



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 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **OSWAL LEASING LIMITED** will be held on Friday, the 30th day of September, 2022 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, 2022 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 in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Ravi Kumar 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 Mr. Ravi Kumar, 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. May 12, 2022, on a total remuneration of Rs. 21,500/- 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 May 12, 2022.

RESOLVED FURTHER THAT in case Company has no profit or inadequacy of profit in any financial year during the currency of tenure of his appointment commencing from May 12, 2022, 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 Mr. Ravi Kumar, 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 : 09.08.2022

(Palak Narang)
Company Secretary
Membership No. ACS 43749



NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") setting out material facts concerning the Special Business to be transacted at the 38th Annual General Meeting (AGM) under Item No. 3 of the Notice, is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the 38th 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, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022, 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 38th AGM of the Company is being held through VC/OAVM on Friday, the 30th day of September, 2022 at 11:00 A.M. The deemed venue for the 38th AGM shall be the Registered Office of the Company i.e. 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001.

3. 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 38th 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 38th AGM through VC/OAVM and cast their votes through e-voting.
4. Corporate members (i.e. other than individuals, HUF's, NRI's, etc.) intending to appoint authorised representative(s) to attend the AGM through VC/OAVM and vote on their behalf at the 38th AGM are requested to send to the Company a scanned certified true copy of the resolution of the Board of Directors (PDF/JPG 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@owmnaahar.com before the commencement of the 38th AGM.
5. 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.
6. 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.
7. 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.
8. In terms of the provisions of Section 152 of the Companies Act, 2013, Sh. Dinesh Gogna, Non-Executive Director, retire by rotation at this Meeting and offered himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his respective re-appointment.
9. The relevant information under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") and Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India is annexed to this Notice regarding the Director and Manager seeking appointment/re-appointment in the Annual General Meeting, is given hereto and form part of the notice.



10. 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 Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 24, 2022 to Friday, September 30, 2022** (both days inclusive) for AGM purpose.
11. In accordance with MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 and SEBI Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 due to COVID-19 pandemic, the Notice of 38th AGM along with the Annual Report for the financial year 2021-2022 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 38th AGM along with the Annual Report for the financial year 2021-2022 has been uploaded on the Company's website at www.ownnabar.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 38th AGM may also be accessed by the members from the website of CDSL i.e. evotingindia.com. However, hard copy of the full annual report will be sent to the shareholder who request for the same.
12. 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 SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019. 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.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. 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.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/68 dated December 14, 2021 has mandated for furnishing/ updating PAN, KYC details (Name, Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ ISR-3/ SH-14. In compliance thereof, the Company has already sent the communication alongwith prescribed forms to all the physical shareholders at their registered address. Members are requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 105, Ashoka Estate, 24, Barakhamba Road, New Delhi-110 001 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Oswal Leasing Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of the Company at http://ownnabar.com/leasing_ltd/kyc-updation.php. Members holding shares in electronic form intimate the changes to their Depository Participants (DPs).
14. As an on-going measure to enhance ease of dealing in securities market by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at http://ownnabar.com/leasing_ltd/kyc-updation.php. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and aforesaid SEBI Circulars dated November 13, 2021 and December 14,



2021, 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/she may submit the same in Form SH-14 or Form ISR-3 as the case may be. The said forms can be downloaded from the Company's website http://owmnahar.com/leasing_ltd/kyc-updation.php. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

16. 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 along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- 17.(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
18. 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 / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- 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.
19. Since the 38th 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.
 20. **Instructions of shareholders for remote e-voting and joining 38th 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- ii. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. **Friday, September 23, 2022** may cast their vote 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.
- iii. The remote e-voting period begins on **Tuesday, September 27, 2022 at 09:00 A.M. and ends on Thursday, September 29, 2022 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. **Friday, September 23, 2022.**
- 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 SEBI 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 entities 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- vi. In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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. 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 CDSL/NSDL** is given below:



Type of Members	Login methods
Individual members holding shares in Demat mode with CDSL Depository	<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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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.
Individual members holding shares in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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.
Individual member (holding shares in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



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 toll free no. 1800 22 55 33.
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

vii. Login method for e-voting and joining virtual AGM for **physical members and members other than individual members 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.

viii. Next enter the Image Verification as displayed and Click on Login.

ix. 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.

x. If you are a first time user follow the steps given below:

	For Physical members and other than individual members holding shares in demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (vii).

xi. After entering these details appropriately, click on "SUBMIT" tab.

xii. 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.



- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN **220810005** for the relevant **Oswal Leasing Limited** on which you choose to vote.
- xv. 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.
- xvi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvii. 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.
- xviii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xx. 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.
- xxi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xxii. Additional Facility for Non – Individual Shareholders and Custodians- Remote Voting only:**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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 at mgjindal@gmail.com and to the Company at 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.
- xxiii. 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. **Friday, September 23, 2022** may follow the same instructions as mentioned above for e-Voting.
- 21. Instructions for members attending the AGM through VC/OAVM and e-voting during the 38th 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 **220810005** 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 38th AGM in the VC/OAVM mode 15 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.
- xii. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.
- xiii. 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. The Company has appointed Sh. Madan Gopal Jindal, Proprietor of M/s. M. G. Jindal & Associates, Practicing Company Secretaries (C.P. No. 2712), to act as the Scrutinizer to scrutinize the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting, 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 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 38th Annual General Meeting i.e. **Friday, September 30, 2022.**

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

**Place: New Delhi
Date : 09.08.2022**

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



EXPLANATORY STATEMENT PURSUANT TO 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 May 12, 2022 on the recommendation of the Nomination and Remuneration Committee appointed Mr. Ravi Kumar as Manager Cum Chief Financial Officer (Key Managerial Personnel) of the Company for a period of 3 (three) consecutive years w.e.f. May 12, 2022.

