

# **RISK MANAGEMENT COMMITTEE CHARTER**

## **OF**

### **SYNGENE INTERNATIONAL LIMITED**

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## SCOPE OF THE COMMITTEE

The Risk Management Committee (“the Committee”) is constituted in compliance with Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The primary role of this Committee is to assist the Board in identification, assessment, monitoring and mitigation of risk (i.e. financial, credit, market, liquidity, strategic, information technology, legal, regulatory, operational, sustainability, reputational and others) faced by the Company.

The Committee will formulate the Risk Management Policy and approve and oversee a Company-wide risk management framework, capable of addressing these risks.

## CONSTITUTION, MEMBERSHIP AND COMPOSITION

The Committee shall consist of minimum three members with majority of them being members of the board of directors, including at least one independent director. Senior Executives of the Company may also be inducted as members of this Committee.

The Chairperson of the Committee shall be a member of the Board of Directors.

- **Chairperson** - In case the Chairperson is not available for a meeting, the members present may elect one amongst them to be the Chairperson for the meeting.
- **Invitees** - In addition to the members of the Committee, any other Director/person may be invited to the meeting for bringing special knowledge, etc. into the discussion.
- **Secretary** - The Company Secretary of the Company acts as the coordinator and Secretary to the Committee.

## ROLE AND RESPONSIBILITIES

The role and responsibilities of the Committee shall inter-alia include:

- Formulation of a detailed risk management policy comprising:
  - a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) business continuity plan.

- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- Review the Company's risk exposures, risk appetite and tolerance limit;
- Identify the critical risk exposures of the Company and assess Management's actions to mitigate the exposures in a timely manner;
- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- Ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- Annually review the overall risk management framework with respect to risk assessment and management and ensure proper systems of control are in place for risk management;
- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- Coordinate with the Audit Committee and understand how the company's internal audit plan is aligned with the risks that have been identified and its management.
- Coordinate its activities with other committees/Board, in instances where there is any overlap with activities, as per the framework laid down by the board of directors;
- Periodically obtain assurance from the management that all known and emerging risks have been identified and mitigated or managed;
- To report to the Board about the nature and content of its discussions, and actions to be taken and make recommendations, if any;
- To undertake self-evaluation of its function and identify areas for improvement towards better governance;
- To review appointment, removal and terms of remuneration of the Chief Risk Officer (if any).
- To periodically review and reassess the adequacy of this charter and recommend any change to the Board for its approval;
- To perform such functions as may be delegated by the Board and/or are prescribed under Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other applicable laws from time to time.

## POWERS

The Committee may delegate any responsibility jointly/severally to the Managing Director, Whole-time Director, Chief Executive Officer or any other Executive and shall have access to internal information necessary to fulfill its oversight role. Further, the Committee shall also have authority to seek information from any employee, obtain advice and assistance from internal or external professional, legal, accounting or other subject matter experts and secure attendance of outsiders with relevant expertise, if it considers necessary.

## PROCEDURE AND QUORUM

- **Time and frequency of meetings** – The Committee shall meet at least twice in a year or as and when the need arises to discharge its roles and responsibilities. Members may attend in person or through audio-video / teleconference.
- **Quorum for meetings** - Two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors present in person or via video conference shall form the quorum. Members attending the meeting through teleconference are to be excluded for the purpose of Quorum.
- **Sitting fees** – The members of the Committee are eligible for sitting fees, if any, approved by the Board from time to time.
- **Onward Reporting** – The Minutes of each meeting of the Committee shall be circulated within 15 days from the date of each meeting or as per prevailing applicable laws or secretarial standards to all Committee members for their comments and be placed before the Board in the subsequent meeting.
- **Clarifications** - In case of any ambiguity or need for clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and any other applicable laws.

## REFERENCE

As mandated by Regulation 21, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any amendments thereof.

## VERSION HISTORY

- The charter was approved on January 22, 2019, and subsequently modified on April 27, 2021 and July 21, 2021.