



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 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **OSWAL LEASING LIMITED** will be held on Saturday, the 26th day of September, 2020 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, 2020 together with the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of **Sh. Kamal Oswal (DIN: 00493213)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Ms. Harasees Kaur as Manager of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following 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, consent of the Members of the Company be and is hereby accorded to appoint Ms. Harasees Kaur, as Manager Cum Chief Financial Officer (Key Managerial Personnel) of the Company, to hold office for a term of 3 (three) consecutive years w.e.f. August 01, 2020, on a total remuneration of Rs. 23,800/- per month and on the terms and conditions embodied in the terms of appointment, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in its meeting held on July 31, 2020.

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 August 01, 2020, the payment of abovementioned 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. Harasees Kaur, 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.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and



Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place: New Delhi
Date : 31.07.2020**

**(Palak Narang)
Company Secretary**

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 36th Annual General Meeting (AGM) under Item No. 3, is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the 36th Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to **General Circular numbers 14/2020, 17/2020 and 20/2020, dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars')**, which allow the companies to hold AGM through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 36th AGM shall be the Registered Office of the Company i.e. 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001.
3. The Company has availed the services of Central Depository Services Limited (CDSL), Depository Participant, as the authorized agency for conducting the AGM through VC/OAVM and providing remote e-voting and e-voting facility during the AGM.
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 36th AGM as the AGM is convened through VC / OAVM. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the 36th 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 36th 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) by e-mail to oswal_leasing@owmnahar.com before the commencement of the 36th AGM.
6. In case of joint holders 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.
7. 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 **Saturday, September 19, 2020 to Saturday, September 26, 2020** (both days inclusive) for AGM purpose.

8. In accordance with MCA Circulars dated April 08, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020 due to COVID-19 pandemic, the Notice of 36th AGM along with the Annual Report for the financial year 2019-2020 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 36th AGM along with the Annual Report for the financial year 2019-2020 has been uploaded on the Company's website at www.ownnahr.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. The Notice of the 36th AGM may also be accessed by the members from the website of CDSL i.e. evotingindia.com
9. As a part of the green initiatives and for receiving all communication (including Notice and Annual Report) from the Company electronically:
 - A) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at oswal_leasing@ownnahr.com or to the Company's RTA at rta@alankit.com.
 - B) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.Upon such Registration, all communication from the Company/ RTA will be sent to the registered E-mail address.
10. 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.
11. The information about the Director and Manager 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 Standard-2 on General Meetings issued by ICSI is annexed herewith as **Annexure-A**.
12. Members holding shares in physical form are requested to notify change in their address, if any, along with the self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company/ Registrar and Transfer Agent of the Company. 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.
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. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
14. 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 Transfer Agent (RTA) of the Company M/s Alankit Assignments Limited, (Unit: Oswal Leasing Limited), Alankit House 4E/2, Jhandewalan Extension, New Delhi – 110055, the



details of their valid Permanent Account Number (PAN) and Bank Account details. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders) along with original cancelled cheque/ a copy of Bank Passbook duly attested by the Bank, not being a date earlier than one month bearing the name of the sole / first holder. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).

15. 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 contract the Depository Participant of their choice. 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).

16. The Register of Directors and KMP 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.
17. 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
18. 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 at least seven days before the date of meeting so as to enable the management to keep the relevant information ready.
19. The members / investors may send their complaints/ queries, if any to the Company's RTA at rta@alankit.com or to the Company at oswal_leasing@owmnahar.com
20. Since the 36th AGM being held through VC/OAVM in compliance with the provisions of the Companies Act, 2013 read with MCA circulars and SEBI Circular, the Route Map, Attendance Slip, ballot form and proxy form are not attached to this Notice.
21. **PROCEDURE FOR REMOTE E-VOTING, E-VOTING DURING THE AGM AND ATTENDING THE 36TH AGM THROUGH VC/OAVM:**

THE INSTRUCTIONS FOR MEMBERS ATTENDING THE 36TH AGM OF THE COMPANY THROUGH VC /OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under



shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN **200819017** of the Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. The Members can join the 36th 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.
6. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
7. 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 **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at oswal_leasing@owmnahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at oswal_leasing@owmnahar.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders 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.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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 Circular, 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.

- i. The remote e-voting period begins on **Wednesday, September 23, 2020 at 09.00 A.M. and ends on**



Friday, September 25, 2020 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., **Friday, September 18, 2020**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on “Shareholders/Members” module.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

 - d. Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- 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 e-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 the first two letters of their name and the 8 digits of the sequence number 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 **200819017** 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 out print of the voting done 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 CDSLs 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE 36TH AGM ARE AS UNDER:

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting since the Meeting is being held through VC/OAVM.
- 2. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- 3. Only those shareholders, 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.
- 4. 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 shareholders attending the meeting.
- 5. Shareholders 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.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders-** 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/RTA email id at rta@alankit.com.
2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company email id at oswal_leasing@owmnahar.com /RTA email id at rta@alankit.com.
3. The Company Secretary shall co-ordinate with CDSL and provides the login credentials to the abovementioned shareholders.

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” module.
- 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.
- 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@owmnahar.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi. Members who have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 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.

xxii. All grievances connected with the facility for remote e-voting may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, 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 or call on 022-23058542/43.

xxiii. 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.

