-voting:**
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts Linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [oswal\\_leasing@owmnaahar.com](mailto:oswal_leasing@owmnaahar.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 19. Instructions for members attending the AGM through VC/OAVM and e-voting during the 37th AGM are as under:**
- i.** The procedure for attending AGM & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - ii.** The link for VC/OAVM to attend AGM will be available in shareholder/members login where the EVSN **210813006** of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
  - iii.** Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - iv.** Members are encouraged to join the Meeting through Laptops / iPads for better experience.
  - v.** Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - vi.** Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



- vii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com). These queries will be replied by the Company suitably by email.
- viii. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- ix. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the AGM.
- xi. The Members can login and join the 37th AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. Members who have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or Toll Free No.: 1800-200-5533.
21. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
22. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the remote e-voting:
- Ms. Palak Narang  
Company Secretary and Compliance Officer  
105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001  
Ph. 011-23722935, E-mail Id: [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com).



**23. Other instructions:**

- i. The Company has appointed Sh. Madan Gopal Jindal of M/s. M. G. Jindal & Associates, Practicing Company Secretaries (C.P. No. 2712), as the Scrutinizer to scrutinize the remote e-voting and e-voting process at the AGM in a fair and transparent manner.
- ii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility.
- iii. The Scrutinizer shall, immediately after the conclusion of AGM, unblock the votes cast at the meeting through e-voting system and the votes cast through remote e-voting and not later than 48 hours from the conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in the favour or against, if any, forthwith to the Chairman or a person authorized by the Chairman in writing for counter signature.
- iv. The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.owmnaahar.com](http://www.owmnaahar.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the BSE Limited where the shares of the Company are listed for placing the same in their website at [www.bseindia.com](http://www.bseindia.com).
- v. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the 37th Annual General Meeting i.e. **Tuesday, September 28, 2021**.

**By order of the Board of Directors  
For Oswal Leasing Limited**

**Place: New Delhi  
Date : 12.08.2021**

**(Palak Narang)  
Company Secretary  
Membership No. ACS 43749**

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No.: 3**

Pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Roshan Lal Behl (DIN: 06443747) for the office of the Independent Director of the Company. The Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Roshan Lal Behl (DIN: 06443747),



has recommended to the Board for his appointment. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Roshan Lal Behl, (DIN: 06443747) in its Meeting held on August 12, 2021 has appointed him as an Additional Director of the Company in the capacity of Independent Director on the Board of the Company for a period of Five (5) consecutive years commencing with effect from August 12, 2021 upto August 11, 2026 subject to approval of shareholders of the Company. In terms of section 161 of the Companies Act, 2013, Dr. Roshan Lal Behl (DIN: 06443747) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the Company.

Dr. Roshan Lal Behl is 64 years of age. He is M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies). He is having more than 39 years of experience in Teaching. He retired as Principal from Sri Aurobindo College of Commerce and Management, Ludhiana in November, 2019. He has also served as Director of Ludhiana Stock Exchange from 2012 to 2014. Having regard to his vast knowledge and expertise, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Roshan Lal Behl (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, (iii) intimation that he is not debarred from holding the office as a director by virtue of any SEBI Order or any other authority, and (iv) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and also Regulation 16(1)(b) of the Listing Regulations along with a declaration that he have registered himself with the Independent Director's Database maintained by the IICA as provided in sub-rule (3) rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Dr. Roshan Lal Behl fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for his appointment as an Independent Director is available for electronic inspection without any fee by the members and is also available on Company's website [www.owmnahar.com](http://www.owmnahar.com).

Dr. Roshan Lal Behl does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors, Key Managerial Personnel or their relatives, except appointee himself Dr. Roshan Lal Behl, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

Brief resume of the Dr. Roshan Lal Behl, nature of his expertise in specific functional area and names of the Companies in which he holds the directorship/ membership/ chairmanship of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, are provided at the end of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of Members.





**Item No. : 4**

Pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Manisha Gupta (DIN: 06910242) for the office of the Independent Director of the Company. The Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Manisha Gupta (DIN: 06910242), has recommended to the Board for her appointment. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Manisha Gupta (DIN: 06910242) in its Meeting held on August 12, 2021 has appointed her as an Additional Director of the Company in the capacity of Independent Director on the Board of the Company for a period of Five (5) consecutive years commencing with effect from August 12, 2021 upto August 11, 2026 subject to approval of shareholders of the Company. In terms of section 161 of the Companies Act, 2013, Dr. Manisha Gupta (DIN: 06910242) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the Company.

Dr. Manisha Gupta is 42 years of age. She is B. Com, MBA (Finance), UGC and Ph.D. She is having more than 20 years of experience in Teaching and Research of Management and Administration. Presently, she is working as a Director at Punjab Institute of Management and Technology, Mandi Gobindgarh. Having regard to her vast knowledge and expertise, it will be in the interest of the Company to appoint her as an Independent Director.

The Company has received from Dr. Manisha Gupta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 of the Companies Act, 2013, (iii) intimation that she is not debarred from holding the office as a director by virtue of any SEBI Order or any other authority, and (iv) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and also Regulation 16(1)(b) of the Listing Regulations along with a declaration that she have registered herself with the Independent Director's Database maintained by the IICA as provided in sub-rule (3) rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Dr. Manisha Gupta fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for her appointment as an Independent Director is available for electronic inspection without any fee by the members and is also available on Company's website [www.owmnahar.com](http://www.owmnahar.com)

Dr. Manisha Gupta does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors, Key Managerial Personnel or their relatives, except appointee herself Dr. Manisha Gupta, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

Brief resume of the Dr. Manisha Gupta, nature of her expertise in specific functional area and names of the Companies in which she holds the directorship/ membership/ chairmanship of Board Committees,



shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, are provided at the end of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of Members.

**By order of the Board of Directors  
For Oswal Leasing Limited**

**Place: New Delhi  
Date : 12.08.2021**

**(Palak Narang)  
Company Secretary  
Membership No. ACS 43749**



**ANNEXURE TO THE NOTICE**

**Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings regarding Directors seeking appointment/re-appointment as set out in this notice furnished below:**

<b>Particulars</b>	<b>Retire by Rotation</b>	<b>Appointment</b>	<b>Appointment</b>
<b>Names</b>	Smt. Monica Oswal (DIN: 00566052)	Dr. Roshan Lal Behl (DIN: 06443747)	Dr. Manisha Gupta (DIN: 06910242)
<b>Designation</b>	Director	Independent Director	Independent Director
<b>Date of Birth</b>	25/02/1972	28/01/1957	19/06/1979
<b>Age</b>	49 years	64 Years	42 years
<b>Brief Profile / Expertise in Specific field/ Qualification</b>	Smt. Monica Oswal has done Bachelor's Degree in Commerce from the Government College for Women, Punjab University. She is having more than 18 years of experience in the field of Marketing and Branding.	Dr. Roshan Lal Behl has done M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies). He is having more than 39 years of experience in Teaching. He retired as Principal from Sri Aurobindo College of Commerce and Management, Ludhiana in November, 2019. He has also served as Director of Ludhiana Stock Exchange from 2012 to 2014.	Dr. Manisha Gupta has done B.Com, MBA (Finance), UGC and Ph.D. She is having more than 20 years of experience in Teaching and Research of Management and Administration. Presently, she is working as a Director at Punjab Institute of Management and Technology, Mandi Gobindgarh.
<b>Date of Appointment</b>	25.03.2015	12.08.2021	12.08.2021
<b>Terms of Appointment</b>	Liable to retire by rotation	5 years w.e.f. August 12, 2021.	5 years w.e.f. August 12, 2021.
<b>Remuneration for the Financial Year 2020-2021</b>	Rs. 12,500/- (Rupees Twelve Thousand and Five Hundred only) (Sitting Fees)	N.A.	N.A.
<b>Remuneration sought to be paid</b>	Sitting fees to be paid for attending the Meeting of the Board	Sitting fees to be paid for attending the Meeting of the Board	Sitting fees to be paid for attending the Meeting of the Board
<b>No. of Equity Shares held in the Company</b>	Nil	Nil	Nil



<b>No. of Meetings of the Board attended during the year</b>	5 out of 5	N.A.	N.A.																																																								
<b>Disclosure of Relationship:</b>	Sister of Sh. Kamal Oswal	None	None																																																								
<b>List of Directorships of other Board</b>	<ol style="list-style-type: none"> <li>1. Monte Carlo Fashions Limited</li> <li>2. Vanaik Spinning Mills Limited</li> <li>3. Ginnar Investment Ltd</li> <li>4. Vardhman Investments Ltd</li> <li>5. Ruchika Growth Fund Private Limited</li> <li>6. Monica Growth Fund Private Limited</li> <li>7. Monica Oswal Products Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Nahar Industrial Enterprises Limited</li> <li>2. Nahar Spinning Mills Limited</li> <li>3. Nahar Capital and Financial Services Limited</li> <li>4. Oswal Woollen Mills Limited</li> <li>5. Monte Carlo Fashions Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Nahar Industrial Enterprises Limited</li> <li>2. Nahar Spinning Mills Limited</li> <li>3. Nahar Poly Films Limited</li> <li>4. Nahar Capital and Financial Services Limited</li> <li>5. Oswal Woollen Mills Limited</li> <li>6. Cotton County Retail Limited</li> <li>7. Monte Carlo Fashions Limited</li> </ol>																																																								
<b>List of Memberships/ Chairmanships of Committees of other Board</b>	Nil	<table border="1"> <tr> <td colspan="2"><b>1. Nahar Industrial Enterprises Ltd.</b></td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>2. Nahar Capital and Financial Services Limited</b></td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>3. Nahar Spinning Mills Limited</b></td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>4. Oswal Woollen Mills Ltd.</b></td> </tr> <tr> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td colspan="2"><b>5. Monte Carlo Fashions Limited</b></td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </table>	<b>1. Nahar Industrial Enterprises Ltd.</b>		Audit Committee	Member	Nomination and Remuneration Committee	Member	<b>2. Nahar Capital and Financial Services Limited</b>		Nomination and Remuneration Committee	Member	<b>3. Nahar Spinning Mills Limited</b>		Risk Management Committee	Member	<b>4. Oswal Woollen Mills Ltd.</b>		Audit Committee	Chairman	Nomination and Remuneration Committee	Chairman	<b>5. Monte Carlo Fashions Limited</b>		Audit Committee	Member	Stakeholders Relationship Committee	Member	Nomination and Remuneration Committee	Member	<table border="1"> <tr> <td colspan="2"><b>1. Nahar Industrial Enterprises Ltd.</b></td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>2. Nahar Poly Films Limited</b></td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>3. Nahar Capital and Financial Services Limited</b></td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>4. Oswal Woollen Mills Ltd.</b></td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td colspan="2"><b>5. Cotton County Retail Limited</b></td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </table>	<b>1. Nahar Industrial Enterprises Ltd.</b>		Audit Committee	Member	<b>2. Nahar Poly Films Limited</b>		Stakeholders Relationship Committee	Chairperson	Nomination and Remuneration Committee	Member	<b>3. Nahar Capital and Financial Services Limited</b>		Nomination and Remuneration Committee	Member	<b>4. Oswal Woollen Mills Ltd.</b>		Audit Committee	Member	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Member	<b>5. Cotton County Retail Limited</b>		Audit Committee	Member	Nomination and Remuneration Committee	Member
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			<b>6. Monte Carlo Fashions Limited</b>
			Audit Committee
			Member
			<b>7. Nahar Spinning Mills Limited</b>
			Nomination and Remuneration Committee
			Member

**By order of the Board of Directors  
For Oswal Leasing Limited**

**Place: New Delhi  
Date : 12.08.2021**

**(Palak Narang)  
Company Secretary  
Membership No. ACS 43749**



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Seventh (37th) Annual Report of the Company along with the Audited Financial Statements for the Financial Year ended March 31, 2021. Your Company is a Non-Banking Financial Company (Non- public deposit taking company) and registered under Reserve Bank of India ("RBI") vide registration number 14.00489 dated March 19, 1998.