Mr. Ravi Kumar, aged about 23 years is appointed as Manager Cum Chief Financial Officer of the Company. He holds Bachelor's Degree in Commerce from Punjab University. He is having more than 4 years of experience in the field of Accounts.

Further, the Board in its Board Meeting held on August 09, 2022 has revised the remuneration and 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 his appointment commencing from May 12, 2022, which is subject to the approval of Members.

Relevant details relating to appointment of Mr. Ravi Kumar as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards-2 on General Meetings is annexed and form part of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Ravi Kumar, 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 his 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:**

(Amt in Rs.)

Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Total Revenue	14,00,022	18,79,244
Profit/(Loss) before Tax	(1,17,960)	5,81,854
Profit/(Loss) after Tax	(1,17,960)	4,34,854

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

II. Information about the appointee:

- 1. Background details:** Mr. Ravi Kumar, aged about 23 years is appointed as Manager Cum Chief Financial Officer of the Company. He holds Bachelor's Degree in Commerce from Punjab University. He is having more than 4 years of experience in the field of Accounts.
- 2. Past remuneration:** N.A.



3. Recognition or awards: Nil

4. Job profile and suitability: Mr. Ravi Kumar is overall responsible for operations of the Company under the supervision of the Board of Directors. Seeing his leadership qualities, the Board appointed him as Manager of the Company w.e.f. May 12, 2022.

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 his appointment commencing from May 12, 2022, 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 Mr. Ravi Kumar, the responsibilities shouldered by him, the remuneration proposed to be paid to him, 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: Mr. Ravi Kumar, 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. He does not have any relationship with the managerial personnel.

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.

IV. Disclosures:

All disclosures required under Section II of Part II of Schedule-V to the Companies Act, 2013 have been provided in the Explanatory Statement.

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

**Place: New Delhi
Date : 09.08.2022**

**(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 Director and Manager seeking appointment/re-appointment as set out in this notice furnished below:

Particulars	Retire by Rotation	Appointment
Name	Sh. Dinesh Gogna (DIN: 00498670)	Mr. Ravi Kumar
Designation	Non-Executive Director	Manager Cum Chief Financial Officer
Date of Birth and Age	07/07/1953 69 years	13/07/1999 23 Years
Date of Appointment	19.01.1984	12.05.2022
Qualification	B.A. and LLB	Bachelor's Degree in Commerce from Punjab University
Expertise in Specific functional areas	More than 42 years of experience in Corporate Experience in the field of Finance & Taxation	More than 4 years of experience in the field of Accounts.
Terms of Appointment	Liable to retire by rotation	3 years w.e.f. May 12, 2022.
Remuneration for the Financial Year 2021-2022 (Sitting Fees)	Rs. 15,000/- (Rupees Fifteen Thousand only) (Sitting Fees)	N.A.
Remuneration sought to be paid	Sitting Fees to be paid for Attending Meetings of the Board	Rs. 21,500/- per month
Shareholding in the Company	Nil Equity Shares	Nil Equity Shares
Shareholding in the Company as a Beneficial Owner	Nil	Nil
No. of Board Meetings attended during the year	4 out of 4	N.A.
Disclosure of Relationship:	None	None
List of Other Directorships on other Board as on 31st March, 2022	Name of the Company	Status
	1. Nahar Industrial Enterprises Limited	Director
	2. Nahar Spinning Mills Limited	Director
	3. Nahar Poly Films Limited	Director
	4. Nahar Capital and Financial Services Limited	Director
	5. Monte Carlo Fashions Limited	Director
	6. Oswal Woollen Mills Limited	Wholetime Director
	7. Cotton County Retail Limited	Director
	8. Girnar Investment Limited	Director
		Nil



Listed entities from which the person has resigned in the past three years	Nil	Nil																																												
List of Memberships/ Chairmanships of Committees of other Board as on 31st March, 2022	<div>1. Oswal Woollen Mills Ltd.</div> <table><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Shareholders Committee</td><td>Member</td></tr></table> <div>2. Nahar Capital and Financial Services Limited</div> <table><tr><td>Share Transfer Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr><tr><td>Investment Committee</td><td>Member</td></tr></table> <div>3. Nahar Spinning Mills Limited</div> <table><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Share Transfer Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr></table> <div>4. Nahar Industrial Enterprises Ltd.</div> <table><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Stakeholder Relationship Committee</td><td>Chairman</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</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>Chairman</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr><tr><td>Share Transfer Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr></table> <div>6. Nahar Poly Films Limited</div> <table><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Share Transfer Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>Stakeholders Relationship Committee</td><td>Member</td></tr></table>	Audit Committee	Member	Shareholders Committee	Member	Share Transfer Committee	Member	Corporate Social Responsibility Committee	Member	Risk Management Committee	Member	Investment Committee	Member	Audit Committee	Member	Share Transfer Committee	Member	Corporate Social Responsibility Committee	Member	Audit Committee	Member	Stakeholder Relationship Committee	Chairman	Corporate Social Responsibility Committee	Member	Audit Committee	Member	Stakeholders Relationship Committee	Chairman	Nomination and Remuneration Committee	Member	Share Transfer Committee	Member	Corporate Social Responsibility Committee	Member	Risk Management Committee	Member	Audit Committee	Member	Share Transfer Committee	Member	Corporate Social Responsibility Committee	Member	Stakeholders Relationship Committee	Member	Nil
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Stakeholders Relationship Committee	Member																																													



Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	Nil	Nil
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By Order of the Board of Directors
For Oswal Leasing Limited

Place: New Delhi
Date : 09.08.2022

(Palak Narang)
Company Secretary
Membership No. ACS 43749