



OSWAL LEASING LIMITED

Registered Office: 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001
CIN: L65910DL1983PLC016036 Phone: 011-23722935 Fax: 011-23316374
Email: oswal_leasing@owmnahar.com, Website: www.owmnahar.com

NOTICE OF 35TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the members of **OSWAL LEASING LIMITED** will be held on Monday, the 30th day of September, 2019 at 11:00 A.M. at **New Delhi YMCA Tourist Hostel, 1, Jai Singh Road, New Delhi – 110 001**, to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of **Sh. Dinesh Gogna (DIN: 00498670)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration 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 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Ashish Sunil Jain & Co., Chartered Accountants, Ludhiana (Firm Registration No. 025047N), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of 35th Annual General Meeting (AGM) till the conclusion of 40th Annual General Meeting (AGM) of the Company to be held in the year 2024, at a remuneration of Rs. 15,000/- per annum for the financial year 2019-20 plus applicable tax and out-of-pocket expenses incurred.

FURTHER RESOLVED THAT the Board of Directors of the Company and Ms. Palak Narang, Company Secretary, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. To appoint Ms. Surbhi Arora as Manager of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of the Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approval as may be required, Ms. Surbhi Arora, be and is hereby appointed as Manager Cum Chief Financial Officer (Key Managerial Personnel) of the Company for a term of 3 (three) consecutive years w.e.f. April 25, 2019, on a total remuneration of Rs. 17,000/- per month and on the terms and conditions embodied in the terms of appointment, as approved by the Nomination and Remuneration Committee in its meeting held on April 25, 2019.

RESOLVED FURTHER THAT in case Company has no profit or inadequacy of profit in any financial year during the currency of tenure of her appointment commencing from April 25, 2019, the payment of above mentioned total remuneration, shall be governed by the ceiling limits as specified under Section II of the Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limit as may be prescribed by the Government from time to time as minimum remuneration.



RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorized to alter, amend, vary the terms and conditions of appointment including remuneration as may be agreed between the Board of Directors and Ms. Surbhi Arora, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) or subject to such approval as may be required and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

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

**Place: New Delhi
Dated: 12.08.2019**

**(Palak Narang)
Company Secretary**

NOTES:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Ordinary and Special Business under Item No. 3 and 4 of the accompanying Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10.00%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10.00%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

In order to be effective, the instrument appointing the proxy, duly signed, stamped and completed in all respect, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form for the Annual General Meeting (AGM) is annexed to this notice.
3. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Annual General Meeting.
5. 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 Listing Regulations, the Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
6. To ensure better service and to eliminate the risk of holding shares in physical form, the company has got the ISIN(s) activation live in the CDSL and NSDL system.



7. With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their Depository Participants to enable the company to send communications electronically.
8. The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its Registrar and Share Transfer Agent, the details of their valid Permanent Account Number (PAN) and Bank account details. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and Bank account details to Registrar and Share Transfer Agent, M/s Alankit Assignments Limited, (Unit: Oswal Leasing Limited), 2E/21, Alankit House, Jhandewalan Extension, New Delhi – 110055.
9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Members are requested to take action to dematerialize the Equity Shares of the Company, promptly to facilitate transfer of share(s). The ISIN of the company is INE811Q01018.
10. Members holding shares in physical form are requested to notify change in their address, if any, to the Company/ Registrar and Share Transfer Agent. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective Depository Participants, as the case may be.
11. Members desiring any information in regards to the Annual Accounts are requested to write to the Company at its Registered Office at least 7 days before the date of Annual General Meeting.
12. Members / Proxies and Authorized Representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith, duly filled in and signed along with them. No person shall be entitled to attend the meeting without the attendance slip.
13. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website www.ownnabar.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Alankit Assignments Limited, the Registrar and Share Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of the Annual Report of the Company for the financial year ended 31st March, 2019, including notice of the 35th Annual General Meeting is uploaded on the Company's website www.ownnabar.com and the above said Notice also be accessed by the members from the website of CDSL i.e. www.evotingindia.com inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: oswal_leasing@ownnabar.com.
14. A brief resume of the Director and Manager proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.



15. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. up to the date of this AGM and also at the AGM. The Statutory Registers like Register of Directors and Key Managerial Personnel and their Shareholding and Register of Members as maintained by RTA shall be open for inspection at the meeting to any person having right to attend the AGM.
16. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Monday, September 23, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
17. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. Monday, September 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the Member is already registered with CDSL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
18. A route map showing directions to the venue of the 35th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

19. Voting through electronic means:-

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time as well as Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, the Company is providing its Members the facility of remote e-voting to exercise their right to vote at the 35th AGM by electronic means and the business contained in this Notice shall be transacted through such e-voting. For this purpose, the Company has engaged the services of M/s Central Depositories Services (India) Ltd. (CDSL) for providing E-voting facility to enable the shareholders to cast their votes electronically.

