

## OSCAR INVESTMENTS LIMITED

**Registered Office:** Prius Platinum, Ground Floor, D3, District Centre, Saket, New Delhi -110017

**CIN :** L65999DL1978PLC099476

**Phone :** +91 11 46014600, **Fax :** +91 11 2956 5966

**E-mail :** oscarinvestments55@gmail.com / website: www.oscarinvestments.org

### NOTICE

**NOTICE** is hereby given that the 39th Annual General Meeting of **Oscar Investments Limited** ("the Company") will be held on Friday, September 29, 2017 at 11.00 a.m. at 55, Hanuman Road, New Delhi -110 001, to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To consider and adopt:
  - a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 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, 2017 and the report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Aditi Shivinder Singh (DIN: 00286354), who retires by rotation and being eligible, offers herself for re-appointment.
- 3 **Ratification of Appointment of Auditors**

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(1) and Section 142(1) 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) the appointment of M/s M.S. Sekhon & Co., Chartered Accountants (Firm Registration No. 003671N) as Auditors of the Company be and is hereby ratified by the members of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 40th AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Varun Sood as a 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 152 all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Varun Sood (DIN: 06973985), who was appointed as an Additional Director of the Company by the Board of Directors on May 03, 2017 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 in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director (Non-Independent) of the Company ."

5. **Appointment of Mr. Varun Sood as Managing Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, subject to such other approval(s) or sanction(s) as may be required, approval of the members of the Company be and is hereby accorded to appoint Mr. Varun Sood (DIN: 06973985) ,as Managing Director of the Company, with effect from 03rd May, 2017 for a period of 3 (three) years ,not liable to retire by rotation, as well as payment of salary, commission and perquisites (hereinafter referred to as "remuneration") ,on the following terms and conditions:

- A. Consolidated Salary, Perquisites and Allowances, Performance Bonus etc:** Rs.85,00,000/- (Rupees Eighty Five Lacs Only) per annum with the authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to determine the total remuneration as recommended by the Nomination and Remuneration and revise it from time to time within the limits stipulated in this Resolution.

The Perquisites & Allowances within the overall remuneration of Rs. 85,00,000/- (Rupees Eighty Five Lacs Only) per annum will include Company provided house and utilities, children's education and leave travel allowance, as per Rules of the Company and in accordance with the applicable provisions of the Companies Act, 2013 (to the extent applicable), the Income Tax Act, 1961 and the Rules framed under these Acts.

Besides the above, Mr. Varun Sood shall also be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration subject to the provisions of the Act and Company's policy in this regard from time to time:

- i. Conveyance Facilities: The Company shall provide suitable conveyance facility to the Managing Director. All the repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company;
- ii. Telephone, telefax, internet and other communication facilities: The Company shall provide telephone, telefax, internet and other communication facilities at the Managing Director residence. All the expenses incurred shall be paid or reimbursed by the Company;
- iii. Hospitalization and Accident Insurance as per the policy of the Company;
- iv. Encashment of Earned Leave at the end of the tenure;
- v. Medical Expenses

Apart from the above, Mr. Sood shall be entitled to reimbursement of any other business related expenses on actual cost basis.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, the Allowances & Perquisites shall be valued at actual cost.

In addition to the above, Mr. Varun Sood will also be entitled to the following benefits as per the policy/ rules of the Company in force from time to time:

- i. Company's contribution to Provident Fund;
  - ii. Payment of Gratuity and other retirement benefits
- and these may not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

**Sitting Fee:**

He shall not be paid any sitting fee for attending Meetings of the Board and/or any of its Committee(s).

**General:**

He shall be eligible for other facilities and benefits etc. as per rules of the Company from time to time.

He shall be subject to the other service conditions, rules and regulations of the Company from time to time.

- B.** The limits stipulated in this Resolution are the maximum limits and the Board (which term shall include a Committee of Directors) may in its absolute discretion alter and vary the terms and conditions of the said appointment, pay lower remuneration and revise the same from time to time within the maximum limits stipulated by this Resolution.
- C.** The total remuneration including the allowances and perquisites shall not exceed the limits as specified in Section 197 read with Schedule V to the Companies At,2013 . In the absence or inadequacy of profits in any financial year, the remuneration payable to the Managing Director by way of salary, allowances and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).
- D.** Subject to the superintendence, control and direction of the Board, Mr. Varun Sood shall perform such duties and functions as would be commensurate with his position as Managing Director of the Company and as may be delegated to him by the Board from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient to give effect to this Resolution."

**6. Private Placement of Non-Convertible Debentures**

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

"**RESOLVED THAT** pursuant to Section 42 and 71 of the Companies Act, 2013('the Act') and Companies (Prospectus and Allotment of Securities) Rules,2014 and other applicable provisions of the Act, Memorandum & Articles of Association of the Company, regulations issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, the regulations, norms, circular, guidelines, clarification, notification prescribed or issued by the Reserve Bank of India from time to time and other applicable provisions, if any, consent of the members be and is hereby accorded for making offer(s) or invitations to subscribe to Non-Convertible Debentures on private placement basis during a period of one year from the date of passing of this resolution within the overall borrowing limits of the Company of upto Rs. 2,500 Crore (Rupees Two Thousand and Five Hundred Crore Only) , as approved by the members, in one or more tranches by issuing Non-Convertible Redeemable Debentures (NCDs) of various types (listed or unlisted) including Subordinated, Fixed Rate, Floating Rate, Zero Coupon, Market Linked Debentures and any other category of Debentures which may be defined as Non-Convertible Debentures for the onward lending, refinancing of existing debt, working capital and general business purpose requirement of the Company, both unsecured or secured against such security (the "Security") and on such terms as hereinafter provided.

