

## **NOTICE**

**NOTICE** is hereby given that the 37th Annual General Meeting of the Members of Oscar Investments Limited ("the Company") will be held on Wednesday, September 30, 2015 at 11.00 am at 54 Janpath, New Delhi - 110 001, to transact the following businesses:

### **ORDINARY BUSINESS**

1. To consider and adopt:
  - a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015 and the Report of the Board of Directors and the Auditors thereon.
  - b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Shivinder Mohan Singh (DIN: 00042910), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors and pursuant to the resolution passed by members of the Company at the Annual General Meeting (AGM) held on September 30, 2014, the appointment of M/s S.R. Bagai & Co., Chartered Accountants (Firm Registration No. 002388N) as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 38<sup>th</sup> (Thirty Eighth) AGM of the Company to be held in the year 2016 be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors and the Auditors."

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Ravi Sikka as an Independent Director**

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 Section 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Ravi Sikka (DIN: 00035613), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors on May 29, 2015 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 3 (Three) consecutive years commencing from May 29, 2015."

5. **Adoption of new set of Articles of Association of the Company**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), Listing Agreement as entered into by the Company with the BSE Limited and subject to all necessary approvals,

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consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to, by the Board of Directors of the Company, the draft regulations contained in the Articles of Association which are available for public inspection at the Registered Office of the Company and on the Company's website, be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents, undertakings, affidavits and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

**6. Approval for entering into Related Party Transactions**

To consider, and if thought fit, with or without modification, to pass the following resolution as **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Company be and is hereby granted to enter into transactions, whether material or not, and approve all contracts /agreements / arrangements whether existing or to be entered into by the Company in future from time to time with the following parties being related parties :

S. No.	Name of the Related Party	Nature of Relationship	Name of Director/KMP who is related and nature of their relationship		Nature of Transaction	Maximum Value of Transactions for every financial year (Rs. in Crore)
1.	Fortis Healthacre Holdings Pvt Ltd	Group/ Associate Company	Mr. Malvinder Mohan Singh	Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/ other Securities and Providing or availing of advance /loans, Corporate Guarantee and Pledge of Securities	700
			Mr. Shivinder Mohan Singh	Promoter & Common Director		
			Mrs. Japna Malvinder Singh	Common Director		
			Mrs. Aditi Shivinder Singh	Common Director		
2.	RHC Finance Pvt Ltd	Group/ Associate Company	Mr. Malvinder Mohan Singh	Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/ other Securities and Providing or availing of advance /loans, Corporate Guarantee and Pledge of Securities	800
			Mr. Shivinder Mohan Singh	Promoter & Common Director		
3.	Dion Global Solutions Ltd	Group/ Associate Company	Mr. Malvinder Mohan Singh	Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/ other Securities and Providing or availing of advance /loans, Corporate Guarantee and Pledge of Securities	400
			Mr. Shivinder Mohan Singh	Promoter		

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RESOLVED FURTHER THAT the Board of Directors of the Company and/or Committee thereof, be and are hereby, severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**By Order of the Board of Directors  
For Oscar Investments Limited**

Dated : August 03, 2015  
Place : New Delhi

Sd/-  
Karishma Jain  
Company Secretary  
Membership No. A38679  
Address: C-3/61, Ashok Vihar, Phase-II, New Delhi - 110052

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED HERewith.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed hereto.
3. Information pertaining to the Directors seeking re-appointment /appointment is annexed to the Notice.
4. Members holding shares in physical form are requested to intimate change in their address if any immediately to the Company's Registrar & Share Transfer Agents M/s Link Intime India Pvt. Limited. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant only.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for Inspection by the members at the Company's Registered Office on all working days except Saturdays, between normal business hours upto and including the date of Annual General Meeting.
6. Members/proxies should bring duly filled attendance slips sent herewith to attend the Meeting. Members, who hold Shares in electronic form, are requested to bring their Client ID and DP ID numbers for identification at the Meeting.
7. In case of Joint holders attending the meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
8. Members desirous of seeking any information relating to the annexed Audited Financial Statements for the year ended March 31, 2015 are requested to address their queries to the company at the Registered Office of the company at least 7 days before the date of meeting, so that requisite information can be made available at the Meeting.

