

# OSCAR INVESTMENTS LIMITED

**Regd. Office:**

**54 Janpath, New Delhi – 110001. Phone: +91 11 40188100 Fax: +91 11 40188151**

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

**CIN L65999DL1978PLC099476**

## NOTICE OF POSTAL BALLOT

**Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

**Dear Member(s),**

Notice is hereby given to the members of “Oscar Investments Limited” (‘the Company) pursuant to Section 110 of the Companies Act, 2013(‘the Act’) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, to seek approval of members to pass the following resolution(s) as Special Resolution, by means of a Postal Ballot:

- (i) Related Party Transactions pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 and Clause 49 of the Listing Agreement

Your consideration and approval by way of Postal ballot is sought for the enclosed Resolution(s). The Statement under Section 102(1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to you along with the ‘Postal Ballot Form’ for your consideration. The Postal Ballot Notice will be posted on the website of the Company.

Mr. Awanish Dwivedi, Practicing Company Secretary (C.P. No. 9080) has been appointed as the Scrutinizer to scrutinize the Postal ballot process in a fair and transparent manner. This Notice is being sent to all the members whose name appears as on Friday, January 30, 2015 in the Register of Members/List of Beneficial Owners and as received from M/s Link Intime India Private Limited, the Registrar and Transfer Agent of the Company.

You are requested to carefully read the instructions printed on the Postal ballot Form attached hereto, fill up the Postal ballot Form, give your assent or dissent on the resolutions at the end of Postal ballot Form and return the duly completed and signed Original Postal Ballot Form (no other Form or photocopy is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 1730 Hrs. IST) on March 10, 2015. Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate for all the members of the Company. Members holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. January 30, 2015, may cast their vote electronically on the Business (es) as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services Limited (CDSL). If a shareholder has voted by electronic means, he is not required to send the physical ballot form to the Company.

Please note that e-voting is optional. Members having shares in Demat Form and in Physical Form may vote either by way of Postal Ballot Form or by way of e-voting.

**SPECIAL BUSINESS**

**Item No.1**

**Approval for entering into Related Party Transactions**

To consider, and if thought fit, to pass with or without modification, 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 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 Mr. Shivinder Mohan Singh Mrs. Japna Malvinder Singh Mrs. Aditi Shivinder Singh	Promoter & Common Director Promoter & Common Director Common Director Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
2.	Malav Holdings Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mrs. Japna Malvinder Singh	Promoter & Common Director Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
3.	Shivi Holdings Private Limited	Group/Associate Company	Mr. Shivinder Mohan Singh Mrs. Aditi	Promoter & Common Director Common	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance	500

			Shivinder Singh	Director	/loans & Corporate Guarantee	
4.	Shimal Healthcare Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter & Common Director Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	300
5.	Fortis Healthcare Holdings Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter & Common Director Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
6.	RHC Finance Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter & Common Director Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	600
7.	ANR Securities Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh Dr. Preetinder Singh Joshi	Promoter Promoter Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	750
8.	Luxury Farms Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mrs. Japna Malvinder Singh	Promoter & Common Director Common Director	-Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee  -Lease Agreement	100  0.75
9.	Ranchem Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh	Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing	1000

			Mr. Shivinder Mohan Singh	Promoter	or availing of advance /loans & Corporate Guarantee	
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10	Shimal Research Laboratories Limited	Subsidiary Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	30
11.	Ligare Voyages Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter & Common Director  Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
12.	Ligare Aviation Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	-Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee  -Availing of Services	300  2
13.	Ligare Travels Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	-Investment in shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee  -Availing of Services	200  2
14.	Lowe Infra and Wellness Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh  Mrs. Aditi Shivinder Singh	Promoter  Promoter  Member	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
15.	RS Infrastructure Private	Group/Associate Company	Mr. Malvinder Mohan Singh	Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other	500

