

24th

Annual

Report

2014-2015

OSCAR

OSCAR GLOBAL LIMITED

BOARD OF DIRECTORS

MR. SATISH KUMAR VERMA
Chairman & Managing Director

MR. PAWAN CHADHA
Whole Time Director & CFO

MS. ARPITA VERMA
Whole Time Director

MR. KISHAN KALANI

MR. KAWALJIT SINGH

MS. DEEPIKA SINGH

AUDITORS

M/S SUSHIL VIPAN & CO.
Chartered Accountants,
107-108, Sagar Plaza,
Distt. Centre, Laxmi Nagar,
Delhi-110092

**COMMON AGENCY FOR SHARE TRANSFER
& ELECTRONIC CONNECTIVITY
INDUS PORTFOLIO PVT. LTD.**

G-65, Bali Nagar,
New Delhi-110015
Tel. No.:- 47671200, Fax No.: 25449836

BANKERS**STATE BANK OF BIKANER & JAIPUR**

101-102, New Delhi House,
27, Barakhamba Road,
New Delhi -110001

RATNAKAR BANK LTD.

J-13/52, Rajori Garden,
New Delhi-110027

REGISTERED OFFICE

101, Plot No. 6, LSC,
Vardhman Rajdhani Plaza,
New Rajdhani Enclave,
New Delhi-110092
E-mail:- oscar@oscar-global.com
Website: www.oscar-global.net

CIN No.:- L51909DL1990PLC041701

CORPORATE OFFICE

C-76, Sector-8
NOIDA-201301
Contact No.:9810337978

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NOTICE

To,
The Members,

NOTICE is hereby given that the 24th Annual General Meeting of the Company will be held at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shaoorpur, P.O. Fatehpuri, New Delhi on the Saturday, 26th September, 2015 at 4.30 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015, and Statement of Profit & Loss of the Company for the year ended 31st March, 2015 and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Pawan Chadha (DIN: 00415795), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Sushil Vipan & Co., Chartered Accountants (Firm Registration No. 006127N) as Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

4. 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, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder Ms. Arpita Verma who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 1st April, 2015 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by retirement of director by rotation.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
APPOINTMENT OF MS. ARPITA VERMA AS WHOLE TIME DIRECTOR

“RESOLVED THAT pursuant to the provision of Section 196, 197, 198 & 203 read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded to the appointment of Ms. Arpita Verma as A Whole Time Director of the Company with effect from 1st April, 2015 as per terms given below:

Tenure: From 1st April, 2015 to 31st March, 2018

Salary: Rs. 1,50,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, minimum remuneration payable to Ms Arpita Verma, WTD, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
Increase in Remuneration of Ms. Arpita Verma, Whole Time Director

“RESOLVED THAT pursuant to the provision of Section 197 & 198 read with Rule 8 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded for the increase in remuneration of Ms. Arpita Verma, Whole Time Director, (WTD) of the Company with effect from 01.10.2015 as per the details given below for the rest of her tenure except otherwise revised by the company in accordance with the provisions of law in this regard.

Salary: Rs. 3,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, minimum remuneration payable to Ms Arpita Verma, WTD, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

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

Re-appointment of Mr. Satish Kumar Verma as Managing Director

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, read with Rule 8 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any other statutory amendment or re-enactment thereof for the time being in force, the appointment of Mr. Satish Kumar Verma as Managing Director (MD) of the Company w.e.f. 1st November, 2014 on the following terms and conditions as made by the Board in its meeting held on 01st December, 2014 as per recommendation made by Nomination and Remuneration Committee be and is hereby confirmed, approved and ratified;

Tenure: From 1st November, 2014 to 31st October, 2017

Salary: Rs. 2,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, minimum remuneration payable to Mr Satish Kumar Verma, Managing Director, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

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

Increase in Remuneration of Mr. Satish Kumar Verma, Managing Director

“**RESOLVED THAT** pursuant to the provision of Section 197 & 198 read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded for the increase in remuneration of Mr. Satish Kumar Verma, Managing Director, of the Company with effect from 01.10.2015 as per the details given below for the rest of her tenure except otherwise revised by the company in accordance with the provisions of law in this regard:

Salary: Rs. 4,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, minimum remuneration payable to Mr. Satish Verma Verma, Chairman & Managing Director, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

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

Increase in Remuneration of Mr. Pawan Chadha, Whole Time Director & CFO

“**RESOLVED THAT** pursuant to the provision of Section 197 & 198 read with Rule 8 of Company (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, approval of shareholders be and is hereby accorded for the increase in remuneration of Mr. Pawan Chadha (Whole Time Director) of the Company with effect from 01.10.2015 as per the details given below for the rest of his tenure except otherwise revised by the company in accordance with the provisions of law in this regard:

Salary: Rs. 4,00,000/- per month

Perquisites: Rs. 50,000/- per month

However, the benefits namely, Gratuity, Leave Encashment benefits, Provident Fund etc. shall not be counted as perquisites to the extent these are exempted under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, minimum remuneration payable to Mr. Pawan Chadha, Whole Time Director, shall be as per the provisions of Schedule V of the Companies Act, 2013.”

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy i.e. Form MGT 11, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of Limited companies societies, etc., must be supported by appropriate resolutions/ authority, as applicable.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4 to 9 of the accompanying notice is annexed hereto.
5. Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th September, 2015 & 26th September, 2015 (both days inclusive).
7. Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
8. Members are requested to:
 - a. Bring their copy of the Annual Report for the meeting.
 - b. Note that all correspondence relating to share transfers should be addressed to Registrar and Transfer Agents of the Company, viz. M/s Indus Portfolio Pvt. Ltd. , G-65, Bali Nagar, New Delhi- 110015.
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
9. The annual report for 2014-15 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2014-15 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.oscar-global.net for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. oscar@oscar-global.com
10. Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
11. SEBI has made the submission of 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 to the Company/Indus Portfolio Pvt. Ltd.(RTA).
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Indus Portfolio Pvt. Ltd.(RTA) for assistance in this regard.
13. Members who hold shares in physical form in multiple folios in identical names or join holding in same order of names are requested to send share certificates to Indus Portfolio Pvt. Ltd.(RTA), for consolidation in to a single folio.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-Voting IS AS UNDER:

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015

and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the time of AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. **The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.**
- IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhatia_rs@hotmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2015.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. R.S. Bhatia, Practicing Company Secretary (C.P. No. 2514 and FCS No. 2599) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of " e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.oscar-global.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item Nos. 4, 5 & 6**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Arpita Verma as an Additional Director of the Company with effect from 1st April, 2015. In terms of the provisions of said section Ms. Arpita Verma would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from Ms. Arpita Verma alongwith the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of Director of the Company. Ms. Arpita Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Copy of the letter of appointment of Ms. Arpita Verma as Director setting out the terms and conditions is available for inspection by members at the Registered office of the Company.

The Board of Directors of the Company (the 'Board') at their meeting held on 1st April, 2015 has subject to the approval of members appoint Ms. Arpita Verma (DIN:01360010) as Whole Time Director for a period of 3 (three) years with effect from 1st April, 2014 on a remuneration as mentioned in the resolution

Her appointment as a Whole Time Director and terms & conditions thereon has already been approved by the Nomination & Remuneration Committee.

Members approval for the regularizing the appointment of and remuneration payable to Ms. Arpita Verma as Whole Time Director, in terms of the provisions of Schedule V the Act is required.

The above may be treated as a written memorandum setting out the terms of re-appointment of Ms. Arpita Verma under Section 190 of the Companies Act, 2013.

Further the Board of Director proposed to increase the remuneration of Ms. Arpita Verma, Whole Time Director w.e.f. 01/10/2015. The existing remuneration is very low therefore, Nomination and Remuneration Committee has recommended increase keeping in view her qualification, experience and contributions. The proposed remuneration is also as per prevailing industry parameters.

Members approval for the regularizing the remuneration payable to Ms. Arpita Verma as Whole Time Director, in terms of the provisions of Schedule V the Act is required.

The Particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:

I. General Information:

1. Nature of Industry

The Company is in business of Manufacturing and export of leather garments and other goods made of leather.

2. Date of Commercial Production:-

The Company began its Commercial Production in 1990.

3. Financial Performance

The company's net profit after taxation is Rs. 20,90,063.67 for the year ended 31st March, 2015.

4. Foreign Investment or collaborations, if any: N.A.

II. Information about the appointee:

(1) Background details

Ms. Arpita Verma is the daughter of Mr Satish Vermaco-promoter of the Company and is very active towards the working of the Company and in recognition of that the Board of Directors appointed her as a Whole Time Director of the Company.

(2) Past remuneration

Total remuneration as last approved by shareholders in Annual General Meeting held on 26th September, 2014 was Rs. 1,50,000/- per month plus Rs. 50,000/- per month perquisites.

(3) Recognition or awards: NIL

(4) Job profile and her suitability:

Ms. Arpita Verma is a MBA and has around 14 years of experience. Keeping in view the background of Ms. Arpita Verma, she is suited for the job of Whole Time Director of the Company.

(5) Remuneration proposed

As set out in the proposed Resolution mentioned above.

(6) 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)

Taking into consideration the prevalent norms in the Industry, experience and exposure of Ms. Arpita Verma, Whole Time Director of the Company the remuneration being paid to her is even below par. While recommending the proposed resolution her job profile and position and responsibilities being shouldered by Ms. Arpita Verma were taken into account.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Besides the remuneration paid and proposed herein, and that she is the daughter of Mr. Satish Kumar Verma, Chairman and Managing Director of the company, Ms. Arpita Verma has no other pecuniary relationship with the Company.

III. Other information:

1 Reasons for loss or inadequate profits: The main reason for inadequate profit/fall in profit during the year are as under :

- i) The main currency of company's export is EURO and during the year the average realisation in EUROS fell by nearly 4%
- ii) Leather is the main raw material for company's products. During the year the price of leather used by company increased by about 5%

2 Steps taken or proposed to be taken for improvement :-

To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.

3 Expected increase in Productivity and Profits in Measurable terms

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the further revenue to improve the profitability margins in the coming years.

IV. Disclosures:

Save and except Ms, Arpita Verma herself, Mr. Satish Verma being her father and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4, 5 & 6.

Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India.

Name	Ms. Arpita Verma
Age	38 Yrs.
Qualification	MBA
Experience	14 Years
Directorship in Boars of other Companies	1. SRD AGENCIES PRIVATE LIMITED 2. ASV ELECTRONICS PRIVATE LIMITED 3. RELIANCE ELECTRONIC INDUSTRIES (INDIA) PRIVATE LIMITED
Shareholding as on 31.03.2015	NIL
Terms & Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid	Proposed remuneration to be paid is Rs. 3,00,000/-p.m. plus Rs. 50,000/- p.m. perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter.
Past Remuneration	Total remuneration as last approved by shareholders in Annual General Meeting held on 26 th September, 2014 was Rs.1,50,000/- per month plus Rs. 50,000/- per month perquisites.
Date of Original appointment	01/04/2015
Relationship with other Director	She is the daughter of Mr Satish Verma, CMD of the company
No. of Meeting attended during the year	6
Committee Positions	Nil

The Shareholders of the Company have been informed about the increase in remuneration of Ms. Arpita Verma in Item No. 4, 5 & 6 of the Notice of this Annual general meeting.