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9. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a duly certified copy of their Board Resolution authorizing such representative(s) to attend and vote at the Meeting.
10. Equity Shares of the company are under Compulsory Demat for trading. Members are requested to convert their holdings from physical to Demat form and send all Demat Request Form (DRF) to our Registrar & Share Transfer Agents or our office through your Depository Participants. For any queries, Members may write to the Company Secretary, Oscar Investments Limited. The ISIN No. of the Company is INE221D01018.
11. The Register of Members and Transfer Books of the company shall remain closed from Wednesday, September 23, 2015 to Tuesday, September 29, 2015 (both days inclusive).
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection at the AGM by any person having the right to attend the AGM.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM by any person having the right to attend the AGM.
14. Members desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to fill up the required form and send the same to the office of the Company's Registrar and Transfer Agent. Members holding shares in demat form may contact their respective Depository Participants for recording on nomination.
15. In terms of Clause 32 of the Listing Agreement, Electronic copy of full Annual Report for 2014-2015 is being sent to all those members who have registered their e-mail addresses for the said purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of Annual Report is being sent in the permitted mode.
16. Electronic copy of the Notice of the 37<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the 37<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 37<sup>th</sup> AGM and the Annual Report for 2014-15 will also be available on the Company's website, [www.oscarinvestments.org](http://www.oscarinvestments.org) for their download. The physical copy of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send request(s) to the Company's investor e-mail id: [oscarinvestments55@gmail.com](mailto:oscarinvestments55@gmail.com).

#### **18. Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide members facility to exercise their rights to vote at the 37<sup>th</sup> AGM by electronic means through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for e-voting are as under:

- (1) In case a member receives an e-mail from CDSL [for members whose email IDs are registered with the Company's Registrar and Transfer Agent/Depository Participant(s)]:
  - (i) Log on to e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now select the "Company Name" from the drop down menu and click on "Submit"
  - (iv) Now enter your User ID
    - For CDSL:16 digits beneficiary ID
    - For NSDL:8 Character DP ID followed by 8 Digits Client ID
    - Members holding shares in Physical Form should enter Folio Number registered with the Company
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in PAN field</p> <p>In case the sequence request 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 100 then enter RA00000100 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for said demat account or folio in dd/mm/yyyy.

- (viii) After entering these details appropriately, Click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 for 'OSCAR INVESTMENTS 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.

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- (xiii) Click on the "RESOLUTION 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 same 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) Note for Non - Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (2) In case of members receiving the physical copy:
- Please follow all steps from sl.no (i) to sl. No (xvii) above to cast vote.
- (3) The voting period begins on Saturday, September 26, 2015 at 9 a.m. and ends on Tuesday, September 29, 2015 at 5 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2015 i.e. cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (4) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (5) In case of Members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. For clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity shares capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- (6) Mr. Awanish Dwivedi, Practising Company Secretary (Membership No. FCS 8055) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Annual General Meeting) in a fair and transparent manner.

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- (7) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (8) The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- (9) The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.oscarinvestments.org](http://www.oscarinvestments.org) and on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the resolutions at the AGM of the Company and communicated to BSE.

**By Order of the Board of Directors**  
**For Oscar Investments Limited**

Dated : August 03, 2015  
Place : New Delhi

Sd/-  
Karishma Jain  
Company Secretary  
Membership No. A38679  
Address: C-3/61, Ashok Vihar,  
Phase-II, New Delhi - 110052

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**ITEM NO. 4**

The Board of Directors of the Company had appointed Mr. Ravi Sikka as an Additional Director of the Company with effect from May 29, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Ravi Sikka shall hold office upto the date of ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto three years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ravi Sikka signifying his candidature as an Independent Director of the Company. He is not liable to retire by rotation.

A brief profile of Mr. Ravi Sikka as required under Clause 49 in the listing agreement has been given in the Annexure attached to the Notice.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Ravi Sikka as an Independent Director.

