

REPORT ON CORPORATE GOVERNANCE

I COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that the fundamental objective of Corporate Governance is to maximize shareholders value legally, ethically and on a sustainable basis, while ensuring fairness to every stakeholder of the Company. The Company has a consistent policy of good Corporate Governance upholding highest level of transparency in dissemination to Shareholders, customers, creditors, employees, associates or the state.

The Company is fully compliant with the mandatory requirements of Clause 49 of the Listing Agreements formulated by Securities & Exchange Board of India (SEBI).

II BOARD OF DIRECTORS

The board is fully aware of its fiduciary responsibilities and recognises its responsibilities to shareholders and other stakeholders to uphold the highest standards in all matters concerning the company and has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

a) Composition of the Board

The composition of Board of Directors of the Company is in conformity with the requirements of Clause 49 of the Listing Agreement and has an optimum combination of Executive, Non-Executive and Independent Directors.

The Board of Directors of the Company consists of six (6) Directors, of whom 1 (one) is Executive Director and 5 (Five) are Non-Executive Director. Among the Non-Executive Directors, 2 (two) are Independent Directors.

The composition and categories of the Directors on the Board, and also the number of Directorships and Committee membership[s] (Chairmanship[s]) held by them in other Indian Public Companies as on March 31, 2014 are presented in Table 1.

Table 1

Name of the Director	Category #	No. of other Directorships and Committee Membership/ Chairmanships		
		Other Directorship	Committee Membership	Committee Chairmanship
Mrs. JapnaMalvinder Singh (Managing Director)	Executive (Promoter)	Nil	Nil	Nil
Mr. Malvinder Mohan Singh	Non-Executive (Promoter)	4	Nil	Nil
Mr. Shivinder Mohan Singh	Non-Executive (Promoter)	5	1	Nil
Mrs. Aditi Shivinder Singh	Non-Executive (Promoter)	Nil	Nil	Nil
Mr. Anuj Chowdhry	Non-Executive (Independent)	6	1	Nil
Dr. Preetinder Singh Joshi	Non-Executive (Independent)	7	4	2

Notes :

- Private Limited Companies, Companies under Section 8 and Foreign Companies as defined under the Companies Act, 2013 are excluded for the purpose.
- Only Audit Committee and Shareholder's/Investor's Grievance Committee are considered for the purpose of committee positions as per listing agreement.
- As mandated by Clause 49, none of the Directors are members of more than ten Board level Committees or are they Chairman of more than five Committees in which they are members.

The Independent Directors of the Company provide an Annual Certificate of Independence in accordance with clause 49 of the listing agreement and Companies Act, 2013, to the Company which is taken on record by the board. All the Board Members including Independent directors have the opportunity and access to interact with the management.

b) Board Meetings & Attendance

The board meets at regular intervals for its attention to ensure that it exercises full control over significant strategic, financial, operational and compliance matters. The board is regularly briefed

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

and updated on the key activities of the business and is provided with briefings and presentations on operations, quarterly financial statements and other matters concerning the company. Besides, information about statutory compliance, minutes of all the subsidiary companies and sub-committees of the board and information as required under listing agreement are also provided to the directors on a quarterly basis. The board at every meeting also reviews the important regulatory changes and correspondence between two meetings.

During the financial year ended on March 31, 2014, the Board of Directors of the Company met 8(Eight) times; on April 1, 2013, May 30, 2013, July 30, 2013, October 30, 2013, January 31, 2014, February 24, 2014, March 7, 2014 and March 14, 2014.

The Last Annual General Meeting of the Company was held on September 30, 2013.

(a) Attendance of Directors:

Details of attendance of Directors at Board Meetings and Annual General Meeting (AGM) held during the financial year 2013-14 are presented in Table 2:

Table 2

Name of the Director	Number of Board Meetings		Attendance at last AGM held on September 30, 2014.
	Held	Attended	
Mrs. Japna Malvinder Singh (Managing Director)	8	5	No
Mr. Malvinder Mohan Singh	8	3	Yes
Mr. Shivinder Mohan Singh	8	6	Yes
Mrs. Aditi Shivinder Singh	8	5	No
Mr. Anuj Chowdhry	8	8	Yes
Dr. Preetinder Singh Joshi	8	3	No

(b) Information available to the Board:

During the financial year 2013-14, the information as required to be placed before the Board of Directors in terms of Annexure 1A to Clause 49 of the Listing Agreement was placed for its consideration such as:

1. Annual operating plan and budgets.
2. Quarterly results of the Company and its business segments.
3. Minutes of meetings of audit committee and other committees of the Board
4. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as delay in share transfer, etc.

