

20th

Annual

Report

2010-2011

OSCAR

OSCAR GLOBAL LIMITED

BOARD OF DIRECTORS

MR. SATISH VERMA

Chairman & Managing Director

MR. PAWAN CHADHA

Whole Time Director

MR. SURESH WADHWANI

MR. K. KALANI

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**

INDUSPORTFOLIO PVT. LTD.

G-65, Bali Nagar,

New Delhi-110015

Tel. No. : 47671200

Fax No.: 25449836

BANKERS

STATE BANK OF BIKANER & JAIPUR

G-72, Connaught Circus,

New Delhi-110001

REGISTERED OFFICE

4771, Bharat Ram Road,

23, Darya Ganj, New Delhi-110002

CORPORATE OFFICE

C-76, Sector-8,

NOIDA-201 301

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NOTICE

To,
The Members,

Notice is hereby given that the 20th 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 Thursday, the 29th September, 2011, at 3.00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011, and Profit & Loss Account of the Company for the year ended 31st March, 2011 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Suresh Wadhvani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Sushil Vipin & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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, the compliance certificate under section 383A, as issued by Mr. R. S. Bhatia, a Practising Company Secretary, be and is hereby received, considered and adopted."

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

Place: Delhi
Date: 12.08.2011

**(Satish Verma)
(Chairman & Managing Director)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED.
2. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is enclosed.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 28th September, 2011 to 29th September, 2011 (Both days inclusive).
5. The Members are requested to:
 - (a) take the advantage of dematerialization of shares as Company's scrip has been put under compulsory dematerialization. Shareholders are requested to get in touch with any Depository Participant for getting the shares dematted.
 - (b) bring their copy of Annual Report at the Annual General Meeting.
6. Members desirous of any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least one week before the meeting, so, enable the management to keep information ready. Replies will be provided only at the meeting.
7. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10.00 A.M. to 1.00 P.M. on all working days except Sundays and other holidays upto the date of this Annual General Meeting.
8. Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nomination are requested to send their request in Form 2B to the company or Registrars and Transfer Agents M/s Indus Portfolio Pvt. Ltd. Members can send their request for nomination form to the company or Registrars and Transfer Agents M/s Indus Portfolio Pvt. Ltd.

9. Members are requested to bring their Client ID and DP ID or Folio numbers as may be applicable, for easy identification of attendance at the meeting.
10. The Ministry of Corporate Affairs has introduced 'Green Initiative' by allowing paperless compliances by the companies and has issued circulars stating the service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of Government in full measure, member who have not registered their e-mail addresses, so far are requested to register their e-mail addresses, in respect of electronic holdings with Depository through their concerned Depository Participant whereby the documents are permitted to be served on the members through electronic mode i.e. e-mail. This initiative is a step toward protection of environment and enabling faster communication with members. Members holding shares in physical form are requested to intimate their e-mail address to M/s. Indus Portfolio Pvt. Ltd. (RTA) either by e-mail at ippl@indusinvest.com or by sending a communication at the M/s. Indus Portfolio Pvt. Ltd., G-65, Bali Nagar, New Delhi-110 015.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 forming part of notice)

ITEM NO. 4

The Central Government, vide its notification dated 31.01.2001 has announced the Companies (Compliance Certificate) Rules, 2001, vide which your company is required to obtain compliance certificate from a Practising Company Secretary. Your company has appointed Shri R. S. Bhatia, a Practising Company Secretary, for the said purpose. The Compliance Certificate dated 12.08.2011 as issued by Shri R.S. Bhatia, is attached with the Directors' Report as required under Section 383A of the Companies Act, 1956. As per above said rules, the compliance certificate is required to be placed before the AGM. It is, therefore, submitted that the compliance certificate as attached to the Directors' Report be taken as part of this Notice for the purpose of adoption of the same. Shareholders are requested to consider and adopt the same. None of the Director is concerned or interested in the resolution.

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

Place: Delhi
Date: 12.08.2011

**(Satish Verma)
(Chairman & Managing Director)**

DIRECTORS' REPORT

To,
The Members.
Oscar Global Limited

Your Directors have pleasure in presenting the 20th Annual Report along with the Audited Statement of Accounts of the company for the financial year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

	Current Year (Rs. in Lac)	Previous Year (Rs. in Lac)
Sales & Income from Operations	843.45	942.18
Operating Profit before Interest, Tax & Depreciation	42.13	60.38
Less: Interest	4.99	6.72
Gross Profits	37.14	53.66
Less: Depreciation	10.80	11.81
Profits before Tax	26.34	41.85
Less:		
Provision for Income Tax	8.00	4.80
Net profit / (Loss) (figures in brackets denote loss)	18.34	37.05
Balance of Profit/ (Loss) from Previous Year	(590.90)	(627.95)

PERFORMANCE

The turnover of the Company has decreased from Rs.942.18 lacs to 843.45 lacs. The net profit of the company has also decreased from Rs.37.05 lacs to Rs.18.34 lacs. Your Directors are quite hopeful that the profitability of the company will improve in the coming financial year.