In the opinion of the Board, Mr. Ravi Sikka fulfill the conditions for appointment as Independent Directors as specified in the Act and Rules made thereunder and is independent of the management.

A Copy of the draft letter of appointment of Mr. Ravi Sikka as Independent Director setting out the terms and conditions is available for inspection without any fee by members at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.

Except Mr. Ravi Sikka, being an appointed, none of the other Directors/Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board of Directors commends the resolution as set out at Item No. 4 for approval of the members.

**ITEM NO. 5**

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956. Several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956

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and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). The Act is now largely in force with the Rules thereon.

Hence, with the new Companies Act, 2013 coming into force and considering most of the sections under the Act been notified by the Ministry of Corporate Affairs, it is considered expedient to replace existing AoA by adopting new set of AoA.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by Shares. The Members attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) existing definitions have been aligned with the Act;
- (b) existing articles have been streamlined and aligned with the Act;
- (c) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft AoA is being uploaded on the Company's website, [www.oscarinvestments.org](http://www.oscarinvestments.org), for perusal by the Members. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days, i.e. from Monday to Friday, between 10:00 a.m. and 12:00 noon up to the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their respective shareholding in the Company, if any.

The Board of Directors of the Company recommends the resolution as set forth at Item No. 5 of the Notice for the approval of the members by way of a Special Resolution.

#### **ITEM NO. 6**

The provisions of Section 188 of the Companies Act, 2013 read with rules thereto, that govern the Related Party Transactions, provides that except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein.

Section 188(1) of the Companies Act, 2013 requires that for entering into any contract or arrangement as mentioned herein below with the related party(ies), the Company must obtain prior approval of the Board of Directors and of the Members by way of a Special Resolution, in case the threshold limits are exceeded:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

It is further provided that nothing in this sub-section shall apply to any transaction entered into by the company which are entered in its ordinary course of business and are at arm's length.



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Although, your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis, yet as per the amended Clause 49 of the Equity Listing Agreement, all related party transactions even though exempted under Section 188(1) of the Companies Act, 2013, have to be approved by the Members by way of a special resolution in case such transactions are of material nature as defined in clause 49 of the Listing Agreement, i.e. the transaction exceeds 10% of annual turnover of a Company.

As per the amended Clause 49 of the Equity Listing Agreement, a related party transaction is a transfer or resources, services or obligations between a Company and a related party, regardless of whether price is charged.

Since the aggregate of all transactions with the related parties mentioned in the Item No.6 may meet the criteria of materiality, the Company is under an obligation to seek the approval of its shareholders by way of a special resolution. It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with related parties mentioned in the Item No. 6 by way of a special resolution.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the name of related party, nature of relationship, nature of transactions with the related parties is provided in the said resolution.

The Members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at Item No. 6 shall be entitled to vote on this Special Resolution.

Copies of the agreements as specified in the Resolution at Item No. 6 of the Notice are available for inspection by Members at the Registered Office of the Company during business hours on any working days i.e. from Monday to Friday during 11:00 a.m. to 1:00 p.m. and will also be available for inspection at AGM.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Members.

Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh being promoters of the Group and Mrs. Japna Malvinder Singh and Mrs. Aditi Shivinder Singh, no other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, financial or otherwise in the resolution set out at Item No.6 of the Notice.

**By Order of the Board of Directors**  
**For Oscar Investments Limited**

Dated : August 03, 2015  
Place : New Delhi

Sd/-  
Karishma Jain  
Company Secretary  
Membership No. A38679  
Address: C-3/61, Ashok Vihar,  
Phase-II, New Delhi - 110052

**Additional information on Directors recommended for re-appointment / appointment at the Annual General Meeting (In pursuance of Clause 49 IV (G) of the Listing Agreement)**

**Mr. Shivinder Mohan Singh**

**Profile**

Mr. Shivinder Mohan Singh, aged 40 years, is an entrepreneur who aspires to change the way Healthcare is delivered in India and the world. He is currently the Executive Vice Chairman of Fortis Healthcare Limited, a leading integrated healthcare delivery provider in India and is driven by a vision to save and enrich lives through clinical excellence.

