

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL
(As amended on May 30, 2014)**

PREAMBLE

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by Oscar Investments Limited (hereinafter referred to as “Oscar/ Company”) in compliance with the provisions of Clause 49 of the Listing Agreement.

The Code is in alignment with the Company’s Vision and Values to achieve the mission and objectives and aims at enhancing ethical transparent process in managing the affairs of the Company.

APPLICABILITY

This Code of Conduct is applicable to: all Board Members of the Company (hereinafter referred to as “Board Members”) and all Senior Management Personnel of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

DEFINITIONS AND INTERPRETATIONS

- 1). Board Members: Board Members shall mean the members on the Board of Directors of the Company.
- 2). Family: Family shall mean the dependent family members (i.e. spouse, son, daughter and parents) of an individual.
- 3). Interest in transaction: Interest in transaction means any material pecuniary interest in any contract or arrangement, either by himself/ herself or through his/ her family.
- 4). Senior Management Personnel: Senior management personnel means:
 - all executives one level below the Board;
 - all functional / departmental heads;
 - Company Secretary;
 - any other person who the Board may include within the definition of senior management personnel

Terms that have not been defined in this Code shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Regulation(s) as amended from time to time and/or any other applicable rules and regulations for the time being in force.

PURPOSE

The purpose of the Code goes beyond the Legal Minimum and has been framed to:

- 1) Promote ethical standards of business conduct;
- 2) maintain the culture of honesty, integrity, transparency and accountability in the Board Members;
- 3) Provide guidance in the identification and resolution of issues;
- 4) Uphold the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing the Company; and
- 5) Last of all, to comply with the provisions of Clause 49 of the Listing Agreement.

STANDARDS OF ETHICAL CONDUCT

The Board Members and Senior Management Personnel shall act within the powers conferred on them and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

In addition, the Board Members and Senior Management Personnel:

- 1) Shall maintain and help the Company in maintaining highest standards of Corporate Governance practices;
- 2) Shall act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise with their independence of judgement;
- 3) Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property information or position unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board either declines to pursue such opportunity or allow him to avail such opportunity;
- 4) Shall avoid and disclose actual and apparent conflict of personal interest with the interest of the Company and to disclose all contractual interests whether directly or indirectly in any manner which gives them or their relative or firm or associate, any pecuniary benefit, regardless of the value involved with the Company;
- 5) Shall not commit any offence involving moral turpitude;
- 6) Shall promote professionalism in the Company.

CONFLICT OF INTEREST

A "Conflict of interest" occurs when personal interest of the Board Members and Senior Management Personnel interferes or appears to interfere, in any way, with the interests of the Company.

The Board Members and Senior Management Personnel shall not engage in any business relationship or activity, whether directly or indirectly, which may be in conflict of interest of the Company. Although this duty does not prevent them from engaging in personal transactions and investments, it does, however, demand that they should avoid situations where a conflict of interest might occur or appear to occur.

Some of the possible instances being:

Employment / Outside Employment: Board Members and Senior Management Personnel are expected to devote their full time and attention to the business interests of the Company and are further prohibited from engaging in any activity prejudicial to the interests of the Company. Any simultaneous employment or Directorship with competitors of the Company, or any engagement in any activity thereby strengthening their position is considered to be against the business interests of the Company.

Outside Directorships: No Board Members and Senior Management Personnel shall serve as a Director of any Company that competes directly or indirectly with the Company unless obtain approval of the Board of Directors of the Company. Further, each Board Member/ Senior Management Person shall inform the Board of Directors of any changes in his Board positions and shall inform the company immediately about emergency situation that may disqualify him from Directorship.

Business Interests: If any Board Member and Senior Management Personnel is considering investment in the business of any competitor of the Company, he should ensure that these investments do not compromise on their responsibilities towards the Company. Before making Substantial Investment (i.e. more than 20% in the paid-up share capital) in the business of the Competitor, the Board Member or Senior Management Personnel shall obtain approval of the Board of Directors of the Company.

Related Parties: The Board Members and Senior Management Personnel before conducting business of the Company with a Related Party or a relative and/or with a business in which a relative is associated in any significant role, shall promptly disclose their interest to the Board of Directors of the Company.

For the sake of clarity, the term "Relative" shall mean "relative" as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014.