### FINANCIAL PERFORMANCE:

A summary of the Company's Financial Performance for the Financial Year 2020-2021 is as under:

(Amount in Rs.)

PARTICULARS	Financial year ended on March 31, 2021	Financial year ended on March 31, 2020
Revenue from operations	1,864,401	1,706,936
Other Income	14,843	-
<b>Total income</b>	<b>1,879,244</b>	<b>1,706,936</b>
Profit before tax	581,854	53,756
Less: Tax - Current Tax	147,000	13,700
<b>Profit after tax</b>	<b>434,854</b>	<b>40,056</b>
<b>Other Comprehensive Income</b>	<b>(662,778)</b>	<b>630,063</b>
<b>Total Comprehensive Income</b>	<b>(227,924)</b>	<b>670,119</b>
<b>Earning Per Equity Share</b>	<b>0.87</b>	<b>0.07</b>

### INDIAN ACCOUNTING STANDARDS:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs (MCA) under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and applicable guidelines issued by the Reserve Bank of India (RBI). The financial statements have been prepared in accordance with the format prescribed for a Non-Banking Financial Company (NBFC) in compliance of the Companies (Indian Accounting Standards) Rules, 2015, in Division III of Notification No. GSR 1022 (E) dated October 11, 2018, issued by the Ministry of Corporate Affairs.

### IMPACT OF COVID-19 OUTBREAK:

On account of COVID-19 pandemic, the Government of India had imposes a complete nation-wide lockdown on March 24, 2020 leading to temporarily shut down of Company's activities and operations for some period during first quarter, Since then the Government of India progressively relaxed lockdown Conditions and has allowed company to resume its operations, in-line with the Government's safety and security norms from Covid-19. The Company has taken various measures to take care of the livelihoods of



its employees and their safety and security. The steps include providing masks, hand sanitizers, disinfectants, conducting regular temperature checks and being very vigilant on employees and essential visitors at our office.

The Company has made assessment of its liquidity position for the current year and the recoverability 2nd Carrying value of its assets. The Company has considered internal and external sources of information for making said assessment. On the basis of said assessment, the Company expects to recover the Carrying amount of these assets and no material adjustments are required. Given the uncertainties associated with nature, condition and duration of COVID-19, the Company will closely monitor any material Changes arising out of the future economic conditions and its impact on the business of the Company. The Company has adjusted its investment/financial activity in digital mode as permitted. The Company is mainly doing the Business with long term perspective and hence temporary volatility in the financial markets will have little impact.

#### **FINANCIAL PERFORMANCE REVIEW AND STATE OF COMPANY AFFAIRS:**

We would like to inform you that the Company's activities can be classified under one segment namely; Investment/Financial Activities. The Interest income earned during the year was Rs. 1,534,401/- (Previous Year Rs. 1,706,936/-). The dividend income earned during the year was Rs. 330,000/- (Previous Year Rs. Nil). The profit of the Company before tax is Rs. 581,854/- out of which Rs. 53,756/- has been provided towards tax liability of the Company. The Net Profit for the year stood at Rs. 434,854/- as compared to Net Profit of Rs. 40,056/- reported in the Previous Year.

#### **TRANSFER TO RESERVE:**

During the year under review, the Company has not transferred any amount to the General Reserve. The General Reserve of the Company stood at Rs. 235,625/- as at 31.03.2021 and a sum of Rs. 87,000/- 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. 13,390,200/- is carried over to the Balance Sheet.

#### **DIVIDEND:**

During the year under review, your directors do not recommend dividend due to conservation of profits and continued investment in the business.

#### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

#### **CHANGE IN THE NATURE OF BUSINESS:-**

During the year under review, there was no change in the nature of the business of the Company.

#### **SHARE CAPITAL:**

The paid up Equity Share Capital as at March 31, 2021 stood at Rs. 5,000,000/-. During the year under review, there was no change in the Company's Issued, Subscribed and Paid-up Equity Share Capital. The Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2021, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.



## **REPORTING OF FRAUDS:**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and rules framed thereunder.

## **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on March 31, 2021, the Board of Directors consists of 5 (Five) Directors i.e. 3 (Three) Non-Executive Directors and 2 (Two) Non-Executive Independent Directors. There was no change in the composition of the Board of Directors of the Company during the year under review.

### ***Inductions/Retirement of Directors***

The second term of appointment of Sh. Navdeep Sharma (DIN: 00454285) and Sh. Vijay Kumar Gupta (DIN: 00506399), as Independent Directors of the Company comes to an end upon the conclusion of 37th Annual General Meeting of the Company. They will cease to be Independent Directors of the Company at the conclusion of this Annual General Meeting. The Board places on record its appreciation for the valuable services rendered by Sh. Navdeep Sharma (DIN: 00454285) and Sh. Vijay Kumar Gupta (DIN: 00506399) during their tenure as Independent Directors of the Company.

Accordingly, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Roshan Lal Behl (DIN: 06443747) and Dr. Manisha Gupta (DIN: 06910242) as Independent Directors of the Company. The Nomination and Remuneration Committee after verifying their profile and suitability has recommended their appointments to the Board. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Roshan Lal Behl (DIN: 06443747) and Dr. Manisha Gupta (DIN: 06910242) in its Meeting held on August 12, 2021 had appointed them as Additional Directors of the Company in the capacity of Independent Directors on the Board of the Company for a period of five (5) consecutive years commencing with effect from August 12, 2021 upto August 11, 2026 subject to approval of shareholders of the Company. In terms of section 161 of the Companies Act, 2013, Dr. Roshan Lal Behl (DIN: 06443747) and Dr. Manisha Gupta (DIN: 06910242) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as Independent Directors of the Company. The necessary resolutions for their appointments have been proposed in the accompanying Notice for your approval.

In the opinion of the Nomination and Remuneration Committee and Board, Dr. Roshan Lal Behl and Dr. Manisha Gupta, Independent Directors possesses requisite experience, expertise and holds high standards of integrity. Being eligible, Dr. Roshan Lal Behl and Dr. Manisha Gupta have offered themselves to be appointed as the Independent Directors of your Company.

### ***Woman Director:***

In terms of the provisions of Section 149 of the Companies Act, 2013, your Company has Smt. Monica Oswal and Dr. Manisha Gupta as Woman Directors on the Board.

### ***Retirement by Rotation:***

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Smt. Monica Oswal (DIN: 00566052), Director of the Company, shall retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers herself for re-appointment, on the same terms and conditions on which she was appointed/ re-appointed.





In compliance with Regulation 36(3) of Listing Regulations and Secretarial Standards information about the Directors proposed to be appointed / re-appointed is attached along with the Notice calling the ensuing Annual General Meeting.

**Statement of Declaration from Independent Directors:**

In terms of Section 149(7) of the Companies Act, 2013, the Company has received necessary declaration from all the Independent Directors of the Company. All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act, Regulation 16(1)(b) of the Listing Regulations along with the declaration that they have registered themselves with the Independent Director's Database maintained by the IICA as provided in sub-rule (3) rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

**Key Managerial Personnel:**

The following persons are the Key Managerial Personnel (KMP's) as on March 31, 2021 in accordance with the provision of Section 203 of Companies Act, 2013 and rules made there under:

<b>Names of KMP's</b>	<b>Designation</b>
Ms. Palak Narang	Company Secretary
Ms. Harasees Kaur*	Manager Cum Chief Financial Officer

\*During the year under review, Ms. Surbhi Arora had resigned from the post of Manager Cum Chief Financial Officer with effect from July 31, 2020 and in her place Ms. Harasees Kaur is appointed by the Board of Directors as Manager Cum Chief Financial Officer of the Company with effect from August 01, 2020 in the Board Meeting held on July 31, 2020 for a term of three (3) consecutive years subject to the approval of members and members of the Company at their 36th Annual General Meeting held on September 26, 2020 had approved the appointment of Ms. Harasees Kaur as Manager of the Company.

**NUMBER OF BOARD MEETINGS HELD:**

The Board meets at regular intervals to discuss and decide on policy and strategy apart from other business discussions. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) through circulation, as permitted by law, which is confirmed in the subsequent Board Meeting.

During the year under review, the Board of Directors duly met on Five (5) occasions viz. June 25, 2020; July 31, 2020; November 11, 2020; February 12, 2021 and March 03, 2021 in respect of which proper notices were given and the proceedings were properly recorded. The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013. (Due to prevailing COVID-19 pandemic, the Company has availed the relaxation provided by SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and MCA vide General Circular No. 11/2020 dated March 24, 2020.)

**COMMITTEES OF THE BOARD:**

The Board has constituted the following committees in compliance with the Companies Act, 2013:



## **1. AUDIT COMMITTEE**

The Audit Committee of the Company consists of Sh. Vijay Kumar Gupta as Chairman, Sh. Navdeep Sharma and Smt. Monica Oswal as Members as at 31.03.2021. The Composition and Terms of Reference of the Audit Committee are in line with Section 177 of the Companies Act, 2013 and rules made thereunder.

During the year under review, the Audit Committee met on four (4) occasions viz. June 25, 2020; July 31, 2020; November 11, 2020 and February 12, 2021 to deliberate on various matters. The members of the Committee are the persons with ability to read, understand the Financial Statement. Not more than 120 days lapsed between any two consecutive meetings of the Audit Committee during the year. There have been no instances, where the Board has not accepted any recommendation of the Committee. The necessary quorum was present at all the Meetings.

## **2. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee of the Company consists of Sh. Navdeep Sharma as Chairman, Sh. Vijay Kumar Gupta and Smt. Monica Oswal as Members as at 31.03.2021. The Composition and Terms of Reference of the Stakeholders Relationship Committee are in line with Section 178 of the Companies Act, 2013 and rules made thereunder.

During the year under review, the Stakeholders Relationship Committee met on four (4) occasions viz. June 25, 2020; July 31, 2020; November 11, 2020 and February 12, 2021. The members of the Committee are effectively address shareholders grievances. The necessary quorum was present at all the meetings. No complaints remained unattended/ pending for more than thirty days. The Company has no share transfers/ transmission pending as on 31st March, 2021. Further, no shareholders complaint/ grievance were received under 'SCORES' during the Financial Year 2020-2021.