The Directors recommend the resolution for approval of the Shareholders.

Item No. 7 & 8

The Board of Directors of the Company ('theBoard') at their meeting held on 1st December, 2014 has subject to the approval of members re-appointed Mr. Satish Kumar Verma (DIN:00225444) as Managing Director for a period of 3 (three) years with effect from 1st November 2014 on a remuneration as per the details mentioned in the resolution

His reappointment as Managing Director and terms & conditions thereon has already been approved by the Nomination & Remuneration Committee in its meeting held on 01.12.2014.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Satish Kumar Verma under Section 190 of the Companies Act, 2013.

Further, the Board of Director proposed to increase the remuneration of Mr. Satish Kumar Verma, Managing Director w.e.f. 01/10/2015. The existing remuneration is very low therefore, Nomination and Remuneration Committee has recommended increase keeping in view her qualification, experience and contributions. The proposed remuneration is also as per prevailing industry parameters.

Members' approval for the re-appointment of and remuneration payable to Mr. Satish Kumar Verma as Managing Director, in terms of the provisions of Schedule V the Act is required.

The Particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:

I. General Information:

1. Nature of Industry

The Company is in business of Manufacturing and export of leather garments and other goods made of leather.

2. Date of Commercial Production:-

The Company began its Commercial Production in 1990.

3. Financial Performance

The company's net profit after taxation is Rs. 20,90,063.67 for the year ended 31st March, 2015.

4. Foreign Investment or collaborations, if any: N.A.**II. Information about the appointee:****(1) Background details**

Mr. Satish Kumar Verma is co-promoter of the Company and is very active towards the working of the Company. He is the Managing Director of the Company since incorporation and leading the company in right direction.

(2) Past remuneration

Total remuneration as last approved by shareholders in Annual General Meeting held on 26th September, 2014 was Rs. 2,00,000/- per month plus Rs. 50,000/- per month perquisites.

(3) Recognition or awards: NIL**(4) Job profile and his suitability:**

Mr. Satish Kumar Verma is a Qualified Engineer and has around 46 years of experience. Keeping in view the background of Mr. Satish Kumar Verma, he is best suitable for the job.

(5) Remuneration proposed

As set out in the proposed Resolution mentioned above.

(6) 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)

Taking into consideration the prevalent norms in the Industry, experience and exposure of Mr. Satish Kumar Verma, Managing Director of the Company the remuneration being paid to him is even below par while recommending the proposed resolution has taken into account his job profile and position and responsibilities shouldered by Mr. Satish Kumar Verma.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr Satish Kumar Verma is the promoter and executive director of the company. He directly holds 51500 Eq. Shares of the company. He also holds 42500 equity shares as the Karta of HUF. He is also interested in Akansha Vinyog Limited & Kanika Audio Visual P. Ltd., company which forms part of promoter group.

III. Other information:**1 Reasons for loss or inadequate profits: The main reason for inadequate profit/fall in profit during the year are as under :**

- i) The main currency of company's export is EURO and during the year the average realisation in EUROS fell by nearly 4%
- ii) Leather is the main raw material for company's products. During the year the price of leather used by company increased by about 5%

2. Steps taken or proposed to be taken for improvement :-

To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.

3. Expected increase in Productivity and Profits in Measurable terms

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the further revenue to improve the profitability Margin in the coming years.

IV. Disclosures:

Mr. Satish Kumar Verma is also a Managing Director of M/s Oscar International Limited. He does not draw any salary from that Company.

Save and except Mr Satish Kumar Verma himself, Ms. Arpita Verma being his father and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 7 & 8

OSCAR GLOBAL LIMITED



Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India.

Name	Mr. Satish Kumar Verma
D.O.B.	66 Years
Qualification	Engineer
Experience	46 years
Directorship in Boars of other Companies	1. BRIGHT COMPTECH PRIVATE LIMITED 2. OMEGA FUTURISTIC PRIVATE LIMITED 3. SENAO INTERNATIONAL LTD 4. KANIKA AUDIO VISUALS PRIVATE LIMITED 5. AKANKSHA VINIYOG LTD 6. SRD AGENCIES PRIVATE LIMITED 7. OSCAR INTERNATIONAL LIMITED 8. ASV ELECTRONICS PRIVATE LIMITED 9. RELIANCE ELECTRONIC INDUSTRIES (INDIA) PRIVATE LIMITED
Shareholding as on 31.03.2015	51500 Equity Shares
Terms & Conditions of Appointment or Re-appointment along with details Remuneration Policy of the Company.	Proposed remuneration to be paid is Rs. 4,00,000/-p.m. plus Rs. 50,000/-p.m. perquisites. Proposed remuneration is as per the Nomination and of remuneration sought to be paid Terms and Conditions of appointment is as per the appointment letter.
Past Remuneration	Total remuneration as last approved by shareholders in Annual General Meeting held on 26 th September, 2014 was Rs. 2,00,000/- per month plus Rs. 50,000/- per month perquisites.
Date of Original appointment	09/10/1990
Relationship with other Director	He is the father of Ms. Arpita Verma, Whole Time Director
No. of Meeting attended during the year	7
Committee Positions	NIL

The Shareholders of the Company have been informed about the increase in remuneration of Mr. Satish Kumar Verma in Item No. 7 & 8 of the Notice of this Annual general meeting.

The Directors recommend the resolution for approval of the Shareholders.

Item No. 9

The Board of Director as recommended by Nomination and Remuneration Committee proposed to increase the remuneration of Mr. Pawan Chadha, Whole Time Director w.e.f. 01/10/2015.

Members' approval for the remuneration payable to Mr. Pawan Chadha, Whole Time Director, in terms of the provisions of Schedule V the Act is required.

The Particulars required to be disclosed in the Explanatory Statement in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are given below:

I. General Information:

1. Nature of Industry

The Company is in business of Manufacturing and export of leather garments and other goods made of leather.

2. Date of Commercial Production:-

The Company began its Commercial Production in 1990.

3. Financial Performance

The company's net profit after taxation is Rs. 20,90,063.67 for the year ended 31st March, 2015.

4. Foreign Investment or collaborations, if any: N.A.

II. Information about the appointee:

(1) Background details

Mr. Pawan Chadha is co-promoter of the Company and is very active towards the working of the Company. He is the Whole Time Director of the Company since incorporation and leading the company in right direction.

(2) Past remuneration

Total remuneration as last approved by shareholders in Annual General Meeting held on 26th September, 2014 was Rs. 2,00,000/- per month plus Rs. 50,000/- per month perquisites.

(3) Recognition or awards : NIL

(4) Job profile and his suitability :

Mr. Pawan Chadha is an Engineer and has around 45 years of experience. Keeping in view the background of Mr. Pawan Chadha, he is best suitable for the job.

(5) Remuneration proposed

As set out in the proposed Resolution mentioned above.

(6) 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)

Taking into consideration the prevalent norms in the Industry, experience and exposure of Mr. Pawan Chadha, Whole Time Director & CFO of the Company the remuneration being paid to him is even below par while recommending the proposed resolution has taken into account his job profile and position and responsibilities shouldered by Mr. Pawan Chadha.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr Pawan Chadha is the promoter and executive director of the company. He directly holds 255150 Eq. Shares of the company. Mr. Varun Chadha, his son holds 26000 shares in the Company.

III. Other information:

1 Reasons for loss or inadequate profits: The main reason for inadequate profit/fall in profit during the year are as under :

- i) The main currency of company's export is EURO and during the year the average realisation in EUROS fell by nearly 4%
- ii) Leather is the main raw material for company's products. During the year the price of leather used by company increased by about 5%

2. Steps taken or proposed to be taken for improvement

To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.

3. Expected increase in Productivity and Profits in Measurable terms

The aforesaid steps being taken by the Company would increase the productivity and profits of the Company. The Company would continue its endeavour to increase the further revenue to improve the profitability Margin in the coming years.

IV. Disclosures:

None of the other Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 9

Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India regarding Item No. 9 as well as Item No. 2.

Name	Mr. Pawan Chadha
Age	68 Years
Qualification	Engineer
Experience	45 Years
Directorship in Boars of other Companies	NIL
Shareholding as on 31.03.2015	255150 Eq Shares
Terms & Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid.	Proposed remuneration to be paid is Rs. 4,00,000/-p.m. plus Rs. 50,000/- perquisites Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment remains same as of the original appointment.
Past Remuneration	Total remuneration as last approved by shareholders in Annual General Meeting held on 26 th September, 2014 was Rs. 2,00,000/- per month plus Rs. 50,000/- per month perquisites.
Date of Original appointment	09/10/1990
Relationship with other Director	N.A.
No. of Meeting attended during the year	7
Committee Positions	1

OSCAR GLOBAL LIMITED



The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Pawan Chadha under Section 190 of the Companies Act, 2013.

The Shareholders of the Company have been informed about the increase in remuneration of Mr. Pawan Chadha in Item No. 9 of the Notice of this Annual general meeting.

The Directors recommend the resolution for approval of the Shareholders.

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

BOARD'S REPORT

To,
The Members,
Oscar Global Limited

Your Directors are pleased to present their report on the affairs of the company for the Financial Year ended March 31, 2015.

FINANCIAL PERFORMANCE

(Audited)	(Amount in Rs.)	
Particulars	Financial Year ended 31.03.2015	Financial Year ended 31.03.2014
Total Revenue	165611089.00	166980171.00
Operating Profit before Interest, Tax & Depreciation	5517233.67	17117517.16
Less: Interest	14130	83004
Gross Profit	5503103.67	17034513
Less: Depreciation	1903811	1000504
Profit before Tax	3599292.67	16034009.16
Less: Provision for Income Tax		
i) Current Tax	1617739	5628887
ii) Deferred Tax	(108510)	(1171596)
Net Profit / (Loss)	2090063.67	11576718.16
Balance of Profit/ (Loss) from previous year	(43484181.16)	(55060899.32)

KEY HIGHLIGHTS

The Total Revenue for the year fell to Rs. 16.56Cr.in 2014-15 from Rs.16.69 Cr. in 2013-14,resulting in a decline of0.70%

The Net Profit for the year on stand-alone basis declined to Rs. 20.90 Lacs in 2014-15 from Rs.1.16Cr.in the previous year i.e. a decline of 81.95%

The Earnings per share (EPS) for the year is 0.63 per share resulting a decline of 82.05% as compared to Rs 3.51 per share of the previous year.

STATE OF COMPANY'S AFFAIR

The Company is in the production and export of leather garments and accessories. The company's products are exported mainly to Europe. Although there is big competition, the future prospects look good.

DIVIDEND

In order to meet the additional working capital requirements of the Company, No Dividend has been declared.

TRANSFER TO RESERVES:

During the year under review, the company has not transferred any amount to the General Reserve.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There is no any Material changes Affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the Business during the Financial year under review.

