

Terms of reference of the Risk Management Committee

- (a) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall include:
 - (i) A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
 - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - (iii) Business continuity plan.
- (b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (e) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- (f) To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- (g) To review the status of the compliance, regulatory reviews and business practice reviews;
- (h) To approve the process for risk identification and mitigation;
- (i) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;
- (j) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;
- (k) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
- (l) To consider the effectiveness of decision making process in crisis and emergency situations;
- (m) To balance risks and opportunities;
- (n) To generally, assist the Board in the execution of its responsibility for the governance of risk;
- (o) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- (p) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;
- (q) To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;
- (r) To implement and monitor policies and/or processes for ensuring cyber security;
- (s) To review and recommend potential risk involved in any new business plans and processes;
- (t) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
- (u) To monitor and review regular updates on business continuity;
- (v) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
- (w) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;
- (x) To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and
- (y) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.