## **3. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee of the Company consists of Sh. Navdeep Sharma as Chairman, Sh. Vijay Kumar Gupta and Smt. Monica Oswal as Members as at 31.03.2021. The Composition and Terms of Reference of the Nomination and Remuneration Committee are in line with Section 178 of the Companies Act, 2013 and rules made thereunder.

During the year under review, the Nomination and Remuneration Committee met on one (1) occasion viz. July 31, 2020. The necessary quorum was present at all the meetings.

Apart from the aforesaid Committees of the Board, the Board has constituted Share Transfer Committee to expedite and streamline the process of transfer/ transmission/ Dematerialization/ Re-materialization of Equity Shares. The Share Transfer Committee of the Company consists of Sh. Navdeep Sharma as Chairman, Sh. Vijay Kumar Gupta and Smt. Monica Oswal as Members as at 31.03.2021.

During the year under review, the Share Transfer Committee met on four (4) occasions viz. June 25, 2020; July 31, 2020; November 11, 2020 and February 12, 2021. The necessary quorum was present at all the meetings.

The Company also obtains a Certificate of Compliance with the share transfer formalities from a Practicing Company Secretary as required under Regulation 40(9) of Listing Regulations and has submitted a copy of the said certificate with the Stock Exchange on half yearly basis.



**Attendance Details of Board and Committee Meetings held during the Financial Year 2020-2021:**

The details of meetings attended by the Members of Board as well as Committees are as follows:

Name of Directors	Category	No. of Board Meetings attended	No. of Committee Meetings Attended			
			Audit	Stakeholders Relationship	Nomination and Remuneration	Share Transfer
Sh. Kamal Oswal	Chairman & Director	5 out of 5	-	-	-	-
Sh. Dinesh Gogna	Director	5 out of 5	-	-	-	-
Smt. Monica Oswal	Director	5 out of 5	4 out of 4	4 out of 4	1 out of 1	4 out of 4
Sh. Vijay Kumar Gupta	Independent Director	5 out of 5	4 out of 4	4 out of 4	1 out of 1	4 out of 4
Sh. Navdeep Sharma	Independent Director	5 out of 5	4 out of 4	4 out of 4	1 out of 1	4 out of 4

**ANNUAL RETURN:**

The Annual Return of the Company, pursuant to sub-section 3 (a) of Section 134 and the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2020-2021 in the Form MGT-7 has been uploaded on Company's website and the web link for the same is [http://owmnahar.com/leasing\\_ltd/pdf/Annual-Return-2020-21.pdf](http://owmnahar.com/leasing_ltd/pdf/Annual-Return-2020-21.pdf)

**SECRETARIAL STANDARDS:**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

**PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS BY THE COMPANY:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forming a part of this Annual Report. The Company being a Non-Banking Financial Company registered under Reserve Bank of India Act, 1934, thus the provisions of Section 186 (except Sub Section 1) of the Companies Act, 2013 in respect of lending and investment activities, are not applicable to the Company.

**PARTICULARS OF CONTRACTS AND ARRANGEMENT MADE WITH RELATED PARTIES:**

During the year under review, No Related Party transactions entered into with Group Companies/ Related Parties as per given at Note No. 25 to the Financial Statements. No any contract or arrangement was entered into with the Related Parties as per Section 188(1) of the Companies Act, 2013 during the financial year ended March 31, 2021. Thus, the requirement for disclosure as required under Section 134(3)(n) of the Companies Act, 2013 for particulars of contracts or arrangement with related parties referred to in Section 188(1) is not applicable to the Company. We would like to inform you that during the year, no material related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.



**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company in accordance with Section 177 (9) of the Companies Act, 2013 has established a Vigil Mechanism/Whistle Blower Policy to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or grievances & to provide adequate safeguards against victimization of persons who may use such mechanism. The mechanism provides for direct access to the Chairman of the Audit Committee in exceptional circumstances. The Audit Committee reviews and ensures the adequacy of the system laid down by the Company for the said purpose and no concern was reported during the financial year ended March 31, 2021. The Vigil Mechanism/Whistle Blower Policy is posted on the website of the Company and the web link for the same is [http://www.owmnahar.com/leasing\\_ltd/pdf/Vigil-Mechanism\\_Whistle-Blower-Policy.pdf](http://www.owmnahar.com/leasing_ltd/pdf/Vigil-Mechanism_Whistle-Blower-Policy.pdf)

**NOMINATION AND REMUNERATION POLICY:**

The Nomination and Remuneration Committee recommends to the Board, the Company's policy on Directors', Key Managerial Personnel and Senior Management appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matters as per Section 178(3) of the Companies Act, 2013. The Nomination and Remuneration Policy is available on the Company's website and the web link for the same is [http://www.owmnahar.com/leasing\\_ltd/pdf/Nomination-and-Remuneration-Policy.pdf](http://www.owmnahar.com/leasing_ltd/pdf/Nomination-and-Remuneration-Policy.pdf)

**POLICY FOR PRESERVATION OF DOCUMENTS:**

In accordance with regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has adopted a policy for preservation of documents and the same is also available on the Company's website and the web link for the same is [http://www.owmnahar.com/leasing\\_ltd/pdf/Policy-on-Preservation-of-Documents.pdf](http://www.owmnahar.com/leasing_ltd/pdf/Policy-on-Preservation-of-Documents.pdf)

**POLICY FOR DETERMINATION OF MATERIALITY OF THE DISCLOSURE OF EVENTS & INFORMATION:**

In accordance with regulation 30 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy has been adopted regarding disclosures of any events or information which, in the opinion of the board of directors is material and the same is also available on the Company's website and the web link for the same is [http://www.owmnahar.com/leasing\\_ltd/pdf/Policy-for-Determination-of-Materiality-of-Events-or-Information.pdf](http://www.owmnahar.com/leasing_ltd/pdf/Policy-for-Determination-of-Materiality-of-Events-or-Information.pdf)

**ARCHIVAL POLICY:**

In accordance with regulation 30 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 an archival policy has been adopted by the Board. The Archival Policy is available on the Company's website and the web link for the same is [http://www.owmnahar.com/leasing\\_ltd/pdf/Policy-on-Archival-of-Documents.pdf](http://www.owmnahar.com/leasing_ltd/pdf/Policy-on-Archival-of-Documents.pdf)

**OTHER POLICIES:**

Your Company has also framed the Policies (i) the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; (ii) the Code of Conduct as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 and (iii) Policy on inquiry in case of leak of unpublished price sensitive information (UPSI) and the same is available on the website of Company at [www.owmnahar.com](http://www.owmnahar.com).



**FORMAL ANNUAL/BOARD EVALUATION:**

Pursuant to the Section 134(3) of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, performance of its Committees as well as directors individually. Further, the Independent Directors of the Company met once during the year on February 12, 2021 to review the performance of the Non-Independent Directors, Chairman of the Company and performance of the Board as a whole, review the performance of the Chairperson of the Company taking into account the views of non-executive directors, Composition of Board / Committees, Quality and timely flow of information that is necessary for the Board to effectively and reasonable perform their duties, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process and to take note of amendments and legal updates related to independent directors.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed M/s. Raj Gupta & Co., Chartered Accountants as an Internal Auditor of the Company. The Company has in place adequate internal financial control systems with reference to the Financial Statements. The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. During the year, Company's Internal Controls were tested and no reportable weakness in the system was observed.

**CORPORATE SOCIAL RESPONSIBILITY:**

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

**BUSINESS RISK MANAGEMENT:**

The Company is mainly engaged in the business of financing and investment activities, its main sources of income is interest income on loans and advances and dividend/income receivable on investments in Equity Shares/Debentures/Bonds made and held by it in other companies. The financial business is always prone to risks of capital market fluctuations and economic cycle. Your management at regular intervals evaluates various risks faced by the Company which could affect its business operations or threaten its existence. Major risks identified by the businesses and functions from time to time are systematically addressed through mitigating actions on a continuing basis.

**MATERIAL CHANGES OR COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY:**

There were no material changes or commitments, affecting the financial position of the company which has occurred between the end of Financial Year March 31, 2021 and the date of this report.

**PUBLIC DEPOSIT:**

The Company is registered as Non-deposit taking Non-Banking Financial Company with RBI. The Company has not accepted any Public Deposit within the meaning of Section 73 of the Companies Act,



2013 and rules made there under. There is no outstanding/unclaimed deposit from the public. However, the information as required under Rule 8 of the Companies (Accounts) Rules, 2014 is given hereunder:-

- (i) Deposits accepted during the year: Nil
- (ii) Deposits remained unpaid or unclaimed as at the end of the year: Nil
- (iii) Default in repayment of deposits and deposits which are not in compliance with the Requirements of Chapter V of the Companies Act, 2013: N.A.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the annual accounts for the year ended on March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the company for that period;
- c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) That the directors have prepared the annual accounts on a going concern basis;
- e) That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- f) That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013:**

The Company has zero tolerance for sexual harassment for women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2020-2021, the Company has not received any complaint on sexual harassment and hence no complaint remains pending as of March 31, 2021.

**CORPORATE GOVERNANCE:**

Pursuant to provisions of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the compliance with the Corporate Governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not be applicable to the Company as the paid up equity share capital of the Company is Rs.



5,000,000/- (Rupees Fifty Lakhs) and net worth of the Company is Rs. 27,621,585/- (Rupees Two Crore Seventy Six Lakhs Twenty One Thousand Five Hundred and Eighty Five Only) as on the last day of the previous financial year i.e. March 31, 2021 which is not exceeding Rs. 10 Crores and Rs. 25 Crores, respectively as per the latest audited Financial Statements as at March 31, 2021.

Whenever this regulation becomes applicable to the Company at a later date, the Company shall comply with requirements of this regulation within six months from the date on which such provisions became applicable to the Company.

## **AUDITORS AND THEIR REPORT:**

### **(a) STATUTORY AUDITORS**

We would like to inform you that in compliance with the provisions of Section 139 of Companies Act, 2013, M/s Ashish Sunil Jain & Co., Chartered Accountants, Ludhiana (Firm Registration No. 025047N) having their Office at 4th Floor, Nego Complex, Opp. Green Florists, Pakhowal Road, Gurdev Nagar, Ludhiana-141002, were appointed as Statutory Auditors of the Company in the 35th Annual General Meeting to hold office for a term of five consecutive years from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2024.

The Statutory Auditors of the Company have submitted the Auditor's Report on the Financial Statements of the Company for the Financial Year ended March 31, 2021. The Auditor's Report is self-explanatory and requires no comments. Further, there are no adverse remarks or qualification in the Report that calls for Board's explanation. During the year under review, there were no frauds reported by Auditors under Section 143(12) of Companies Act, 2013.

### **(b) SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company have appointed M/s M.G. Jindal & Associates, Company Secretaries in Practice (C.P. No. 2712) to undertake the Secretarial Audit of the Company for the financial year 2021-2022. The Company has received consent from M/s M.G. Jindal & Associates, Company Secretaries to act as the auditor for conducting audit of the secretarial records for the financial year ending 31st March, 2022.

