

OSCAR INVESTMENTS LIMITED

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) ,that the resolutions appended are proposed to be passed as Special Resolutions by means of a Postal Ballot.

Your consideration and approval by way of Postal ballot is sought for the enclosed Resolution(s). The Explanatory Statement under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also annexed hereto 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. Abhishek Mittal, Practicing Company Secretary (C.P. No. 7943) has been appointed as the Scrutinizer by the Board of Directors of the Company at its meeting held on 31st March,2015 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, 27th March, 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 (For) or dissent (Against) 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 09th May ,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 executed with the Stock Exchanges and provisions of Section 108 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to 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. 27th March, 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

1. Increase in Borrowing Limits of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company at the Annual General Meeting held 30th September, 2014 and pursuant to the provisions Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution),to borrow, from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to,

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bank(s), financial or other institution(s), mutual fund(s), Non-Resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured, and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the outstanding amount so borrowed shall not at any point of time exceed the limit of INR 1500 Crores (Rupees Fifteen Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

2. Creation of Mortgage and /or Charge on Movable and Immovable Assets of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company at the Annual General Meeting held 30th September, 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to offer and create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, of any description, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, over all or any of the movable and / or immovable, tangible and / or intangible, properties and assets of any description, of the Company, both present and future, whosoever situated, in favour of any Bank(s) / Financial Institution(s), and/or any other Lender(s) or their Agent(s) and/or Trustee(s) acting on behalf of any Lender(s) for the purpose of securing the borrowings of the Company or any fund based or non-fund based facilities including but not limited to term loans or working capital facilities whether in Indian Rupees or in foreign currency (collectively referred as the "Facilities") of the Company or the facilities of its Subsidiary(ies), Affiliates, Joint Ventures, Associate Company(ies) or such other form of enterprises (the "Entities"), from time to time, presently availed and/or to be hereafter availed or for the purpose of securing the Securities (comprising foreign currency convertible bonds, fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company or the Entities, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Bank(s), Financial Institution(s) and/or other Lender(s) or their Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company to the aforesaid parties or any of them under the Agreement / Agreement(s) entered into and / or to be entered into by the Company or the Entities in respect of the said Facilities/Securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Bank(s), Financial Institution(s), Lender(s) or their Agent(s) and/or Trustee(s) subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to vary and/or alter the terms and conditions of any mortgage(s) and/or charge(s) aforesaid, as the Board may consider necessary or expedient.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/ pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

3. Private Placement of Non-Convertible Debentures

To consider, and if thought fit, to pass with or without modification, the following resolution as 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, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012, 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 INR 1500 Crores (Rupees Fifteen Hundred Crores), 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, any one of Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Directors of the Company, Mr. Hemant Dhingra and Mr. Sanjeev Singhal, Authorised Signatories of the Company be and are hereby severally 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

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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. "

By Order of the Board
For Oscar Investments Limited

Date : 31st March,2015
Place : New Delhi

Sd/-
Hariom Rastogi
Company Secretary
ICSI Membership No. 33538

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 appear in the Register of Members/ Record of Depositories as on Friday, March 27, 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 09th April,2015, 2015(1000 Hrs IST) and ends on 09th May,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 March 27, 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.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Company Name" i.e. Oscar Investments Limited from the drop down menu and click on "Submit"
- (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.

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- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	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">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.
	<ul style="list-style-type: none">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.
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.

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(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 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
- 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 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, under help section or write an email to 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 or seek a duplicate Postal ballot Form through an email id at 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, March 27, 2015.
8. The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorized by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting) on 11th May,2015.
9. 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 11th May,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

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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 and 2 :

In terms of the provisions of Section 180(1)(c) of the Companies Act,2013 ,the Board of Directors of a Company cannot except with the consent of the Company in General Meeting, borrow monies(apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose. The members at the Annual General Meeting of the Company held on 30th September, 2014, had accorded their consent to the Board of Directors for borrowing upto INR 800 Crore.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot ,except with the consent of the Company in General Meeting, create charges/mortgages/hypothecations in order to secure such borrowings, in favour of all or any of the financial institutions/banks/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments, which may be issued to and subscribed by all or any of the financial institutions /banks/lenders / other investing agencies or any other person(s) /bodies corporate by private placement or otherwise.

The members at the Annual General Meeting of the Company held on 30th September, 2014, had accorded their consent to the Board of Directors to create mortgages/charges/hypothecations on the assets of the Company in order to secure such borrowings upto INR 800 Crore.

In view of the overall increase in the business activities of the Company, and to meet the capital expenditure requirements and for additional working capital needs, it is considered desirable to increase the Company's existing borrowing limit of INR 800 Crore to INR 1500 Crore. The resolution set out at Item No. 1 of the notice is to seek members' approval to enhance the borrowing limit to INR 1500 Crore.

The proposed enhancement in the borrowing of the Company from INR 800 Crore to INR 1500 Crore, may, if necessary, be secured by way of charge/mortgage/hypothecation on the Company's assets in favour of all or any of the financial institutions/banks/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments, which may be issued to and subscribed by all or any of the financial institutions/banks/lenders/any other investing agencies or any other person(s) bodies corporate by private placement or otherwise. It is necessary to pass a resolution u/s 180(1)(a) of the Companies Act, 2013 ,for creation of charges/mortgages/hypothecations for an amount not exceeding the borrowing limits of INR 1500 Crore and the resolution set out at Item No. 2 is to seek members' approval for the same.

The Board recommends the Special Resolutions set out at Item No.1 and Item No.2 of the Notice for approval by the Members to borrow monies and creation of mortgages/charges on the assets of the Company, pursuant to the provisions of Section 180 (1)(c) and 180(1)(a) of the Companies Act,2013.

No 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.1 and Item No. 2 of the Notice.

Item No. 3

In terms of the provisions of Section 42 of the Companies Act,2013 and the Companies (Prospectus and Allotment of Securities) Rules,2014 (the Rules),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.

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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.3, within the overall borrowing limits of the Company of INR 1500 Crores (Rupees Fifteen Hundred Crores), as approved by the members.

The directors commend the Resolution at Item No. 3 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. 3.

By Order of the Board
For Oscar Investments Limited

Date : 31st March, 2015
Place : New Delhi

Sd/-
Hariom Rastogi
Company Secretary
ICSI Membership No. 33538