



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 and to the Company at 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 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 37th AGM may also be accessed by the members from the website of CDSL i.e. 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 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 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 or to the Company at 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 /RTA email id at 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.
 - 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
Individual members holding shares in Demat mode with CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 & 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.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual members holding shares in demat mode with NSDL	<p>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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.</p>



Individual member (holding shares in demat mode) login through their Depository Participants	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 & voting during the meeting.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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
- 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 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:



	For members holding shares in both demat and physical form other than individual members
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"> 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. 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 (5).

- 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 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.

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. 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. 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, 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.
- 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 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.



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.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.
- 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.ownnahr.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

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:

Particulars	Retire by Rotation	Appointment	Appointment
Names	Smt. Monica Oswal (DIN: 00566052)	Dr. Roshan Lal Behl (DIN: 06443747)	Dr. Manisha Gupta (DIN: 06910242)
Designation	Director	Independent Director	Independent Director
Date of Birth	25/02/1972	28/01/1957	19/06/1979
Age	49 years	64 Years	42 years
Brief Profile / Expertise in Specific field/ Qualification	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.
Date of Appointment	25.03.2015	12.08.2021	12.08.2021
Terms of Appointment	Liable to retire by rotation	5 years w.e.f. August 12, 2021.	5 years w.e.f. August 12, 2021.
Remuneration for the Financial Year 2020-2021	Rs. 12,500/- (Rupees Twelve Thousand and Five Hundred only) (Sitting Fees)	N.A.	N.A.
Remuneration sought to be paid	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
No. of Equity Shares held in the Company	Nil	Nil	Nil



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



			6. Monte Carlo Fashions Limited	
			Audit Committee	Member
			7. Nahar Spinning Mills Limited	
			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**