M/s M.G. Jindal & Associates, Practicing Company Secretaries have carried out the Secretarial Audit for the financial year ended March 31, 2021. The Secretarial Audit Report in Form No. MR-3 for the financial year ended 31st March, 2021 under the Act, read with rules made thereunder, is annexed herewith as **Annexure 1** and forms an integral part of this report.

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in his Report for the year under review and therefore, does not call for any further comments.

### **(c) INTERNAL AUDITORS**

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors of the Company have appointed M/s. Raj Gupta & Co., Chartered Accountants to conduct the internal audit of the Company for the financial year 2021-2022. The Company has received consent from M/s Raj Gupta & Co., Chartered Accountants to conduct the internal audit of the Company for the financial



year ending 31st March, 2022.

M/s. Raj Gupta & Co., Chartered Accountants performs the duties of internal auditors of the Company for the financial year 2020-2021 and their report is reviewed by the audit committee.

**MAINTENANCE OF COST RECORDS AND COST AUDIT:**

The maintenance of Cost Records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company as such the Cost Audit is also not applicable to the Company as the Company is a Non-Banking Financial Company.

**SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES AND HOLDING COMPANIES:**

The Company does not have any Subsidiary, Joint Venture or Associate Company and Holding Company as on March 31, 2021.

**SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

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

**DISCLOSURE OF REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY:**

The information required pursuant to the provisions of Section 197 (12) read with rule 5 (1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as **Annexure-2** and forms part of this report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Particulars with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are not applicable, as the Company is a Non-Banking Financial Company. Hence, no disclosure is required.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis Report as required under Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report.

**GREEN INITIATIVE:**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Further, as per the provisions of Companies Act, 2013, the Company may send financial statements and other documents by electronic mode to its members. Your Company has decided to join the MCA in its environmental friendly initiative. Accordingly, henceforth Company propose to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are





having Demat A/c or send the same to the Company via e-mail at [oswal\\_leasing@owmnahar.com](mailto:oswal_leasing@owmnahar.com). We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.

**LISTING OF SECURITIES, LISTING FEES AND ANNUAL CUSTODY FEES:**

The Securities of the Company are listed on BSE Limited (Scrip Code: 509099), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company has paid the listing fee to the BSE Limited for the financial year 2021-2022. The Company has also made the payment of Annual Custody fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2021-2022.

**DEMATERIALISATION OF SECURITIES:**

Your Company has already established 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, who have not gone in for dematerialization of shares till date, are requested to opt for dematerialization of the shares at the earliest.

As per notification issued by the Securities and Exchange Board of India (SEBI), with effect from June 08, 2018 and further amended on November 30, 2018, the shares of the Company can be transferred only in dematerialized form. Members are advised to dematerialized share(s) in the Company to facilitate transfer of share(s). The ISIN of the company is INE811Q01018. 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 and Share Transfer Agent at below mentioned address:

M/s Alankit Assignments Limited (Unit: Oswal Leasing Limited)  
Alankit House, 4E/2, Jhandewalan Extension, New Delhi – 110 055  
Email Address: [rta@alankit.com](mailto:rta@alankit.com)  
Website: [www.alankit.com](http://www.alankit.com)

In case of any query/complaint remains unresolved with our Registrar and Share Transfer Agent of the Company please write to Company Secretary at the registered office of the Company.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:**

- (a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- (b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil
- (c) number of shareholders to whom shares were transferred from suspense account during the year: Nil
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil
- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable



**HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

The Industrial Relations remained cordial throughout the year. A detailed section on Human Resources/Industrial Relations is provided in the Management Discussion and Analysis Report, which forms part of this Annual Report.

**OTHER DISCLOSURES:**

- (i) No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable; and
- (ii) The requirement to disclose the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons there of, is not applicable.

**ACKNOWLEDGEMENT:**

The Board of Directors of the Company wish to 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. Your Board acknowledges support and cooperation received from all the regulatory authorities of the Central Government and State Government respectively. It also express its sincere appreciation of the employees at all levels for being encouraged to meet several challenges encountered and look forward to their valuable support and commitment in the times ahead.

**For and on behalf of the Board  
For Oswal Leasing Limited**

**Place: New Delhi  
Date : 12.08.2021**

**(Kamal Oswal)  
Director  
DIN: 00493213**

**(Navdeep Sharma)  
Director  
DIN: 00454285**



## **ANNEXURE-1 TO THE DIRECTORS' REPORT**

### **FORM NO. MR-3**

### **SECRETARIAL AUDIT REPORT**

### **FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021**

***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]***

To  
The Members,  
Oswal Leasing Limited  
(CIN: L65910DL1983PLC016036)  
105, Ashoka Estate, 24, Barakhamba  
Road, New Delhi- 110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oswal Leasing Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under were not attracted during the audit period as there was no instance of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as informed to us.

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
  - (i) SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015.
- vi) Reserve Bank of India Act, 1934 and Guidelines made there under. The Company is registered with Reserve Bank of India as a Non-Banking Financial Company (Non - Deposit taking Non-Systematically Important) vide Registration number: 14.00489. Further regarding compliance to Para 84 of Master Direction DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016, the management of the Company explained that this Para 84 of master direction is not applicable to the Company as the Company had given the loan & advances only to its group companies and does not have any customer interface.

We have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with BSE Limited, read with SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive and Independent Directors. The changes in the composition of the Board of Directors/ KMP that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or by the majority as



recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: New Delhi**  
**Dated: 12.08.2021**

**For M.G. Jindal & Associates**  
**Company Secretaries**

**(Madan Gopal Jindal)**  
**Company Secretary in whole time practice**  
**M. No.: 2725**  
**C.P. No.: 2712**  
**UDIN: F002725C000772131**

**NOTE:-**

This report is to be read with our letter of even date which is annexed as “ANNEXURE- A” and forms an integral part of this report



**“ANNEXURE- A”**

To,  
The Members,  
Oswal Leasing Limited  
(CIN: L65910DL1983PLC016036)  
105, Ashoka Estate, 24, Barakhamba  
Road, New Delhi- 110001

Our report of even date is to be read along with this letter.

1. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
3. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
4. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi  
Dated: 12.08.2021

For M.G. Jindal & Associates  
Company Secretaries

(Madan Gopal Jindal)  
Company Secretary in whole time practice  
M. No.: 2725  
C.P. No.: 2712  
UDIN: F002725C000772131



## ANNEXURE-2 TO THE DIRECTORS' REPORT

### Disclosure in the Boards' Report under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary or Manager during the Financial Year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-2021.

Sr. No.	Name & Designation of Director/KMP	Remuneration for F.Y. 2020-2021 (in Rs.)	% age increase/ (decrease) in remuneration in the F.Y. 2020-2021	Ratio of Remuneration of each director to median remuneration of employees
1.	Sh. Kamal Oswal Chairman & Non-Executive Director	12,500/-	@	0.07
2.	Sh. Dinesh Gogna Non-Executive Director	12,500/-	@	0.07
3.	Smt. Monica Oswal Non-Executive Director	12,500/-	@	0.07
4.	Sh. Vijay Kumar Gupta Independent Director	12,500/-	@	0.07
5.	Sh. Navdeep Sharma Independent Director	12,500/-	@	0.07
6.	Ms. Surbhi Arora Manager Cum Chief Financial Officer	39,209/-	*	0.21
7.	Ms. Harasees Kaur Manager Cum Chief Financial Officer	190,400/-	*	1.00
8.	Ms. Palak Narang Company Secretary	365,806/-	(6.96)	1.92

@Details not given as the sitting fees has remained constant at Rs. 2,500/- per Board Meeting.

\*Not Applicable as Ms. Surbhi Arora, Manger Cum Chief Financial Officer had resigned w.e.f. 31.07.2020 and Ms. Harasees Kaur was appointed as Manager Cum Chief Financial Officer w.e.f. 01.08.2020.

2. The median remuneration of employees of the Company during the financial year was Rs. 190,400/-
3. In the financial year under review, there was (36.23%) decrease in the median remuneration of employees.
4. There were 2 permanent employees on the rolls of Company as on March 31, 2021.
5. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year 2019-2020 is not applicable and there was (0.29%) average decrease in the managerial remuneration.

In view of the economic conditions impacted by the COVID-19 pandemic there was a cut in the remuneration of Managerial personnel in the first quarter of the financial year 2020-2021 to conserve resources.



6. It is hereby affirmed that the remuneration paid to Directors, KMP's and other employees during the year is as per the Remuneration Policy of the Company.

**Details of Top ten employees of the Company in terms of salary drawn as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2020-2021.**

Sr. No.	Name & Designation	Remuneration Received (in Rs.)	Nature of Employment	Qualification and Experience	Date of commencement of employment	Age (in years)	Last employment held	% age of equity shares held	Whether relative of any director or manager
1.	Ms. Palak Narang (Company Secretary)	365,806/-	Full-time	B.Com and Company Secretary 5 years	25.04.2019	27	Himachal Fibres Limited	Nil	No
2.	Ms. Harasees Kaur (Manager Cum Chief Financial Officer)	190,400/-	Full-time	B. Com and MBA in Finance and Marketing 2 years	01.08.2020	25	-	Nil	No
3.	Ms. Surbhi Arora (Manager Cum Chief Financial Officer)*	39,209/-	Full-time	B.Com and M. Com (B.E.) More than 1 year	25.04.2019	25	-	Nil	No

\*Ms. Surbhi Arora, Manager Cum Chief Financial Officer had resigned w.e.f. 31.07.2020.

**Note:**

- During the Financial Year 2020-2021, there was no employee who, if employed throughout the financial year, was in receipt of remuneration in the aggregate, not less than one crore and two lakh rupees.
- During the Financial Year 2020-2021, there was no employee who, if employed for a part of the financial year, was in receipt of remuneration for any part of the year, at a rate which, in the aggregate, was not less than Eight Lakhs and Fifty Thousand Rupees per month.
- During the Financial Year 2020-2021, there was no employee who, if employed throughout the financial year or part thereof, was in receipt of remuneration in the year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

**For and on behalf of the Board  
For Oswal Leasing Limited**

**Place: New Delhi  
Date : 12.08.2021**

**(Kamal Oswal)  
Director  
DIN: 00493213**

**(Navdeep Sharma)  
Director  
DIN: 00454285**





## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **OVERVIEW:**

The financial year 2020-21 began with unprecedented disruptions to lives and livelihood across the world and India was no exception. A stringent nationwide lockdown was imposed in India during the initial phase of the pandemic in March-June 2020. India experienced first economic recession in 4 decades. Indian economy shrunk by 24.4% in Q1 FY 2020-21. RBI cut repo rate by 75 bps to 4.4% in March 2020 and subsequently by another 40 bps to 4% in May 2020 and since then it remains at 4%. The Government of India provided COVID-19 Stimulus Package of Rs. 20 Lakh crores amounting to 10% of the GDP. India's economic recovery has been V shaped recovery demonstrated by a sustained resurgence in high frequency indicators with GDP growth. India's GDP for FY 21 is to contract by 7.3% as compared to 4.2% growth in FY 20.