NUMBER OF MEETINGS OF THE BOARD

The Board met Seven times during the Financial Year 2014-15, on 07th May, 2014, 10th June, 2014 (11.00 a.m.), 10th June, 2014 (12.30 p.m.), 12th August, 2014, 12th November, 2014, 1st December, 2014, 10th January, 2015.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

Changes in the composition of the Board of Directors and other Key Managerial Personnel

As per the provisions of the Companies Act, 2013, Mr. Pawan Chadha retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for approval of the members in the forthcoming Annual General Meeting.

During the year, Ms. ArpitaVerma resigned from the Board w.e.f. 1st March, 2015. Ms. ArpitaVerma was again appointed as Additional Director first and then Whole Time Directorof the company w.e.f. 1st April, 2015 by the board at its meeting held on 1st April, 2015. The Board recommends her appointment as regular director and as a Whole-time Director for the approval of members in the forthcoming Annual General Meeting.

KEY MANAGERIAL PERSONNEL

In compliance of section 203 of the Companies Act, 2013, Mr. PawanChadha, Whole Time Director and CFO and Mr. Satish Kumar Verma, Managing Director, are Key Managerial Personnel (KMP) of the Company on 26/09/2015& 01/11/2014 respectively.

The Board appointed Ms. Sudha Singh as a Company Secretary (KMP as per section 203) of the Company with effect from 01th December, 2014, to perform the duties which shall be performed by the Company Secretary under the Companies Act, 2013. She resigned w.e.f. April 30, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and there is no material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they had prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF THE ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 are attached as **Annexure 'A'** to this Report.

AUDITORS

Statutory Auditors

M/s Sushil Vipan& Co., Chartered Accountants, the retiring auditors are eligible for reappointment to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting. A written declaration has been received from them confirming that, if appointed, their re-appointment will be within the limits specified under Section 141 of the Companies Act, 2013. The audit committee has recommended their reappointment. Members may kindly consider their re-appointment and fix their remuneration.

AUDITOR'S REPORT

Auditor's Report does not contain any observation(s)/qualification(s), hence does not call for any explanation.

SECRETARIAL AUDITORS

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of the Board, appointed Shri Rupinder Singh Bhatia (PCS No. 2514), Practicing Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2014-15.

SECRETARIAL AUDITORS'S REPORT

The Secretarial Audit Report is annexed herewith as **Annexure B** and forms part of this report. There is no qualification, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(A) Conservation of energy:

- (i) Steps taken or impart on conservation of energy :- **No such steps were required**
- (ii) Steps taken by the company for utilizing alternate sources of energy:- **No such steps were required**
- (iii) Capital Investment on energy conservation equipments:- **No such steps were required**

(B) Technology absorption

- (I) efforts made towards technology absorption:- **No such steps were required**
- (II) benefit derived:- **NA**
- (III) In case of imported technology- N.A.
 - a) The detail of technology imported
 - b) The year of import
 - c) Whether the technology been fully absorbed
 - d) If not fully absorbed areas where absorption has not been taken place, and the reasons thereof

OSCAR GLOBAL LIMITED



(IV) Expenses incurred on R & D: NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

(Amount in Rs.)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Foreign Exchange Outgo	6515220	9463705
Foreign Exchange Earning	140504470	146743867

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations. It comprises audit and compliance by internal audit checks by M/s Singh Hardev & Associates, Practicing Company Secretaries as Internal Auditors of the Company appointed on 12th November, 2014.

The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review various business processes. Independence of the Internal Auditors and therefore compliance is ensured by the direct report of internal audit division and Internal Auditors to the Audit Committee of the Board.

RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implement the Risk Management Policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. These are discussed at the meeting of the Audit Committee and the Board of Directors of the Company.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The company has not made any investment and given guarantee under Sec 186 of the Companies Act, 2013

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies. Pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Company's subsidiaries, associates and joint venture companies in Form AOC-1 is attached as **Annexure C**.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013. Form for disclosure of particulars of contracts/arrangements as required under clause (h) of sub-section (3) of section 134 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014) is provided in the Board Report in the form AOC 2 as **Annexure D**.

COMPOSITION OF COMMITTEES

Audit Committee

As per the provisions of Section 177 of the Companies Act, 2013 your Company has Constituted an Audit committee. The Audit Committee comprises of majority of the Independent Directors. All the members of the Committee have experience in financial matters. The details of the composition of the committee are set out in the following table:

S. No.	Name	Status	Designation
1.	Mr. Kishan Kalani	Independent Director	Chairman
2.	Ms. Deepika Singh	Independent Director	Member
3.	Mr. Pawan Chadha	Promotor Director	Member

Nomination and Remuneration Committee

As per the provisions of Section 178 of the Companies Act, 2013 your Company has Constituted Nomination and Remuneration committee. The Company's Nomination and Remuneration Committee comprise of all non-executive Independent Directors. The details of the composition of the Committee are set out in the following table:

S. No.	Name	Status	Designation
1.	Mr. Kishan Kalani	Independent Director	Chairman
2.	Ms. Deepika Singh	Independent Director	Member
3.	Mr. K.S. Bhatia	Additional Director	Member

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is appended as **Annexure –E** to the Board's Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The company has established a vigil mechanism for Directors and Employees to report their genuine concerns, as approved by board on recommendation of Audit Committee.

FORMAL ANNUAL EVALUATION

The Nomination and Remuneration Committee of the Company has formulated Evaluation Policy during the year, which was approved by the Board of Directors. The Policy provides for evaluation of the Board, the Committee of the Board and individual Directors, including the Chairman of the Board. The policy provides that evaluation of the performance of the Board as a whole, Board Committees and Directors shall be carried out on an annual basis.

CORPORATE GOVERNANCE

As per SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014, compliance with the provisions of clause 49 shall not be mandatory for the companies having paid up equity capital not exceeding Rs. 10 crore and net worth not exceeding Rs. 25 crore, as on last day of previous financial year.

DEPOSITS

Your Company has neither accepted nor any fixed deposits was outstanding as of the Balance Sheet date.

PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment of Managerial Personnel) Rules, 2014 is given in **Annexure –F** and forms part of this Report. In terms of Section 136(1) of the Companies Act, 2013, the Report and the Accounts are being sent to the Members excluding the aforesaid Annexure. Any Member interested in obtaining a copy of the Annexure may write to the Company Secretary at the Registered Office of the Company.

ACKNOWLEDGEMENTS

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the Shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 92(3) of the Companies Act,2013 and rule12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN	L51909DL1990PLC041701
ii. Registration Date	09/10/1990
iii. Name of the Company	OSCAR GLOBAL LIMITED
iv. Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY
v. Address of the Registered office and contact details	101, PLOT NO.6, LSC, VARDHMAN RAJDHANI PLAZA, NEW RAJDHANI ENCLAVE, DELHI-110092
vi. Whether listed company	Yes
vii. Name, Address and Contact details of Registrar and TransferAgent, if any	Mr. BHARAT BHUSHAN INDUS PORTFOLIO PRIVATE LIMITED, G-65, II ND Floor, Bali Nagar, New Delhi PH. No.: 011-47671217

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture and Export of leather garments & other goods made of leather	14104	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	%of shares held	Applicable Section
1.	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical Shares	Total	% of Total	Demat Shares	Physical	Total	% of Total	
A. Promoter									
1) <i>Indian</i>									
a) Individual/ HUF	397650	7000	404650	12.26	397650	7000	404650	12.26	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	1032191	400	1032591	31.29	1032191	400	1032591	31.29	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	1429841	7400	1437241	43.55	1429841	7400	1437241	43.55	0
2) <i>Foreign</i>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0

OSCAR GLOBAL LIMITED



B. Public Shareholding										0
<i>1. Institutions</i>										0
a) Mutual Funds	0	18900	18900	0.58	0	18900	18900	0.573		0
b) Banks / FI	16600	0	16600	0.50	16600	0	16600	0.503		0
c) Central Govt	0	0	0	0	0	0	0	0		0
d) State Govt(s)	0	0	0	0	0	0	0	0		0
e) Venture Capital Funds	0	0	0	0	0	0	0	0		0
f) Insurance Companies	0	0	0	0	0	0	0	0		0
g) FIs	0	0	0	0	0	0	0	0		0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0		0
i) Others (specify)	0	0	0	0	0	0	0	0		0
Sub-total(B)(1)	16600	18900	35500	1.08	16600	18900	35500	1.08		0
<i>2. Non Institutions</i>										0
a) Bodies Corp.										
(i) Indian	63171	15210	215271	6.52	63171	15210	215271	6.52		0
(ii) Overseas		0				0				
b) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	639757	417201	1056958	32.03	639757	417201	1056958	32.03		0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	231690	162300	393990	11.94	231690	162300	393990	11.94		0
c) Others(Specify)										
Clearing House										
Non-Resident	13540	0	13540	0.41	13540	0	13540	0.41		0
Indian	20700	126800	147500	4.47	20700	126800	147500	4.47		0
Sub-total(B)(2)	968858	858401	1827259	55.37	968858	858401	1827259	55.37		0
Total Public Shareholding (B)=(B)(1)+(B)(2)	985458	896201	1862759	56.45	985458	896201	1862759	56.45		0
C. Shares heldby Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0		0
GrandTotal(A+B+C)	2415299	884701	3300000	100	2415299	884701	3300000	100		0

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares the company	% of total Shares of encumbered to total shares	% of Shares Pledged /	No. of Shares the company	% of total Shares of encumbered to total shares	% of Shares Pledged /	
1.	PawanChadha	255150	7.73	0	255150	7.73	0	0
2.	SatishVema	51500	1.56	0	51500	1.56	0	0
3.	SatishVermaHUF	42500	1.29	0	42500	1.29	0	0
4.	VarunChadha	26000	0.79	0	26000	0.79	0	0
5.	SubhashChawla	7000	0.21	0	7000	0.21	0	0
6.	Karan KanikaVerma	22500	0.68	0	22500	0.68	0	0
7.	Akansha VinyogLimited	826500	25.05	0	826500	25.05	0	0
8.	Kanika Audio Visual P Ltd.	68969	2.09	0	68969	2.09	0	0
9.	Kanika Audio Visual P Ltd.	136722	4.14	0	136722	4.14	0	0
10.	Suman Electronics P Ltd.	400	0.01	0	400	0.01	0	0
	Total	1437241	43.55	0	1437241	43.55	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	1437241	43.55	1437241	43.55
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
At the End of the year	1437241	43.55	1437241	43.55

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
- Addition				
- Reduction				
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sl. No.	Particulars of Remuneration	Satish Kumar Verma	Pawan Chadha	Arpita Verma	Total Amount in Rs.
1.	Gross salary				
(a)	Salary as per provisions contained in section17(1) of the Income-tax Act,1961	2400000	2400000	1650000	6450000
(b)	Value of perquisites u/s17(2) Income-tax Act,1961	-	-	-	-
(c)	Profits in lieu of salary under section17(3) Income- tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as% of profit	-	-	-	-
	- others,specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total (A)	2400000	2400000	1650000	6450000
Ceiling as per the Act : The remuneration paid to Directors and Key Management Personnel are within the limit as prescribed under Schedule V of the Companies Act, 2013.					