The instructions to shareholders for voting electronically are as under:

- (i) The voting period begins on Friday, 27th September, 2019 (9:00 A.M. onwards) and ends on Sunday, 29th September, 2019 (5:00 P.M.). The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, September 23, 2019, may cast their vote electronically.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders/Members" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, and



- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) if you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) in the PAN field. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'New Password' field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 190820004 for the relevant OSWAL LEASING LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by you by clicking on "Click here to print" option on the Voting page.



- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under 'Help' section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:-

- i. Vote on a resolution, once cast, cannot be changed subsequently.
- ii. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as at the close of September 23, 2019.
- iii. The Board has appointed Sh. Madan Gopal Jindal of M/s M. G. Jindal & Associates, Practicing Company Secretaries (C.P. No. 2712) as the Scrutinizer for scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- iv. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than forty eight hours of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman.
- v. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2019.
- vi. A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
- vii. The results declared alongwith the Scrutinizer's Report shall be displayed at the Registered Office of the Company and placed on the website of the Company i.e. www.ownmahar.com and on the website of CDSL i.e. www.evotingindia.com within 48 hours of passing of the resolutions at the Annual General Meeting of the company and will also be communicated to the Bombay Stock Exchange, where the shares of the Company are listed.



EXPLANATORY STATEMENT IN RESPECT OF ORDINARY AND SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3

The Shareholders of the Company at the 34th Annual General Meeting ('AGM') held on 29th September, 2018 approved the appointment of M/s K R Aggarwal & Associates, Chartered Accountants, (Firm Registration No. 030088N) as the Statutory Auditors of the Company to hold office from the conclusion of said AGM till the conclusion of 35th AGM of the Company. M/s K R Aggarwal & Associates will complete their present term on conclusion of this AGM in terms of the said approval. The present remuneration of M/s K R Aggarwal & Associates for conducting the audit for the financial year 2018-19 is Rs. 15,000/- per annum plus applicable tax and out-of-pocket expenses incurred. As per Section 139 (2) of the Companies Act, 2013, an audit firm can be appointed as Statutory Auditors for two terms only and both of their terms expire on the conclusion of this AGM.

The Board of Directors, on the recommendation of the Audit Committee, in their meeting held on 12th August, 2019 proposed the appointment of M/s Ashish Sunil Jain & Co., Chartered Accountants, Ludhiana (Firm Registration No. 025047N), as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of 35th Annual General Meeting (AGM) till the conclusion of 40th Annual General Meeting (AGM) to be held in the year 2024. The remuneration of M/s Ashish Sunil Jain & Co., Chartered Accountants for the financial year 2019-20 is set out in the Resolution relating to their appointment.

The Board of Directors recommend the appointment of M/s Ashish Sunil Jain & Co., as the Statutory Auditors based on a review of their profile, experience and specialization in audit of corporate sector.

The Company has already received their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 3 of the notice with regard to their appointment.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Shareholders.

Item No. 4

The Board of Directors in its meeting held on April 25, 2019 on the recommendation of the Nomination and Remuneration Committee appointed Ms. Surbhi Arora as Manager Cum Chief Financial Officer (Key Managerial Personnel) of the Company for a period of 3 (three) consecutive years w.e.f. April 25, 2019.

Ms. Surbhi Arora, aged 23 years. She holds the degree of M.Com (B.E.), post graduate, from Panjab University, Chandigarh and has an experience in the field of finance and administration.

Further, in accordance with Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has also proposed to pay the remuneration as specified in the abovesaid special resolution, in the case of no profit or inadequate profit of Company in any financial year during the currency of tenure of her appointment commencing from April 25, 2019, which is subject to the approval of Members.

Relevant details relating to appointment of Ms. Surbhi Arora as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an "Annexure 1" to this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Ms. Surbhi Arora, are in any way concerned or interested, financially or otherwise, in the proposed resolution



as set out at Item No. 4 of the notice with regard to her appointment.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Shareholders.

Statement as required under Section II of the Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution set out at Item No. 4 of the Notice.

I. General Information:

- Nature of industry:** Oswal Leasing Limited ('Company') is mainly engaged in the business of financing and investment activities.
- Date or expected date of commencement of commercial production:** The Company was incorporated in 1983 and is working since then.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given Indicators:** (Amount in Rs.)