The aforesaid information is generally provided as a part of the agenda of the Board Meeting and/or is placed at the table during the course of the meeting. The board periodically reviews Compliance Report, in respect of laws and regulations applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances.

(c) Shareholding of Non-Executive Directors

The details of Equity Shares held by Non-Executive Directors in the Company as on March 31, 2014 are given below in Table 3:

Table 3: Details of Equity Shares held by Non-Executive Directors

S. No.	Name of the Director	Number of Equity Shares held
1	Mr. Malvinder Mohan Singh	129000
2	Mr. Shivinder Mohan Singh	129000
3	Mrs. Aditi Shivinder Singh	Nil
4	Mr. Anuj Chowdhry	Nil
5	Dr. Preetinder Singh Joshi	Nil

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

(d) Shareholding of Executive Director

The details of Equity Shares held by Executive Director in the Company as on March 31, 2014 are given below in Table 4:

Table 4: Details of Equity Shares held by Executive Director

S. No.	Name of the Director	Number of Equity Shares held
1	Mrs. Japna Malvinder Singh	Nil

III COMMITTEES OF THE BOARD

The Company has Six Board-level Committees i. e. Audit Committee, Shareholders' /Investors' Grievance and Share Transfer Committee, Remuneration Committee, Nomination Committee, Risk Management Committee and Asset Liability Management Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members is taken by the Board of Directors.

Details of the role and composition of these committees, including number of meetings held during the financial year and attendance thereat are provided below:

1) Audit Committee

Terms of Reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 and the guidelines set out in the Listing Agreement with the Stock Exchanges, inter alia, includes a review of financial reporting process, draft financial statements and Auditors' Report (before submission to the Board), accounting policies and practices, internal controls and internal audit systems, risk management policies and practices, related party transactions, internal audit reports and adequacy of internal audit function.

The role of the Audit Committee includes recommending the appointment and removal of external auditor, discussion of audit plan, fixation of audit fee and also approval for payment of any other services.

The Audit Committee presently comprises of Mr. Anuj Chowdhry, Non-Executive Independent Director as the Chairman, Dr. Preetinder Singh Joshi, Non-Executive Independent Director and Mr. Malvinder Mohan Singh, Promoter Non-Executive Director as Members. The Secretary of the Company acts as a Secretary to the Committee.

During the financial year under review the Audit Committee met four (4) times viz on May 30, 2013, July 30, 2013, October 28, 2013 and January 30, 2014. The composition of the Committee and attendance of each member of the Committee are given in Table 5.

Table 5

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Anuj Chowdhry	Non-Executive Independent Director	Chairman	4	4
Dr. Preetinder Singh Joshi	Non-Executive Independent Director	Member	4	1
Mr. Malvinder Mohan Singh	Promoter Non-Executive Director	Member	4	3

2) Shareholders'/Investors' Grievance and Share Transfer Committee

The Shareholders'/Investors' Grievance Committee has been constituted to specifically look into the redressal of complaints of shareholders and investors and other issues concerning shareholders. The Committee approves transfer(s) and transmission(s) of shares and requests for split, subdivision, consolidation, issue of duplicate certificates, dematerialization/ rematerialization etc. of shares.

The Committee presently comprises of Dr. Preetinder Singh Joshi, Non-Executive Independent Director as Chairman, Mr. Anuj Chowdhry, Non-Executive Independent Director and Mr. Malvinder Mohan Singh, Promoter Non-Executive Director as Members. The Secretary of the Company acts as a Secretary to the Committee.

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

The Committee met 3 times in the year under review viz June 30, 2013, October 30, 2013, and January 31, 2014.

