



RUPA & COMPANY LIMITED

Terms of Reference of Risk Management Committee

Effective- May 23, 2024

[As revised and approved by the Board of Directors on May 23, 2024]

Rupa & Company Limited

CIN: L17299WB1985PLC038517

Registered Office: Metro Tower, 1, Ho Chi Minh Sarani,
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Members of Risk Management Committee:

Mr. Sunil Rewachand Chandiramani, *Independent Director* – Chairman
Mr. Ashok Bhandari, *Independent Director* – Member
Mr. Ramesh Agarwal, *Whole- time Director* – Member
Mr. Mukesh Agarwal, *Whole- time Director* – Member
Mr. Vikash Agarwal, *Whole- time Director* – Member
Mr. Niraj Kabra, *Executive Director* – Member
Mr. Sumit Khowala, *Chief Financial Officer* – Member
Mr. Arihant Kumar Baid, *VP (Finance)* – Member

Terms of Reference of the Risk Management Committee:

- 1) 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, including identification of elements of risk which may threaten the existence of the Company;
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks;
 - c) Business continuity plan;
- 2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- 5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- 7) 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.
- 8) To perform such other function as may be delegated by the Board of Directors from time to time.
