

**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 and mitigation of risk (i.e. financial, credit, market, liquidity, strategic, information technology, legal, regulatory, reputational and others) faced by the Company.

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

## CONSTITUTION, MEMBERSHIP AND COMPOSITION

The composition of Committee shall consist of majority of Board members and Senior Executives of the Company may also become 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 the 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.

## ROLES AND RESPONSIBILITY

- Review the Company’s risk appetite and tolerance limit;
- Identify and review the critical risk exposures of the Company and assess Management's actions to mitigate the exposures in a timely manner;
- Review the risk management processes and practices of the Company and 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;
- Review and assess the effectiveness of the company-wide risk assessment processes;
- To 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.

- Periodically obtain assurance from the management that all known and emerging risks have been identified and mitigated or managed;
- To report to the Board on matters considered by the Committee and make recommendations, if any;
- To undertake self-evaluation of its function and identify areas for improvement towards better governance;
- 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 obtain advice and assistance from internal or external legal, accounting or other subject matter experts.

## PROCEDURE AND QUORUM

- **Time and frequency of meetings** – The Committee shall meet at least once in a year or as and when the need arises to discharge its roles and responsibilities. Members who are not physically present may attend through audio-video / teleconference.
- **Quorum for meetings** - Two members present including those who attend via video conference. 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

- Risk Management Committee was constituted on January 22, 2019, by the Board of Directors and charter was approved.