The composition of the Committee and attendance of each member of the Committee are given in **Table 6**.

Table 6

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Dr. Preetinder Singh Joshi	Non-Executive Independent Director	Chairman	3	1
Mr. Malvinder Mohan Singh	Promoter Non-Executive Director	Member	3	3
Mr. Anuj Chowdhry	Non-Executive Independent Director	Member	3	3

The Company has not received any complaint during the year ended March 31, 2014. There was no share transfer request pending with the company as on March 31, 2014.

Compliance Officer

The Company Secretary is the Compliance Officer of the Company.

(3) Remuneration of Directors/Remuneration Committee

(i) Remuneration Committee

The Committee presently comprises of Dr. Preetinder Singh Joshi, Non-Executive Independent Director as Chairman, Mr. Anuj Chowdhry, Non-Executive Independent Director and Mr. Shivinder Mohan Singh, Promoter Non-Executive Director as Members.

During the financial year ended 31st March, 2014 the Remuneration Committee met on June 28, 2013.

The composition of the Committee and attendance of each member of the Committee are given in **Table 7**.

Table 7

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Dr. Preetinder Singh Joshi	Non-Executive Independent Director	Chairman	1	0
Mr. Shivinder Mohan Singh	Promoter Non-Executive Director	Member	1	1
Mr. Anuj Chowdhry	Non-Executive Independent Director	Member	1	1

The Secretary of the Company acts as Secretary to the Committee.

(ii) Remuneration to Non-Executive Directors

Presently, the Non-Executive Directors do not receive any remuneration from the Company and are not paid any sitting fees for attending the meeting of the Board and committee(s) thereof.

(iii) Remuneration to Executive Director

The details of remuneration paid to executive Director during the financial year 2013-14 are given below in **Table 8**:-

Table 8

Name of the Executive Director	All elements of remuneration package i.e salary, allowances, and perquisites (₹ In Lacs)	Fixed component and performance linked incentives alongwith performance criteria (₹ In lacs)	Notice Period
Mrs. Japna Malvinder Singh	1.92	-	Three Months

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

IV GENERAL BODY MEETINGS

Table 9 gives the details of the last 3 General Meetings.

Table 9: Details of the last 3 General Meetings

Financial Year	Category	Time	Day and Date	Location of the meeting	Special Resolution(s) passed
2010-11	33 rd AGM	11:00 am	Thursday, 30/09/2011	55 Hanuman Road, Connaught Place, New Delhi - 110 001	No
2011-12	34 th AGM	11:00 am	Friday, 28/09/2012	55 Hanuman Road, Connaught Place, New Delhi - 110 001	No
2012-13	35 th AGM	11:00 am	Monday, 30/09/2013	54 Janpath, New Delhi - 110 001	Yes

A Special Resolution was passed by the Company in the Annual General Meeting held on September 30, 2013, to increase the Remuneration of Managing Director.

Postal Ballot

No Postal Ballot was conducted during the financial year 2013-14.

V DISCLOSURES

a) Related Party Transactions

Details of related party transactions are disclosed in Note No. 26 to the Notes to the Accounts forming part of the Audited Accounts. All materially significant related party transactions are periodically placed before the Audit Committee.

The Company has not entered into any transaction of material nature with any of the related party which may have any potential conflict with the interests of the Company.

b) Disclosure of Accounting Treatment in preparation of Financial Statements

The Company has followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in the preparation of its financial statements.

c) Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Directors' Report.

d) Details of non-compliance by the Company.

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchange as well as regulations and guidelines issued by SEBI. Hence, neither any penalty nor any stricture has been imposed by SEBI, Stock Exchange or any other Statutory Authority on any matter relating to capital markets, during the last three year.

e) Details of compliance with mandatory requirements.

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement of Stock Exchange. The Company submitted the Quarterly Compliance Report to the Stock Exchange within the prescribed time limit.

As required by Clause 49 of the Listing Agreement, the Certificate of Corporate Governance issued by the Auditors M/s S. R. Bagai & Co. is enclosed.

f) Details of adoption of non-mandatory requirements

The Company has complied with the adopted the following non-mandatory requirements of Clause 49 of the Listing Agreement:

1) The Board

There is no fixed tenure for Independent Directors

2) Nomination and Remuneration Committee

The Board has constituted Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee is an Independent Director.

