

MINUTES OF THE 36TH ANNUAL GENERAL MEETING OF OSCAR INVESTMENTS LIMITED HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 11:00 A.M. AT 54, JANPATH, NEW DELHI-110001

PRESENT:

Mr. Hemant Dhingra -Member & Authorized Representative of RHC Holding Private Limited
 Mr. Anuj Chowdhry -Chairman of the Audit Committee and Member of the Nomination & Remuneration Committee and Stakeholders' Relationship Committee

SPECIAL INVITEES:

Mr. Dheeraj Moulekhi - Representative of Statutory Auditors

IN ATTENDANCE:

Mr. Pankaj Kumar Singh - Company Secretary

MEMBERS PRESENT:

In person including Authorised Representative and Proxies - 23

Mr. Hemant Dhingra, Member and Authorised Representative of RHC Holding Private Limited was elected as Chairman of the meeting.

The Chairman welcomed the members to the 36th Annual General Meeting of the Company.

The Chairman declared that the requisite quorum was present and he called the meeting to order.

Members were informed that Dr. Preetinder Singh Joshi, Non-Executive Independent Director & Chairman of Stakeholders' Relationship Committee and Nomination & Remuneration Committee has expressed his inability to attend the meeting and authorised Mr. Anuj Chowdhry, Non-Executive Independent Director and Member of Stakeholders' Relationship Committee and Nomination & Remuneration Committee, to attend the meeting on his behalf to answer the queries, if any, of the shareholders.

The Chairman acknowledges the presence of Mr. Dheeraj Moulekhi, authorised representative of Statutory Auditors.

The Statutory Registers, Proxy Register and Inspection documents were available during the meeting for inspection of Members.

Before proceeding with the business items, the Chairman delivered his speech highlighting the achievements and future outlook of the Company.

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The Chairman also thanks the Members for their continued confidence and trust placed by them with the Company.

With the consent of the Members present at the meeting, the Chairman took the Notice convening the 36th Annual General Meeting and Auditors' Report as read.

Thereafter, the Chairman apprised the Members that the Companies Act, 2013 ("Act") and Rules made thereunder had been effective from April 1, 2014 and therefore, proceedings of the AGM are being carried out as per the requirement of the Act.

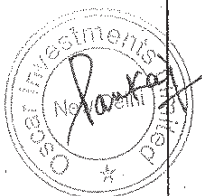
He stated that in compliance with the requirements of the Act read with the Companies (Management and Administration) Rules, 2014 and the amended Clause 35B of the Listing Agreement, the Company has already provided the electronic voting facility to its Members to cast their votes electronically on all businesses as set out in the AGM Notice. The e-voting window was open from Wednesday, September 24, 2014 to Friday, September 26, 2014 for the Members to cast their votes electronically.

He also stated that Mr. Awanish Dwivedi, Practicing Company Secretary (Membership No. ACS 9080) was appointed as a 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.

He further stated that Mr. Awanish Dwivedi has submitted his report on the e-voting to the Chairman before the AGM.

He informed the Members that since the Company has provided e-voting facility to its Members, similar voting rights needs to be provided to the Members present in the meeting either in person or through proxies. Therefore, poll will be conducted after the closure of the meeting at the same venue and accordingly, only those Members who have not casted their votes through e-voting can only cast their votes physically on poll to be taken up for which Mr. Awanish Dwivedi has already been appointed as a Scrutinizer.

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He further informed the Members that after receiving the Scrutinizer's Report on the poll to be conducted, the results of the voting shall be announced and the results will be submitted to Stock Exchanges and the same shall be uploaded on the website of the Company and shall also be available at the Registered Office of the Company.

Thereafter, the Chairman invited the questions/queries and asked the Members (other than those present through proxies) to seek clarifications, if any on the matters relevant to the Agenda Items as set out in the Notice of the AGM.

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After the discussion on the queries raised by the Members, the Chairman requested Mr. Awanish Dwivedi to take over the Poll proceedings. He informed that the Poll shall remain open till all the Members and proxy holders have casted their votes, but not later than half an hour after the closure of the meeting.

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Thanking the Members for their participation, suggestion and comments, the Chairman announced formal closure of the 36th AGM of the Company.

Conduct of Poll

Mr. Awanish Dwivedi, Scrutinizer, conducted the Poll which includes the distribution of Polling Papers, showing empty box to the Members, locking and sealing the empty box in the presence of Members. After ensuring that all the Members had casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took the custody of polling box.

RESULT OF ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING OF THE COMPANY:

On the basis of the Scrutinizer's Report for electronic voting and voting at the poll, the summary of which is mentioned hereunder, the results of voting was announced on October 1, 2014 that all the resolutions for ordinary and special businesses as set out in item. No. 1 to 7 in the Notice of 36th AGM have been passed with requisite majority.

Item No. 1 (Ordinary Resolution)

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

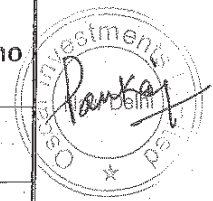
Voting Method	Votes in favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,291	99.997	417	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,847	99.998	417	00.002	00

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Item No. 2 (Ordinary Resolution)

To appoint a Director in place of Mrs. Aditi Shivinder Singh (DIN: 00286354), who retires by rotation and being eligible, offers himself for re-appointment.

