

OSCAR GLOBAL LIMITED

CIN: L51909DL1990PLC041701

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

Contact No. : 9810337978, 9818103500

E-mail : oscar@oscar-global.com www.oscar-global.net

NOTICE OF POSTAL BALLOT

VOTING STARTS ON:

Tuesday, 06th November, 2018

Time : 9:30 AM

VOTING ENDS ON:

Wednesday, 05th December, 2018

Time : 5:00 PM

Dear Member(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013.

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the Company is seeking consent of its Members for the resolutions appended below by way of Postal Ballot/ e-voting. The Explanatory Statement setting out all material facts and reasons thereto pertaining to the resolutions mentioned in this notice is annexed to this Postal Ballot Notice along with Postal Ballot Form (the "Form") for your consideration.

The Board of Directors (the "Board") in their meeting held on Monday, 29th October, 2018 has appointed Mr. R. S. Bhatia, Practicing Company Secretary (CP No.2514, FCS No 2599), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Form(s) should reach the Scrutinizer not later than 5:00 P.M. on 05th December, 2018 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through Postal Ballot and E-voting. The result of the Postal Ballot would be announced by the Chairman of the Company Mr. Satish Kumar Verma, or by any other director/person authorized by him at 5:00 P.M. on 6th December, 2018 at the Corporate Office of the Company situated at C-76, sector-08, Noida - 201301. The said result would be displayed at the Registered Office of the Company, intimated to the Bombay Stock Exchange where the Company's shares are listed, the Depository, and the Registrar and Share Transfer Agent and would be published in the newspaper(s) and would also be displayed along with the Scrutinizer's report on the Company's website viz. www.oscar-global.net

The members are requested to consider the following resolution:

SPECIAL BUSINESS:

AUTHORISATION U/S 180 (1) (a) OF COMPANIES ACT, 2013

To Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company-

To consider and, if thought fit to give assent or dissent to the following Resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be enacted from time to time and subject to the

provisions of Articles of Association of the Company, the consent of the members of the Company by the way of postal ballot, be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board"), to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s) or any other entity, whether shareholders of the Company or not."

By Order of the Board
For Oscar Global Limited
Sd/-

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

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

Date : 29.10.2018
Place : Noida

NOTES:

1. The Explanatory Statement and reasons for the aforesaid Special Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts are appended to the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Tuesday, 30th October, 2018. Accordingly, the Members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Tuesday, 30th October, 2018 will be considered for the purpose of voting.
3. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent. For Members who have not registered their e-mail addresses will receive Postal Ballot Notice along with Form and self-addressed Business Reply Envelope through Registered Post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form from the link www.evoting.nsdl.com (NSDL Link) or from the Company's website www.oscar-global.net
4. In compliance with provision of Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. 30th October, 2018.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then please do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as cancelled.
7. Sh. R.S. Bhatia, a Practicing Company Secretary (CP No.2514 FCS NO. 2599), has been appointed as Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
8. The Scrutinizer shall on 5th December, 2018 at 05:30 P.M. unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit his Report of the votes cast in favour or against, if any, on 6th December, 2018 to the Chairman of the Company.
9. The Scrutinizer's decision on the validity of the postal ballot shall be final.

10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through Postal Ballot and E-voting. The result of the Postal Ballot would be announced by the Chairman or any other director/person (official) authorized by the Chairman at 5:00 P.M. on 6TH December, 2018 at the Corporate Office of the Company situated at C-76, Sector-08, Noida-201301. The said result would be displayed at the Registered Office of the Company, intimated to the Bombay Stock Exchange where the Company's shares are listed, the Depository, and the Registrar and Share Transfer Agent and would be published in the newspaper(s) and would also be displayed along with the Scrutinizer's report on the Company's website viz. www.oscar-global.net
11. All the relevant documents referred in the explanatory statement are available for inspection at the registered office of the Company during office hours on all working days (except Sundays and Public holidays) upto the date of announcement of result of Postal Ballot.

13. Voting through electronic means (e-voting)

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Bhatia_r_s@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to atevoting@nsdl.co.in

EXPLANATORY STATEMENT :

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NO. 1 TO 10 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE ACT) :

Pursuant to Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company, shall not, except with the consent of the shareholders in General Meeting; sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking.

The Company, inter alia intends to dispose of its land situated at Industrial property No.B-23, Sector-08,Noida-201301 measuring 760 Sq. Meters.

This is to further clarify that the sale proceeds which may result from the transaction will be used for expansion of business of the Company and pay off the liabilities and for such other purposes which are necessary for fulfillment of objectives of the Company.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution, which includes voting by electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules").

None of the Directors, Key managerial personnel of the Company and their relatives are concerned or interested in the Resolution except to extent of their respective holding of equity or preference shares in the Company.

The Board of Directors of your Company recommends the resolution as set in the enclosed notice for approval.

By Order of the Board
For Oscar Global Limited
Sd/-

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

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

Date : 29.10.2018
Place : Noida

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No. :

Name(s) of Member(s)/Beneficial Owner :

(including joint holders, if any, in block letters)

Registered address of the sole/first named :

Member/Beneficial Owner :

Registered Folio no./DP ID*/Client ID* :

No. of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 29th October, 2018 issued by the Company by sending my/our assent/dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate column below:

Sr. No	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking.			

Place:
Date:

Signature of the Member/ Beneficial Owner

Note: For E-voting please refer the instructions in the notice attached herewith.

ELECTRONIC VOTING PARTICULARS

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read carefully the instructions printed overleaf before exercising the Vote.

INSTRUCTIONS :

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed, Business Reply Envelope (postage will be borne and paid by the Company). However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode (E-voting) as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith. E-voting is optional.
3. This form should be completed and signed by the Members. In the case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his/her absence, by the next named Member(s).
4. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
5. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. 5.00 P.M. on 5th December, 2018. Any Postal Ballot Form received after this date will be treated as if no reply from the Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 6 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed, Business Reply Envelope. All such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
10. Members must quote their Folio No./DP ID/Client ID No. and contact details such as e-mail ID, telephone number etc. in correspondence with the Company or its Registrar & Share Transfer Agent namely Indus Portfolio Pvt. Ltd. G-65, Bali Nagar, New Delhi-110015, Tel. No.:- 47671200, Fax No.: 25449836 Contact Person: Ms. Anamika Bhola