3) Shareholder's Rights.

The Quarterly Financial Results are published in the newspapers as detailed under the heading "Means of Communication" herein below and also displayed on the website of the Company. The results are not separately circulated to the Shareholders.

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

4) **Audit Qualification**

The Company believes in maintaining its accounts in a transparent manner and aims at receiving unqualified report of auditors on the financial statements of the Company. There are no audit qualifications in the Company's financial year under reference.

5) **Whistle-Blower Policy**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour.

g) **Declaration on Code of Conduct**

The Board of Directors has adopted the Code of Conduct for Members of the Board and for Senior Management personnel. The Code lays down, in detail, the standards of business conduct, ethics and governance.

The Code has been circulated to all the Members of the Board and Senior Management personnel. Compliance has been affirmed by all of them. A declaration signed by the Managing Director to this effect is given at the end of this Report.

VI SUBSIDIARY COMPANIES

We have one subsidiary; Shimal Research Laboratories Limited and one step-down subsidiary; Fortis Clinical Research Limited. As per section 212 of the Companies Act, 1956, we are required to attach the Directors' Report, Balance Sheet and Profit and Loss Account of subsidiaries. The Ministry of Corporate Affairs, Government of India vide its Circular no. 2/2011 dated February 8, 2011 has provided an exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statements in the Annual Report. Accordingly, the Annual Report 2013-14 does not contain the financial statements of our subsidiaries. The audited annual accounts and related information of our subsidiaries, where applicable, will be made available upon request. These documents will also be available for inspection during the business hours at our Registered Office in Delhi.

VIII MEANS OF COMMUNICATION

The financial results of the Company are communicated to BSE and DSE where the Company's Equity Shares are listed, after approval they are approved by the Board of Directors of the Company. The results are also published in one English Daily and in one Regional Newspaper.

- g) **Table 10** gives details of the publications of the financial results in the year under review.

Table 10: Publications of the financial results during 2013-14

Description	Date
Unaudited Financial Results for the quarter ended on June 30, 2013	31.07.2013
Unaudited Financial Results for the quarter / half year ended on September 30, 2013	31.10.2013
Unaudited Financial Results for the quarter / Nine months ended on December 31, 2013	31.01.2014
Audited financial results for the quarter and the year ended on March 31, 2014	31.05.2014

The Company has designated an e-mail ID called oscarinvestments55@gmail.com exclusively for redressal of shareholders compliant/grievances. For any query, please write to us at the above e-mail ID

VIII GENERAL SHAREHOLDERS' INFORMATION

i) **Annual General Meeting**

Date : September 30, 2014

Time : 11.00 A.M.

Venue : 54, Janpath, New Delhi - 110001

ii) **Directors**

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Aditi Shivinder Singh will retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

The profiles of above named directors seeking re-appointment are given at the end of this Report

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

iii) **Financial Calendar**

The Financial year covers the period starting from 1st April and ending on 31st March.

Adoption of Quarterly Results (Tentative)

For the year ended March 31, 2015, results were announced on:

- First quarter : 30.07.2014
- Half yearly : End October, 2014
- Third quarter : End January, 2015
- Fourth quarter : End April, 2015
- Annual : End of May, 2015

iv) **Book Closure**

The date of book closure is from September 24, 2014 to September 29, 2014 inclusive of both days.

v) **Dividend payment date**

No dividend has been recommended for the financial year 2013-14

vi) **Listing on Stock Exchange**

The Equity Shares of the Company are listed on Bombay Stock Exchange (BSE) and Delhi Stock Exchange (DSE). The Company confirms that it has paid annual listing fees due to both the above Stock Exchanges for the year 2014-15.

vii) **Scrip Code**

Scrip Code 501179 (BSE)
 Scrip ID Oscar

IX STOCK MARKET PRICE FOR THE YEAR

The market price of the equity shares of OIL during the period under review on the BSE was highest on July 1, 2013 at ₹ 300 per share and was the lowest on October 1, 2013 at ₹ 137.55 per share. The Equity Shares of the Company were not traded on Delhi Stock Exchange.