**RESOLVED FURTHER THAT** the Company may secure the redemption amount of the NCDs and/ or any interest thereon by creating charge on immovable property and / or any kind of other assets / property of the Company.

**RESOLVED FURTHER** that pursuant to the provisions of Section 71(5) of the Companies Act, 2013, the Company may create mortgage over the immovable property of the Company by executing Debenture Trust Deed(s) and such other assets of the Company by executing deed of hypothecation and such other documents which shall be entered into by and between the Company and the Debenture Trustee(s) (the "Security Trustee") as appointed from time to time for all or each of the tranches for benefit of the holders of the NCDs.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors ( including any committee of directors thereof) and/or the Company Secretary of the Company, be and are hereby authorized to determine , approve and authorize the terms of issue, including the class of investors to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount on redemption, Offer Document (s), Offer Letter (s), Information Memorandum(s) as per the prescribed format, if any, in respect of the NCDs to the potential investors, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to act and decide on behalf of the Company as to the further terms of all the NCDs whether issued in one or more tranches and for each such tranche, to discuss, deliberate, negotiate, finalize and accept the terms as may be stipulated in the various security documents and agree to such changes and modifications as may be advised or required by the Security Trustee or the Credit Rating Agency and agree to such changes and modifications in the said terms as may be suggested from time to time , to sign and execute all such agreements and documents as may be required, on behalf of the Company, in respect of the NCDs as a whole and/or for each tranche separately and to do all such acts, deeds and things including but not limited to delegating any/all of the powers mentioned herein above to any person under appropriate letter of authority or power of attorney as the case may be and deal with all such matters as may be necessary in this regard. "

**7. Keeping of Registers at a place other than Registered Office**

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

"**RESOLVED THAT** pursuant to provisions of Section 94 of the Companies Act, 2013 and the Rules made thereunder, the consent of the members be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members together with the Index of Members, the Register of debenture holders

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together with the Index of debenture holders, if any, under Section 88 of the Companies Act, 2013, at the office of Registrar and Transfer Agent, Link Intime India Private Limited, 44,Community Centre,2nd Floor,Naraina Industrial Area Phase I,Near PVR Naraina,New Delhi-110028 or at such places within Delhi where the Registrar and Transfer Agent may shift its office from time to time and for keeping copies of Annual Returns under Section 92 of the Companies Act,2013 together with the copies of certificates and documents required to be annexed thereto or any other document as may be required at Prius Global, A-3/4/5 ,Tower A,6th Floor,Wing-B, Sector-125,Noida-201301 instead of the Registered Office of the Company.

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, things as may be necessary, to give effect to the foregoing resolution."

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

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

**"RESOLVED THAT** in supersession of earlier resolution(s) passed by the shareholders of the Company at the Annual General Meeting held on September 30,2016, 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 Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements )Regulations,2015 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 accorded 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.     | RHC Holding Private Limited       | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh<br>Mrs. Aditi Shivinder Singh | Promoter & Common Director<br>Promoter & Common Director<br>Common Director | Investment /Divestment/ sale/ Purchase of shares/ Debentures/ other Securities and Providing or availing of advance/ loans & Corporate Guarantee | 3000 |
| 2.     | Malav Holdings Private Limited    | 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 | 1000 |
| 3.     | Shivi Holdings Private Limited    | Group/Associate Company | Mr. Shivinder Mohan Singh<br>Mrs. Aditi Shivinder Singh                              | Promoter & Common Director<br>Common Director                               | Investment /Divestment/ sale/ Purchase of shares/ Debentures/ other Securities and Providing or availing of advance/ loans & Corporate Guarantee | 1000 |
| 4.     | Shimal Healthcare Private Limited | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter & Common Director<br>Promoter & Common Director                    | Investment /Divestment/ sale/ Purchase of shares/ Debentures/ other Securities and Providing or availing of advance/ loans & Corporate Guarantee | 800  |

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| 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) |
|--------|--|-------------------------|--|----------------------------|--|---|
| 5.     | Fortis Healthcare Holdings Private Limited | 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                       | 1500  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |
| 6.     | RHC Finance Private Limited                | 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                       | 1300  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |
| 7.     | ANR Securities Private Limited             | 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                       | 2000  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |
|        |  |                         | Dr. Preetinder Singh Joshi   | Common Director            |  |   |
| 8.     | Luxury Farms Private Limited               | 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 -Lease Agreement      | 500<br>2.00   |
| 9.     | Ranchem Private Limited                    | 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                       | 2000  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |
| 10.    | Shimal Research Laboratori Limited         | Subsidiary Company      | Mr. Malvinder Mohan Singh  | Promoter                   | Investment /Divestment/ sale/ Purchase of shares/ Debentures/ other Securities and Providing or availing of advance/ loans & Corporate Guarantee                       | 100   |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |
| 11.    | Ligare Voyages Limited                     | 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                       | 1000  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter & Common Director |  |   |
| 12.    | Ligare Aviation Limited                    | 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 -Availing of Services | 800<br>4  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |
| 13.    | Ligare Travels Limited                     | 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 -Availing of Services | 500<br>4  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |  |   |

