

**"Risk Management Committee"**  
**Terms of Reference**

<b>Objective</b>	To assist the Board in discharging one of its key responsibilities i.e. Risk Management.
<b>Members and Invitees</b>	<ol style="list-style-type: none"> <li>1) The members of the Committee will comprise of two directors, of which at least one will be independent director, nominated by the Board, from time to time, and the Chief Executive Officer/Head Operations of the Company.</li> <li>2) The members of the Management Committee will be permanent invitees to every meeting. In addition Chairman of the Committee may invite other Board members, other senior management, to attend the meeting. These invitees would not have the right to vote.</li> <li>3) The independent director shall be paid sitting fees for attending each meeting of the Committee such amount as may be fixed by the Board from time to time.</li> </ol>
<b>Functions</b>	<p>The functions of the Committee will be as follows:</p> <ol style="list-style-type: none"> <li>1) Review the Risk Management Policy developed by the management and to ensure that they are comprehensive and well developed.</li> <li>2) To review the Annual Risk Management Framework Document (including the actions planned for the year relating to existing and anticipated emerging risks).</li> <li>3) To review the progress of implementation of the actions planned in the Annual Risk Framework Document.</li> <li>4) To periodically review the process for systematic identification and assessment of the business risks</li> <li>5) Periodic monitoring of the critical risk exposures by specialized analysis and quality reviews and report to the Board the details of any significant developments relating to these and the action taken to manage the exposures.</li> <li>6) Periodically review the Company's Risk Management Policy and associated Guidelines and approve any revisions thereto;</li> <li>7) Identify and make recommendations to the Board, to the extent necessary on resources and staffing required for effective Risk Management.</li> <li>8) To carry out any other function or activity as may be considered in order to ensure that an effective risk management system is in place.</li> </ol>

**Meetings**

- 1) The Risk Management Committee meeting shall be held at least once during every financial year unless agreed otherwise by members of the Committee.
- 2) Additional meetings may be held, if required, in order to discharge the functions of the committee. The Chairman may convene a meeting if need arises.
- 3) The Quorum for the Committee meeting will be two.
- 4) The Company Secretary shall be responsible for drawing up the Agenda and circulating it, supported by explanatory documentation, to the Committee members prior to each meeting. He will act as the Secretary to the Committee.
- 5) The issues arising at the Risk Management Committee meetings shall be considered resolved only by the unanimous decision of both the members.
- 6) The minutes of the Risk Management Committee meetings, which the Company Secretary shall also be responsible for keeping, shall be tabled at Board meetings in a timely manner.
- 7) The members of the Committee (except for the Managing Director/Head Operations) would be paid sitting fees, as approved by Board for each meeting of the Committee attended by them.