Stock Market Data :

The Company's shares are traded on BSE. The monthly trading volumes of the Company's shares on these exchanges and comparison with broad-based indices, viz. BSE Sensex as follows.

Month	Share Price (₹) at BSE		Volume
	High	Low	
April 2013	250.00	196.05	3816
May 2013	290.00	191.25	870
June 2013	280.00	190.00	285
July 2013	300.00	270.80	17
August 2013	257.30	198.65	108
September 2013	230.50	142.65	2135
October 2013	174.50	140.20	336625
November 2013	174.15	148.30	525500
December 2013	173.25	137.55	425019
January 2014	190.00	146.50	843240
February 2014	202.00	152.65	473027
March 2014	213.80	166.25	1076084

X REGISTRAR & TRANSFER AGENTS

The details of Registrar & Share Transfer Agents of the Company are as follows:

Link Intime India Pvt. Limited
 44 Community Centre, 2nd Floor
 Naraina Industrial Area Phase- I
 Near PVR Naraina
 New Delhi - 110028
 Phone: 011-41410592/93/94
 Fax: 011-41410591
 Email :delhi@intimespectum.com

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

XI SHARE TRANSFER SYSTEM

All Share Transfers are completed within statutory time limit from the date of receipt, provided documents meet the stipulated requirement of statutory provisions in all respects. All Share Transfer and other communications regarding Share Certificates, change of address, dividends, etc. should be addressed to Registrar and Transfer Agents.

XII DISTRIBUTION OF SHAREHOLDING

Table 11 and 12 lists the distribution of the Shareholding of the Equity Shares of the Company by size and by ownership class as on March 31, 2014.

Table 11: Shareholding Pattern by size

Categories	No. of Shareholders	%Age	No. of Shares held	%Age
1 TO 5000	1596	98.03	265364	1.54
5001 TO 10000	5	0.31	34226	0.20
10001 TO 20000	1	0.06	18232	0.11
20001 TO 30000	1	0.06	25441	0.15
30001 TO 40000	1	0.06	32000	0.19
40001 TO 50000	0	0.00	0	0.00
50001 TO 100000	1	0.06	80000	0.46
100001 AND ABOVE	23	1.41	16825357	97.37
TOTAL	1628	100.00	17280620	100.00

XIII SHAREHOLDING PATTERN

Table 12: Shareholding Pattern as at March 31, 2014

Category	No. of Shares Held	Percentage of Present Capital (%)
A. Shareholding of Promoter and Promoter Group		
1. <u>Indian</u>		
Individuals/ Hindu Undivided Family	258250	1.49
Bodies Corporate	10312272	59.68
2. <u>Foreign*</u>		
Individuals (Non-Residents Individuals/ Foreign Individuals)		
Sub-Total	10570522	61.17
B. Public shareholding		
1. <u>Institutional</u>		
a. Mutual Funds and UTI	Nil	Nil
b. Banking, Financial Institution/Insurance Companies (Central/State Government Institutions/Non-Gove. Institutions)	Nil	Nil
c. FIs	Nil	Nil
Sub-Total	Nil	Nil
2. <u>Non-institutions</u>		
a. Bodies Corporate	6189877	35.82
b. Individuals	515333	2.98
c. NRIs/OCBs	3904	0.02
d. Any other (Clearing Member)	984	0.01
Sub-Total	6710098	38.83
Grand Total	17280620	100.00

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

XIV DEMATERILISATION OF SHARES

The Equity Shares of the Company are in compulsory demat mode. As on March 31, 2014, 16753786 Shares constituting over 96.95% of Equity Share Capital of the Company were held in dematerialised form.

International Securities Identification Number (ISIN) - INE 221D01018 (with NSDL and CDSL)

XV OUTSTANDING GDRS/ADRS/WARRANTS/OPTIONS

There are no outstanding ADRs or GDRs or Warrants or Convertible Instruments.

Details of public funding obtained in the last three years

The Company has not obtained any public funding in the last three years.