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| 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) |
|--------|--|-------------------------|--|----------------------------|---|---|
| 14.    | Lowe Infra and Wellness Private Limited  | 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                  | 1000  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   |   |
| 15.    | RS Infrastructure Private Limited        | 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                  | 1000  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   |   |
| 16.    | Fortis Clinical Research Limited         | Step Down Subsidiary    | 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                  | 500   |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter & Common Director |   |   |
| 17.    | Dion Global Solutions Limited            | 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                  | 1500  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   |   |
| 18.    | Healthfore Technologies Limited          | Group/Associate Company | Mr. Malvinder Mohan Singh  | Promoter & Member          | Investment /Divestment/ sale/ Purchase of shares/ Debentures/ other Securities and Providing or availing of advance/ loans & Corporate Guarantee                  | 800   |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter & Member          |   |   |
|        |  |                         | Mrs. Aditi Shivinder Singh   | Member Director            |   |   |
| 19.    | Finserve Shared Services Private Limited | 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 -Lease Agreement | 800   |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   | 2   |
| 20.    | RHC IT Solutions Private Limited         | 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                  | 500   |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   |   |
| 21.    | Religare Finvest Limited                 | 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                  | 1500  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   |   |
| 22.    | Religare Securities Limited              | 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                  | 1000  |
|        |  |                         | Mr. Shivinder Mohan Singh  | Promoter                   |   |   |



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| 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) |
|--------|-------------------------------------|-------------------------|--|------------------------------------|--|---|
| 23.    | Religare Capital Markets Limited    | 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 | 1200  |
|        |                                     |                         | Mr. Shivinder Mohan Singh  | Promoter                           |  |   |
| 24.    | Religare Enterprises Limited        | Group/Associate Company | Mr. Malvinder Mohan Singh  | Promoter, Common Director & Member | Investment /Divestment/ sale/ Purchase of shares/ Debentures/ other Securities and Providing or availing of advance/ loans & Corporate Guarantee | 1500  |
|        |                                     |                         | Mr. Shivinder Mohan Singh  | Promoter, Common Director & Member |  |   |
| 25.    | REL Infracilities Limited           | 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 | 1000  |
|        |                                     |                         | Mr. Shivinder Mohan Singh  | Promoter                           |  |   |
| 26.    | RWL Healthworld Limited             | 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 | 750   |
|        |                                     |                         | Mr. Shivinder Mohan Singh  | Promoter                           |  |   |
| 27.    | Medsorce Healthcare Private Limited | 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 | 700   |
|        |                                     |                         | Mr. Shivinder Mohan Singh  | Promoter & Common Director         |  |   |

**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 11, 2017  
Place : New Delhi

Sd/-  
**Vivek Kumar Singh**  
Company Secretary  
Membership No.: ACS19348

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**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) with respect to the Special Businesses set out in this Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED HEREWITH.**  

Pursuant to the provisions of the Act and the rules thereunder, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. The Route Map for the 39th AGM of the Company alongwith the Landmark forms part of this Notice.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, September 22, 2017 to Friday September 29 2017 (both days inclusive). The cut-off date for the purpose of voting through electronic means and physical voting is Friday, September 22, 2017.
6. All documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours (9.30 AM to 5.30 PM) on all working days except Saturdays, upto and including the date of the AGM of the Company.
7. Details of all the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships of other board committees, shareholding (both own or held by / for other persons on a beneficial basis) in the Company and relationship between directors inter-se, as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and information as required under the applicable Secretarial Standards are annexed to this Notice.
8. Members/ Proxies are requested to bring duly filled in and signed Attendance Slips enclosed herewith for attending the AGM. The Members who hold shares in dematerialized form are requested to bring their Client Master List / Depository Participant Statement/ Delivery Instruction Slip, reflecting their Client Id. and DP Id. No. for easier identification of attendance at the meeting.
9. In case of joint holders attending the AGM, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
10. The Statutory Registers required to be kept open for inspection under the Act read with rules made thereunder at AGM of the Company, will be available for inspection by the Members at the AGM.
11. Members are requested to notify any change of address:
  - (a) to their depository participants in respect of shares held in dematerialized form, and
  - (b) to Company / Registrar and Transfer Agent, M/s Link Intime India Pvt. Ltd. in respect of shares held in physical form, under their signatures and quoting folio number (including for change of residential status/e-mail id, bank details, etc.).
12. Equity Shares of the Company are under Compulsory Demat segment. Members are requested to convert their holdings from physical to Demat form. For any queries, Members may write to the Company Secretary or the Company's Registrar and Transfer Agent i.e. M/s Link Intime India Pvt. Ltd.
13. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the financial year ended March 31, 2017, may write to the Company at 54,Janpath, New Delhi-110001 for the attention of Mr. Vivek Kumar Singh, Company Secretary, at least seven days in advance of the AGM so that requisite information can be made available at the AGM.



14. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to fill up the required form and send the same to the office of the Company's Registrar and Transfer Agent, M/s Link Intime India Pvt. Ltd. . Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
15. In terms of Regulation 36 of the Listing Regulations, soft copy of full Annual Report for 2016-17 is being sent to all those Members who have registered their e-mail address(es) 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 the Annual Report for 2016 -17 is being sent in the permitted mode.
16. Electronic copy of the Notice of the 39th AGM of the Company inter-alia indicating the process and manner of remote e-voting along with the Attendance Slip / E-Voting Form and Proxy Form, is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purpose unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice of the 39th AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip / E-Voting Form and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 39th AGM and the Annual Report for 2016-17 will also be available on the Company's website, [www.oscarinvestments.org](http://www.oscarinvestments.org) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9.30 AM to 5.30 PM) on all working days except Saturdays. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, 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. Members who have not registered their e-mail address (es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants, for receiving all the communications including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-communication registration form is also available on the website of the Company and can be accessed through the link <http://www.oscarinvestments.org/pdf/Updation%20for%20Green%20Initiative.pdf>. Members who hold shares in physical form are requested to register their e-mail address(es) by writing to Company's Registrar and Transfer Agent i.e. M/s Link Intime India Private Limited or through e-mail at [delhi@intimespectrum.com](mailto:delhi@intimespectrum.com)
19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agent, M/s Link Intime India Pvt. Ltd. for consolidation into a single folio.
20. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent i.e. M/s. Link Intime India Pvt. Ltd.
21. The Notice of AGM will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the depositories as on August 04, 2017. A person who is not a member as on the cut-off date i.e. Friday, September 22, 2017, should treat this Notice for information purposes only.
22. **Voting through electronic means**
  - (1) 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, as amended, the Members are provided with the facility of voting through electronic means ("remote e-voting") on all the resolutions set forth in this Notice. In this regard, the Company has agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable the Members to cast their votes electronically. E-voting is optional.
  - (2) For the members who do not have access or cast their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the AGM who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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- (3) The Shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered.
- (4) **The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Tuesday, September 26, 2017 (from 9 a.m. IST) and ends on Thursday, September 28, 2017 (upto 5 p.m. IST) . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday ,September 22,2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (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:

| <b>For Members holding Shares in Demat Form and Physical Form</b> |   |
|---|---|
| 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul> |
| 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"> <li>• If both the details are not recorded with the depository or company please enter the member member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>        |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **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 linked in the login 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.
- (xx) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

Please follow all steps from sl.no (i) to sl. No (xvii) above to cast vote.

**II. Other Instructions**

- (i) 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 the paid-up value of their shares in the equity shares capital of the Company as on the cut-off date. 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.
- (ii) Mr. Abhishek Mittal, Practicing Company Secretary (Membership No. F7273) 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.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the AGM by ballot paper and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company.
- (iv) Thereafter, the Scrutinizer shall within 48 hours from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any person authorized by him in writing who shall countersign the same.

- (v) The results of the voting shall be declared after the submission of Consolidated Scrutinizer's Report either by Chairman of the Meeting or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (vi) The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.oscarinvestments.org](http://www.oscarinvestments.org)) and on RTA's website (<http://linkintime.co.in>) immediately after the result is declared by the Chairman and communication of the same to the BSE Limited. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office.

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

Dated : August 11, 2017  
Place : New Delhi

Sd/-  
**Vivek Kumar Singh**  
**Company Secretary**  
**Membership No.: ACS19348**

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

##### **ITEM NO. 4 & 5.**

Based on the recommendation of Nomination and Remuneration Committee, Mr. Varun Sood was appointed as an Additional Director on the Board of the Company with effect from May 03,2017 to hold office upto the date of the Annual General Meeting.

Mr. Varun Sood was also appointed as Managing Director by the Board of Directors for a period of 3 (three) years w.e.f May 03,2017,subject to the approval of shareholders of the Company and other requisite approvals, if any.

Mr. Varun Sood has also been designated as Key Managerial Personnel of the Company.

Mr. Varun Sood has a long association with the group and has an experience of over 19 years spanning multiple industries. With the appointment of Mr. Varun Sood as Managing Director, the Board of Directors are of the view that the Company would be immensely benefited with his vast knowledge and experience.

The Company has received a notice pursuant to Section 160 of the Companies Act,2013 (the "Act")along with the amount of requisite deposit from a member signifying their intension to propose the appointment of Mr. Varun Sood as a Director of the Company.

Further, in terms of Section 196,197 read with Schedule V of the Companies Act,2013 (the 'Act') ,the terms and conditions of appointment and remuneration of Managing Director shall be approved by the shareholders at the next Annual General Meeting of the Company.

It is proposed to appoint Mr. Varun Sood as Managing Director for a period of 3 (three) years w.e.f. May 03,2017 at a remuneration detailed out in Item No. 5.

The above may be treated as written memorandum setting out the terms of appointment of Mr. Varun Sood under Section 190 of the Companies Act, 2013.

The Board of Directors commend the resolution as set out in Item No. 4 & 5 for the approval of members.

No Director or Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution except to the extent of their respective shareholding in the Company,if any.