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In his previous roles, Shivinder, created the foundation of the culture of Fortis by leading the first hospital at Mohali as its COO. He also led the development of Fortis through its initial years by conceptualizing its strategy and growth through various greenfield projects and acquisitions. He was instrumental in the group's effort for the acquisition of Escorts Heart Institute and Research Centre Ltd (EHIRCL) in 2005; Malar Hospital in Chennai in 2008 and the Wockhardt acquisition in 2009. He has conceptualized, designed and built the most modern hospital in India and Asia, the Fortis Memorial Research Institute, a destination hospital in Asia.

Shivinder is also one of the principal promoters of Religare Enterprises Limited and SRL Limited, India's largest diagnostic network.

He is actively involved in many industry bodies and various new initiatives. Shivinder is on the Steering Committee of Federation of Indian Chambers of Commerce and Industry (FICCI). He is a board member of Aspen India and a Governing Council Member of All India Management Association (AIMA). He also chairs FICCI's Committee on Culture and is one of the Founders of NATHEALTH (the Healthcare Federation of India).

Shivinder is on the Advisory Board of AIESEC India, the world's largest student-run organization and a platform for young people to explore and develop their leadership potential for a positive impact on society.

He was recently nominated as a Young Global Leader 2013 by the World Economic Forum.

Shivinder has done his MBA with specialisation in health sector management from the Duke University Business School, USA. He is an alumnus of Doon School and an Honours Graduate in Mathematics from St. Stephens College, Delhi.

Shivinder is also on the board of visitors of Duke University Business School, Durham, NC, USA.

While healthcare is a passion for Shivinder, his dream is to contribute in building a vibrant India. He is actively involved in initiatives focusing on social change, including the 'Little Hearts' programme, that supports life saving cardiac surgeries to the less privileged children. He is also involved in a number of initiatives that focus on a better future for the girl child and institutionalizing delivery and education.

Mr. Shivinder Mohan Singh joined the Board of Directors of the Company on March 02, 1994.

Mr. Shivinder Mohan Singh holds 1,29,000 Equity Shares of the Company as on date.

#### **Directorships held in other Companies as on date (excluding foreign companies and Companies registered under Section 8 of the Companies Act, 2013)**

1. Fortis Healthcare Limited
2. SRL Limited
3. R.C. Nursery Private Limited
4. Fortis Healthcare Holdings Private Limited
5. Fortis Clinical Research Limited
6. Greenview Buildtech Private Limited
7. Ligare Voyages Limited
8. Shivi Holdings Private Limited
9. RHC Holding Private Limited
10. RHC Finance Private Limited
11. Shimal Healthcare Private Limited
12. Uvak Artworks Private Limited

#### **Memberships / Chairmanships of Committees held in other Indian Public Companies except Companies registered under Section 8 of the Companies Act, 2013, as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

1. Fortis Healthcare Limited

Member - Stake holders' Relationship Committee

Mr. Shivinder Mohan Singh is related to Mr. Malvinder Mohan Singh and Mrs. Aditi Shivinder Singh. Apart from this, he has no relationship with other Directors & Key Managerial Personnel of the Company. He has attended 8 (Eight) meetings of the Board held during the year.

**Mr. Ravi Sikka**

**Profile**

Mr. Ravi Sikka is a Hons. Graduate in Commerce from Delhi University and is a Member of The Institute of Chartered Accountants of India since February 1978.

He joined Eicher Group in May 1978 as an Assistant Manager in Finance and Accounts function and superannuated as Director Group Affairs & Taxation from Eicher Group in December 2014. During the last more than three decades, he has held various Executive positions and was responsible for Group Taxation, Secretarial and legal, Corporate HR, Payrolls and Individual taxation including managing the promoters finances and tax portfolios. During this period he has lead major internal restructuring projects for the Eicher Group and as well supported Mergers, Acquisitions and divestiture activities in the Group apart from providing on-going tax management, Company law, Secretarial, Legal and Corporate Governance functions. Responsible for statutory audits for the Group companies apart from heading the Finance, Accounts, Treasury and budgeting / MIS function of the Tractor Business of the Group. He was on of Boards of Eicher Group Companies including the Promoter company.