	Limited		Mr. Shivinder Mohan Singh Mrs. Aditi Shivinder Singh	Promoter Member	Securities and Providing or availing of advance /loans & Corporate Guarantee	
16.	Fortis Clinical Research Limited	Step Down Subsidiary	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter & Common Director Promoter & Common Director	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	100
17.	Dion Global Solutions Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	100
18.	Healthfore Technologies Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh Mrs. Aditi Shivinder Singh	Promoter & Member Promoter, Common Director & Member Member	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	300
19.	Finserve Shared Services Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	300
20.	RHC IT Solutions Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh	Promoter Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	100

21.	Religare Finvest Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	1000
22.	Religare Securities Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
23.	Religare Capital Markets Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	800
24.	Religare Enterprises Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter & Member  Promoter & Member	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	800
25.	REL Infracilities Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	500
26.	RWL Healthworld Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	100
27.	Medsorce Healthcare Private Limited	Group/Associate Company	Mr. Malvinder Mohan Singh  Mr. Shivinder Mohan Singh	Promoter  Promoter	Investment /Divestment /sale/Purchase of shares/Debentures/other Securities and Providing or availing of advance /loans & Corporate Guarantee	100

**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  
For Oscar Investments Limited**

**Date: January 30, 2015  
Place: New Delhi**

**Sd/-  
Hariom Rastogi  
Company Secretary  
ICSI Membership No: A33538**

**Encl:**

- 1. Postal Ballot Form**
- 2. Postage-prepaid envelope**

**Notes:**

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 is annexed thereto.**
- 2. The Notice is being sent to all the members, whose names appears in the Register of Members/Record of Depositories as on Friday, January 30, 2015.**
- 3. The Company also offers e-voting facility**

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

- (i) The voting period begins on February 08, 2015(1000 Hrs IST) and ends on March 10,2015 (1730 Hrs 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 January 30, 2015,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.
- (v) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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 the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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 format.

- (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 the 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 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.
- (xix) 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).

4. Electronic copy of the Notice of the Postal Ballot of the Company 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 Postal Ballot of the Company is being sent in the permitted mode.

Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal ballot Form can download the Postal ballot Form from [www.oscarinvestments.org](http://www.oscarinvestments.org) or seek a duplicate Postal ballot Form through an email id at [delhi@intimespectum.com](mailto:delhi@intimespectum.com)

5. Kindly note that the Members can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
6. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.

7. The voting rights of Members shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on Friday, January 30, 2015.
8. The result of the Postal Ballot shall be declared by the Chairman or in his absence by any other person, so authorized by them on March 12, 2015 at 4.00 p. m. at the Registered Office of the Company at 54 Janpath, New Delhi – 110001 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman or such other person, if the results of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company [www.oscarinvestments.org](http://www.oscarinvestments.org)
9. A copy of the documents referred to in the accompanying Explanatory Statement are open 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 declaration of the result of Postal Ballot.

## **ANNEXURE TO NOTICE**

### **Item no. 1:**

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.

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 of resources, services or obligations between a Company and a related party, regardless of whether price is charged.

Since the Company is a Non-Deposit Accepting Non-Banking Financial Company, and the Board of Directors intend to convert the status of Company as a “Core Investment Company, acquiring and holding of stakes in group companies and financing of Group Companies by way of Inter-Corporate Loans etc. form part of main business of the Company.

Since the aggregate of all transactions with the related parties mentioned in the Item No.1 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. 1 by way of a special resolution.

Pursuant to rule 15 (3) of Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014, the name of related party, name of directors or key managerial personnel who is related, if any, nature of relationship, nature and monetary value of transactions with the related parties is provided in the said resolution.

The material terms and particulars of the contract or arrangement shall be as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.

There is no other information relevant or important for the members to take a decision on the proposed resolution

The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh being promoters of the Group/having control (Directly/Indirectly) and Mrs. Japna Malvinder Singh and Mrs. Aditi Shivinder Singh are interested in the resolution. Apart from above, 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.1 of the Notice.

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

**Date: January 30, 2015  
Place: New Delhi**

**Sd/-  
Hariom Rastogi  
Company Secretary  
ICSI Membership No: A33538**