



RISK MANAGEMENT COMMITTEE CHARTER



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1. Primary Objectives:

The Risk Management Committee shall assist the Board of Directors ('Board') in fulfilling its oversight responsibilities with regard to the identification, evaluation and mitigation of internal and external risks faced by the Company. The Committee shall discuss with senior management, the adequacy of the risk management framework of the Company. The Committee shall periodically assess risks for the effective execution of business strategy and continuously review key leading indicators.

2. Members:

As per the requirement prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Risk Management Committee shall comprise of minimum three Members, majority of them being the Board Members and with at least one Independent Director.

The Chairperson of the Committee shall be a Member of the Board.

The Committee comprises of the following Members:

Sr. No	Name of the Member(s)	Designation
1	Mr. Jeffrey Kindler – Chairman	Independent Director
2	Ms. Vinita Gupta – Member	CEO
3	Mr. Nilesh D. Gupta – Member	Managing Director
4	Mr. Ramesh Swaminathan – Member	Executive Director, Global CFO, Head of IT and API Plus SBU
5	Mr. Mark D. McDade – Member	Independent Director
6	Ms. Punita Lal – Member	Independent Director

3. Meetings:

The Committee shall meet at least twice in a financial year and not more than 210 days shall elapse between two consecutive meetings.

The quorum for the Risk Management Committee shall be either two members or one third of the members of the Risk Management Committee, whichever is higher. The participation of Members through video conferencing or by other audio-visual means shall also be counted for the purpose of quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum exists.

Business that requires urgent decisions can be approved by the Committee by means of resolutions passed by circulation. The resolution is passed when it is approved by a majority of the Committee Members entitled to vote, unless one-third of all Members request for a meeting to decide on it.

The Committee can require or request Company officer, employee, external legal counsel or auditors or advisors to attend meetings.

4. Secretary:

The Company Secretary shall act as Secretary to the Committee.

5. Roles & Responsibilities:

- To formulate a detailed Risk Management Policy which shall include:
 - 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; and
 - c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems;
- To periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- To keep the Board informed annually about the key risks as per the corporate risk register, the nature and content of its discussions, recommendations and mitigations actions to be taken;
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- To discuss and review the status and financial implications of major litigations in India and overseas;
- To review the Good Manufacturing Practices (GMP) compliances by manufacturing facilities of the Company in India and overseas;
- To review the status of inspections/observations by regulatory bodies and remedial measures taken;
- To review the financial impact of hedging, derivatives, forward contracts, etc. entered into by the Company;
- To ensure that the Company achieves prudent balance between risk and reward, including appropriate measures of benchmarking where such data is available;
- To monitor and evaluate significant risk exposures of the Company including data privacy and cyber security risk;
- To co-ordinate with other Committees of the Board, in instances where there is any overlap with activities of such committees;
- To seek information from any employee, seek external legal or other professional advice and external comparative datasets and secure the attendance of outsiders with relevant expertise, if considered necessary.
- To have access to any internal information necessary to fulfill responsibilities;
- To review and update this Charter every two years for approval of the Board.
- To perform such functions as prescribed under the Listing Regulations or any other applicable law(s) from time to time; and
- To carry out such other functions as may be delegated by the Board from time to time.

6. Annual Performance Evaluation

The Committee shall review its performance with the Board, annually, with respect to the requirements of this Charter. This evaluation shall also set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall be conducted by the Committee as per the criteria laid down by the Nomination and Remuneration Committee.