### **THE COVID-19 OUTBREAK:**

The COVID-19 pandemic is a once in a lifetime occurrence that has brought with it unimaginable suffering to people and to almost all sections of the economy. When the pandemic struck and led to nationwide lockdowns to curtail the transmission of disease, it was natural to fear that the global economy would stay in extreme stress of the kind not seen since the Great Depression and would have a long-lasting economic impact.

Fortunately, science prevailed. Multiple vaccines were found with impressive efficacy levels in less than a year which will probably rank as among one of the most incredible achievements in science. The announcement of successful development of vaccines seemed to lift spirits around the world. Unfortunately, the advent of winter saw several countries battle second waves of COVID-19 infections, including more virulent strains leading to partial lockdowns. The race between vaccines and variants is heating up as massive vaccination drives are underway. Much depends on blocking transmission and not just the disease.

We know that India can ill afford another country-wide lockdown such as was imposed from March to June 2020. The impact on the economy and employment was severe in the first instance; and cannot be repeated yet again. *The impact of COVID-19 outbreak on the Company's business has already been discussed in the Directors' Report hence the same is not mentioned here for the sake of brevity.*

### **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Non-Banking Financial Institutions (NBFI)s are an important alternative channel of finance in India's bank dominated financial sector. NBFCs supplement banks by providing the infrastructure to allocate surplus resources to individuals and companies. Additionally, NBFCs also introduces competition in the provision of financial services. While banks may offer a set of financial services as a packed deal, NBFCs unbundle and tailor these services to meet the needs of specific clients. NBFCs provide multiple alternatives to transform an economy's savings into capital investment.

Recent developments in the Non-Banking Financial Companies (NBFC) sector have brought the sector under greater market discipline. India has a lot of un-banked and under banked consumers and businesses. Hence, there is a lot of potential for NBFCs to tap that area. The NBFCs are being recognized as being vital for economic growth.



Pursuant to RBI's regulatory framework, your Company is a "Non- Banking Financial Company Non-Systemically Important (Non- public deposit taking company) (NBFCs-ND-NSI) registered under Reserve Bank of India ("RBI") vide registration number 14.00489 dated March 19, 1998 and involved in the activities of Investment in shares as well as financing activities.

#### **OPPORTUNITIES AND THREATS:**

During the financial year 2020-2021, your Company changed the pattern of allocation of funds. Company also increased lending to known Business associates and Group Companies for safety and higher returns. Company is hopeful that revised allocation will help in better Asset Portfolio Management to get the better returns with safety.

Your Company foresees and is cautious of all the economic and financial threats while making new investments and also aware of the fact that change in Government policies and rate of interest revisions will affect the valuation of investments made by Company.

#### **FUTURE OUTLOOK:**

World over, the support from the governments and the central banks, has brightened the global growth outlook for FY2021. As per the International Monetary Fund's projection, the global economy is anticipated to expand by 6% in FY2021, on a lower base of estimated 3.3% degrowth in FY2020. With massive vaccination drives underway, risks to recovery are likely to abate, thus leading to a gain in the momentum of economic activities. The resumption of normal economic activity will drive much of the growth and this will create fresh investment opportunities and eventually support economic growth. But with the second wave of COVID-19 and the emergence of newer virus variants have made India the new hotspot of infections – adding uncertainty to the anticipation of a smooth recovery.

The Company also intends to continue focusing on diversifying its business into new avenues of Investment/financial deals with lower risk to earn reasonable returns and making its best efforts to utilize the available opportunities with caution and emerge as fully Integrated Financial Company.

#### **RISK AND CONCERNS:**

As a NBFC, the Company is exposed to market risk, global risk, regulatory risk, credit risk, liquidity risk, competition risk and interest rate risk etc. which can affect the return on investments and financial business in unexpected way. Sustained efforts to strengthen the risk framework and portfolio quality have yielded consistently better outcomes for the Company.

#### **FINANCIAL/OPERATIONAL PERFORMANCE:**

The consolidated Revenues, PBT and PAT, were at Rs. 1,879,244/-, Rs. 581,854/- and Rs. 434,854/- respectively. The detailed performance has already been discussed in the Directors' Report under the column 'Financial Performance'.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. Pursuant



to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed M/s. Raj Gupta & Co., Chartered Accountants as an Internal Auditor of the Company. The Company has in place adequate internal financial control systems with reference to the Financial Statements. The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. During the year, Company's Internal Controls were tested and no reportable weakness in the system was observed.

Apart from this, an Audit Committee consisting of three Non-Executive Directors has been constituted. All the significant audit observations and follow up actions thereon are taken care of by the Audit Committee. The Committee oversees the adequacy of Internal Control. The Audit Committee met four times during the financial year under review. The Company has also established a Vigil Mechanism as per Section 177(9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.

#### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

The Company have two employees except Directors during the year under review. Here, our people feel respected and valued, creativity and excellence are encouraged.

The Industrial relations remained cordial throughout the year and the board records its appreciation for the contribution of all employees towards the growth of the company without which the achievements made would not have been possible.

In response to COVID-19 pandemic, the Company has taken various measures duly taking care of livelihoods of its employees, their safety and security. The steps include providing masks, hand sanitizers, disinfectants, conducting regular temperature checks and being very vigilant on employees and essential visitors at our office.

#### **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS:**

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to provide details of significant changes (change of 25% or more as compared to immediately previous financial year) in key financial ratios. Accordingly, the Company has identified the following ratios as key financial ratios:-

<b>Ratio</b>	<b>Unit</b>	<b>F.Y. 2020-2021</b>	<b>F.Y. 2019-2020</b>	<b>% Change</b>
PBT/Total Income	%	30.96	3.15	882.86
Financial Assets to Total Assets	%	98.51	93.17	5.73
Financial Income to Total Income	%	99.20	100.00	-0.80
Return on Net Worth	%	1.57	0.14	1021.43

#### **EXPLANATION FOR CHANGE OF 25% OR MORE IN KEY FINANCIAL RATIOS:**

PBT/Total Income and Return on Net worth has increased due to dividend income received during the financial year 2020-2021.



**ACCOUNTING TREATMENT:**

The financial statements of the Company for financial year 2020-2021 have been prepared in accordance with the applicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the rules made thereunder. The Company has followed accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

The significant accounting policies which are consistently applied are set out in the notes to the financial statements.

**CAUTIONARY STATEMENT:**

Though the statement and views expressed in the above said report are on the basis of best judgment but the actual future results might differ from whatever is stated in the report.

**For and on behalf of the Board  
For Oswal Leasing Limited**

**Place: New Delhi  
Date : 12.08.2021**

**(Kamal Oswal)  
Director  
DIN: 00493213**

**(Navdeep Sharma)  
Director  
DIN: 00454285**



## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
Oswal Leasing Limited,**

### **Report on the Standalone IND AS Financial Statements**

#### **Opinion**

We have audited the accompanying standalone IND AS financial statements of Oswal Leasing Limited ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2021, the statement of profit and loss [including other comprehensive income], the statement of cash flows and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2021, and its Profit and Loss (including other comprehensive income), Cash Flow Statement and its statement of changes in equity for the year ended.

#### **Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have not come with any key audit matter during the audit.

#### **Emphasis of Matters**

We draw attention to Note 26 of the statement, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and results as assessed by the management. Our conclusion on the Statement is not modified in respect of this matter.

#### **Information other than the financial statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information



and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management and Those Charged with Governance's Responsibility for the Standalone Ind AS financial statements**

The management and company's board of directors is responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone IND AS financial statements that give a true and fair view of the financial position, financial performance [including other comprehensive income], cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards [Ind AS] prescribed under section 133 of the Act, read with companies ( Indian Accounting Standards ) rules 2015.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in exercise of powers conferred by sub section (11) of section 143 of the act, we give in annexure A, a statement on the matters specified in paragraph 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and 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, the statement of profit and loss [including other comprehensive income], the



cash flow statement and the statement of changes in equity dealt with by this report are in agreement with the relevant books of account;

- (d) In our opinion, the aforesaid standalone IND AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the relevant rules there under;
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2021 and taken on record by the board of directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the company's internal financial controls over financial reporting; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The company does not have any pending litigations which would impact its financial position..
  - ii. The company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has not been an occasion in case of Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Ashish Sunil Jain & Co.**  
**Chartered Accountants**  
**Firm's Registration Number: 025047N**

**(Ashish Jain)**  
**Partner**  
**Membership Number: 098908**  
**UDIN: 21098908AAAACI8092**

**Place : New Delhi**  
**Date : JUNE 03<sup>rd</sup>, 2021**





## **ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone INDAS financial statements for the year ended 31st March 2021.

- I. **In respect of fixed assets:** the company does not have any Fixed assets. Hence the requirement of this clause is not applicable on this company.
- II. **In respect of inventories:** the nature of business of the Company does not require it to have any inventory. Hence the requirement of this clause is not applicable on this company.

The company, during the year, has granted unsecured loans to company covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). The company has an outstanding unsecured loan to Oswal Woollen Mills Ltd being related party covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount outstanding during the period was Rs. 20,000,000 and the period-end balance of such loans was Rs. 19,000,000/-

- a. In our opinion the terms & conditions of the grant of such loan was not prima facie prejudicial to the company's interest.
  - b. In the case of loans granted, the borrower has been regular in the repayment of the principal and interest as stipulated.
- III. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security.
  - IV. Since the company has not accepted any deposit from public, the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under with regard to the deposits accepted from the public are not applicable.
  - V. The requirement of maintenance of cost records as prescribed by Central Government under section (1) of section 148 of the Companies Act is not applicable to the company.
  - VI. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, Goods and Services Tax and other statutory dues with appropriate authorities during the year ended 31<sup>st</sup> March 2021.  
(b) According to the information and explanation given to us, and as per our verification of records of the company examined by us, there are no statutory dues which have not been deposited on account of any disputes.
  - VII. According to the records of the Company examined by us and the information and explanations given to us, the Company has not availed of any loans from any financial institutions or banks and also has not issued debentures.
  - VIII. According to the information and explanations given to us, and as per our verification of the records of the company, the company, during the year, has not raised moneys by way of initial public offer or further public offer (Including debt instruments).



- IX.** According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the Year ended 31<sup>st</sup> March 2021.
- X.** According to the information and explanations give to us and based on our examination of the records of the company, the company has not paid/provided for managerial remuneration in the books of accounts.
- XI.** In our opinion, and according to the information and explanations given to us, the company is not a Nidhi company. Therefore, the provisions of Clause 3 (xii) of the Order are not applicable to the company.
- XII.** According to the information and explanations given to us and as per our verification of the records of the company all transactions with the related parties are in compliance with the Sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the IND AS financial statements as required by the applicable accounting standards.
- XIII.** According to the information and explanations given to us and as per our verification of the records of the company, the company has not made any preferential allotment of shares. Or partly paid convertible debentures and hence reporting under clause 3(xiv) of the order is not applicable.
- XIV.** According to the information and explanations given to us, and as per our verification of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3 (xv) of the order are not applicable to the company.
- XV.** The company is registered under section 45-IA of the Reserve Bank of India Act, 1934..

