

MUKAND LIMITED

RISK MANAGEMENT COMMITTEE CHARTER

1. Status

The Risk Management Committee (the "Committee") is a Committee of the Board of Directors (the "Board") of Mukand Limited ("Company") constituted under Regulation 98 of the Articles of Association of the Company in compliance with the provisions of the Companies Act, 2013 ('Act') and Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') at the Board Meeting held on 11th August, 2021.

The meetings and proceedings of the Committee shall be governed by the provisions of Articles of Association of Company for regulating the meetings and proceedings of the Directors.

2. Objectives

2.1 The primary role of the Committee is that of assisting the Board of Directors ("Board") in :-

- Overseeing the Company's risk management process and controls.
- Reviewing strategic plans and objectives for risk management, risk philosophy and risk optimisation.
- Reviewing compliance with risk management policies implemented by the Company and procedures used to implement the same.
- Reviewing risk assessment of the Company annually and exercising oversight of various risks including credit risk, financial & operational risks, technology risk, market risk, liquidity risk, investment risk, cyber security risk, forex risk, commodity risk, etc.

- Exercising oversight of the Company's risk tolerance, capital liquidity and funding.

2.2 The Committee will report periodically to the Board on its activities.

3. Composition

3.1 The Committee shall consist of at least three members, with majority of them being members of the Board of Directors. At least one of the members of the Committee shall be an Independent/Non-executive Director (IDs) duly qualified as per the Companies Act, 2013.

3.2 The Board may designate one member of the Committee as the Chairperson of the Committee and senior executives of the Company may be members of the Committee.

3.3 The Company Secretary shall act as the Secretary to the Committee. The Secretary will be responsible for taking adequate minutes of the proceedings, communicating and reporting on actions taken in the subsequent meeting.

4. Quorum

4.1 The quorum necessary for transacting business at a meeting of the Committee shall be any two members or one-third of the members of the Committee, whichever is greater, with atleast one member of the Board of Directors being in attendance.

4.2 The meetings of the Committee shall be conducted in such a manner that on a continuous basis not more than 180 days shall elapse between any 2 consecutive meetings.

4.3 A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Meetings

5.1 The Committee shall meet at least two times in a financial year and at such other times as it deems necessary to fulfill its responsibilities.

5.2 The Committee may invite Company executives, as it considers appropriate as invitees at the Meeting.

6. Authority & Powers of the Committee

The Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall include the following:

- Seek any information or explanation from any employee or Director of the Company.
- Ask for any records or documents of the Company and have full access to Company information.
- Engage independent consultants and advisors, including legal counsel or expert, as it deems appropriate. Secure attendance of outsiders with relevant expertise in Committee meetings, as the Committee considers necessary.
- Oversee the major risks of the subsidiaries.
- The committee shall coordinate with other committees to the extent that its work has a bearing on their scope of work.

7. Role and Responsibilities

The role and responsibilities of the Committee shall include the following:

7.1 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.
- b. Measures for risk mitigation including systems and processes for internal control of identified risks.
- c. Business continuity plan.

7.2 To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

7.3 To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

7.4 Monitor and Review the Company's risk governance structure, risk assessment and risk management practices and guidelines, policies and procedures for risk assessment and risk management including the Risk management Plan formulated as per the Risk Management Policy of the Company.

7.5 To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

7.6 To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;

7.7 The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

7.8 Review and analyze risk exposure related to specific issues, concentrations and limit excesses, and provide oversight of risk across organization.

7.9 Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

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. Reporting

8.1 The Committee will report and update the Board periodically, on all matters as it deems fit for the Board's attention.

8.2 The annual report of the Company shall disclose the composition of the Committee, brief description of the scope of the Committee Charter, names of members, Chairperson, meetings, attendance and risk related disclosure under the Act and SEBI LODR.

8.3 In the matters where the Board does not accept any recommendation of the Committee, which is mandatorily required to be approved by the Board, the fact of the same to be disclosed in the Corporate Governance Report of the relevant financial year, along with reasons thereof.


9. Review of Charter

The adequacy of this Charter shall be reviewed and reassessed by the Committee, at least annually and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any statutory or regulatory amendments or otherwise.

[Approved at the meeting of the Board of Directors of the Company held on 11th August, 2021]

Mumbai:
August 11, 2021

dv



Niraj Bajaj
Chairman & Managing Director