



OS CAPITAL INVESTMENTS (PVT.) LTD

Term of Reference (TOR)

Human Resource and Remuneration Committee



OS CAPITAL INVESTMENTS (PVT.) LTD

Term of Reference of Human Resource and Remuneration Committee

INTRODUCTION

The Human Resource and Remuneration Committee is established to assist the Board of Directors in fulfilling its responsibilities regarding the company's human capital management, remuneration, and overall workforce strategy. The committee ensures that all HR practices are transparent, performance-driven, and aligned with the strategic objectives and ethical values of OS Capital Investments (Pvt.) Ltd. It also ensures that compensation and benefits structures promote fairness, motivation, and compliance with all applicable laws and corporate governance standards.

SCOPE

The HRRC covers all aspects of the company's human resource policies, including recruitment, retention, training, performance management, compensation, and succession planning. It also encompasses reviewing and recommending remuneration policies for directors, senior executives, and other employees to maintain a balance between competitiveness and internal equity. The committee plays a vital role in ensuring that human resource practices support the long-term sustainability and productivity of the organization.

KEY POINTS OF POLICY

1. Composition

The committee shall comprise at least three members, including one independent director. The Chairperson of the committee must be a non-executive or independent director to ensure impartiality. The Company Secretary shall serve as the Secretary to the Committee and be responsible for coordinating meetings and maintaining proper records.

2. Meetings

The HRRC shall meet at least twice a year or as often as necessary, depending on business requirements. A quorum will be formed by the majority of members being present. The minutes of each meeting shall be properly recorded and submitted to the Board of Directors for review and approval.



OS CAPITAL INVESTMENTS (PVT.) LTD

Term of Reference of Human Resource and Remuneration Committee

3. Roles and Responsibilities

The committee is responsible for reviewing and recommending the company's HR policies and procedures, including recruitment, promotions, and succession planning for key positions. It oversees employee compensation, benefits, and performance evaluation systems to ensure fairness and competitiveness. The HRRC reviews remuneration packages for directors and senior management and ensures that all incentive programs align with company goals. It monitors the effectiveness of training, development, and employee engagement initiatives while ensuring compliance with labor laws and ethical standards. The committee also advises the Board on matters related to workforce planning, employee welfare, and organizational culture.

4. Authority

The HRRC has the authority to access any company records, employees, or relevant information necessary to perform its duties effectively. It may also seek independent professional advice with prior Board approval when required.

5. Reporting

The Chairperson of the committee shall report the proceedings and recommendations to the Board after each meeting. An annual summary of the committee's activities, findings, and decisions will also be presented to the Board and included in the company's annual report.

REVIEW OF TOR

This Terms of Reference document shall be reviewed annually by the committee to ensure that it remains consistent with best practices, changing regulations, and the evolving needs of OS Capital Investments (Pvt.) Ltd.