**For Ashish Sunil Jain & Co.**  
**Chartered Accountants**  
**Firm's Registration Number: 025047N**

**(Ashish Jain)**  
**Partner**  
**Membership Number: 098908**  
**UDIN: 21098908AAAACI8092**

**Place : New Delhi**  
**Date : JUNE 03<sup>rd</sup>, 2021**



## **ANNEXURE – B TO THE INDEPENDENT AUDITORS’ REPORT**

### **Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) of Oswal Leasing Limited**

We have audited the internal financial controls over financial reporting of Oswal Leasing Limited (“the Company”) as of 31<sup>st</sup> March 2021 in conjunction with our audit of the standalone IND AS financial statements of the company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The management and company’s board of directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“the Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone IND AS financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the



maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion to the best of our information and according to the explanations given to us, the company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2021, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Ashish Sunil Jain & Co.**  
**Chartered Accountants**  
**Firm's Registration Number: 025047N**

**(Ashish Jain)**  
**Partner**  
**Membership Number: 098908**  
**UDIN: 21098908AAAACI8092**

**Place : New Delhi**  
**Date : JUNE 03<sup>rd</sup>, 2021**



## Balance Sheet as at 31st March, 2021

Amt (in Rs.)

Particulars	Note No.	As at 31-Mar-21	As at 31-Mar-20
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash & Cash Equivalents	3	371,754	164,987
(b) Loans	4	19,000,000	18,900,000
(c) Investments	5	6,656,760	7,319,538
(d) Other financial assets	6	1,643,647	1,532,624
<b>Total Financial Assets</b>		<b>27,672,161</b>	<b>27,917,149</b>
<b>(2) Non-financial Assets</b>			
(a) Current tax assets (Net)	7(a)	26,384	210,592
(b) Other non-financial assets	7(b)	14,234	14,234
<b>Total Non-Financial Assets</b>		<b>40,618</b>	<b>224,826</b>
<b>Total Assets</b>		<b>27,712,779</b>	<b>28,141,975</b>
<b>Liabilities &amp; Equity</b>			
<b>Liabilities</b>			
<b>(1) Financial Liabilities</b>			
(a) Other financial liabilities	8	27,055	227,194
<b>Total Financial Liabilities</b>		<b>27,055</b>	<b>227,194</b>
<b>(2) Non-financial Liabilities</b>			
(a) Provisions	9	47,500	47,250
(b) Other non-financial Liabilities	10	16,638	17,639
<b>Total Non-Financial Liabilities</b>		<b>64,138</b>	<b>64,889</b>
<b>Total Liabilities</b>		<b>91,193</b>	<b>292,083</b>
<b>(3) Equity</b>			
(a) Equity Share Capital	11	5,000,000	5,000,000
(b) Other Equity	12	22,621,585	22,849,892
<b>Total Equity</b>		<b>27,621,585</b>	<b>27,849,892</b>
<b>Total Liabilities and Equity</b>		<b>27,712,779</b>	<b>28,141,975</b>

As per our report of even date attached  
For Ashish Sunil Jain & Co.  
Chartered Accountants  
FRN: 025047N

Ashish Jain  
Partner  
Membership No. 098908  
UDIN: 21098908AAAAC18092

(Kamal Oswal)  
Director  
DIN: 00493213

For and on behalf of the board,  
For Oswal Leasing Limited

(Navdeep Sharma)  
Director  
DIN: 00454285

Place : New Delhi  
Date : 03/06/2021

Harasees Kaur  
Manager cum CFO

Palak Narang  
Company Secretary



**Statement of Profit & Loss for the Year ended 31st March, 2021**

*Amt (in Rs.)*

Particulars	Note No.	For the year ended 31-Mar-21	For the year ended 31-Mar-20
<b>Revenue from operations</b>			
Interest Income	13	1,534,401	1,706,936
Dividend Income	14	330,000	-
<b>Total Revenue from operations</b>		<b>1,864,401</b>	<b>1,706,936</b>
<b>Other Income</b>	15	<b>14,843</b>	-
<b>Total Income</b>		<b>1,879,244</b>	<b>1,706,936</b>
<b>Expenses</b>			
Finance costs	16	657	915
Employee benefit expenses	17	595,415	597,167
Other expenses	18	701,318	1,055,098
<b>Total Expenses</b>		<b>1,297,390</b>	<b>1,653,180</b>
<b>Profit / Loss before tax</b>		<b>581,854</b>	<b>53,756</b>
<b>Tax expense:</b>			
Current tax	19	147,000	13,700
<b>Profit / Loss for the Year</b>		<b>434,854</b>	<b>40,056</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Profit or (Loss)		(662,778)	630,063
(ii) Income tax relating to items that will not be reclassified to Profit or (Loss)			-
<b>Sub Total (A)</b>		<b>(662,778)</b>	<b>630,063</b>
(i) Items that will be reclassified to Profit or (Loss)			-
(ii) Income tax relating to items that will be reclassified to Profit or (Loss)			-
<b>Sub Total (B)</b>		<b>-</b>	<b>-</b>
<b>Other Comprehensive Income (A+B)</b>		<b>(662,778)</b>	<b>630,063</b>
<b>Total Comprehensive Income (VI+VII)</b>		<b>(227,924)</b>	<b>670,119</b>
Earning per equity share:	20		
(1) Basic		0.87	0.07
(2) Diluted		0.87	0.07

As per our report of even date attached  
For Ashish Sunil Jain & Co.  
Chartered Accountants  
FRN: 025047N

For and on behalf of the board,  
For Oswal Leasing Limited

Ashish Jain  
Partner  
Membership No. 098908  
UDIN: 21098908AAAAC18092

(Kamal Oswal)  
Director  
DIN: 00493213

(Navdeep Sharma)  
Director  
DIN: 00454285

Place : New Delhi  
Date : 03/06/2021

Harasees Kaur  
Manager cum CFO

Palak Narang  
Company Secretary



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2021**

*Amt (in Rs.)*

	Year ended 31st March, 2021 (Rs.)	Year ended 31st March, 2020 (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	<b>581,854</b>	53,756
	<b>581,854</b>	53,756
<u>Adjustments for:</u>		
Statutory provision	<b>250</b>	375
Permanent Diminution in Value of Investments	<b>(662,778)</b>	630,063
<b>Operating profits before working capital changes</b>	<b>(80,674)</b>	684,194
Adjustments for Working Capital changes :		
Changes in Other Current Liabilities	<b>(201,140)</b>	147,042
Changes in short Term Loan & Advances & other current Assets	<b>451,755</b>	(834,077)
<b>Cash generated from Operations</b>	<b>169,942</b>	(2,841)
Taxes Paid ( Net)	<b>36,826</b>	(210,667)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>206,768</b>	<b>(213,508)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investments	-	-
	-	-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
	-	-
	-	-
<b>D. NET INCREASE IN CASH AND BANK EQUIVALENTS</b>	<b>206,768</b>	(213,508)
<b>CASH AND BANK EQUIVALENTS (OPENING BALANCE)</b>	<b>164,987</b>	378,495
<b>CASH AND BANK EQUIVALENTS (CLOSING BALANCE)</b>	<b>371,754</b>	<b>164,987</b>

As per our report of even date attached  
For Ashish Sunil Jain & Co.  
Chartered Accountants  
FRN: 025047N

Ashish Jain  
Partner  
Membership No. 098908  
UDIN: 21098908AAAAC18092

(Kamal Oswal)  
Director  
DIN: 00493213

For and on behalf of the board,  
For Oswal Leasing Limited

(Navdeep Sharma)  
Director  
DIN: 00454285

Place : New Delhi  
Date : 03/06/2021

Harasees Kaur  
Manager cum CFO

Palak Narang  
Company Secretary



**Notes forming part of financial statements for the year ending March 31, 2021**  
*(All amounts in rupees, unless otherwise stated)*

**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2021**

**1. Company overview/Corporate information**

Oswal Leasing Limited ('the Company') is a public limited company and incorporated under the provisions of Companies Act on 30.06.1983. The Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-deposit taking Non-Banking Financial Company ('NBFC-ND') with the Reserve Bank of India ("RBI") in March 1998. The Company has been categorized as Non-Systematically Important Non Deposit Taking Non-banking Financial Company (NBFCs-ND-NSI) as per Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms Directions, 2007 of Reserve Bank of India. The company is domiciled in India and has its registered office at New Delhi, India. The CIN of the Company is L65910DL1983PLC016036 and RBI Registration no is 14.00489 dated 19.03.1998. The Company has its primary listings on the BSE Limited.

**2. Summary of significant accounting policies**

The financial statements have been prepared using the significant accounting policies and measurement bases summarized as below. These policies are applied consistently for all the periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

**a) Basis of preparation**

**(i) Statement of compliance with Indian Accounting Standards (Ind AS)**

These standalone financial statements ("The Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for the periods presented in this financial statements. The financial statements for the year ended March 31, 2021 are the first financial statements which has been prepared in accordance with Ind AS and other applicable guidelines issued by the Reserve Bank of India ('RBI').

- a) The Financial statements of the Company have been prepared on going concern basis and historical cost basis except certain financial assets and liabilities measured at fair value and defined benefit plans assets measured at fair value.
- b) The Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy niether to in use.
- c) The financial statements for the year ended March 31, 2021 were authorized and approved for issue by the Board of Directors on 3 June 2021.

**(ii) Historical cost convention**

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on





historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies.

**b) Property, plant and equipment**

*Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

*Subsequent measurement (depreciation method, useful lives and residual value)*

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. Depreciation on property, plant and equipment is provided on the straight-line basis as per the rates specified in Schedule II of the Companies Act, 2013.

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year. The Company fully depreciates the assets having individual value of Rs. 5,000 or less in the year of acquisition.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

*Capital work-in-progress*

Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and advances paid to acquire property, plant and equipment. Assets which are not ready to intended use are also shown under capital work-in-progress.

**c) Investment Property**

Properties held to earn rentals or / and for capital appreciation or both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes, are categorized as investment properties. These are measured initially at cost of acquisition, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment properties are stated



at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act. However, as per IndAS 40, there is a requirement to disclose fair value as at the balance sheet date.

**d) Intangible assets**

*Recognition and initial measurement*

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

*Subsequent measurement (amortisation method, useful lives and residual value)*

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

**e) Revenue recognition**

*Interest income*

Interest income is recorded on accrual basis using the effective interest rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

*Dividend income*

Dividend income is recognised at the time when the right to receive is established by the reporting date. Profit/Loss on Sale of investments is considered at the time of sale/redemption.

*Brokerage income*

Brokerage income is recorded on accrual basis.

*Capital Gain/Profit on Sale of Investment*

Gain/Loss on sale of Investment is considered at the time of Sale / Redemption.