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Kishan Kalani	Deepika Singh	Total Amount in Rs.
	<u>Independent Directors</u>			
	·Fee for attending board committee meetings	-	-	-
	·Commission	-	-	-
	·Others, please specify	-	-	-
	Total (1)	-	-	-
	Total Managerial Remuneration			6450000

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Amount in Rs.
		CEO	Company Secretary (01.12.2014-30.04.2015)	CFO	Total Amount in Rs.
1.	Gross salary				
(a)	Salary as per provisions contained in section17(1) of the Income-tax Act,1961	-	100000	-	100000
(b)	Value of perquisites u/s17(2) Income-tax Act,1961	-	-	-	-
(c)	Profits in lieu of salary under section17(3) Income- tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as%of profit	-	-	-	-
	- others,specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	100000	-	100000

VI. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD/ NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers In Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444
Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

R. S. BHATIA

M.A., F.C.S.
Company Secretary in Practice

J-17, (Basement), Lajpat Nagar-III,
New Delhi-110024.
Ph. 011-41078605 M: 09811113545.
Pan No. AAFP5130M.
Service Tax No.AAFP5130MST001.
Email:bhatia_r_s@hotmail.com.
Service Category:-Company Secretary in Practice.

Annexure-‘B’

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Oscar Global Limited
101, Plot No. 6, LSC
Vardhman Rajdhani Plaza,
New Rajdhani Enclave, New Delhi
CIN No.: L51909DL1990PLC041701

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oscar Global Limited (herein after called “the company”). Secretarial Audit was conducted in a manner that provided me an asonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

I report that:

1. Maintenance of Secretarial and other laws records/compliance is the responsibility of the management of the company. My responsibility is to express an opinion on such records/compliance, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
3. I have not verified the correctness and appropriateness of the financial statements of the company.
4. Where ever required, I have obtained the Management Representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on my verification of the company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made herein after:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 read with the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE ON THE COMPANY)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE ON THE COMPANY)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(NOT APPLICABLE ON THE COMPANY)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)** and
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **(NOT APPLICABLE ON THE COMPANY)**
- (vi) The Company is primarily engaged in manufacturing and export of leather garments. There is no sector specific law applicable on the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(NOT APPLICABLE DURING THE AUDIT PERIOD)**
- (ii) Though the Company is listed at BSE, Delhi Stock Exchange Association Limited, Jaipur Stock Exchange Limited and Calcutta Stock Exchange Association Limited but except BSE, all other Stock Exchange(s) are not active. Therefore, I have gone through the compliance made with BSE only.

I further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on review of quarterly compliance reports taken on record by the Board of Directors of the Company in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and applicable general laws like labour laws, etc.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, a agenda and detailed notes on agenda were sent at leasts even days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that:

1. The Company sought approval of the Shareholders in its Annual General Meeting held on 26.09.2014 in relation to Section 180(1) (a) of the Companies Act, 2013 to create such charges etc. As there is no borrowing, the management has confirmed that they shall pass the same through Postal Ballot before creating any charge.
2. The Company sought approval of the Shareholders in its Annual General Meeting held on 26.09.2014, in relation to Section 180(1) (c) of the Companies Act, 2013 to borrow any sum or sums of money, not exceeding at any time, a sum of Rs. 50 crore.
3. The Company has appointed Internal Auditor pursuant to Section 138 of the Companies Act, 2013 at the Board meeting held on 12.11.2014 and the respective form has been filed on 18.08.2015.

R.S. BHATIA
PRACTICING COMPANY SECRETARY
CP NO.: 2514

PLACE: NEW DELHI
DATE: 20.08.2015

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)
Company does not have any subsidiary/ associate companies/ joint ventures.

Sl. No.	Particulars	Details	
1.	Name of the subsidiary		
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period		
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		
4.	Share capital		
5.	Reserves & surplus		
6.	Total assets		
7.	Total Liabilities	N.A	
8.	Investments		
9.	Turnover		
10.	Profit before taxation		
11.	Provision for taxation		
12.	Profit after taxation		
13.	Proposed Dividend		
14.	% of shareholding		

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	
1. Latest audited Balance Sheet Date	
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	N.A
Extend of Holding%	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to shareholding as per latest audited Balance Sheet	N.A
6. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

During the year under review, the Company has not entered into any related party transaction falling under sub-section (1) of Section 188 of the Companies Act, 2013

1. Details of contracts or arrangements or transactions not at arm's length basis: N.A

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: N.A

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board, if any:
- (f) Amount paid as advances, if any:

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

Nomination and Remuneration Policy

The Remuneration Committee of Oscar Global Limited (“the Company”) was constituted on April 31, 2003 consisting of three Independent Directors. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board on March 31, 2014 renamed the “Remuneration Committee” as “Nomination and Remuneration Committee”.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.4. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.5. To devise a policy on Board diversity.
- 1.6. To develop a succession plan for the Board and to regularly review the plan.

2. DEFINITION

- 2.1. “**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. “**Board**” means Board of Directors of the Company.
- 2.3. “**Directors**” mean Directors of the Company.
- 2.4. “**Key Managerial Personnel**” means
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
- 2.5. “**Senior Management**” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. ROLE OF COMMITTEE**3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management.

- 3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time.

No re-appointment shall be made earlier than one year before the expiry of term.

b) **Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. **Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

3.3.1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

3.3.2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

4. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

- a) The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

- a) The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board.
- Considering any other matters as may be requested by the Board; and

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- to consider any other matters as may be requested by the Board;
- Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

- Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

13. REVIEW AND AMENDMENT

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Non-executive directors	Ratio to median Remuneration
Mr. Kishan Kalani	NIL
Ms. Deepika Singh	NIL

*Since this information is for part of the year, the same is not comparable.

Executive directors	Ratio to median Remuneration
Mr. Pawan Chadha	16.51:1
Mr. Satish Kumar Verma	16.51:1
Mr. Arpita Verma	11.35:1

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Pawan Chadha	100%
Mr. Satish Kumar Verma	100%
Mr. Arpita Verma	340%
Mr. Kishan Kalani	N.A.
Ms. Deepika Singh*	N.A.
Ms. Sudha Singh**	N.A.

* Ms. Deepika Singh appointed on 10/06/2014

**Since this information is for part of the year, the same is not comparable. Ms. Sudha Singh is resigned w.e.f. 30 April, 2015

- c. **The percentage increase in the median remuneration of employees in the financial year:-31.36%**

* Permanent employees on the roll reduced during the Financial Year, so there is a percentage decrease in Median remuneration.

- d. **The number of permanent employees on the rolls of Company: 50**

- e. **The explanation on the relationship between average increase in remuneration and Company performance:**

On an average, employees received an annual increase of 6.82%. The individual increments varied from 10% to 100%, based on individual performance. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of key managerial personnel (KMP) in FY15 (‘crore)	.6550
Revenue (‘crores)	16.50
Remuneration of KMPs (as % of revenue)	3.96%
Profit before Tax (PBT) (‘ crores)	.36
Remuneration of KMP (as % of PBT)	180.94%

OSCAR GLOBAL LIMITED



- g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation	21384000	18513000	15.51
Price Earnings Ratio	10.29	1.60	543.13

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2015	May 16, 1995(IPO)	% Change*
Market Price (BSE)	6.48	30	-78.4

- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average Salary Increase for employees – 10.83%

Average Salary Increase for KMP's – 180%

- j. Comparison of remuneration of the each key managerial personnel against the performance of the Company:

Directors	Remuneration in FY15(' crores)	Revenue ('crores)	Remuneration as % of revenue	Profit before Tax (PBT)(crores)	Remuneration (as % of PBT)
Mr. Pawan Chadha	.24	16.50	.0145	.35	68.57
Mr. Satish Kumar Verma	.24	16.50	.0145	.35	68.57
Ms. Arpita Verma	.165	16.50	1	.35	47.14
Mr. Kishan Kalani	NIL	16.50	NIL	.35	NIL
Ms. Deepika Singh	NIL	16.50	NIL	.35	NIL
Ms. Sudha Singh*	0.01	16.50	0.06	.35	17.14

* Salary of Ms Sudha Singh is for part of the year.

- k. The key parameters for any variable component of remuneration availed by the directors : N.A.
- l. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : None.
- m. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

By Order of the Board
For Oscar Global Limited

(Satish Kumar Verma)
Chairman & Managing Director
DIN: 00225444

Residential Address: A-2/78, Punjabi Bagh,
New Delhi-110026

Place: New Delhi
Date : 24.08.2015

AUDITORS' REPORT

The Shareholders,
OSCAR GLOBAL LIMITED
NEW DELHI.

Report on the Financial Statements

We have audited the accompanying financial statements of OSCAR GLOBAL LIMITED, which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - b. In the case of the Statement of Profit and Loss Account, of the profit of the Company for the year ended on that date; and
 - c. In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we enclose in the annexure a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - i. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- ii. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and company does not have any other branch where separate accounting record is maintained.
- iii. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and company does not have any other branch where separate accounting record is maintained.
- iv. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors Meeting, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
- vi. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SUSHIL VIPAN & CO.
CHARTERED ACCOUNTANTS

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N

Place : Delhi
Dated : 17th April, 2015

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of **OSCAR GLOBAL LIMITED** for the year ended on 31st March 2015.

1. **FIXED ASSETS**
 - a) The Company has maintained proper record showing full particulars including quantitative details and situation of fixed assets;
 - b) All the fixed assets have been physically verified by the management at reasonable intervals and according to the information and explanations given to us, no material discrepancies were noticed on such verification;
2. **INVENTORY**
 - a) The physical verification of inventory has been conducted at reasonable intervals by the Management;
 - b) The procedures of physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business;
 - c) The company has maintained proper records of inventory and no material discrepancies were noticed on physical verification;
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 accordingly paragraph 3 (iii) of the order, is not applicable;
4. In our opinion and according to the information and explanation given to us there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and for the sales of goods. There are no continuing failure to correct major weaknesses in internal control system;
5. According to the information and explanation given to us, the Company has not accepted any deposits from the public;
6. The Central Govt. has not prescribed maintenance of Cost Records under Sec. 148(1) of Companies Act, 2013;
7.
 - (a) None of the undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues were outstanding as at the last day of the financial year concerned for a period of more than six months;
 - (b) There has been no disputed amount to be deposited in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Tax, Excise Duty, Value Added Tax and Cess etc;
 - (c) No amount is required to be transferred to Investor Education and Protection Fund in accordance with Section 205C(2) of the Companies Act, 1956 (1 of 1956).
8. There has been accumulated losses at the end of financial year amounting to Rs. 415.65 Lacs (prev. year 434.84 Lacs) and company has not incurred cash losses during the financial year ending 31/03/2015 and in the immediately preceding financial year ending 31/03/2014;
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks or financial institutions;
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions;
11. The company has not raised any term loan during the financial year;
12. To the best of our knowledge and according to the information and explanations given to us, no fraud on or by by the Company has been noticed or reported during the year.