Particulars	For the Year ended 31.03.2019	For the Year ended 31.03.2018
Total Revenue	7,358,685	1,580,635
Profit/(Loss) before Tax	1,048,152	(4,885,599)
Profit/(Loss) after Tax	795,892	(5,102,134)

- Foreign investment or collaborators, if any:** Nil

II. Information about the appointee:

- Background details:** Ms. Surbhi Arora, aged 23 years. She holds the degree of M.Com (B.E.), post graduate, from Panjab University, Chandigarh and has an experience in the field of finance and administration.
- Past remuneration:** N.A.
- Recognition or awards:** Nil
- Job profile and suitability:** Ms. Surbhi Arora is overall responsible for operations of the Company under the supervision of the Board of Directors. Seeing her leadership qualities, the Board appointed her as Manager of the Company w.e.f. April 25, 2019.
- Remuneration proposed:** The remuneration is as described in Special Resolution at Item No. 4 of the Notice and in case of no profit or inadequate profit in any Financial Year during the currency of tenure of her appointment commencing from April 25, 2019, the remuneration as proposed in the said Special Resolution, shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.
- Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in expatriates, the relevant details would be w.r.t. the country of origin):** Considering the size of the Company, the profile of Ms. Surbhi Arora, the responsibilities shouldered by her, the remuneration proposed to be paid to her, commensurate with the remuneration packages paid to persons appointed at similar level in other companies.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Ms. Surbhi Arora, has no pecuniary relationship directly or indirectly with the Company other than the remuneration drawn in the capacity of Manager cum Chief Financial Officer of the Company.

III. Other Information:

- Reasons for loss or inadequate profits:** Presently, the Company does not have any reason for



inadequate profits for the purpose of payment of Remuneration. However, because of economic situations the profitability of the Company may vary up and down. Thus the proposed resolution is to take the approval for minimum remuneration to the Manager.

2. **Steps taken or proposed to be taken for improvement:** Not applicable
3. **Expected increase in productivity and profits in measurable terms:** The Company is expecting the normal increase in productivity and profits.

ANNEXURE-1

BRIEF PROFILE OF DIRECTOR AND MANAGER SEEKING APPOINTMENT/RE-APPOINTMENT AS SET OUT IN THIS NOTICE:-

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Particulars	Retire by Rotation	Appointment
Name	Sh. Dinesh Gogna (DIN: 00498670)	Ms. Surbhi Arora
Date of Birth and Age	07/07/1953 66 years	03/06/1996 23 years
Qualification	B.A. LLB	B.Com and M. Com (B.E.)
Experience	More than 39 years' experience in Corporate Finance & Taxation	Experience in the field of finance and administration
Date of Appointment	19/01/1984	25/04/2019
Terms of Appointment	Liable to retire by rotation	3 years w.e.f. April 25, 2019
Remuneration for the Financial Year 2018-19 (Sitting Fee)	Rs. 12,500/- (Rupees Twelve Thousand and Five Hundred only)	N.A.
No. of Shares held in the Company	Nil	Nil
No. of Meetings of the Board attended during the year	5 out of 5	Nil
Relationship with other Directors	None	None
List of Directorships of other Board	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Poly Films Limited 4. Nahar Capital and Financial Services Limited 5. Monte Carlo Fashions Limited 6. Oswal Denims Limited 7. Oswal Woollen Mills Limited 8. Cotton County Retail Limited 9. Girnar Investment Limited	Nil
List of Memberships/ Chairmanships of Committees of other Board	1. Oswal Woollen Mills Limited Audit Committee - Member Share Transfer Committee - Member 2. Nahar Industrial Enterprises Ltd.	Nil



Particulars	Retire by Rotation	Appointment
	Audit Committee - Member Stakeholder Relationship Committee - Chairman Corporate Social Responsibility Committee- Member 3. Nahar Spinning Mills Ltd. Audit Committee - Member Share Transfer Committee - Member Corporate Social Responsibility Committee- Member 4. Nahar Poly Films Ltd. Share Transfer Committee - Member Audit Committee - Member Corporate Social Responsibility Committee- Member 5. Nahar Capital & Financial Services Ltd. Share Transfer Committee - Member Corporate Social Responsibility Committee- Member 6. Monte Carlo Fashions Ltd. Stakeholder Relationship Committee - Chairman Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee- Member Share Transfer Committee - Member	

