

DIRECTORS'S APPOINTMENT & REMUNERATION POLICY

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1.Objective

The objective of the Directors' appointment and remuneration policy is to regulate the appointment and remuneration of Directors (Including Independent Directors) as per the criteria formulated by the Nomination and Remuneration Committee of the Board under the requirement of Sections 134,178, Schedule IV of the Companies Act,2013("Act")read with applicable Rules and Regulations under the Act and Clause 49 of the Listing Agreement entered into by the Company with the BSE Limited .

The policy ensures to have a Board with diverse background and experience in areas that are relevant for the Company and at the same time to attract and retain the best suitable talent on the Board of the Company.

2.Scope

All new appointments made in the Board of Directors will be covered under this policy.Further,the remuneration of all existing and new Directors will also be reviewed and determined as per this policy.

3.Definitions

"Nomination and Remuneration Committee(NRC)"means Committee of Board of Directors of the Company constituted under the provisions of the Companies Act,2013 and the Listing Agreement.

"Board" means Board of Directors of the Company

"Policy" means Directors' Appointment and Remuneration Policy

"Company" means Oscar Investments Limited

4.Directors' Appointment Process

The NRC determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors.The NRC along with the Board, on continuous basis will review appropriate skills, characteristics and experience required of the Board as a whole and its individual members.

In evaluating the suitability of individual Board Member ,the NRC will take into account multiple factors ,including general understanding of the business,education, professional background,personal achievements etc. Few important criteria against which each prospective

candidate will also be evaluated are personal and professional ethics, integrity and values. He/She should be willing to devote sufficient time and effort in carrying out their duties and responsibilities effectively and must have aptitude to critically evaluate management's working as a part of a team.

The NRC will evaluate each prospective candidate with the objective of having a group that best ensembles the success of the Company's business. Based on the recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member.

The Board through the Chairman /MD will make an invitation to the new member to join the Board as a Director. On acceptance of the same, the new director will be appointed by the Board.

5. Directors' Remuneration Decision Process

The form and amount of a directors' remuneration will be recommended by the NRC to the Board for approval within the maximum amount permissible under the law. Employee Directors will not be paid for Board membership in addition to their regular employee compensation.

The NRC will conduct a review of director compensation on a periodic basis to ensure directors of the Company are compensated effectively in a manner consistent with the strategy of the Company, and to further ensure that the Company will be able to attract, retain and reward those who contribute to the success of the Company.

6. Amendment of Policy

Any amendment to this policy will be recommended by the NRC to the Board of Directors for their approval.