The additional information as required by Schedule V to the Act is given below:

**I. GENERAL INFORMATION**

|      |   |   |  |  |
|------|---|---|--|--|
| i)   | <b>Nature of Industry:</b>  | The Company is a Non Deposit taking NBFC and has been incorporated with the main objects to carry on business of an Investment Company and finance industrial enterprise and to promote companies engaged in industrial and trading business. |  |  |
| ii)  | <b>Date or expected Date of commencement of commercial production :</b>   | The Company was incorporated on 25 <sup>th</sup> January, 1978.   |  |  |
| iii) | <b>In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :</b>          | NOT APPLICABLE  |  |  |
| iv)  | <b>Financial performance(on a standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31,2016 &amp; March 31, 2017:</b> | <b>Particulars</b>  | <b>For the year ended 31.03.2016 (Rs. In Lacs)</b> | <b>For the year ended 31.03.2017 (Rs. In Lacs)</b> |
|      |   | Turnover and other Income   | 14491.80   | 28160.60   |
|      |   | Net profit/ (loss) as per Profit & Loss A/c   | (3266.47)  | 8709.76  |
| v)   | <b>Foreign investments or collaborations, if any</b>  | Nil   |  |  |

**II. INFORMATION ABOUT THE APPOINTEE**

(i) **Background Details:**

Mr. Varun Sood obtained his Bachelors of Engineering in Electronics & Communications from Manipal Institute of Technology, India.

Varun Sood is also Managing Director of HealthFore Technologies Ltd. and has been Chief Executive Officer in HealthFore Technologies Ltd. from January 2016 to May 2017. Healthfore Technologies provides easy to adopt technology products and solutions for large healthcare service providers and has clients across India, South East Asia, Middle East and Africa.

Over his career, Varun has worked in the technology, healthcare, pharmaceuticals, consulting, telecom and IT sectors and has deep business experience spanning general management, strategy development, operations, M&A and technology. He has rich global multi-cultural exposure having worked in India, USA and South Africa in Indian and global MNC's.

Previously, Varun was part of the leadership team at Fortis Healthcare Ltd, one of India's largest integrated healthcare delivery service providers with 55 hospitals and 275+ laboratories. As CIO & Head Strategic Initiatives at Fortis Healthcare, Varun successfully spearheaded the integration and transformation of Fortis using technology as a key business driver and a source of competitive advantage. Prior to this, as Vice President Strategic Initiatives he established global shared framework and operations for Fortis across its operations in India, Australia, Honk Kong, Vietnam and Singapore and was responsible for process standardization across Fortis's India operations.

Prior to Fortis, Varun was with Ranbaxy Laboratories Ltd, India's largest pharmaceutical company and #8 global generic pharmaceutical company. Varun drove the global integration of Ranbaxy with Daiichi Sankyo, world's top 10 pharmaceutical company that acquired Ranbaxy in 2008. Prior to that, Varun was responsible for driving integration of companies acquired by Ranbaxy globally. Prior to this, he was responsible for enterprise wide structural and process based business optimization and owned all corporate IT systems at Ranbaxy.

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Earlier, Varun was with the Compunnel Software Group based in the US where, among other engagements, he worked with Price Waterhouse Coopers and Verizon.

In the past, he has served on several other boards including Dion Global Solutions Ltd. and various Fortis Healthcare entities. He was the Co-Chair at the Confederation of Indian Industry (CII) CIO Forum from 2013-2016 and part of various healthcare task forces created by CII, FICCI and NatHealth.

(ii) **Past Remuneration Drawn:**

Nil

(iii) **Recognition or Awards:**

-

(iv) **Job profile and his Suitability:**

Mr. Varun possesses the requisite knowledge, qualification and expertise to manage the Company's affairs. It is therefore proposed to appoint him as Managing Director.

(v) **Remuneration Proposed:**

As mentioned in the resolution

(vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

The remuneration proposed is commensurate with the remuneration package paid to similar Senior level appointees in other companies.

(vii) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Mr. Varun Sood does not hold any Equity Shares in the Company.

Mr Sood is not related to any director or any other key managerial personnel of the Company .

**(III) OTHER INFORMATION :**

(i) **Reasons for loss or inadequate profits:**

The profitability of the Company during the year 2015-16 was adversely affected due to increase in the level of NPAs. Main reason of NPAs was due to drop in demand across sectors resulting in stress on industries & economy at a large. However considering controlled level of Inflation and economic growth of the country, management of the Company does not expect any increase in NPAs in coming years.

(ii) **Steps taken or proposed to be taken for improvement:**

1. Follow Strict Due Diligence.
2. Improvement in Credit Quality.
3. Have time to time discussion with borrower for repayment.

(iii) **Expected increase in productivity and profits in measurable terms:**

(Amount in Rs. Crore)

| Years   | Turnover | Profit before Tax |
|---------|----------|-------------------|
| 2017-18 | 140      | 25                |
| 2018-19 | 154      | 27                |
| 2019-20 | 170      | 30                |

**(IV) DISCLOSURES-** General Disclosures are given under Corporate Governance Report forming part of Annual Report.



**ITEM NO. 6**

In terms of the provisions of Sections 42 and 71 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014 of the Companies Act, 2013, a Company offering or making an invitation to subscribe to Non- Convertible Debentures ("NCD") /bonds/other instruments on a private placement basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. In case of offer or invitation to offer of NCDs, the Company may pass a Special Resolution once a year for all the offers and invitations made for such NCDs during the year.