XVI CODE OF CONDUCT

The Company has in place separate Code of Conducts applicable to the Board Members and the Senior Management Personnel of the Company.

All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2014.

XVII CODE OF PREVENTION OF INSIDER TRADING

In Compliance with the provisions with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 (as amended from time to time) and to preserve the confidentiality and to prevent misuse of unpublished price sensitive information, the Company has in place a Code for Prevention of Insider Trading for Directors and designated employees of the Company, relating to dealing in the shares of the Company.

This code also provides for periodical disclosures from Directors and designated employees as well as pre-clearance of transactions by them.

XVIII ADDRESS FOR CORRESPONDENCE

For any assistance regarding rematerializing of shares, share transfers, transmissions, change of address, non -receipt of annual report or any other query relating to shares, please write to:

1. The Compliance Officer/Company Secretary

Oscar Investments Limited
CIN L65999DL1978PLC099476

Address

54 Janpath, New Delhi - 110 001

Phone :011-40188100

Fax :011-40188151

Email : oscarinvestments55@gmail.com

2. Link Intime India Pvt. Limited

44 Community Centre, 2nd Floor
Naraina Industrial Area Phase- I

Near PVR Naraina

New Delhi - 110028

Phone: 011-41410592/93/94

Fax: 011-41410591

Email : delhi@intimespectrum.com

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

XIX Additional Information on Directors recommended for re-appointment as the Annual General Meeting (In pursuance of Clause 49 IV (G) of the Listing Agreement)

Mrs. Aditi Shivinder Singh

Profile

Mrs. Aditi Shivinder Singh is graduate with a bachelor's degree in Science from St. Stephens College, Delhi University and PG Diploma in Brain Development Therapy from Spastic Society of Northern India. She is a Director of the Company Since 1999. She is the Managing Director of M/s RHC Holding Private Limited.

Sl. No.	NAMES OF THE COMPANIES/FIRMS	NATURE OF INTEREST
1	RHC Holding Private Ltd	Managing Director
2	R. C. Nursery Private Ltd	Director
3	Trendy Exim Private Ltd	Director
4	Meadows Buildtech Private Ltd	Director
5	Shivi Holdings Private Ltd	Director
6	RS Infrastructure Private Ltd	Director
7	Low Infra Wellness Private Ltd	Director

Mrs. Aditi Shivinder Singh is not a member of any other Committees as contemplated under Clause 49 of the Listing Agreement and does not hold any shares in the Company.

Dr. Preetinder Singh Joshi

Dr. Preetinder Singh Joshi, an eminent Cardiologist, holds an MBBS degree in Medicine from Medical College, Amritsar (Punjab University, Chandigarh 1970) and MD degree in Cardiology & General Medicine from Maulana Azad Medical College (Delhi University 1974). (He stood first in the University and was declared best graduate of Medical College, Amritsar). He became a member of Royal College of Physicians, UK (MRCP) in 1978.

He is a Fellow of American College of Cardiology (FACC), Fellow Royal College of Physicians Edinburgh (FRCP) and Fellow Cardiological Society of India. He has over 40 years of experience in medical profession in India and abroad. He has held many positions of responsibility including Directorship and Head, Department of Medicine & Cardiology Divisions in Escorts Medical Centre (1981-84), Birla Centre for Medical Research, New Delhi (1984-85) & Maharaj Sawan Singh Charitable Hospital, Beas (1985-till date).

Dr. Preetinder Singh Joshi is a Director and Member of Committees of Board of other Indian Companies as under:

SL. NO.	NAME OF THE COMPANIES/FIRM	NATURE OF INTEREST
1.	A-1 Book Company Private Limited	Director
2.	ANR Securities Private Limited	Director
3.	Fortis Healthcare Limited	Director Shareholders'/Investors' Grievance Committee - Chairman Human Resources and Remuneration Committee - Member Audit, Risk & Controls Committee - Member Corporate Social Responsibility Committee - Chairman
4.	Escorts Heart Centre Limited	Director
5.	Fortis Hospitals Limited	Director

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

SL. NO.	NAME OF THE COMPANIES/FIRM	NATURE OF INTEREST
6.	SRL Limited	Director Audit Committee - Chairman Shareholders'/Investors' Grievance Committee - Member Nomination / Remuneration / Compensation Committee -Member IPO Committee - Member Investment & Borrowing Committee - Member
7.	Fortis Hospital Management Limited	Director
8.	HealthFore Technologies Ltd	Director
9.	SRL Diagnostics Pvt Ltd*	Remuneration Committee - Member Nominee Director

Dr.Preetinder Singh Joshi does not hold any Equity Shares of the Company as on date.