FUTURE PROSPECTS

Leather apparel is back in fashion in Europe and U.S.A. and International demand for leather garments is likely to improve further in the coming years. Although there is big Competition from China and Pakistan, the future prospects look good.

DIVIDEND

In view of the heavy accumulated loss incurred by the Company, the Directors regret their inability to recommend any dividend for the current year under review.

PUBLIC DEPOSITS

Your Company has not accepted any deposits with in the meaning of Section 58A of the Companies Act, 1956, and the rules made thereunder.

AUDITORS' REPORT

There is no adverse qualification in the Auditor's Report, which needs to be clarified.

AUDITORS

M/s. Sushil Vipin & Co., Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the limits prescribed U/s 224(1B) of the Companies Act, 1956. Accordingly, M/s. Sushil Vipin & Co., Chartered Accountants, is required to be reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting. Their appointment has also been recommended by the Audit Committee.

DIRECTORS

Mr. Suresh Wadhvani will retire at the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment. Your directors recommend his reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors of your Company state:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- that the directors 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;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that the directors had prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2011 and has not given any adverse observations. It has also recommended the re-appointment of M/s. Sushil Vipin & Co., Chartered Accountants as statutory auditors of the Company. Mr. Suresh Wadhvani, Mr. K. Kalani & Mr. Pawan Chadha are the members of the audit committee and Mr. K. Kalani is the Chairman.

CORPORATE GOVERNANCE

As per clause 49 of the listing agreement of Stock Exchange(s), Management discussion & Analysis Report and Corporate Governance Report are annexed as Annexure I and Annexure II & form part of the Director's Report.

COMPLIANCE CERTIFICATE

Pursuant to the provisions of Section 383A of the Companies Act, 1956, a Certificate from Practicing Company Secretary has been obtained and annexed hereto and the same forms an integral part of the report.

PARTICULARS OF EMPLOYEES

There was no employee receiving remuneration during the year in excess of limits prescribed u/s 217 (2A) of the Companies Act, 1956, and the relevant rules made there under.

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information pursuant to Section 217(1) (e) of the Companies Act 1956 read with Companies (Disclosures of Particulars in the Report of Board of directors) Rules 1988, is as follows:

Conservation of Energy:

Company continues to pay significant attention towards the conservation of energy and all necessary measures have been taken to optimize the use of electricity, which is being used for manufacturing. However, disclosure in Form-A is not required.

Research & Development and Technology Absorption:

The Company has been improving the quality of its products as per latest fashions through its skilled technical staff. The Company has not imported any technology from abroad.

Foreign Exchange earning and outgo:**(Rs. In Lac)****Particulars**

	Year ended 31.03.11	Year ended 31.03.10
Foreign Exchange Earning	724.78	788.30
Foreign Exchange Outgo	17.39	11.00

EMPLOYEES RELATIONS

During the year, industrial relations were cordial & harmonious. Your directors wish to place on record the appreciation for the devoted services rendered by the workers, staff and executives of the Company at all levels who have contributed to the efficient and successful management of the Company.

LISTING

Presently the Company's equity shares are listed on the following Stock Exchanges:
The Jaipur Stock Exchange Ltd.
The Calcutta Stock Exchange Association Ltd.
The Delhi Stock Exchange Association Ltd and
Bombay Stock Exchange Ltd. (BSE)

However, de-listing applications have already been made to Jaipur & Calcutta Stock Exchanges.

Your Company is regular in paying listing fees to B.S.E. & D.S.E.

ACKNOWLEDGEMENT

Your directors take this opportunity to offer their sincere thanks to various departments of the Central and state Governments, Financial Institutions, Banks and Investors for their unstinted support, assistance and valuable guidance.

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

Place: Delhi
Date: 12.08.2011

**(Satish Verma)
(Chairman & Managing Director)**

MANAGEMENT DISCUSSION & ANALYSIS REPORT**INDUSTRIAL SCENE**

The leather industry in India is undergoing a transformation from a mere exporter of raw material in the sixties to that of value-added finished products in the nineties. In the wake of globalisation of Indian economy supported with liberalised economic and trade policies since 1991, the industry is poised for further growth to achieve greater share in the global trade

FINANCIAL OUTLOOK

The company's turnover has decreased due to several adverse factors & the company has earned profits during the previous financial year. Your management is quite hopeful that profitability of the company will further improve in coming year.

SEGMENT WISE PERFORMANCE

The Company primarily operates in one segment that is leather goods.

OPPORTUNITIES

At present your company's is primarily engaged in the manufacture and exports of leather garments. As leather garments are back in fashion in the western world, the company is hopeful of good future.

THREATS

1. Competition from China and Pakistan.
2. Shortage of skilled manpower.
3. Shortage of finished leather.

COMPANY OUTLOOK

Future outlook for the company is good.

RISKS MANAGEMENT

The Risks Management policies of the Company ensures that all the moveable and immoveable assets of the Company are adequately covered. The same are reviewed by the Board from time to time. Besides the Company is prone to usual risks of the business like change in demand, any change in export policy of the Government, International agreements on trade and tariffs etc.