The shareholders of the Company, at the last Annual General Meeting held on September 30, 2016, had sought approval of shareholders for Private Placement of Non-Convertible Debentures. The said resolution was valid for a period of one year.

The approval of the members is being sought by way of a Special Resolution under Section 42 and 71 of the Act read with the rules made thereunder, to enable a Company to offer or invite subscription for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the resolution at Item No. 6, within the overall borrowing limits of the Company, as approved by the members from time to time.

The directors commend the Resolution at Item No. 6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 6.

**ITEM NO. 7**

Section 94 of the Companies Act, 2013 provides that for keeping the registers required to be kept and maintained by the Company under Section 88 (Register of members together with Index of members, register of debenture holders together with Index of debenture holders etc) and copies of Annual Return filed under Section 92 at a place other than the registered office of the Company, approval of members by way of Special Resolution is required.

Accordingly approval of members is sought in terms of Section 94(1) of the Companies Act to keep the Register of members together with Index of members, register of debenture holders together with Index of debenture holders etc with the Registrar and Share Transfer Agent Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase I, Near PVR Naraina, New Delhi-110028 and for keeping copies of Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other document as may be required at Prius Global, A-3/4/5, Tower A, 6th Floor, Wing-B, Sector-125, Noida-201301 instead of the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. The Board of Directors commends the resolution as set out at Item No. 7 for approval of the members as Special Resolution.

**ITEM NO. 8**

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 an Ordinary 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 Regulation 23 of the Securities And Exchange Board of India(Listing Obligations and Disclosure Requirements),2015("LODR"), all related party transactions even though exempted under Section188(1) of the Companies Act, 2013, have to be approved by the Members in case such transactions are of material nature as defined in Regulation 23 of LODR, i.e. the transaction exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

As per the LODR, a related party transaction means 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.7 may meet the criteria of materiality, the Company is under an obligation to seek the approval of its shareholders by way of an Ordinary 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. 7 by way of an Ordinary resolution.

The shareholders of the Company at the Annual General Meeting held on September 30,2016 have approved such transactions which are either existing or proposed to be entered into by the Company with related parties.

However,it is now proposed in revise the limit for such transactions for every financial year with each of the parties.

The Particulars of Transaction pursuant to Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 and Listing Regulations are as under:

| S. No. | Name of the Related Party         | Nature of Relationship  | Name of Director/KMP who is related and nature of their relationship                 |   | Nature, Material Terms/ monetary value and particulars of the contract or arrangement   | Any other information relevant or important for the Members to take a decision  |
|--------|-----------------------------------|-------------------------|--|---|---|---|
| 1.     | RHC Holding Private Limited       | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh<br>Mrs. Aditi Shivinder Singh | Promoter & Common Director<br>Promoter & Common Director<br>Common Director | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 3000 Crore. | The agreements are entered in ordinary course of business and on arm's length basis and all factors relevant to the contract have been considered by the Board. |
| 2.     | Malav Holdings Private Limited    | Group/Associate Company | Mr. Malvinder Mohan Singh  | Promoter & Common Director  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore. | -do-  |
| 3.     | Shivi Holdings Private Limited    | Group/Associate Company | Mr. Shivinder Mohan Singh<br>Mrs. Aditi Shivinder Singh                              | Promoter & Common Director<br>Common Director                               | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore. | -do-  |
| 4.     | Shimal Healthcare Private Limited | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter & Common Director<br>Promoter & Common Director                    | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 800 Crore.  | -do-  |

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| S. No. | Name of the Related Party                  | Nature of Relationship  | Name of Director/KMP who is related and nature of their relationship                 | Nature, Material Terms/ monetary value and particulars of the contract or arrangement | Any other information relevant or important for the Members to take a decision  |      |
|--------|--|-------------------------|--|---|---|------|
| 5.     | Fortis Healthcare Holdings Private Limited | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1500 Crore.   | -do- |
| 6.     | RHC Finance Private Limited                | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1300 Crore.   | -do- |
| 7.     | ANR Securities Private Limited             | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh<br>Dr. Preetinder Singh Joshi | Promoter<br>Promoter<br>Common Director   | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 2000 Crore.   | -do- |
| 8.     | Luxury Farms Private Limited               | Group/Associate Company | Mr. Malvinder Mohan Singh  | Promoter & Common Director  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 500 Crore.<br>-Lease Agreement<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 2.00 Crore. | -do- |
| 9.     | Ranchem Private Limited                    | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 2000 Crore.   | -do- |
| 10.    | Shimal Research Laboratori Limited         | Subsidiary Company      | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 100 Crore.  | -do- |