*Other income*

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

**f) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use sale, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

**g) Taxation**

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and



current tax except to the extent it recognized in other comprehensive income or directly in equity. Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

#### **h) Employee benefits**

##### **Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

##### **Other long term employee benefit obligations:**

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the



employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

**i) Impairment of financial assets**

*Loan assets*

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date
- Stage 2 includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
- Stage 3 includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

**Probability of Default (PD)** - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

**Loss Given Default (LGD)** – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

**Exposure at Default (EAD)** – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

*Other financial assets*

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.



*Write-offs*

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

**j) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand (including imprest), demand deposits and short term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

**k) Provisions, contingent assets and contingent liabilities**

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

**l) Financial instruments**

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Initial recognition and measurement Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

**Non-derivative financial assets**

*Subsequent measurement*

**i. Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

**ii. Investments in equity instruments** – Investments in equity instruments which are held for



trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

- iii. Investments in mutual funds/venture capital funds/alternative investment funds (AIF) –** Investments in mutual funds, venture capital funds and AIF are measured at fair value through profit and loss (FVTPL).
- iv. Investments held for trading purposes –** The Company has investments in equity instruments, mutual funds, debentures, bonds etc. which are held for trading purposes and therefore, classified as at fair value through profit or loss (FVTPL).

*De-recognition of financial assets*

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

**Non-derivative financial liabilities**

*Subsequent measurement*

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

*De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**Offsetting of financial instrument**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**m) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.



For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**n) Segment reporting**

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly by the executive committee ('chief operating decision maker') in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship with the operating activities of the segment.

**o) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

*Significant management judgements*

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Provisions** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

*Significant estimates*

**Useful lives of depreciable/amortisable assets** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.



**Notes forming part of financial statements for the year ending March 31, 2021**

(All amounts in rupees, unless otherwise stated)

	As at 31-Mar-21	As at 31-Mar-20
<b>Note:3 Cash &amp; Cash Equivalents</b>		
(i) Cash on Hand	2,334	2,534
(ii) <u>Balance with Banks:</u>		
In Current Account	369,420	162,453
	<b>371,754</b>	<b>164,987</b>
<b>Note:4 Loans</b>		
A. Loans repayable on demand	19,000,000	18,900,000
B. Unsecured	19,000,000	18,900,000
C. Loans in India	19,000,000	18,900,000
<b>Note: 5 Investments</b>		
Investment at Fair value Through OCI		
<u>Other Investments:</u>		
<u>Unquoted fully paid-up Equity Shares:</u>		
Vanaik Spinning Mills Ltd	6,656,760	7,319,538
11000 (11000) shares of the face value of Rs 10/- each		
	<b>6,656,760</b>	<b>7,319,538</b>
<b>Note:6 Other Financial Assets</b>		
Amount recoverable	236,000	-
Interest receivable	1,407,647	1,532,624
	<b>1,643,647</b>	<b>1,532,624</b>
<b>Note:7 (a) Current Tax Assets (Net)</b>		
Advance tax & TDS	173,384	224,292
Provision for Income Tax	147,000	13,700
	<b>26,384</b>	<b>210,592</b>
<b>Note:7 (b) Other Non-Financial Assets (Net)</b>		
Income tax refund receivable	14,234	14,234
	<b>14,234</b>	<b>14,234</b>
<b>Note: 8 Other Financial Liabilities</b>		
Expenses Payable	25,276	111,302
<u>Others Payables:</u>		
Others Payables	1,779	11,471
Director Sitting Fees Payable	-	51,750
Cheque Issued But Not Presented for Payment	-	52,671
	<b>27,055</b>	<b>227,194</b>





	As at 31-Mar-21	As at 31-Mar-20
<b>Note: 9 Provisions</b>		
Provisions against Standard assets	47,500	47,250
	<b>47,500</b>	<b>47,250</b>
<b>Note: 10 Other Non-Financial Liabilities</b>		
<u>Statutory Remittances:</u>		
TDS Payable	5,388	7,289
CGST 9% Payable	5,625	5,175
SGST 9% Payable	5,625	5,175
	<b>16,638</b>	<b>17,639</b>
<b>Note: 11 Equity Share Capital</b>		
AUTHORISED SHARE CAPITAL :		
3500000 (3500000) Equity Shares of Rs. 10/- each	<b>35,000,000</b>	<b>35,000,000</b>
ISSUED ,SUBSCRIBED & PAID UP CAPITAL :		
500000 (500000) Equity Shares of Rs 10/- each fully paid up in Cash	<b>5,000,000</b>	<b>5,000,000</b>
	<b>5,000,000</b>	<b>5,000,000</b>

**11.1 The detail of shareholders holding more than 5 percent shares**

Name of the Shareholder	31-Mar-21		31-Mar-20
	No of shares	% of Holding	No of shares
Nagdevi Trading & Investment Co Ltd	39,050	7.81	39,050
Sankheshwar Holding Co Ltd	63,500	12.70	63,500

**11.2 The reconciliation of number of shares outstanding is set out below:**

Particulars	As at 31.03.2021 No of shares	As at 31.03.2020 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	<b>500,000</b>	500,000

**Note: 12 Other Equity**

Equity Share Capital	Amount
As at April 1, 2019	5,000,000
Equity share capital issued during the year	-
As at March 31, 2020	5,000,000
Equity share capital issued during the year	-
As at March 31, 2021	5,000,000



### Other Equity

Particulars	Reserve & Surplus			Equity Instruments through Other Comprehensive Income	Total
	Retained Earnings	General Reserve	Statutory Reserve		
Balance as at April 1, 2019	13,016,995	235,625	3,842,000	5,090,475	22,185,095
Profit for the year	40,056	-	-	630,063	670,119
Prior Period Tax	(5,323)	-	-	-	(5,323)
Transfer from Retained Earnings	(9,000)	-	9,000	-	-
Balance as at March 31, 2020	13,042,728	235,625	3,851,000	5,720,538	22,849,891
Profit for the year	434,854	-	-	-	434,854
Prior Period Tax	(382)	-	-	-	(382)
Transfer from Retained Earnings	(87,000)	-	87,000	(662,778)	(662,778)
Balance as at March 31, 2021	13,390,200	235,625	3,938,000	5,057,760	22,621,585

#### 12.1 General reserve

The Company has transferred a portion of the net profit of the group before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

#### 12.2 Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

#### 12.3 Reserve Fund u/s 45-IC of RBI Act 1934

The Company creates a reserve fund in accordance with the provisions of section 45-IC of the Reserve Bank of India Act, 1934 and transfers therein an amount of equal to/more than twenty per cent of its net profit of the year, before declaration of dividend. Accordingly, during the year, the Company has created Statutory Reserve Fund amounting to Rs. 0.87 Lakhs (March 31, 2020: Rs.0.09 Lakhs).

#### 12.4 Other comprehensive income

- (i) The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

	As at 31-Mar-21	As at 31-Mar-20
<b>Note: 13 Interest Income</b>		
Interest on loans (on financial assets measured at amortised cost)	1,534,401	1,706,936
	<b>1,534,401</b>	<b>1,706,936</b>
<b>Note: 14 Dividend Income</b>		
Dividend	330,000	-
	<b>330,000</b>	-



	As at 31-Mar-21	As at 31-Mar-20
<b>Note: 15 Other Income</b>		
Previous year expenses written back	14,843	-
	<b>14,843</b>	<b>-</b>
<b>Note :16 Finance costs</b>		
Bank charges and commission	657	915
	<b>657</b>	<b>915</b>
<b>Note : 17 Employee benefit expense</b>		
Salary	595,415	597,167
	<b>595,415</b>	<b>597,167</b>
<b>Note :18 Other Expenses</b>		
Advertisement expenses	-	69,676
AGM Exps	-	25,242
Director Sitting fees	62,500	57,500
Fees and Taxes	397,011	623,360
Legal & Professional charges	202,273	167,130
Misc Exps	10,784	4,014
Postage/Courier expenses	-	29,990
Printing & Stationery	13,500	51,792
Provision for Standard Assets	250	375
Travelling Exps	-	8,319
Payment to Auditors:		
- For Statutory Auditor	15,000	17,700
	<b>701,318</b>	<b>1,055,098</b>
<b>Note: 19 Tax expense</b>		
Current Tax	147,000	13,700
	<b>147,000</b>	<b>13,700</b>
<b>Note: 20 Earning Per Share</b>		
Profit after Tax (Rs)	434,854	34,733
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 (Rs)	0.87	0.07
Diluted Earning Per Share (Rs)	0.87	0.07

**Note: 21 Transfer to Statutory Reserve**

Rs 87,000/- amount (Previous Year Rs. 9,000/-) is transferred to Statutory Reserve in compliance with section 45(IC) of the Reserve Bank of India Act.



**Note: 22** A statement of disclosure in terms of paragraph 18 of Non-Banking Finance Companies (Non-deposit accepting or holding) Prudential Norms (Reserve Bank) Directions 2016 is annexed.

**Note: 23 Provision for Standard assets**

In terms of the Reserve Bank Of India Notification RBI/2014-15/299 DNBR (PD) CC.No. 002/03.10.001/2014-15, The Company has made a general provision of 0.25% on its outstanding Standard Assets as on 31.03.2021.

**Note: 24 Segment Reporting**

Company has only one Segment.

**Note: 25 Related party disclosures**

Disclosure of Related Party Transactions as per Ind AS - 24 issued by the Institute of Chartered Accountants of India.

**Related Parties**

Subsidiaries	None	
Associate	None	
Key Managerial Personnel	Sh. Kamal Oswal	Director
	Sh. Dinesh Gogna	Director
	Sh. Navdeep Sharma	Independent Director
	Sh. Vijay Kumar Gupta	Independent Director
	Smt. Monica Oswal	Director
	Ms. Harasees Kaur	Manager cum CFO
	Mrs. Palak Narang	Company Secretary

**Transactions with Other Related Parties/ Key Managerial Persons/ their relatives during an year**

Name of the Party	Nature of Relationship	Nature of Transaction	Current Year	Previous Year
Sh. Kamal Oswal	KMP	Sitting Fee	12,500	10,000
Sh. Dinesh Gogna	KMP	Sitting Fee	12,500	10,000
Sh. Navdeep Sharma	KMP	Sitting Fee	12,500	12,500
Sh. Vijay Gupta	KMP	Sitting Fee	12,500	12,500
Smt. Monica Oswal	KMP	Sitting Fee	12,500	12,500

**Note: 26**

In March 2020, World Health Organization (WHO) had declared the outbreak of Novel Coronavirus "Covid-19" as a pandemic. This pandemic has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations. Complying with the directives of Government, the offices of the Company had been under lock-down, resulting thereto, the operations for the nine months period have been impacted. The company is monitoring the situations closely and the overall impact on the business of the Company will depend on future developments which cannot be reliably predicted.

Given the uncertainty of quick turnaround to normalcy, post lifting of the lock-down, the Company has carried out a comprehensive assessment of possible impact on its business operations, financial



assets and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or in its ability to meet its financial obligations over the foreseeable future, given early and required steps taken to contain, protect and mitigate the exposure.

Pursuant to the relaxed guidelines, the Company has now resumed its operations as allowed in keeping with Government advisories. Since the situations are continuously evolving, the impact assessed may be different from the estimates made as at the date of approval of these financial results and management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary to address the situations.