22. Other instructions:

- i. Vote on a resolution, once cast, cannot be changed subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cutoff date i.e. **Friday, September 18, 2020.**
- iii. Any person, who acquires shares of the Company and becomes Member of the Company after the Notice is sent and holding shares as on the cut-off date i.e. **Friday, September 18, 2020** may follow the same instructions as mentioned above for e-Voting and remote e-voting.
- iv. The persons who have acquired shares of the Company and become members of the Company after the Notice is sent may send a request to the Company Secretary via e-mail at oswal_leasing@owmnahar.com for a copy of the Annual Report.
- v. The Board of Directors has appointed Sh. Madan Gopal Jindal of M/s. M. G. Jindal & Associates, Practicing Company Secretaries (C.P. No. 2712), as the Scrutinizer to the remote e-voting and e-voting process at the AGM in a fair and transparent manner.
- vi. The Scrutinizer shall immediately after the conclusion of Annual General Meeting start scrutinizing 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 meeting, submit a Consolidated Scrutinizer's Report of the total votes cast in the favour or against, if any, forthwith to the Chairman or person authorised by the Chairman in writing for counter signature.
- vii. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.owmnahar.com and on the website of CDSL i.e. 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.
- viii. A person who is not a Member as on the cutoff date i.e. **Friday, September 18, 2020** should treat this Notice for information purposes only.
- ix. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the 36th Annual General Meeting i.e. **September 26, 2020.**

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

The Board of Directors in its meeting held on July 31, 2020 on the recommendation of the Nomination and Remuneration Committee appointed Ms. Harasees Kaur as Manager Cum Chief Financial Officer (Key Managerial Personnel) of the Company for a period of 3 (three) consecutive years w.e.f. August 01, 2020.

Ms. Harasees Kaur, aged 24 years. She holds Bachelor's Degree in Commerce and Master of Business Administration from Panjab University, Chandigarh. She is having experience in the field of Management and Finance. She has worked with Oswal Woollen Mills Limited as a Management Trainee for 1 year.



Further, 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 August 01, 2020, which is subject to the approval of Members.

Relevant details relating to appointment of Ms. Harasees Kaur 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 A**” to this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Ms. Harasees Kaur, 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 her appointment.

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

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. 3 of the Notice.

I. General Information:

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

(Amount in Rs.)

| Particulars | For the Year ended 31.03.2020 | For the Year ended 31.03.2019 |
|--------------------------|----------------------------------|----------------------------------|
| Total Revenue | 1,706,936 | 7,358,685 |
| Profit/(Loss) before Tax | 53,756 | 1,048,152 |
| Profit/(Loss) after Tax | 40,056 | 795,892 |

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

II. Information about the appointee:

- 1. Background details:** Ms. Harasees Kaur, aged 24 years. She holds Bachelor's Degree in Commerce and Master of Business Administration from Panjab University, Chandigarh. She is having experience in the field of Management and Finance. She has worked with Oswal Woollen Mills Limited as a Management Trainee for 1 year.
- 2. Past remuneration:** N.A.
- 3. Recognition or awards:** Nil
- 4. Job profile and suitability:** Ms. Harasees Kaur 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. August 01, 2020.



- 5. Remuneration proposed:** The remuneration is as described in Special Resolution at Item No. 3 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 August 01, 2020, the remuneration as proposed in the said Special Resolution, shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.
- 6. 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. Harasees Kaur, 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.
- 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Ms. Harasees Kaur, 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:

- 1. 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 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.

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

**Place: New Delhi
Date : 31.07.2020**

**(Palak Narang)
Company Secretary**



ANNEXURE-A

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

| Particulars | Retire by Rotation | Appointment |
|---|---|--|
| Name | Sh. Kamal Oswal (DIN: 00493213) | Ms. Harasees Kaur |
| Designation | Chairman and Director | Manager Cum Chief Financial Officer |
| Date of Birth and Age | 22/09/1962 57 years | 06/05/1996 24 years |
| Qualification | B.Com. | B.Com and MBA |
| Experience | Having business experience of more than 38 years in the industry | Experience of 1 year in the field of Management and Finance. |
| Date of Appointment | 12/08/1983 | 01/08/2020 |
| Terms of Appointment | Liable to retire by rotation | 3 years w.e.f. August 01, 2020 |
| Remuneration for the Financial Year 2019-2020 | Rs. 10,000/- (Rupees Ten Thousand only)(Sitting Fee) | N.A. |
| No. of Equity Shares held in the Company | 1 | Nil |
| No. of Meetings of the Board attended during the year | 4 out of 5 | Nil |
| Disclosure of Relationship: | Brother of Smt. Monica Oswal | 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. Oswal Woollen Mills Limited 6. Nahar Industrial Infrastructure Corporation Limited 7. Cotton County Retail Limited 8. Sankheshwar Holding Company Limited 9. Vardhman Investments Ltd 10. Abhilash Growth Fund Private Limited 11. Nahar Growth Fund Private Limited | Nil |
| List of Memberships/ Chairmanships of Committees of other Board | 1. Nahar Industrial Enterprises Ltd. Stakeholder Relationship Committee - Member Corporate Social Responsibility Committee - Chairman 2. Cotton County Retail Ltd. Nomination and Remuneration Committee - Chairman 3. Abhilash Growth Fund Private Limited Corporate Social Responsibility Committee - Member | Nil |

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

Place: New Delhi
Date : 31.07.2020

(Palak Narang)
Company Secretary