Mr. Anuj Chowdhry

Mr. Anuj Chowdhry is a Fellow member of the Institute of Chartered Accountants of India and having more than 20 years of rich and varied experience in corporate finance, equity and debt placements and business restructuring. His experience includes advising Large Indian Business Conglomerates on business and financial consulting and strategy. He has a successful track record of arranging equity and debt finance of over \$ 400 million for fast growing mid- market companies and of structuring joint venture relationships for Western Multinationals entering India. He is very well networked within the Indian Corporate Sector, Banks and Financing Institutions such as Yes-Bank, Rabo Bank, IFCI, IDBI, Canara Bank, State Bank of India to name a few to facilitate business collaborations and funding. He is specialized in distressed asset debt restructuring and works actively with specialized distressed assets funds. Mr. Chowdhry serves as a Director of Brushman (India) Ltd. until December 10, 2008.

Presently Mr. Chowdhry is a Director and member of Committees of Board of the following other Companies.

SL. NO.	NAMES OF THE COMPANIES/FIRMS	NATURE OF INTEREST
1	Suparna Holdings Pvt Ltd	Director
2	Finnacle Capital Advisors Pvt Ltd	Director
3	Chelmsford Club Limited	Director
4	Ligare Aviation Ltd	Director
5	Delhi Race Club 1940 Ltd	• Director • Finance Sub-Committee - Member • Prospectus Sub-Committee - Member • Tender & Catering Sub Committee - Member
6	Delhi Stock Exchange Ltd	• Director • Arbitration Committee(Oversight Committee) - Member • Ethics Committee (Oversight Committee) - Member • Independent Oversight Committee of the Governing Board for Listing function (Oversight Committee) - Member • H R Committee - Member • Audit Committee -Member
7	Assets Care & Reconstruction Enterprise Limited	• Director

Mr. Anuj Chowdhry does not hold any Equity Shares of the Company as on date.

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

CERTIFICATE & DECLARATION

We, Japna Malvinder Singh, Managing Director and Indu Kardam, Company Secretary of the Company, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2014 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that:
- (i) there has not been any significant change in internal control over financial reporting during the year under reference;
 - (ii) there has not been any significant changes in accounting policies during the year under review; and
 - (iii) there are no instances of during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : New Delhi
Date : August 25, 2014

Sd/-
Japna Malvinder Singh
Managing Director

Sd/-
Indu Kardam
Company Secretary

DECLARATION ON CODE OF CONDUCT

This is to confirm that the board has laid down a code of conduct for all board members and senior management of the company. It is further confirmed that all directors and senior management personnel of the company have affirmed compliance with the code of conduct of the company for the year ended March 31, 2014, as envisaged in clause 49 of the listing agreement with stock exchanges

Dated : August 25, 2014
Place : New Delhi

Sd/-
Japna Malvinder Singh
Managing Director

OSCAR INVESTMENTS LIMITED
ANNUAL REPORT 2013-2014

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

Certificate on compliance of corporate governance under Clause 49 of the Listing Agreement(s)

1. We have examined the compliance of conditions of corporate governance by Oscar Investments Limited ("the company"), for the year ended on 31 March, 2014 as stipulated in Clause 49 of the Listing Agreement of the company with the stock exchanges.
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us by the directors and the management, we certify that the company has complied with the conditions of corporate governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For S.R.BAGAI & CO.
Chartered Accountants
ICAI Registration No. FRN 002388N

Place : New Delhi
Dated : August 25, 2014

Sd/-
(ANIL BAGAI)
Proprietor
Membership No.081324