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| S. No. | Name of the Related Party               | Nature of Relationship  | Name of Director/KMP who is related and nature of their relationship |  | Nature, Material Terms/ monetary value and particulars of the contract or arrangement   | Any other information relevant or important for the Members to take a decision |
|--------|---|-------------------------|--|--|---|--|
| 11.    | Ligare Voyages Limited                  | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter & Common Director<br>Promoter & Common Director | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore.   | -do-   |
| 12.    | Ligare Aviation Limited                 | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter                                     | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore.<br><br>- Agreement for Availing of Services<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 4 Crore. | -do-   |
| 13.    | Ligare Travels Limited                  | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter                                     | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 500 Crore.<br><br>- Agreement for Availing of Services<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 4 Crore.  | -do-   |
| 14.    | Lowe Infra and Wellness Private Limited | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter                                     | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore.   | -do-   |
| 15.    | RS Infrastructure Private Limited       | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter                                     | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore.   | -do-   |

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| S. No. | Name of the Related Party                | Nature of Relationship  | Name of Director/KMP who is related and nature of their relationship                 | Nature, Material Terms/ monetary value and particulars of the contract or arrangement | Any other information relevant or important for the Members to take a decision  |      |
|--------|--|-------------------------|--|---|---|------|
| 16.    | Fortis Clinical Research Private Limited | Step Down Subsidiary    | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter & Common Director<br>Promoter & Common Director                              | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 500 Crore.  | -do- |
| 17.    | Dion Global Solutions Limited            | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1500 Crore.   | -do- |
| 18.    | Healthfore Technologies Limited          | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh<br>Mrs. Aditi Shivinder Singh | Promoter & Member<br>Promoter & Member<br>Member                                      | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 800 Crore.  | -do- |
| 19.    | Finserve Shared Services Private Limited | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 800 Crore.<br>-Agreement for Lease of Premises<br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 2.00 Crore. | -do- |
| 20.    | RHC IT Solutions Private Limited         | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 500 Crore.  | -do- |
| 21.    | Religare Finvest Limited                 | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh                               | Promoter<br>Promoter  | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1500 Crore.   | -do- |

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| S. No. | Name of the Related Party           | Nature of Relationship  | Name of Director/KMP who is related and nature of their relationship |  | Nature, Material Terms/ monetary value and particulars of the contract or arrangement   | Any other information relevant or important for the Members to take a decision |
|--------|-------------------------------------|-------------------------|--|--|---|--|
| 22.    | Religare Securities Limited         | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter   | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore. | -do-   |
| 23.    | Religare Capital Markets Limited    | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter   | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1200 Crore. | -do-   |
| 24.    | Religare Enterprises Limited        | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter, Common Director & Member<br>Promoter, Common Director & Member | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1500 Crore. | -do-   |
| 25.    | REL Infrafacilities Limited         | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter   | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 1000 Crore. | -do-   |
| 26.    | RWL Healthworld Limited             | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter   | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 750 Crore.  | -do-   |
| 27.    | Medsorce Healthcare Private Limited | Group/Associate Company | Mr. Malvinder Mohan Singh<br>Mr. Shivinder Mohan Singh               | Promoter<br>Promoter   | Agreements for Investment /Divestment /sale/Purchase of shares/Debentures /other Securities and Providing or availing of advance /loans & Corporate Guarantee.<br><br>Maximum value of Transaction for every financial year with effect from April 01, 2017 will be Rs. 700 Crore.  | -do-   |



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. 8 shall be entitled to vote on this Ordinary Resolution.

Copies of the agreements as specified in the Resolution at Item No. 8 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 Ordinary Resolution set out at Item No.8 of the Notice for approval by the Members.

Except for Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh, Directors of the Company and being promoters of the Group and Mrs. Aditi Shivinder Singh being Director of the Company and also relative of Mr. Shivinder Mohan Singh , no other Director 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.8 of the Notice.

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

Dated : August 11, 2017  
Place : New Delhi

Sd/-  
**Vivek Singh**  
**Company Secretary**  
**Membership No.: ACS19348**

**Additional information on Directors recommended for appointment / re-appointment at the Annual General Meeting (Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)**

**Mrs. Aditi Shivinder Singh**

**Profile**

**Mrs. Aditi Shivinder Singh** is graduated 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.

The date of Birth of Mrs. Aditi Shivinder Singh is 22/04/1975

Mrs. Aditi Shivinder Singh joined the Board of Directors of the Company on 05th July,1999.

She has attended 5 (Five) meetings of the Board of Directors held during the financial year 2016-17.

Mrs. Aditi Shivinder Singh does not holds 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)**

1. RHC Holding Private Limited
2. R.C. Nursery Private Limited
3. Trendy Exim Private Limited
4. Shivi Holdings Private Limited
5. 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)**

Nil

Mrs. Aditi Shivinder Singh is related to Mr. Shivinder Mohan Singh who is her spouse. Apart from this, she has no relationship with any other Director and / or Key Managerial Personnel of the Company.

**Mr. Varun Sood**

**Profile**

Mr. Varun Sood is currently the Managing Director of HealthFore Technologies Ltd. HealthFore Technologies provides easy to adopt technology products and solutions for large healthcare service providers and has clients across India, South East Asia, Middle East and Africa.

Over his career, Varun has worked in the technology, healthcare, pharmaceuticals, consulting, telecom and IT sectors and has deep business experience spanning general management, strategy development, operations, M&A and technology. He has rich global multi-cultural exposure having worked in India, USA and South Africa in Indian and global MNC's.

