

**OSCAR INVESTMENTS LIMITED**  
**CORPORATE GOVERNANCE GUIDELINES**

**CORPORATE GOVERNANCE MISSION**

Oscar Investments Ltd. (the "Company") aspires to the highest standards of ethical conduct: doing what we say; reporting results with accuracy and transparency; and maintaining full compliance with the laws, rules and regulations that govern the Company's businesses.

**BOARD OF DIRECTORS**

The Board of Directors' primary responsibility is to provide *effective governance over* the Company's affairs for the benefit of its stake holders, and to balance the interests of its diverse constituencies around the world, including its customers, employees, suppliers and local communities. In all actions taken by the Board, the Directors are expected to exercise their business judgment in what they reasonably *believe* to be the best interests of the Company. In discharging that obligation, Directors may rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

**DETAILS OF BOARD MEMBERS**

**The Board of Directors of the Company consists of the following:**

Sr. No.	Name of Directors	Designation	Category
1.	Mrs. Japna Malvinder Singh	Managing Director	Executive (Promoter)
2.	Mr. Malvinder Mohan Singh	Director	Non-Executive (Promoter)
3.	Mr. Shivinder Mohan Singh	Director	Non-Executive (Promoter)
4.	Mrs. Aditi Shivinder Singh	Director	Non-Executive (Promoter)
5.	Mr. Anuj Chowdhry	Director	Non-Executive (Independent)
6.	Dr. Preetinder Singh Joshi	Director	Non-Executive (Independent)

## QUALIFICATIONS FOR DIRECTOR CANDIDATURE

One of the Board's most important responsibilities is identifying, evaluating and selecting candidates for the Board of Directors. The Nomination Committee reviews the qualifications of potential director candidate and makes recommendations to the Board. The factors considered by the Committee and the Board in its review of potential candidates include:

- Whether the candidate has exhibited behavior that indicates he or she is committed to the highest ethical standards and our shared responsibilities.
- Whether the candidate has had business, governmental, non-profit or professional experience at the Chairman, Chief Executive Officer, Chief Operating Officer or equivalent policy-making and operational level of a large organization with significant international activities that indicates that the candidate will be able to make a meaningful and immediate contribution to the Board's discussion of and decision-making on the array of complex issues facing a large financial services business that operates on a global scale
- Whether the candidate has special skills, expertise and background that would complement the attributes of the existing Directors, taking into consideration the diverse communities and geographies in which the Company operates.
- Whether the candidate has the financial expertise required to provide *effective* oversight of a diversified financial services business that operates on a global scale.
- Whether the candidate has *achieved* prominence in his or her business, governmental or professional activities, and has built a reputation that demonstrates the ability to make the kind of important and sensitive judgments that the Board is called upon to make.
- Whether the candidate will effectively, consistently and appropriately take into account and balance the legitimate interests and concerns of all of the Company's stockholders and our other stakeholders in reaching decisions, rather than advancing the interests of a particular constituency.
- Whether the candidate possesses a willingness to challenge management while working constructively as part of a team in an environment of collegiality and trust.
- Whether the candidate will be able to *devote* sufficient time and energy to the performance of his or her duties as a Director.

Application of these factors involves the exercise of judgment by the Board.

## CHANGE IN STATUS OR RESPONSIBILITIES

If a Director has a substantial change in professional responsibilities, occupation or business association he or she should notify the Nomination/Compensation Committee and offer his or her resignation to the Board. The Nomination/Compensation Committee will evaluate the facts and circumstances and make a recommendation to the Board whether to accept the resignation or request that the Director continue to serve on the Board.

## COMMITTEES OF THE BOARD

The Board has constituted several committees to deal with specific matters and delegated powers for different functional areas. The Audit Committee, Asset Liability Committee, Nomination/Compensation Committee and Risk Management Committee have been constituted in accordance with the guidelines issued by the Reserve Bank of India.

<b>Name of the Committee</b>	<b>Members</b>
Audit Committee	Mr. Anuj Chowdhry - Chairman Dr. Preetinder Singh Joshi Mr. Malvinder Mohan Singh
Shareholders'/Investors' Grievance and Share Transfer Committee	Dr. Preetinder Singh Joshi – Chairman Mr. Anuj Chowdhry Mr. Malvinder Mohan Singh
Remuneration Committee	Dr. Preetinder Singh Joshi - Chairman Mr. Anuj Chowdhry Mr. Shivinder Mohan Singh
Asset Liability Management Committee	Mr. Hemant Dhingra Mr. Anil Panwar Mr. Sanjeev Kumar Singhal
Nomination Committee	Mr. Anuj Chowdhry Mr. Malvinder Mohan Singh Dr. Preetinder Singh Joshi
Risk Management Committee	Mr. Anuj Chowdhry - Chairman Mr. Shivinder Mohan Singh Dr. Preetinder Singh Joshi

### **A) Audit Committee:**

The Audit committee of the Company comprises of three members as mentioned above as members of the Committee. The terms of reference of the Audit Committee of the Company are as follows:

To deal with the followings:

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment and removal of external auditors, fixation of audit fees and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on :

- a) Any changes in accounting policies and practices.
  - b) Major accounting entries based on exercise of judgement by management.
  - c) Qualification in draft audit report
  - d) Significant adjustments arising out of audit.
  - e) The going concern assumption.
  - f) Compliance with accounting standards.
  - g) Compliance with stock exchanges and legal requirements concerning financial statements.
  - h) Any related party transactions i.e. transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. That may be potential conflict with the interest of the Company at large.
- Reviewing with the management, external and internal auditors, the adequacy of internal control system.
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.
  - Discussion with external auditors before the audit commences nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
  - Reviewing the company's financial and risk management policies.

### **B) Asset Liability Management Committee (ALM):**

The committee comprises of three members as mentioned above. The role and functions of the Committee are as follows:

- To manage liquidity and interest rate risk in a dynamic situation by measuring, monitoring and taking appropriate steps.
- To recommend the board regarding limits of liquidity, interest rate and equity price risk.
- To anticipate the current interest rate view of the company and base its decision for future business strategy on this view .In regard to funding policy it shall decide the source, mix of liabilities or sale of assets.
- To review the ALM returns and take suitable remedial measures.
- To adopt, amend, revise and modify ALM Policy of the Company in compliance with RBI's norms.
- To review the progress and implementation of decision made in the previous meetings.
- To assess the funding and capital planning for the company.

### C) Nomination Committee:

The Nomination/Compensation Committee of the Company consists of three members. Presently, the Committee consist three members as mentioned above. The terms of reference of the Committee include appointment of senior management personnel and making recommendations to the Board for appointment of Directors or filling of vacancies on the Board.

### D) Risk Management Committee:

The Board of Directors of the Company had approved the setting up of a separate Board level committee for guiding in the area of Risk Management in the Company which currently comprises three members as mentioned above. The position of all perceived risks is periodically put up to the Risk Management Committee which critically evaluates the same and provides operational and policy guidance to the Company which paves the way for an effective risk management so as to safe guard the interest of the Company. The terms of reference of Risk Management Committee of the Company are as follows:

- The Risk Management Committee has been assigned the task of guiding the progressive Risk Management System, Policy and Strategy of the Company. It will devise the policy and strategy for Integrated Risk Management containing various risks exposures of the Company (credit risk, market risk and operational risk).
- The Committee oversees the functioning of the Asset Liability Management Committee, Loan/Investment and Borrowing Committee and other risks committees of the Company, if any.

**Additionally, the Company shall also comply with the requirements of Clause 49 of Listing Agreements and various guidelines/circulars issued by RBI from time to time to NBFCs.**