Voting Method	Votes in favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,290	99.997	418	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,846	99.998	418	00.002	00



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Item No. 3 (Ordinary Resolution)

To appoint Statutory Auditors and to fix their remuneration.

Voting	Votes in favour	Votes in against	Invalid
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Method					Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,290	99.997	418	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,846	99.998	418	00.002	00

Item No. 4 (Ordinary Resolution) Appointment of Mr. Anuj Chowdhry as an Independent Director.					
Voting Method	Votes in favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,291	99.997	417	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,847	99.998	417	00.002	00

Item No. 5 (Ordinary Resolution) Appointment of Dr. Preetinder Singh Joshi as an Independent Director.					
Voting Method	Votes in favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,290	99.997	418	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,846	99.998	418	00.002	00

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Item No. 6 (Special Resolution) Increase in Borrowing Powers of the Board of Directors of the Company.					
Voting Method	Votes in favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,290	99.997	418	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,846	99.998	418	00.002	00

Item No. 7 (Special Resolution) Creation of Mortgage and /or Charge on Movable and Immovable Properties of the Company.					
Voting Method	Votes in favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-Voting	1,36,36,290	99.997	418	00.003	00
Poll	10,13,556	100	00	00	00
Total	1,46,49,846	99.998	418	00.002	00

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The resolutions for Ordinary & Special businesses as set out in item no. 1 to 7 in the Notice of the 36th AGM, duly approved by the requisite majority, are recorded hereunder as part of the proceedings of 36th AGM of the Members held on September 30, 2014.

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2014 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2014 including Audited Balance Sheet as at March 31, 2014 and the Audited Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon be and are hereby adopted."

ITEM NO. 2

RE-APPOINTMENT OF MRS. ADITI SHIVINDER SINGH WHO RETIRES BY ROTATION

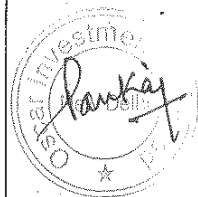
"RESOLVED THAT Mrs. Aditi Shivinder Singh (DIN: 00286354) who retires by rotation in accordance with the provisions of the Companies Act, 2013 and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

ITEM NO. 3

APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR REMUNERATION

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s S. R. Bagai & Co., Chartered Accountants (Firm Registration No. 002388N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held in the year 2016 (subject to ratification of their appointment by the members at the AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

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SPECIAL BUSINESS

ITEM NO. 4

APPOINTMENT OF MR. ANUJ CHOWDHRY AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Section 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules,2014 and Clause 49 of the listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force),Mr. Anuj Chowdhry (DIN: 00240289) ,Director of the Company ,whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act,1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Anuj Chowdhry as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 30,2014."

ITEM NO. 5

APPOINTMENT OF DR. PREETINDER SINGH JOSHI AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT pursuant to the provisions of Section 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules,2014 and Clause 49 of the listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force),Dr. Preetinder Singh Joshi (DIN: 00109974) ,Director of the Company ,whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act,1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Anuj Chowdhry as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 30,2014."

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ITEM NO. 6

INCREASE IN BORROWING POWERS OF THE BOARD OF DIRECTORS OF THE COMPANY

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act,1956 vide postal ballot, results whereof were declared on May 21,2013 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act,2013 read with Companies (Meetings of Board and its Powers) Rules,2014 (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 any sum or sums of money (including non-fund based facilities)from banks, financial institutions and /or other sources from time to time at their discretion in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business; shall not be in excess of INR 800 Crores(Rupees Eight Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

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."

ITEM NO. 7

CREATION OF MORTGAGE AND /OR CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act,1956 vide postal ballot, results whereof were declared on May 21,2013 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act,2013 read with Companies (Meetings of Board and its Powers) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, listing Agreement entered into with the Stock Exchange and other applicable provisions and subject to the approvals, permissions and sanctions as may be necessary from the concerned regulatory authorities and subject to such terms and conditions as may be imposed by them, 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) to mortgage, charge, hypothecate and/or pledge any of the Company's assets and properties, stock in trade, work-in-progress, whether movable or immovable, present or future, and the whole or substantially the whole of all or any of the

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Undertaking(s) of the Company, in such form and in such manner and on such terms and conditions as the Board of Directors of the Company may consider and think fit and proper in the interest of the Company, in favour of the Bank(s)/Financial Institution(s)/ Bodies Corporate and/or Companies to secure the loan/financial facilities together with interest, compound interest and all costs, charges and expenses and all other monies for an amount not exceeding Rs. 800 Crore (Rupees Eight Hundred Crore only) as may become due or payable by the Company in that behalf to the Bank(s)/Financial Institution(s)/Bodies Corporate and/or Companies to secure the loan/financial facilities already obtained or to be obtained by the Company from time to time.

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."

Date of Entry: October 14, 2014
Date of Signing: October 14, 2014
Place: New Delhi


CHAIRMAN

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