INTERNAL CONTROL SYSTEM

The Company has developed an internal control system and procedures to ensure efficient conduct of business and security of its assets. Management Information system has been developed through which production performance and financial dealings are monitored by management on regular basis.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**REVENUE**

Total income of the Company has decreased from Rs.942.18 lacs to Rs.843.45 lacs in fiscal 2011. The decrease in income was on account of several adverse factors.

PROFITS

The Company's Profit before Tax decreased from Rs. 41.85 lacs in Financial year 2009-2010 to Rs.26.34 lacs in the financial year 2010-2011.

EARNING PER SHARE (EPS)

The Company recorded an EPS of Rs. 0.55 per equity share of Rs.10 each on an Equity of Rs.3,29,18,000/- during 2010-11.

DIVIDEND

In view of the heavy accumulated loss incurred by the Company, the Directors regret their inability to recommend any dividend for the current year under review.

HUMAN RESOURCES

The Company believes that the workers are the backbone of the Company. It is providing an opportunity to all the employees to utilize their full potential and grow in the organization. As on 31.03.2011 the total numbers of employees were 44.

REPORT ON CORPORATE GOVERNANCE
1. Company's Philosophy on Corporate Governance

Your Company strongly believes in Corporate Governance and endeavors to continually take initiatives to strengthen areas of corporate Governance. Your present Board of Directors comprises of Directors who are well qualified and hold requisite experience.

Oscar believes in maintaining excellent Corporate Governance. Further, it considers that Corporate Governance is an important tool for achieving all round excellence with ultimate objectives of enhancing shareholders value. The Company took initiatives in practicing good Corporate Governance procedures even before were mandated.

The Company firmly believes that Corporate Governance begins with the Company's continues review of its internal procedures and practices encompassing all its business areas in the most appropriate manner, which would spell fairness, transparency and accountability.

2. Board of Directors

The composition of the board is in agreement with the Listing Agreement. The Company has an Executive Chairman, the Board's composition meets the stipulated requirement of at least half of the Board comprising of independent Directors who have no material business relationship with the Company. The details of directors and their attendance record at Board Meeting held during the year and last AGM are given below:

Name	Category	Designation	No. of Meetings Held during the last fin. Year	No. of Meetings Attended	No. of Membership in Boards of Other Companies	Attendance of each Director At last AGM
Mr.Satish Verma	Executive Director	Chairman & Managing Director	4	4	9	Yes
Mr.Pawan Chadha	Executive Director	Whole time Director	4	4	Nil	Yes
Mr. Suresh Wadhvani	Non Executive Independent Director	Director	4	2	5	No
Mr.K. Kalani	Non Executive Independent director	Director	4	4	2	Yes

3. Board Meetings

During the financial year 2010-11, 4 meetings of Board of Directors were held. These were held on 30.04.2010, 12.08.2010, 12.11.2010 & 12.02.2011. The intervening period between two meetings was well within the maximum time gap of 4 months as prescribed under Corporate Governance norms.

Board's Procedures

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feed back reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

4. Committees of the Board
a) Audit Committee

Pursuant to the provisions of Section 292A and clause 49 of the Listing Agreement, an audit committee has been constituted to perform all such powers and functions as are required to be performed under the said provisions.

The details of Members and their attendance record at Audit Committee held during the year are given below:

Name	Status	Designation	No. of Meetings held during the last fin. year	No. of Meetings Attended
Mr. K. Kalani	Chairman	Non-Executive Independent Director	4	4
Sh.Suresh Wadhvani	Member	Non-Executive Independent Director	4	2
Sh. Pawan Chadha	Member	Executive Director	4	4

All Members of Audit Committee have financial knowledge.

Audit Committee Meetings

During the financial year 2010-11, 4 meetings were held. These were held on 30.04.2010, 12.08.2010, 12.11.2010 & 12.02.2011.

b) Remuneration Committee

A Remuneration committee was constituted to review and approve the annual salaries, commission, service agreement and other employment conditions for the executive Directors. The remuneration committee was reconstituted on 30.06.2009. During the Financial year 2010-2011 under review, no meeting was held.

Remuneration to the Directors:

The Remuneration to the Directors is decided by the board of directors as per recommendation by the Remuneration Committee and in accordance with the Remuneration Policy of the Company within the ceiling fixed by the shareholders of the company. During the year Mr. Pawan Chadha, Whole time Director, was paid remuneration of Rs.15.60 Lacs (including perquisite).

Remuneration Policy

Subject to the approval of the Board of Directors and the subsequent approval by the shareholders at the General Body Meeting and such authorities as the case may be, remuneration of the Managing/Whole-time Directors was fixed by the Remuneration Committee. The remuneration was fixed considering various factors such as qualification, experience, expertise, prevailing remuneration in the competitive industries, financial position of the Company, etc. The Non Executive Directors have not drawn any remuneration from the Company.