He managed inter group companies mergers / demerges resulting in significant business synergies apart from fiscal advantage and savings. He handled the IPOs in the Group in 1985 and 1988, Rights Issue of shares in 1993, Bonus issue in one of the listed companies of the Group and successfully managed an open offer from one of the promoter companies in 2002. He optimized tax liability of the Group on a year to year basis through effective utilization of all fiscal advantages and concessions, internal restructuring of companies and effective tax optimization of the Senior Management of the Group. He implemented Corporate Governance norms in the listed entities, including setting up the Boards with Independent Directors. He ensured statutory compliances on an ongoing basis. He was responsible for finalisation of statutory audits and approval of accounts by the Audit Committee and the Board of Directors, management of Provident Fund and Superannuation Trusts of the Group, including investment of Trusts funds.

Mr. Ravi Sikka joined the Board of Directors of the Company on May 29, 2015.

Mr. Ravi Sikka does not hold any Equity Shares of the Company as on date.

**Directorships held in other Companies as on date (excluding foreign companies and Companies registered under Section 8 of the Companies Act, 2013)**

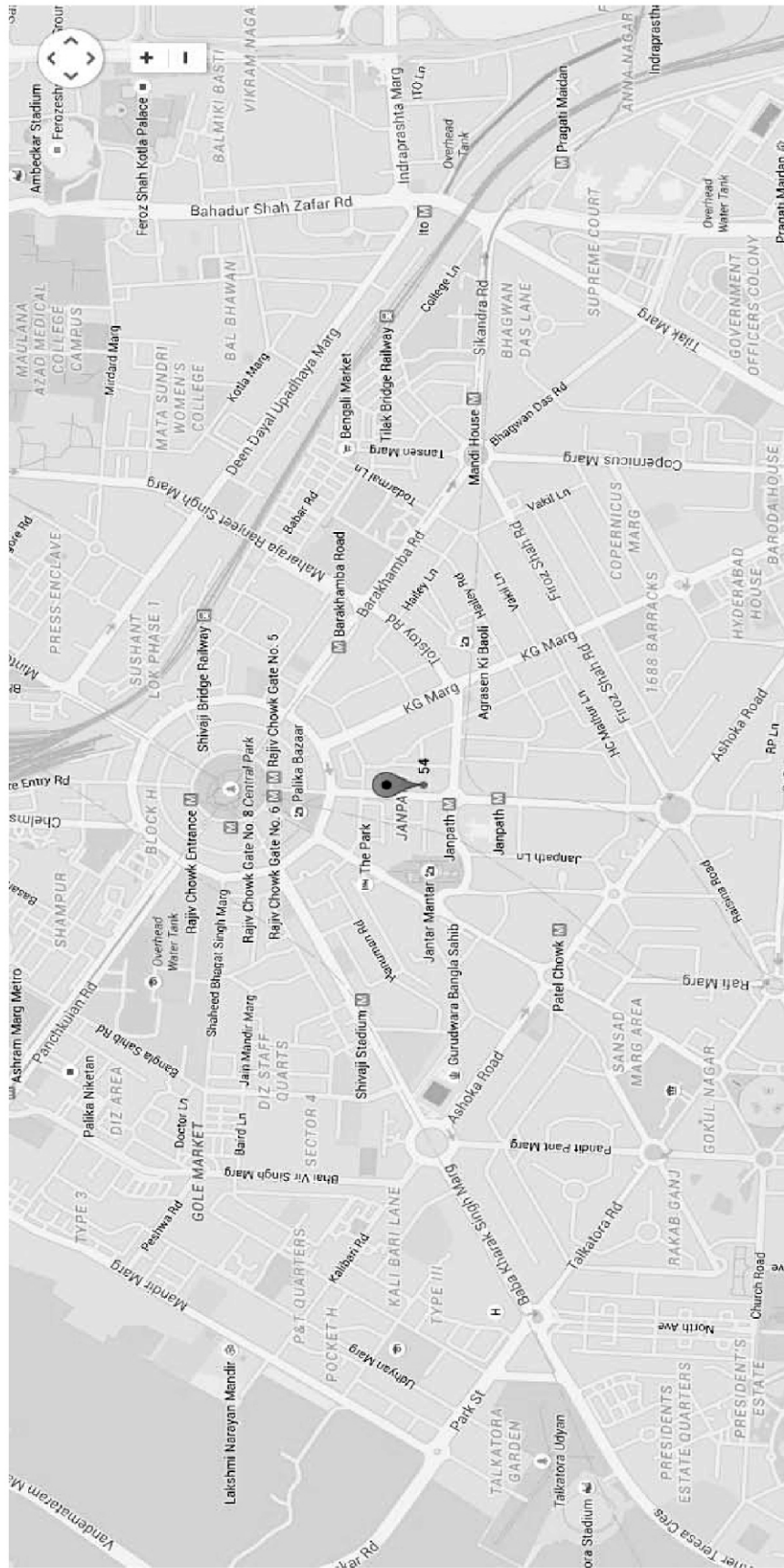
Nil

**Memberships / Chairmanships of Committees held in other Indian Public Companies except Companies registered under Section 8 of the Companies Act, 2013, as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

Nil

Mr. Ravi Sikka has no relationship with other Directors & Key Managerial Personnel of the Company. Mr. Ravi Sikka was appointed on May 29, 2015, therefore he has not attended any Board Meeting during the financial year 2014-15.

Route Map to the venue of the 37<sup>th</sup> Annual General Meeting of Oscar Investments Limited



54, Janpath, Connaught Place,  
New Delhi - 110001

**OSCAR INVESTMENTS LIMITED**

**Regd. Office :** 54 Janpath, New Delhi - 110001.

**CIN :** L65999DL1978PLC099476

**Phone :** +91 11 40188100, **Fax :** +91 11 40188151

**Email :** [oscarinvestments55@gmail.com](mailto:oscarinvestments55@gmail.com), [website : www.oscarinvestments.org](http://www.oscarinvestments.org)

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL**

Name and address of the shareholder/Proxy:

\_\_\_\_\_

\_\_\_\_\_

Folio No.: \_\_\_\_\_ DP ID & Client

ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_.

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company held on Wednesday, September 30, 2015 at 11.00 am at 54 Janpath, New Delhi -110 001.

Signature of the Shareholder or Proxy\*\*: \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable



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**Regd. Office :** 54 Janpath, New Delhi - 110001.

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**Email :** [oscarinvestments55@gmail.com](mailto:oscarinvestments55@gmail.com), **website :** [www.oscarinvestments.org](http://www.oscarinvestments.org)

**MGT-11**

**PROXY FORM**

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

Name of the Member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No. \_\_\_\_\_

DP ID & Client ID\*. \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ Shares  
of Oscar Investments Limited hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

as my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/  
our behalf at the 37th Annual General Meeting of the Company to be held on Wednesday, September 30,  
2015 at 11.00 am at 54 Janpath, New Delhi -110 001 and at any adjournment thereof in respect of such  
resolutions as are indicated below:

**OSCAR INVESTMENTS LIMITED**  
**ANNUAL REPORT 2014-2015**

Resolution No.	Subject Matter of the Resolution	Optional**	
		For	Against
1	To Consider & Adopt Audited Financial Statement (including Consolidated Financial Statement) and the Report of Board of Directors and Auditors thereon for the year ended March 31, 2015.		
2	Re-appointment of Mr. Shivinder Mohan Singh who retires by rotation		
3	Ratification of Appointment of Auditors and fixing their remuneration		
<b>Special Business</b>			
4	Appointment of Mr. Ravi Sikka as an Independent Director		
5	Adoption of new set of Articles of Association		
6	Approval for entering into Related Party Transactions		

\*Applicable for investors holding shares in electronic form.

Signed this..... Day of ..... 2015

Signature of Member .....

Affix Rs. 1 Revenue Stamp
------------------------------------

.....  
Signature of First Proxy holder

.....  
Signature of Second Proxy holder

.....  
Signature of Third Proxy holder

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.