



Welspun Corp Limited

RISK MANAGEMENT COMMITTEE



WELSPUN CORP LIMITED RISK MANAGEMENT COMMITTEE CHARTER

Adopted on August 4, 2022

1. Objectives

The objective of the Risk Management Committee is:

- To assist the Board of Directors (the “Board”) in fulfilling its corporate governance oversight responsibilities with regard to: - identification, evaluation and mitigation of risks, including cyber security, insurance and ESG risks, and risk tolerance;
- Reviewing strategic plans and objectives for risk management, risk philosophy and risk optimisation;
- Monitoring and approving the risk management framework and associated practices of the Company.

2. Composition

- The Committee shall consist of minimum five members with majority of them being members of the board of directors, including at least three independent director. The MD/CEO and the CFO of the Company shall be members of the Committee;
- The Chairperson of the Committee shall be a member of the board of directors
- The Chairperson of the Committee shall be a non-executive and independent director.
- The Company Secretary shall act as the secretary to the Committee.

3. Meetings and Reports

- The Committee shall meet at least twice in a year in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.
- The quorum will be two members or one third of the Committee strength, whichever is higher, including at least one member of the board of directors in attendance.
- Minutes of the meeting
 - Draft Minutes of the meeting to be circulated within 7 days from the date of meeting.
 - Final minutes of the meeting to be circulated within 21 days from the date of meeting (7 days for receiving inputs on the draft minutes and 7 days to update & finalize).



- The Committee shall make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate.
- The Committee may invite such other members of management to its meetings as it deems appropriate.

4. Responsibilities / Terms of Reference

The roles & responsibilities of the Committee are in accordance with Regulation 21 of the SEBI Listing Regulations.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board prescribes from time-to-time or enforced by any statutory notification / amendment or modification, as may be applicable.

- (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 listed entity, 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.
- (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.

The 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



In discharging its oversight role, the Committee shall have the power to retain legal, financial or other advisors as it deems necessary.

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