For SUSHIL VIPAN & CO.
CHARTERED ACCOUNTANTS

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N

Place : Delhi
Dated: 17th April, 2015

OSCAR GLOBAL LIMITED



Balance Sheet as at 31st March, 2015

Particulars	Note Nos.	Figures (₹) as at March 31, 2015	Figures (₹) as at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	32,918,000.00	32,918,000.00
(b) Reserves and Surplus	2.2	7,296,102.56	5,377,009.56
(c) Money received against share warrants	-	-	-
Sub - Total : Shareholder's Funds		40,214,102.56	38,295,009.56
(2) Share application money pending allotment			
(b) -		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	-	-	-
(b) Deferred tax liabilities (Net)	2.23	-	-
(c) Other Long term liabilities	-	-	-
(d) Long term provisions	2.4	3,595,149.00	2,346,096.00
Sub - Total : Non Current Liabilities		3,595,149.00	2,346,096.00
(4) Current Liabilities			
(a) Short-term borrowings	2.5	-	-
(b) Trade payables	2.6	-	-
(c) Other current liabilities	2.7	5,089.00	-
(d) Short-term provisions	2.3	2,057,623.00	5,996,970.00
Sub - Total : Current Liabilities		2,062,712.00	5,996,970.00
TOTAL		45,871,963.56	46,638,075.56
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	2.8		
(i) Tangible assets		11,380,637.33	9,668,065.00
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	-	-	-
(c) Deferred tax assets (net)	2.23	126,726.00	18,216.00
(d) Long term loans and advances	2.9	11,685,376.00	11,637,352.00
(e) Other non-current assets	-	-	-
Sub - Total : Non Current Assets		23,192,739.33	21,323,633.00
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	2.10	4,201,490.00	2,670,000.00
(c) Trade receivables	2.11	2,375,618.00	8,703,555.00
(d) Cash and cash equivalents	2.12	14,195,792.31	11,063,423.56
(e) Short-term loans and advances	2.13	-	40,000.00
(f) Other current assets	2.14	1,906,323.92	2,837,464.00
Sub-Total : Current Assets		22,679,224.23	25,314,442.56
TOTAL		45,871,963.56	46,638,075.56

Significant Accounting Policies and Notes on Accounts 1 & 2

for SUSHIL VIPAN & CO.
CHARTERED ACCOUNTANTS

for OSCAR GLOBAL LIMITED

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N

PAWAN CHADHA
WHOLE TIME DIRECTOR & CFO
DIN: 00415795

SATISH VERMA
WHOLE TIME DIRECTOR
DIN: 00225444

SUDHA SINGH
COMPANY SECRETARY
Membership No.A33371

Place : Delhi
Dated : 17th April, 2015

Profit and Loss statement for the year ended 31st March, 2015

Particulars	Note Nos.	Figures (₹) as at March 31, 2015	Figures (₹) as at March 31, 2014
I. Revenue from operations	2.16	165,039,869.00	166,207,711.00
II. Other Income	2.17	571,219.92	772,460.00
III. Total Revenue (I +II)		165,611,088.92	166,980,171.00
IV. <u>Expenses:</u>			
Cost of materials consumed	2.18	87,204,515.00	81,022,079.38
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.19	-	2,860,550.00
Employee benefit expense	2.20	26,928,939.00	20,840,453.00
Financial costs	2.21	14,130.00	1,276,723.00
Depreciation and amortization expense	2.8	1,903,811.00	1,000,504.00
Other expenses	2.22	45,960,401.25	43,945,852.46
Total Expenses (IV)		162,011,796.25	150,946,161.84
V. Profit before exceptional and extraordinary items and tax (III-IV)		3,599,292.67	16,034,009.16
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		3,599,292.67	16,034,009.16
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		3,599,292.67	16,034,009.16
X. Tax expense:	2.23		
(1) Current tax		1,617,739.00	5,628,887.00
(2) Deferred tax		(108,510.00)	(1,171,596.00)
XI. Profit(Loss) from the period from continuing operations (IX-X)		2,090,063.67	11,576,718.16
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		2,090,063.67	11,576,718.16
XVI. Earning per equity share:			
(1) Basic		0.63	3.51
(2) Diluted		0.63	3.51

Significant Accounting Policies and Notes on Accounts 1 & 2

for **SUSHIL VIPAN & CO.**
CHARTERED ACCOUNTANTS

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N

PAWAN CHADHA
WHOLE TIME DIRECTOR & CFO
DIN: 00415795

for **OSCAR GLOBAL LIMITED**

SATISH VERMA
WHOLE TIME DIRECTOR
DIN: 00225444

SUDHA SINGH
COMPANY SECRETARY
Membership No.A33371

Place : Delhi
Dated : 17th April, 2015

Notes forming part of the financial statements**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****COMPANY OVERVIEW**

OSCAR GLOBAL LIMITED (here in after referred as 'OGL' or 'company') was incorporated in 1990 and is engaged in the business of manufacturing and export of Leather Garments and Accessories for men and women. The company is exporting its goods mainly to the European countries such as Germany, France, Holland etc. The manufacturing facilities are located at Noida, Uttar Pradesh.

1 SIGNIFICANT ACCOUNTING POLICIES**1.1 Basis of accounting and preparation of financial statements**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. For recognition of Income & Expenditures accrual (mercantile) system of accounting is followed except some expenses of minor nature, which are accounted for on cash basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that effect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenditures during the period. Examples of such estimates include future obligations under employee retirement benefit plans payments, income taxes.

1.3 Fixed Assets

Fixed Assets are stated at cost, less accumulated depreciation and impairment, if any. The cost of a fixed asset comprises its purchase cost and directly attributable cost of bringing the assets to working conditions for its intended use.

1.4 Depreciation and amortization

Depreciation on fixed assets is provided on carrying amount @ rate corresponding to the remaining useful life of asset as specified in Schedule II to the Companies Act, 2013. Depreciation on addition/deletion/disposals during the year is provided on pro-rata basis. Due to change in the method of depreciation as perscribed in Schedule II to the Companies Act, 2013 a sum of Rs.170970.67 being residual value calculated on the basis of remaining life span of the existing assets as on 31.03.2014 have been transferred to opening retained earning (reserves and surpluses).

1.5 Inventories (as taken, valued and certified by the management)

Inventories consisting of raw material is valued at cost and finished goods are valued at cost or market price whichever is less.

1.6 Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the company has a legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.7 Income Taxes & Deferred Taxes

Income Taxes are accrued in the same period that the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matter is probable. Minimum Alternate Tax (MAT), if any, paid in accordance with the tax laws is being offset by the company on a year on year basis.

The difference that result between the profit considered for income taxes and the profit as per the financial statements are identified, and thereafter a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originated in one accounting period and reverse in another, based on the tax effect of the aggregate amount of timing difference.

1.8 Revenue recognition

Revenue is primarily derived from export sales net of returns and sale of duty free licenses, FPS license and export incentives. The company presents revenues net of value added taxes in its statement of profit and loss.

1.9 Employee benefits

Employee benefit includes provident fund, payment of gratuity, encashment of earned leave

a. Provident fund

The company and employees both makes monthly contributions to the Employees Provident Fund Scheme equal to a specified percentage of the eligible employee's salary. The company contributes a part of its contribution towards EPF Scheme and also towards FPS Scheme as per regulations of the Employee's Provident Fund Scheme, 1952 administered by Employees Provident Fund Organization.

b. Gratuity and encashment of earned leave

The company is making provisions for payment of gratuity and encashment of earned leave for those employees who are eligible for such benefits under the Payment of Gratuity Act, 1972 and Factories Act, 1948 respectively. The company is making provisions for the gratuity and encashment of earned leave on actual eligibility and undiscounted present value of benefit basis. No actuarial valuation is made for such liabilities as required by AS-15. Any gain or loss on these accounts is accounted for in the financial statements.

1.10 Segment reporting

The company is operating in only one product i.e. leather garments and accessories. Hence there is no need to present financial information's segment wise as required by AS-17.

1.11 Earning per share

Basic earning per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares if any, by the weighted average number of equity shares outstanding during the year.

1.12 Cash & cash equivalents

Cash and cash equivalents comprise cash on hand and balances/deposits with banks. The company considers all investments that are readily convertible to known amounts of cash to be cash equivalents which are subject to insignificant risk of changes in value.

1.13 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

1.14 Foreign currency transactions

Revenue, expenses and cash flow items denominated in foreign currencies are translated using exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Foreign currency denominated monetary and non-monetary assets & liabilities are translated at exchange rates in effect on the balance sheet date. The gain / (losses) if any resulting from such translations are included in the statement of profit and loss.

for **SUSHIL VIPAN & CO.**
CHARTERED ACCOUNTANTS

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N

PAWAN CHADHA
WHOLE TIME DIRECTOR & CFO
DIN: 00415795

SATISH VERMA
WHOLE TIME DIRECTOR
DIN: 00225444

SUDHA SINGH
COMPANY SECRETARY
Membership No.A33371

Place : Delhi
Dated : 17th April, 2015

Notes forming part of Financial Statements

2 NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

Amounts in the financial statements are presented in Rupees and are exact amount unless and otherwise stated in the relevant note

The previous year figures have been re-grouped/classified, wherever necessary to conform to the current period presentation.

2.1 SHARE CAPITAL

Disclosure pursuant to Note no. 6(A)(a,b & c) of Part I of Schedule III to the Companies Act, 2013

PARTICULARS	As at 31 March 2015		As at 31 March 2014	
	Number	₹	Number	₹
Authorized				
Equity Shares of ₹10 each	4,000,000	40,000,000.00	4,000,000	40,000,000.00
Issued				
Equity Shares of ₹ 10 each	3,300,000	33,000,000.00	3,300,000	33,000,000.00
Subscribed & Paid up				
Equity Shares of ₹ 10 each fully paid-up	3,283,600	32,836,000.00	3,283,600	32,836,000.00
Subscribed but not fully Paid up				
Equity Shares of ₹10 each, paid-up @ Rs. 5/- each	16,400	82,000.00	16,400	82,000.00
Total	3,300,000	32,918,000.00	3,300,000	32,918,000.00

Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule III to the Companies Act, 2013

Reconciliation of Shares	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	3,300,000	33,000,000.00	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,300,000	33,000,000.00	-	-

The Company does not have any holding or subsidiary company.

Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule III to the Companies Act, 2013 (Particulars of Shareholders holding more than 5% shares)

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Akanksha Viniyog Limited	826500	25.05%	826500	25.05%
Pawan Chadha	255150	7.73%	255150	7.73%

Disclosure pursuant to Note no. 6(A)(i) of Part I of Schedule III to the Companies Act, 2013

Particulars	Year (Aggregate No. of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Disclosure pursuant to Note no. 6(A)(k) of Part I of Schedule VI to the Companies Act, 2013

Unpaid Calls	₹
By Directors	-
By Officers	-

Other Notes

a. No shares have been forfeited during the year. (Prev. Year -NIL)

b. The company does not have any securities, convertible into equity/preference shares. (Prev. Year -NIL)

OSCAR GLOBAL LIMITED



2.2 RESERVES & SURPLUS

Disclosure pursuant to Note no. 6(B) of Part I of Schedule III to the Companies Act, 2013

Reserves & Surplus	As at 31 March 2015 ₹	As at 31 March 2014 ₹
a. Capital Reserves		
Opening Balance	-	-
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	-	-
b. Capital Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	-	-
c. Securities Premium Account		
Opening Balance	44,000,000.00	44,000,000.00
Add : Securities premium credited on Share issue		-
Less : Premium Utilised for various reasons	-	-
Premium on Redemption of Debentures	-	-
For Issuing Bonus Shares	-	-
Closing Balance	44,000,000.00	44,000,000.00
d. Debenture Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	-	-
e. Revaluation Reserve		
Opening Balance		
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	-	-
f. Share Options Outstanding Account		
Opening Balance		
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	-	-
g. General Reserves		
Opening Balance	4,861,190.72	4,861,190.72
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	4,861,190.72	4,861,190.72
h. Surplus		
Opening Balance	(43,484,181.16)	(55,060,899.32)
(-) Residual Value transferred to		
Opening Retained Earning	170,970.67	
(+) Net Profit/(Net Loss) For the current year	2,090,063.67	11,576,718.16
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(41,565,088.16)	(43,484,181.16)
Total	7,296,102.56	5,377,009.56

OSCAR GLOBAL LIMITED



2.3 SHORT TERM PROVISIONS (Disclosure pursuant to Note No. 6(H) of Schedule III of the Companies Act, 2013)		
Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
(a) Provision for employee benefits		
Bonus Payable	344,048.00	314,501.00
Wages & Salary Payable	-	1,896.00
(b) Others (Specify nature)		
Audit Fee Payable	47,086.00	51,686.00
Provision of Income Tax Payable	1,617,739.00	5,628,887.00
Telephone Expenses payable	7,750.00	-
Electricity Expenses payable	41,000.00	-
Total	2,057,623.00	5,996,970.00
2.4 LONG TERM PROVISIONS (Disclosure pursuant to Note No. 6(E) of Schedule III of the Companies Act, 2013)		
Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
(a) Provision for employee benefits		
Bonus Payable (FY 2007-08)	-	4,476.00
Gratuity (unfunded)	3,302,152.00	2,017,692.00
Leave Encashment (unfunded)	292,997.00	323,928.00
(b) Others (specify nature)	-	-
Total	3,595,149.00	2,346,096.00
2.5 SHORT TERM BORROWINGS (Disclosure pursuant to Note No. 6(F) of Schedule VI of the Companies Act, 1956)		
Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Secured		
(a) Loans repayable on demand		
from State Bank of Bikaner & Jaipur, New Delhi (Secured By first charge on entire Current Assets and Equitable mortgage of Factory Building at B-23, Sector-8, Noida)	-	-
from other parties (of the above, ₹ NIL (₹0/-) is guaranteed by Directors)	-	-
(b) Loans and advances from related parties	-	-
(c) Deposits	-	-
(d) Other loans and advances (specify nature)	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
1. Period of default	N.A.	N.A.
2. Amount	-	-
Unsecured		
(a) Loans repayable on demand	-	-
(b) Loans and advances from related parties	-	-
(c) Deposits	-	-
(d) Other loans and advances (specify nature)	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
1. Period of default	N.A.	N.A.
2. Amount	-	-
Total	-	-
2.6 TRADE PAYABLES (Disclosure pursuant to Note No. 6(D) of Schedule III of the Companies Act, 2013)		
Sundry Creditors	-	-
Total	-	-
2.7 OTHER CURRENT LIABILITIES (Disclosure pursuant to Note No. 6(G) of Schedule III of the Companies Act, 2013)		
(a) Advance from Customers	-	-
(b) Others		
VAT Payable	-	-
TDS Payable	5,089.00	-
Total	5,089.00	-

Note 2.8 : FIXED ASSETS

(Disclosure pursuant to Note No. 6(I) and 6(J) of Schedule III of the Companies Act, 2013)

S. No.	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block			
		Balance as at 01.04.2014	Additions/ (Disposals)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31.03.2015	Balance as at 01.04.2014	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Residual Value Transferred to Opening Retained Earning	Balance as at 31.03.2015	Balance as at 31.03.2014	
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹		
A	Tangible Assets													
	Land (Leasehold)	4,184,766.00	-	-	-	4,184,766.00	-	-	-	-	-	4,184,766.00	4,184,766.00	
	Buildings	5,029,241.59	-	-	-	5,029,241.59	3,670,200.59	125,334.00	-	-	3,795,534.59	1,233,707.00	1,359,041.00	
	Plant and Equipment													
	Machinery	7,749,340.87	1,123,240.00	-	-	8,872,580.87	5,541,941.87	610,797.00	-	-	28,537.97	6,181,276.84	2,691,304.03	2,207,399.00
	Finishing Equipments	7,783.00	-	-	-	7,783.00	6,474.00	-	-	-	963.38	7,437.38	345.62	1,309.00
	Electrical Equipments	204,067.00	4,674.00	-	-	208,741.00	130,672.00	37,652.00	-	-	168,324.00	40,417.00	73,395.00	
	Tools & Dies	89,525.00	-	-	-	89,525.00	53,944.00	-	-	-	31,104.75	85,048.75	4,476.25	35,581.00
	Furniture and Fixtures	1,428,080.63	47,179.00	-	-	1,475,259.63	1,331,610.63	28,774.00	-	-	5,158.01	1,365,542.64	109,716.99	96,470.00
	Vehicles													
	Motor Cars	2,896,016.09	1,967,020.00	-	-	4,863,036.09	2,013,292.09	596,601.00	-	-	18,745.70	2,628,638.79	2,234,397.30	882,724.00
	Scooter	32,090.00	-	-	-	32,090.00	28,756.00	876.00	-	-	29,632.00	2,458.00	3,334.00	
	Bicycles	7,290.00	-	-	-	7,290.00	7,059.00	37.00	-	-	7,096.00	194.00	231.00	
	Office equipment													
	E.P.B.X. System	120,900.00	-	-	-	120,900.00	109,354.00	1,928.00	-	-	889.95	112,171.95	8,728.05	11,546.00
	Pagers	14,057.00	-	-	-	14,057.00	12,780.00	-	-	-	574.15	13,354.15	702.85	1,277.00
	Telephone Equipments	274,639.00	104,100.00	-	-	378,739.00	148,062.00	86,836.00	-	-	30,673.48	265,571.48	113,167.52	126,577.00
	Other Office Equipments	494,745.70	175,886.00	-	-	670,631.70	365,403.70	69,533.00	-	-	41,592.49	476,529.19	194,102.51	129,342.00
	Others (specify nature)													
	Fire Fighting Equipments	93,415.00	8,482.00	-	-	101,897.00	75,595.00	6,645.00	-	-	574.56	82,814.56	19,082.44	17,820.00
	Air Conditioners	328,980.00	34,990.00	-	-	363,970.00	206,840.00	28,945.00	-	-	1,111.39	236,896.39	127,073.61	122,140.00
	Generators	901,984.00	-	-	-	901,984.00	697,330.00	49,361.00	-	-	327.50	747,018.50	154,965.50	204,654.00
	Computers	1,288,989.58	321,783.00	-	-	1,610,772.58	1,079,637.58	260,230.00	-	-	10,717.34	1,350,584.92	260,187.66	209,352.00
	U.P.S.	4,100.00	-	-	-	4,100.00	2,993.00	262.00	-	-	-	3,255.00	845.00	1,107.00
	Total	25,150,010.46	3,787,354.00	-	-	28,937,364.46	15,481,945.46	1,903,811.00	-	-	170,970.67	17,556,727.13	11,380,637.33	9,668,065.00
B	Intangible Assets	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	-	-	-	-	-	-	-	-	-	-	-	-	
C	Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	-	-	-	-	-	-	-	-	-	-	-	-	
D	Intangible assets under Development	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	-	-	-	-	-	-	-	-	-	-	-	-	
	GRAND TOTAL	25,150,010.46	3,787,354.00	-	-	28,937,364.46	15,481,945.46	1,903,811.00	-	-	170,970.67	17,556,727.13	11,380,637.33	9,668,065.00
	PREVIOUS YEAR	24,354,355.46	795,655.00	-	-	25,150,010.46	14,481,441.46	1,000,504.00	-	-	-	15,481,945.46	9,668,065.00	9,872,914.00

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for SUSHIL VIPAN & CO.
CHARTERED ACCOUNTANTS

for OSCAR GLOBAL LIMITED

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127NPAWAN CHADHA
WHOLE TIME DIRECTOR & CFO
DIN: 00415795SATISH VERMA
WHOLE TIME DIRECTOR
DIN: 00225444SUDHA SINGH
COMPANY SECRETARY
Membership No.A33371Place : Delhi
Dated : 17th April, 2015

OSCAR GLOBAL LIMITED



2.9 LONG TERM LOANS & ADVANCES (Disclosure pursuant to Note No. 6(L) of Schedule III of the Companies Act, 2013)

Long Term Loans and Advances	As at	As at
	31 March 2015	31 March 2014
	₹	₹
a. Capital Advances		
Parsnath Hessa Developers Pvt. Ltd.	11,529,738.00	11,529,738.00
b. Security Deposits		
(Unsecured, considered good)		
Mobile Phones	4,000.00	4,000.00
PVVNL-Noida	113,373.00	97,614.00
Rent	6,000.00	6,000.00
	11,653,111.00	11,637,352.00
c. Loans and advances to related parties	-	-
d. Other loans and advances	32,265.00	-
Total	11,685,376.00	11,637,352.00

Disclosure pursuant to Note No. 6(L) (iv) of Schedule III of the Companies Act, 2013
Long Term Loans & Advances stated above include due by:

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-

2.10 INVENTORIES (Disclosure pursuant to Note No. 6(O) of Schedule III of the Companies Act, 2013)

Inventories	As at	As at
	31 March 2015	31 March 2014
	₹	₹
a. Raw Materials and components (valued at cost)	4,118,190.00	2,586,700.00
	4,118,190.00	2,586,700.00
c. Finished Goods (valued at cost or market price whichever is lower)	83,300.00	83,300.00
	83,300.00	83,300.00
Total	4,201,490.00	2,670,000.00

2.11 TRADE RECEIVABLES (Disclosure pursuant to Note No. 6(P) of Schedule III of the Companies Act, 2013)

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good		
Export Incentive Receivables	2,375,618.00	5,163,618.00
Other Trade Receivables	-	3,539,937.00
Unsecured, considered doubtful	-	-
	2,375,618.00	8,703,555.00
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
	-	-
Total	2,375,618.00	8,703,555.00

Disclosure pursuant to Note No. 6 (P)(iv) of Part I of Schedule VI to the Companies Act, 2013
Trade Receivable stated above include debts due by:

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-

OSCAR GLOBAL LIMITED



2.12 CASH AND CASH EQUIVALENTS (Disclosure pursuant to Note No. 6(Q) of Schedule III of the Companies Act, 2013)

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
a. Balances with banks	13,000,500.31	10,697,963.56
b. Cheques, drafts on hand	-	-
c. Cash in hand	1,195,292.00	365,460.00
d. Others	-	-
Total	14,195,792.31	11,063,423.56

The details of balances as on Balance Sheet date with Banks are as follows:

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Punjab National Bank, New Delhi	597,736.25	123,596.50
Ratnakar Bank Ltd.	1,210,053.16	249,770.16
State Bank of Bikaner & Jaipur , New Delhi	1,192,710.90	1,824,596.90
FDR With State Bank of Bikaner & Jaipur , New Delhi	6,000,000.00	2,500,000.00
FDR With Punjab National Bank , New Delhi	4,000,000.00	6,000,000.00
Total	13,000,500.31	10,697,963.56

2.13 SHORT TERM LOANS AND ADVANCES (Disclosure pursuant to Note No. 6(R) of Schedule III of the Companies Act, 2013)

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
a. Loans and advances to related parties	-	-
b. Others	-	-
(Unsecured, considered good)	-	-
Advances to Staff	-	40,000.00
	-	40,000.00
	-	40,000.00

Disclosure pursuant to Note No.R (iv) of Part I of Schedule III to the Companies Act, 2013

Short term loans and advances stated above include due by:

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Directors *	-	-
Other officers of the Company *	-	40,000.00
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
	-	40,000.00

*Either severally or jointly

2.14 OTHER CURRENT ASSETS (Disclosure pursuant to Note No. 6(S) of Schedule III of the Companies Act, 2013)

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
a. Loans and advances to related parties	-	-
Less: Provision for doubtful loans and advances	-	-
b. Others	-	-
(Secured, considered good)	-	-
Advance Income Tax	1,100,000.00	2,300,000.00
Tax Deducted at Source	54,906.00	80,797.00
UP VAT Recoverable-14%	-	-
Prepaid Insurance	38,238.00	46,078.00
Interest Accrued on FDR	713,179.92	410,589.00
	1,906,323.92	2,837,464.00
Pre Operative Expenditures (to the extent not written off or adjusted)	-	-
Opening Balance	-	-
Less Written off during the year	-	-
Closing Balance	-	-
TOTAL	1,906,323.92	2,837,464.00

OSCAR GLOBAL LIMITED



2.15 CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for) Disclosure pursuant to Note No. 6(T) of Schedule VI of the Companies Act, 1956

Particulars	As at 31 March 2015 ₹	As at 31 March 2014 ₹
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees	-	-
(c) Other money for which the company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Other commitments (specify nature)	-	-
Total	-	-
2.16 REVENUE FROM OPERATIONS		
Sale of Products		
Export Sales	144,772,268.00	150,847,491.00
Other Operating Revenues		
Sale of Duty Free License	7,472,368.00	2,681,912.00
Duty Drawback	12,795,233.00	12,678,308.00
Total	165,039,869.00	166,207,711.00
2.17 OTHER INCOME		
Interest Income	541,082.92	772,460.00
Rental Income	12,000.00	-
Applicable net gain/loss on foreign currency transactions and translation	18,137.00	-
Other non-operating income	-	-
Total	571,219.92	772,460.00
2.18 COST OF RAW MATERIAL CONSUMED		
Opening Stock of Raw Material	2,586,700.00	2,817,689.38
Add: Purchases	88,736,005.00	80,791,090.00
	91,322,705.00	83,608,779.38
Less: Closing Stock	4,118,190.00	2,586,700.00
Total	87,204,515.00	81,022,079.38
2.19 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Opening Stock of Finished Goods	83,300.00	2,943,850.00
Closing Stock of Finished Goods	83,300.00	83,300.00
Total Decrease / (Increase)	-	2,860,550.00
2.20 EMPLOYEE BENEFIT EXPENSES		
Wages & Salaries	18,913,136.00	16,767,879.00
E.S.I. Employer Contribution	167,626.00	133,971.00
P.F. Employer Contribution	371,225.00	134,535.00
P.F. Administration Expenses	32,963.00	11,946.00
Bonus	344,048.00	314,501.00
Leave Encashment	15,496.00	144,736.00
Directors Remuneration	6,450,000.00	2,775,000.00
Staff Welfare	634,445.00	557,885.00
Total	26,928,939.00	20,840,453.00
2.21 FINANCE COST		
Interest expense		
Bank Interest	-	29,908.00
Interest on TDS	14,130.00	2,366.00
Interest on Income Tax	-	50,730.00
Other borrowing costs	-	-
Applicable net gain/loss on foreign currency transactions and translation	-	1,193,719.00
Total	14,130.00	1,276,723.00

2.22 OTHER EXPENSES

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
Electricity Expenses	690,920.00	587,259.00
Freight, Cartage & Forwarding Expenses	5,464,148.00	4,941,359.00
Job work Charges	23,944,039.00	22,228,847.00
Security Expenses	620,809.00	495,752.00
Advertisement Expenses	163,050.00	76,440.00
Auditors Remuneration	51,686.00	195,508.00
Misc. Balances Written off	-	195.00
Bank Charges	738,630.25	719,055.80
Books & Periodicals	-	3,653.00
Business Promotion	769,226.00	568,251.00
Commission	-	6,146,213.00
Demat Charges	28,427.00	28,427.00
Gratuity	1,451,562.00	302,578.00
Other Expenses	1,121,343.00	760,114.00
Inspection Charges	614,215.00	392,130.00
Insurance Expenses	173,805.00	188,869.00
Legal, Professional & Consultancy	438,361.00	435,469.00
Membership, Subscription & Listing Fees	288,008.00	340,734.00
Printing and Stationary Expenses	186,179.00	188,099.00
Postage & Telegram	765,846.00	526,242.00
Claims	-	417,950.00
Rent	38,700.00	27,000.00
Repair & Maintenance	1,362,070.00	1,201,262.00
Royalty	2,546,253.00	-
Telephone & Communication Expenses	289,617.00	248,491.66
Testing Charges	137,920.00	26,929.00
Travelling & Conveyance Expenses	4,075,587.00	2,899,025.00
Total	45,960,401.25	43,945,852.46
The details of repairs and maintenance expenses are as follows:		
Repair & Maintenance (Building)	453,933.00	427,372.00
Repair & Maintenance (Electric)	66,320.00	51,716.00
Repair & Maintenance (Generator)	137,679.00	144,952.00
Repair & Maintenance (Vehicle)	417,696.00	366,769.00
Repair & Maintenance (Others)	57,487.00	43,464.00
Other Office Maintenance Expenses	228,955.00	166,989.00
Total	1,362,070.00	1,201,262.00
The details of auditors remuneration expenses are as follows:		
Audit Fees	46,000.00	46,000.00
Certifications	-	30,000.00
Taxation Matter	-	98,000.00
Service Tax on above	5,686.00	21,508.00
Total	51,686.00	195,508.00
2.23 TAX EXPENSES		
Current Tax		
Provision for current year tax liability (including Interest payable)	1,617,739.00	5,628,887.00
Sub-Total	1,617,739.00	5,628,887.00
Deferred Tax (liability) / asset		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets		
a. Deferred Tax liability-Opening	(18,216.00)	1,153,380.00
b. Deferred Tax liability-Closing	(126,726.00)	(18,216.00)
c. Difference (a-b)	108,510.00	1,171,596.00
Total	1,726,249.00	6,800,483.00

**Notes forming part of Financial Statements
Additional Information to the Financial Statements**

2.24 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at	As at
	31 March 2015	31 March 2014
	₹	₹
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees	-	-
(c) Other Money for which the company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) Other commitments	-	-
Total	-	-

2.25 Disclosure as per clause 32 of the Listing Agreement with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates and others and investments in shares of the Company by such parties:

S. No.	Name of party	Relationship	Amount outstanding as at 31 March, 2015	Maximum balance outstanding during the year
	NIL	NIL	NIL (NIL)	NIL (NIL)

Note: Figures in bracket relate to the previous year.

2.26 Disclosure as per Clause 49 of the Equity Listing Agreement with the Stock Exchanges:

The clause 49 the Equity Listing Agreement with Stock Exchanges is not applicable to the company, as neither the paid up capital exceeds Rs. 10 crores nor the Net Worth exceeds Rs. 25 crore, as on the last day of the previous financial year as per SEBI Circular No. CIR/CFD/Policy/Cell/7/2014 dated 15.09.2014

2.27 Value of Imports calculated on CIF basis

S. No.	Particulars	As at 31 March 2015	As at 31 March 2014
		₹	₹
a	Raw materials	2,162,819.00	1,497,588.00
b	Components	-	-
c	Spare parts	-	-
d	Capital Goods	-	-
	TOTAL	2,162,819.00	1,497,588.00

2.28 Expenditures in foreign currencies

a	Travelling Expenses	1,372,182.00	1,819,904.00
b	Commission	-	6,146,213.00
c	Sales promotion	433,966.00	-
d	Royalty	2,546,253.00	-
	TOTAL	4,352,401.00	7,966,117.00

2.29 Details of Raw material consumed

S. No.	Particulars	As at 31 March 2015		As at 31 March 2014	
		Qty	Amount (₹)	Qty	Amount (₹)
a	Leather (Sq.DCM)	8,988,520	77,633,538.00	8,711,339	69,859,102.00
b	Other Raw Material		9,008,411.00		11,162,977.00
	Total	8,988,520	86,641,949.00	8,711,339	81,022,079.00

2.30 Quantitative details of Consumption of imported and indigenous items

S. No.	Particulars	As at 31 March 2015		As at 31 March 2014	
		₹	%	₹	%
a	Imported - Raw materials	2,597,328.00	2.98%	1,750,898.00	2.16%
b	Indigenous - Raw materials	84,607,187.00	97.02%	79,271,181.00	97.84%
	TOTAL	87,204,515.00	100.00%	81,022,079.00	100.00%

OSCAR GLOBAL LIMITED



2.31 Quantitative details of Production, sales and stock of each class of goods:

S. No.	Particulars	As at 31 March 2015		As at 31 March 2014	
		Leather Garments & Accessories		Licenses / Export Incentives	
a	Opening Stock	Qty. (Nos.)	833	5140	-
		Amount (Rs.)	83,300	2,943,850	-
b	Production	Qty. (Nos.)	35332	34959	-
c	Sales/Export	Qty. (Nos.)	35332	39266	-
		Amount (Rs.)	144,772,268	150,847,491	20,267,601
d	Closing Stock	Qty. (Nos.)	833	833	-
		Amount (Rs.)	83,300	83,300	-

2.32 Earning in foreign exchange

S. No.	Particulars	As at 31 March 2015	As at 31 March 2014
		₹	₹
a	Export of goods calculated on FOB basis	140,504,470.10	146,743,867.00
b	Other earnings	-	-
TOTAL		140,504,470.10	146,743,867.00