Previously, Varun was part of the leadership team at Fortis Healthcare Ltd, one of India's largest integrated healthcare delivery service providers with 55 hospitals and 275+ laboratories. As CIO & Head Strategic Initiatives at Fortis Healthcare, Varun successfully spearheaded the integration and transformation of Fortis using technology as a key business driver and a source of competitive advantage. Prior to this, as Vice President Strategic Initiatives he established global shared framework and operations for Fortis across its operations in India, Australia, Honk Kong, Vietnam and Singapore and was responsible for process standardization across Fortis's India operations.

Prior to Fortis, Varun was with Ranbaxy Laboratories Ltd, India's largest pharmaceutical company and #8 global generic pharmaceutical company. Varun drove the global integration of Ranbaxy with Daiichi Sankyo, world's top 10 pharmaceutical company that acquired Ranbaxy in 2008. Prior to that, Varun was responsible for driving integration of companies acquired by Ranbaxy globally. Prior to this, he was responsible for enterprise wide structural and process based business optimization and owned all corporate IT systems at Ranbaxy.

Earlier, Varun was with the Compunnel Software Group based in the US where, among other engagements, he worked with Price Waterhouse Coopers and Verizon.

In the past, he has served on several other boards including Dion Global Solutions Ltd. and various Fortis Healthcare entities. He was the Co-Chair at the Confederation of Indian Industry (CII) CIO Forum from 2013-2016 and part of various healthcare task forces created by CII, FICCI and NatHealth. Varun obtained his Bachelors of Engineering in Electronics & Communications from Manipal Institute of Technology, India.

The date of Birth of Mr. Varun Sood is 28/09/1975.

Mr. Varun joined the Board of Directors of the Company on 03rd May,2017.

He has attended Nil meetings of the Board of Directors held during the financial year 2016-17.

Mr. Varun Sood holds Nil 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. Healthfore Technologies Ltd
2. Dromni Services Private Ltd

**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. Varun Sood has no relationship with any other Director and / or Key Managerial Personnel of the Company.

Route Map to the venue of the 39th Annual General Meeting of Oscar Investments Limited



55, Hanuman Road,  
New Delhi - 110001

**OSCAR INVESTMENTS LIMITED**

Registered Office: Prius Platinum, Ground Floor, D3, District Centre, Saket, New Delhi - 110017

CIN: L65999DL1978PLC099476

Phone: +91 11 46014600, Fax : +91 11 2956 5966

E-mail oscarinvestments55@gmail.com / website: www.oscarinvestments.org

**ATTENDANCE SLIP**

**Please fill in the attendance slip and hand it over at the entrance of the meeting hall  
Joint shareholders may obtain additional slips at the venue of the meeting.**

Name of the Sole/First Holder: \_\_\_\_\_

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

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

Name(s) of the Joint Holder(s), if any: \_\_\_\_\_

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

I/We hereby record my/our presence at the 39th Annual General Meeting of the Company held on Friday, September 29, 2017 at 11.00 am at 55, Hanuman Road, New Delhi -110 001

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

\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

The remote e-voting facility will be available during the following period:

| <b>Commencement of remote e-voting</b>       | <b>End of remote e-voting</b>                     |
|--|---|
| Tuesday, September 26, 2017 (from 9 a.m.IST) | Thursday, September 28, 2017 (upto 5.00 p.m. IST) |





**OSCAR INVESTMENTS LIMITED**

Registered Office: Prius Platinum, Ground Floor, D3, District Centre, Saket, New Delhi - 110017

CIN: L65999DL1978PLC099476

Phone: +91 11 46014600, Fax : +91 11 2956 5966

E-mail oscarinvestments55@gmail.com / website: 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: \_\_\_\_\_

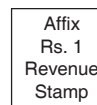
or failing him/her

as my/our proxy to attend and vote (on a poll) either for me/us and on my / our behalf at the 39th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 11.00 am at 55, Hanuman Road, New Delhi -110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

**OSCAR INVESTMENTS LIMITED**  
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| Resolution No.            | Subject Matter of the Resolution   | Optional** |         |
|---------------------------|--|------------|---------|
|                           |  | For        | Against |
| <b>Ordinary Business:</b> |  |            |         |
| 1 a)                      | Adoption of the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 and the Report of the Board of Directors and the Auditors thereon. |            |         |
| b)                        | Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.                          |            |         |
| 2                         | Re-appointment of Mrs. Aditi Shivinder Singh (DIN: 00286354), who retires by rotation.   |            |         |
| 3                         | Appointment of Statutory Auditors and to fix their remuneration  |            |         |
| <b>Special Business:</b>  |  |            |         |
| 4                         | Appointment of Mr. Varun Sood as Director  |            |         |
| 5                         | Appointment of Mr. Varun Sood as Managing Director   |            |         |
| 6                         | Approval for Private Placement of Non-Convertible Debentures   |            |         |
| 7                         | Keeping of Registers at a place other than Registered Office   |            |         |
| 8                         | Approval for entering into Related Party Transactions  |            |         |

\*Applicable for investors holding shares in electronic form.



Signed this..... Day of ..... 2017

Signature of Member .....

.....  
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 AGM.
- (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) Appointing a proxy does not prevent a member from attending the meeting in person and voting at the meeting if he so wishes.
- (5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

\*\* (6) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, his/her Proxy will be entitled to vote in the manner as he/she thinks appropriate.