#### **Note No. 27 Financial Instruments**

##### **A) Financial assets and liabilities**

The carrying amounts of financial instruments by category are as follows:

<b>Particulars</b>	<b>Note</b>	<b>As at 31-Mar-21</b>	<b>As at 31-Mar-20</b>
<b>Financial assets measured at fair value</b>			
Investments measured at			
(i) Fair value through other comprehensive income	Note-5	6,656,760	7,319,538
<b>Financial assets measured at amortised cost</b>			
Cash and cash equivalents	Note-3	371,754	164,987
Loans	Note-4	19,000,000	18,900,000
Other financial assets	Note-6	1,643,647	1,532,624
<b>Total</b>		<b>27,672,161</b>	<b>27,917,149</b>
<b>Financial liabilities measured at amortised cost</b>			
Other financial liabilities	Note-9	27,055	227,194
<b>Total</b>		<b>27,055</b>	<b>227,194</b>

##### **B) Fair values hierarchy**

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).



**B.1) Financial assets and liabilities measured at fair value - recurring fair value measurements**

<b>As on 31 March 2021</b>	<b>level 1</b>	<b>level 2</b>	<b>level 3</b>	<b>Total</b>
<b>Assets</b>				
<b>Investments at fair value through other comprehensive income</b>				
Quoted equity investments	-	-	-	-
Un quoted equity investments	-	-	6,656,760	6,656,760
<b>As on 31 March 2020</b>	<b>level 1</b>	<b>level 2</b>	<b>level 3</b>	<b>Total</b>
<b>Assets</b>				
<b>Investments at fair value through other comprehensive income</b>				
Quoted equity investments	-	-	-	-
Un quoted equity investments	-	-	7,319,538	7,319,538

**Financial assets and Liabilities measured at amortised cost for which fair values are disclosed**

<b>As on 31 March 2021</b>	<b>level 1</b>	<b>level 2</b>	<b>level 3</b>
<b>Assets</b>			
<b>Financial assets and Liabilities measured at amortised cost for which fair values are disclosed</b>			
<b>As on 31 March 2021</b>			
Investments	-	-	6,656,760
Loans	-	-	19,000,000
Cash and Cash Equivalent	-	-	371,754
Other Financial Assets	-	-	1,643,647
<b>Total Financial Assets</b>	<b>-</b>	<b>-</b>	<b>27,672,161</b>

<b>As on 31 March 2020</b>	<b>level 1</b>	<b>level 2</b>	<b>level 3</b>
Investments	-	-	7,319,538
Loans	-	-	18,900,000
Cash and Cash Equivalent	-	-	164,987
Other Financial Assets	-	-	1,532,624
<b>Total Financial Assets</b>	<b>-</b>	<b>-</b>	<b>27,917,149</b>



As on 31 March 2021	Level 1	Level 2	Level 3
<b>Liabilities</b>			
<b>As on 31 March 2021</b>			
Other Financial Liabilities	-	-	27,055
Total Financial Liabilities	-	-	<b>27,055</b>
<b>As on 31 March 2020</b>	-	-	
Other Financial Liabilities	-	-	227,194
Total Financial Liabilities	-	-	<b>227,194</b>

### Valuation Techniques for fair value disclosures (Level 1, Level 2 and Level 3)

- Investment in Quoted Equity Investments - Level 1 - Investment in listed equity instruments are measured at their readily available quoted price in the market.
- Investment in Unquoted Equity Investments - Level 3 - the Company has used earning capitalisation method (fair value approach) discounted at a rate to reflect the risk involved in the business.

Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

	As on 31 March 2021		As on 31 March 2020	
	Carrying Value	Fair value	Carrying Value	Fair Value
<b>Financial Assets</b>				
Cash & Cash Equivalents	371,754	371,754	164,987	164,987
Loans	19,000,000	19,000,000	18,900,000	18,900,000
Investments	-	-	-	-
Other Financial Assets	1,643,647	1,643,647	1,532,624	1,532,624
<b>Total</b>	<b>21,015,401</b>	<b>21,015,401</b>	<b>20,597,611</b>	<b>20,597,611</b>
<b>Financial Liabilities</b>				
Other Financial Liabilities	27,055	27,055	227,194	227,194
<b>Total</b>	<b>27,055</b>	<b>27,055</b>	<b>227,194</b>	<b>227,194</b>

### Valuation methodologies of financial instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only. The below methodologies and assumptions relate only to the instruments in the above tables:

#### Financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the



carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and balances, balances other than cash and cash equivalents, loans, investments and other financial assets

**Note No. 28 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include investment loans, trade other receivables, cash & cash equivalents and other bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits and payables/receivables in foreign currencies.

**a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate. The Company expects the variable rate to decline, accordingly the Company is currently carrying its loans at variable interest rates.

No borrowings has been taken by the company. Accordingly, no such risks exists.

**b) Foreign currency risks**

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure in foreign currency is in Trade payables denominated in foreign currency. The Company is not restricting its exposure of risk in change in exchange rates.

The company has no foreign exposure. Accordingly, no such risks exists.

**B) Credit risk**

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including loans to related parties, deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.





### **Credit risk management**

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk on reporting date
- (ii) Moderate credit risk
- (iii) High credit risk

### **Financial assets that expose the entity to credit risk:**

<b>Particulars</b>	<b>As on 31 March 2021</b>	<b>As on 31 March 2020</b>
Low credit risk on reporting date		
Loans(non-current)	19,000,000	18,900,000
Cash and Cash Equivalent	371,754	164,987
Other Financial Asset	1,643,647	1,532,624
Total	21,015,401	20,597,611
Moderate credit risk on reporting date		
High credit risk on reporting date		
Investments	6,656,760	7,319,538

### **Cash and cash equivalents and bank deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

### **Loans**

Credit risk related to borrower's are mitigated by considering collateral's/bank guarantees/letter of credit, from borrower's. The Company closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Company assesses increase in credit risk on an ongoing basis for amounts loan receivables that become past due and default is considered to have occurred when amounts receivable become one year past due.

### **C) Liquidity risk**

The Company monitors its risk of a shortage of funds by estimating the future cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, cash credit facilities and bank loans.

The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturity within 12 months can be rolled over with existing lenders.

The company is not subject to any liquidity risk



The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

	31-Mar-21		31-Mar-20	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
<b>ASSETS</b>				
<b>Financial Assets</b>				
Cash & Cash Equivalents	371,754	-	164,987	-
Bank Balances other than above	-	-	-	-
Loans	19,000,000	-	18,900,000	-
Investments	-	6,656,760	-	7,319,538
Other Financial Assets	1,643,647	-	1,532,624	-
	<b>21,015,401</b>	<b>6,656,760</b>	<b>20,597,611</b>	<b>7,319,538</b>
<b>Non - Financial Assets</b>				
Current Tax Assets (Net)	40,618	-	224,826	-
Other Non Financial Assets	-	-	-	-
	40,618	-	224,826	-
<b>TOTAL</b>	<b>21,056,019</b>	<b>6,656,760</b>	<b>20,822,437</b>	<b>7,319,538</b>
<b>EQUITY and Liabilities</b>				
<b>LIABILITIES</b>				
<b>Financial Liabilities</b>				
Other Financial Liabilities	27,055	-	227,194	-
	27,055	-	227,194	-
<b>Non Financial Liabilities</b>				
Provisions	47,500	-	47,250	-
Other Non Financial Liabilities	16,638	-	17,639	-
	64,138	-	64,889	-
<b>TOTAL</b>	<b>91,193</b>	<b>-</b>	<b>292,083</b>	<b>-</b>
<b>NET</b>	<b>20,964,825</b>	<b>6,656,760</b>	<b>20,530,354</b>	<b>7,319,538</b>

#### Note No. 29 Capital management

The Company's capital management objectives are

- : to ensure the Company's ability to continue as a going concern
- : to comply with externally imposed capital requirement and maintain strong credit ratings
- : to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash



equivalents as presented on the face of balance sheet

**Note : 30 GENERAL**

In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet except in case of those shown as doubtful.

**Note : 31 The Computation of net profit under section 198 of the Companies Act, 2013, for the purpose of remuneration payable to Manager, are given below :**

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
Net Profit Before Taxation	<b>581,854.26</b>	53,756.00
Add: Managerial Remuneration	<b>229,609.00</b>	204,000.00
Net Profit U/S 198 of the Companies Act, 2013	<b>811,463.26</b>	257,756.00
Managerial Remuneration @ 11% of the above	<b>89,260.96</b>	28,353.16
Managerial Remuneration paid to Manager		
Salary Income	<b>229,609.00</b>	204,000.00
Other Perquisites	-	-
	<b>229,609.00</b>	204,000.00
	<b>229,609.00</b>	204,000.00

As per our report of even date attached  
For Ashish Sunil Jain & Co.  
Chartered Accountants  
FRN: 025047N

For and on behalf of the board,  
For Oswal Leasing Limited

Ashish Jain  
Partner  
Membership No. 098908  
UDIN: 21098908AAAAC18092

(Kamal Oswal)  
Director  
DIN: 00493213

(Navdeep Sharma)  
Director  
DIN: 00454285

Place : New Delhi  
Date : 03/06/2021

Harasees Kaur  
Manager cum CFO

Palak Narang  
Company Secretary





Assets side	Amount outstanding	Amount outstanding
<b>3 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
(a) Secured	-	-
(b) Unsecured	19,000,000	18,900,000
<b>4 Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
<b>5 Break-up of Investments</b>		
<b>Current Investments</b>		
<b>1 Quoted</b>		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
<b>2 Unquoted</b>		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
<b>Long Term Investments</b>		
<b>1 Quoted</b>		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-



	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-
<b>2</b>	Unquoted		
	(i) Shares		
	(a) Equity	<b>6,656,760</b>	7,319,538
	(b) Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-

**6 Borrower group-wise classification of assets financed as in (3) and (4) above:**

Please see Note 2 below

Category	Amount net of provisions					
	Current Year			Previous Year		
	Secured	Unsecured	Total	Secured	Unsecured	Total
<b>1 Related Parties</b>						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	<b>19,000,000</b>	<b>19,000,000</b>	-	18,900,000	18,900,000
<b>2 Other than related parties</b>	-	-	-	-	-	-
<b>Total</b>	-	<b>19,000,000</b>	<b>19,000,000</b>	-	18,900,000	18,900,000

**7. Investor group-wise classification of all investments (current and long term) in shares and debentures (both quoted and unquoted):**

Category	Current Year		Previous Year	
	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
<b>1 Related Parties</b>				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	-	-	-	-
(c) Other related parties	<b>6,656,760</b>	<b>6,656,760</b>	7,319,538	7,319,538
<b>2 Other than related parties</b>				
<b>Total</b>	<b>6,656,760</b>	<b>6,656,760</b>	7,319,538	7,319,538



**8 Other information**

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

**Notes:**

- 1 As defined in point xix of paragraph 3 of Chapter 2 of these Directions.
- 2 Provisioning norms shall be applicable as prescribed in these Directions.





## **OSWAL LEASING LIMITED**

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