2.33 Related party transactions

S. No.	Name of Party	Relation	Nature of transaction	As at 31 March 2015	As at 31 March 2014
				₹	₹
a	Mr. Satish Verma	Key Management Personnel	Managing Director Remuneration	2,400,000.00	1,200,000.00
b	Mr. Pawan Chadha	Key Management Personnel	Director Remuneration	2,400,000.00	1,200,000.00
c	Mrs. Arpita Verma	Key Management Personnel	Director Remuneration	1,650,000.00	375,000.00
d	Mr. Varun Chadha	Relative of Key Management Personnel	Salary in capacity of President	1,800,000.00	900,000.00
TOTAL				8,250,000.00	3,675,000.00

2.34 Segment information

The company is operating in only one product i.e. leather garments and accessories. Hence there is no need to present financial information segment wise as required by AS-17.

for SUSHIL VIPAN & CO.
CHARTERED ACCOUNTANTS

for OSCAR GLOBAL LIMITED

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N

PAWAN CHADHA
WHOLE TIME DIRECTOR & CFO
DIN: 00415795

SATISH VERMA
WHOLE TIME DIRECTOR
DIN: 00225444

SUDHA SINGH
COMPANY SECRETARY
Membership No.A33371

Place : Delhi
Dated : 17th April, 2015

OSCAR GLOBAL LIMITED



CASH FLOW STATEMENT

Particulars	Note No.	Figures (₹) as at March 31, 2015	Figures (₹) as at March 31, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :			
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS		3,599,292.67	16,034,009.16
ADJUSTMENTS FOR :			
DEPRECIATION		1,903,811.00	1,000,504.00
INTEREST		14,130.00	83,004.00
MISC. EXPENSES WRITTEN OFF		-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		5,517,233.67	17,117,517.16
ADJUSTMENTS FOR :			
TRADE AND OTHER RECEIVABLES		7,251,053.08	(17,352,818.00)
INVENTORIES		(1,531,490.00)	3,091,539.38
TRADE PAYABLES AND OTHER PAYABLES		(2,685,205.00)	1,688,827.00
CASH GENERATED FROM OPERATIONS		8,551,591.75	4,545,065.54
INTEREST PAID		(14,130.00)	(83,004.00)
DIRECT TAX PAID		(1,617,739.00)	(5,628,887.00)
CASH FLOW BEFORE EXTRAORDINARY ITEMS		6,919,722.75	(1,166,825.46)
EXTRA ORDINARY ITEMS		-	-
NET CASH FROM OPERATING ACTIVITIES		6,919,722.75	(1,166,825.46)
B. CASH FLOW FROM INVESTING ACTIVITIES :			
PURCHASES OF FIXED ASSETS		(3,787,354.00)	(795,655.00)
SALE OF FIXED ASSETS		-	-
NET CASH USED IN INVESTING ACTIVITIES		(3,787,354.00)	(795,655.00)
C. CASH FLOW FROM FINANCING ACTIVITIES :			
PROCEEDS FROM PUBLIC ISSUE OF SHARE CAPITAL		-	-
PROCEEDS FROM LONG TERM BORROWINGS		-	-
REPAYMENT OF FINANCE LEASE LIABILITIES		-	-
DIVIDEND PAID		-	-
NET CASH USED IN FINANCING ACTIVITIES		-	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		3,132,368.75	(1,962,480.46)
CASH AND CASH EQUIVALENTS AS AT 01.04.14 (OPENING BALANCE)		11,063,423.56	13,025,904.02
CASH AND CASH EQUIVALENTS AS AT 31.03.15 (CLOSING BALANCE)		14,195,792.31	11,063,423.56

Significant Accounting Policies and Notes on Accounts 1 & 2

for OSCAR GLOBAL LIMITED

PAWAN CHADHA
WHOLE TIME DIRECTOR & CFO
DIN: 00415795

SATISH VERMA
WHOLE TIME DIRECTOR
DIN: 00225444

SUDHA SINGH
COMPANY SECRETARY
Membership No.A33371

Place : Delhi
Dated : 17th April, 2015

AUDITOR'S REPORT

We have examined the attached Cash Flow Statement of Oscar Global Limited for the period ended on 31st March, 2015. The Statement has been prepared by the Company in accordance with the requirements of Clause 32 of Listing Agreement.

for SUSHIL VIPAN & CO.
CHARTERED ACCOUNTANTS

Place : Delhi
Dated: 17th April, 2015

VIPAN AGGARWAL
PROPRIETOR
M.No. 084726
FRN : 006127N



OSCAR GLOBAL LIMITED

Regd. Office: 101, Plot No. 6, LSC, Vardhman Rajdhani Plaza,
 New Rajdhani Enclave, New Delhi-110092
www.oscar-global.net ; oscar@oscar-global.com
 CIN:L51909DL1990PLC041701

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-11

24th Annual General Meeting – September 26th 2015

Name of Member(s)	
Registered address	
E Mail Id	
Folio No. / DP ID - Client ID	

I / We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name: E-Mail
- Address:
- Signature Or failing him / her
- 2) Name: E-Mail
- Address:
- Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th ANNUAL GENERAL MEETING of the Company to be held on Saturday, 26th September, 2015 at 4.30 P.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shaoorpur, P.O. Fatehpur Beri, New Delhi-110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions Ordinary Business	For	Against
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2015		
2.	Appointment a Director in place of Mr. Pawan Chadha by rotation and being eligible offers himself for re-appointment		
3.	Appointment of M/s. Sushil Vipani & Co., Chartered Accountants as Statutory Auditors of the Company		
	Special Business		
4.	Appointment of Ms. Arpita Verma as a Director		

Item No.	Resolutions Special Business	For	Against
5.	Appointment of Ms. Arpita Verma as Whole Time Director		
6.	Increase of remuneration of Ms. Arpita Verma, Whole Time Director		
7.	Re-appointment of Mr. Satish Kumar Verma as Managing Director		
8.	Increase in Remuneration of Mr. Satish Kumar Verma, Managing Director		
9.	Increase in Remuneration of Mr. Pawan Chadha, Whole Time Director & CFO		

Signed this day of 2015

Affix Re.1/- Revenue Stamp

Signature of the member

Signature of the Proxy Holder(s)

NOTE:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

OSCAR GLOBAL LIMITED**ATTENDANCE SLIP**

Regd. Office: 101, Plot No. 6, LSC, Vardhman Rajdhani Plaza,
New Rajdhani Enclave, New Delhi-110092
www.oscar-global.net ; oscar@oscar-global.com
CIN:L51909DL1990PLC041701

DP ID	
CLIENT ID/ Folio No.	
No. of Shares	

Name and Address of the Registered Shareholder
--

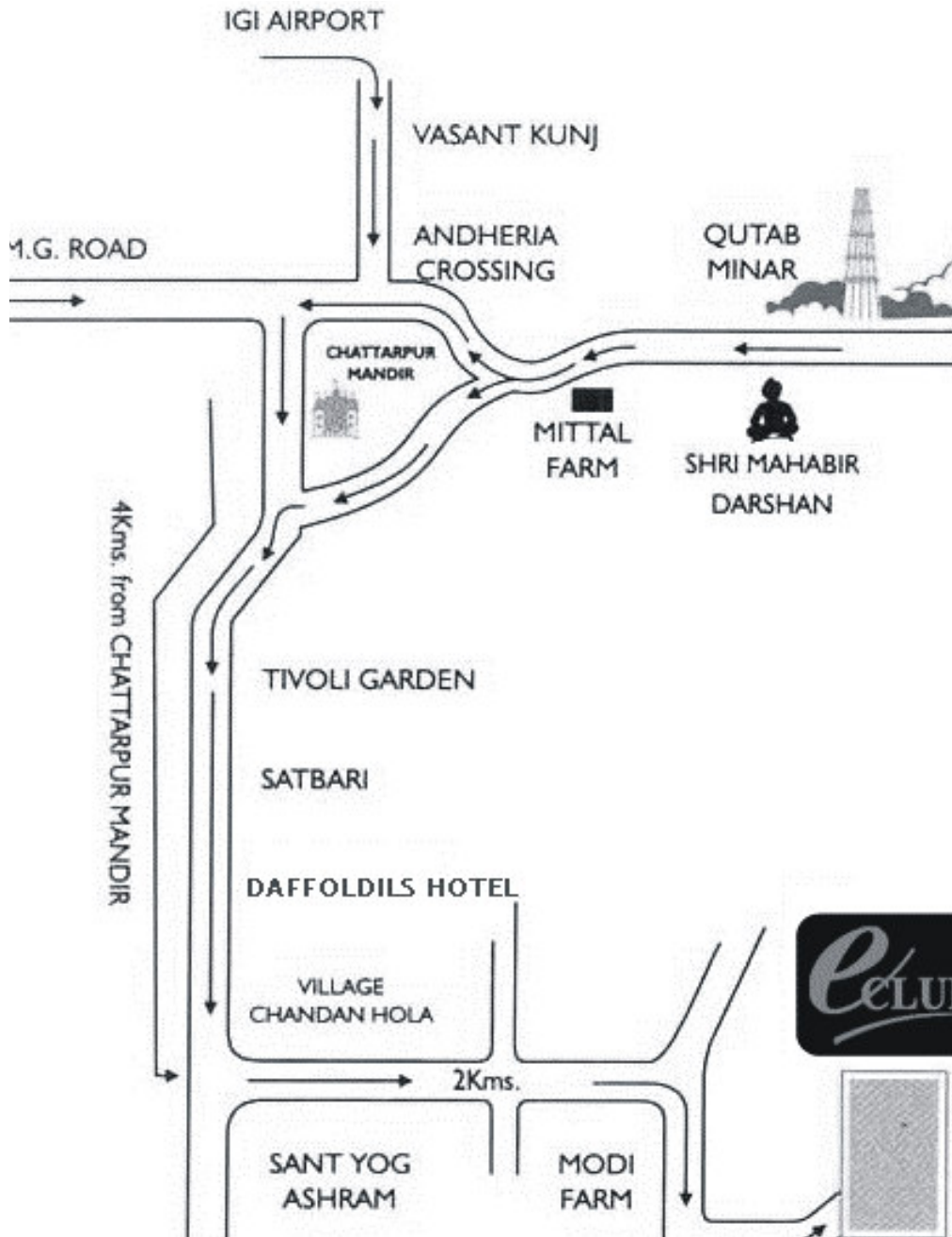
I/We hereby record my/our presence at the 24th ANNUAL GENERAL MEETING of the Company to be held at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shaoorpur, P.O. Fatehpur Beri, New Delhi- 110030 on Saturday, 26th September, 2015 at 4.30 P.M. or at any adjournment thereof.

Signature of the Shareholder/Proxy

NOTE :

1. Please complete theFolio/DP ID Client IDNo. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2015 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2015 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

Route Map for the venue of AGM of Oscar Global Limited to be held on Saturday, 26th September 2015 at 4.30 pm



BOOK POST

If Undelivered, please return to:

OSCAR GLOBAL LIMITED

101, Plot No. 6, LSC, Vardhman Rajdhani Plaza,
New Rajdhani Enclave, New Delhi-110092