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

**Place: New Delhi
Dated: 12.08.2019**

**(Palak Narang)
Company Secretary**

OSWAL LEASING LIMITED

CIN : L65910DL1983PLC016036

**OSWAL LEASING LIMITED****Registered Office: 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001****CIN: L65910DL1983PLC016036 Phone: 011-23722935 Fax: 011-23316374****Email: oswal_leasing@owmnahar.com, Website: www.owmnahar.com****BALLOT FORM**

Sr. No. _____

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

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

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

No. of shares held:

I/We hereby exercise my/our vote(s) in respect of the following Resolutions as set out in the Notice dated August 12, 2019 of the Company by conveying my/our assent (for) or dissent (against the said resolutions) by placing the tick mark (✓) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of Directors and Auditors thereon.			
2.	To appoint a Director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint Statutory Auditors of the Company and fix their remuneration.			
4.	To appoint Ms. Surbhi Arora as Manager of the Company.			

Signature of the Member
or
Authorised Representative

Place:

Date:

Notes:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up this form.
(ii) Please read the instructions printed overleaf carefully before exercising your vote.



INSTRUCTIONS

1. General Instructions:

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through remote e-voting or through Ballot Form at the AGM. If a member has casted vote via remote e-voting, then vote cast by him/her via ballot form at the AGM shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below under instructions No. 2(b).
- d. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

2. Instructions for voting physically by Ballot Form:

- a. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- b. In respect to shares held by corporate and institutional members (companies, trusts, societies, etc.) the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signature (ies) duly attested.
- c. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the member whose names appear in Register of members as on 23rd September, 2019.
- d. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- e. Members are requested to fill the Ballot Form indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- f. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- g. The Scrutinizer shall immediately after the conclusion of AGM first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not less than 48 hours of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Chairman.
- h. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and placed on the website of the Company i.e. www.ownahar.com and on the website of CDSL i.e. www.evotingindia.com within 48 hours of passing of the resolutions at the Annual General Meeting of the company and will also be communicated to the Bombay Stock Exchange, where the shares of the Company are listed.



OSWAL LEASING LIMITED

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

CIN: L65910DL1983PLC016036 Phone: 011-23722935 Fax: 011-23316374

Email: oswal_leasing@owmnahar.com, Website: www.owmnahar.com

**35TH ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DP ID*		FOLIO NO.	
CLIENT ID*		NO. OF SHARES HELD	

NAME & ADDRESS OF THE SHAREHOLDER

I being the registered Shareholder/ proxy for the registered Shareholder of the Company hereby record my presence at 35TH ANNUAL GENERAL MEETING of the Company held on Monday, the 30th day of September, 2019 at 11:00 A.M. at New Delhi YMCA, Tourist Hostel, 1, Jai Singh Road, New Delhi-110001 and at any adjournment(s) thereof.

Signature of Member/Proxy

Notes:-

- *Applicable for Investors Holding Shares in Electronic Form.
- Please read the instructions given at Note No. 19 of the Notice of 35th Annual General Meeting, carefully before voting electronically.

ELECTRONIC VOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	User ID/ Folio No./ DP/Client ID	Sequence No.
190820004		

OSWAL LEASING LIMITED

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Email: oswal_leasing@owmnahar.com, Website: www.owmnahar.com

PROXY FORM

Form MGT - 11

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

Name of the Member(s):	
Registered Address:	
Email:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s) of.....shares of Oswal Leasing Limited, here by appoints

- 1) Name:..... Address
- Email Signature.....or failing him/her
- 2) Name:..... Address
- Email Signature.....or failing him/her
- 2) Name:..... Address
- Email Signature.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th ANNUAL GENERAL MEETING of the Company held on Monday, 30th day of September, 2019 at 11:00 A.M. at New Delhi YMCA, Tourist Hostel, 1, Jai Singh Road, New Delhi-110001 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:



Item No.	Particulars	Optional*	
		For	Against
	ORDINARY BUSINESS:		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of Directors and Auditors thereon.		
2.	To appoint a Director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Statutory Auditors of the Company and fix their remuneration.		
	SPECIAL BUSINESS:		
4.	To appoint Ms. Surbhi Arora as Manager of the Company.		

Signed this.....day of.....2019.

Signature of the Member:

Signature of the Proxy holder(s):

Affix
revenue
stamp of
Rs.1

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- (2) *It is optional to put a tick (✓) in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the Resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- (3) Please complete all the details of the member(s) in box before submission.

**ROUTE MAP FOR 35TH ANNUAL GENERAL MEETING
OF OSWAL LEASING LIMITED
VENUE : NEW DELHI YMCA, TOURIST HOSTEL,
1, JAI SINGH ROAD, NEW DELHI-110001**