No Payments or gifts from others: Under no circumstances, the Board Members and Senior Management Personnel shall accept or receive, directly or indirectly, any gift, payments or favour, in whatsoever form, from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company or which may influence any business decision.

Transaction in shares of the Company and prevention of insider trading:

The Board Members and Senior Management Personnel of the Company shall not indulge in trading in Company's securities on the basis of unpublished price sensitive information. All Board Members and Senior Management Personnel will comply with the provisions of Code of Conduct for

Prevention of Insider Trading framed and adopted by the Board of Directors of the Company pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.

Conduct of Business: The Board Members and Senior Management Personnel shall conduct the Company's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.

Reporting: The Board Members and Senior Management Personnel shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of company's policies as and when it comes to his / her knowledge.

PROTECTION OF COMPANY'S ASSETS

The Board Members and Senior Management Personnel shall endeavor to protect the assets and proprietary information of the Company and ensure that the same are being used by the Company only for business purposes of the Company. Any suspected incident or fraud or mismanagement of the assets of the Company should be immediately reported to the Chairman or Managing Director or Whole-time Director or Compliance Officer of the Company.

CONFIDENTIAL INFORMATION

The Board Members and Senior Management Personnel shall maintain confidentiality of Confidential Information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. They shall, at all times, ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations, as may become applicable to them, from time to time.

This obligation shall apply to the Board Members and Senior Management Personnel not only during their tenure or employment with the Company but even after the cessation thereof for a reasonable period of time.

Further they shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the company and the public including all the stakeholders.

The term "Confidential Information" includes all non-public information, which if disclosed, might be prejudicial to the interests of the Company.

COMPLIANCE OF LAW

The Board Members and Senior Management Personnel shall acquire appropriate knowledge of law relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advise from the Finance, Secretarial and Legal departments and shall comply with all Laws, Rules and Regulations applicable to the business of the Company.

DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall:

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

WAIVERS AND AMENDMENTS OF THE CODE

The Company is committed to continuously reviewing and updating its policies and procedures. However, any amendment or waiver of any provision of the Code must be approved by the Board of Directors of the Company and publicly disclosed as required by any applicable law or regulation and

also on the Company's website, if any, together with details about the nature of the amendment or waiver.

NO RIGHTS CREATED

The Code sets forth certain fundamental principles, ethics, values, policies and procedures that govern the Board Members in the conduct of the business of the Company. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, the Code and any amendment thereto shall be posted on the website of the Company.

ACKNOWLEDGEMENT OF RECEIPT AND AFFIRMATION OF ANNUAL COMPLIANCE

The Board Members and Senior Management Personnel shall acknowledge receipt of the Code or any modification(s) thereto, in the Acknowledgement Form annexed to the Code as Appendix – I and forward the same to the Compliance Officer.

Any breach of the Code brought to the notice of the Compliance Officer shall be reported to the Board of Directors for necessary action.

The Board Members shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company in the format annexed as Appendix - II within 30 days of the close of every financial year.

Dated: May 30, 2014

APPENDIX- I

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

ACKNOWLEDGEMENT FORM

I, _____, have received and read the Code of Conduct for Board Members and Senior Management Personnel of Oscar Investments Limited (“the Code”). I have understood the provisions of the Code and agree to comply with the same.

Signature:

Name:

Designation:

Address:

Date:

Place:

**to be submitted within 30 days of adoption of the Code of Conduct by the Company.*

APPENDIX- II

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

ANNUAL COMPLIANCE REPORT

I, _____, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel of Oscar Investments Limited (“the Code”) during the financial year ended March 31, ____.

Signature:

Name:

Designation:

Address:

Date:

Place:

**to be submitted within 30 days of close of every financial year.*

APPENDIX-III

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013**

Meaning of “relative”

With reference to any person, means anyone who is related to another if, -

- (i) they are members of a Hindu undivided family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in the manner indicated in Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

LIST OF RELATIVES IN TERMS OF SECTION 2(77):

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

1. **Father (including step-father)**
2. **Mother (including step-mother)**
3. **Son (including step-son)**
4. **Son’s wife**
5. **Daughter**
6. **Daughter’s husband**
7. **Brother (including step-brother)**
8. **Sister (including step sister)**