



BHARTI HEXACOM LIMITED

Charter Document of Risk Management Committee

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1. Purpose and Objective

As per the Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to constitute a Risk Management Committee to carry out functions relating to review and monitoring of the risk management plan, formulate a framework for risk assessment including cyber security risk etc.

The objective of this Charter is to clearly document the composition, quorum, powers and roles & responsibilities of the Risk Management Committee ('RMC') of the Company by adhering to the highest corporate governance standards.

2. Composition

- 2.1. The RMC shall have atleast three members with majority of them being Directors of the Company, including atleast one Independent Director.
- 2.2. The Chairperson of the RMC shall be a Director of the Company.
- 2.3. Chairman of the Audit Committee shall be appointed as member of the RMC.
- 2.4. Senior executives of the Company may be appointed as the members of the RMC.
- 2.5. Company Secretary/Dy. Company Secretary of the Company shall act as secretary to the RMC.

3. Meetings and Quorum

- 3.1. The Risk Management Committee shall meet at least twice a year. The maximum gap between two consecutive meetings of RMC shall not exceed one hundred and eighty days.
- 3.2. The quorum for the meeting of RMC shall be two members or one third of the total members of RMC, whichever is higher, subject to attendance of atleast one such member of the RMC who is a Director of the Company.

4. Roles and Responsibilities

The key roles & responsibilities of the RMC shall, *inter-alia*, include the following:

- 4.1. Formulate, review and oversee the implementation of risk management policy which shall, *inter-alia*, include:
 - Framework for identification of internal & external risks in particular including financial, operational, sectoral, sustainability (*viz.* ESG), information, privacy & data security, cybersecurity etc.
 - Measures for risk mitigation of the risks applicable to the Company.
- 4.2. Monitor, oversee and periodically review (atleast once in every two years) the adequacy, methodology, processes & systems adopted by the Company for monitoring and evaluating the risks associated with the business of the Company.
- 4.3. Review of systems and processes for internal controls.



- 4.4. Formulate and review Business continuity plans of the Company/ group.
- 4.5. Advise the board on the status of risk management framework along with its recommendations and action(s) to be taken, if any.
- 4.6. Review and approve the appointment (including terms of remuneration), removal and change of Chief Risk Officer.

The RMC shall carry out such other functions as may be delegated by the Board of Directors from time to time, or as may be stipulated under the SEBI Listing Regulations or any other law applicable to the Company, for time being in force.

5. Authority and Powers

- 5.1 Investigate any activity in the Company within its terms of reference.
- 5.2 Seek any information that is required from any employee of the Company, and all employees have been directed to cooperate with any request made by the RMC.
- 5.3 Use the services of external agencies, obtain outside legal or independent professional advice, if required.
- 5.4 Access sufficient resources to carry out its duties.
- 5.5 Invite other Directors/ Officers of the Company & subsidiary company(ies) or any other person to attend the meetings of RMC as 'Invitees' from time to time as and when required.
- 5.6 Delegate any function as mentioned in Clause 4 above to one or more sub-Committee(s), employee(s), officer(s), representative(s), consultant(s), professional(s), agent(s) etc., whenever required.

6. General

- 6.1 This Charter shall be reviewed by the RMC on periodic basis and appropriate changes, if any, shall be recommended to the Board of Directors for updation of this Charter.
- 6.2 The Company Secretary of the Company shall have authority to make appropriate changes in this Charter based on the regulatory amendments and present it to the RMC and Board of Directors for their review, noting and ratification at the subsequent meetings.
- 6.3 In case any provision of this Charter is contrary to or inconsistent with the provisions of the SEBI Listing Regulations and/ or any other applicable law for time being in force, the latter shall prevail.
- 6.4 Words and expressions used in this Charter, shall have the same meaning as ascribed to them in SEBI Listing Regulations, SEBI Act, Companies Act, 2013, rules & regulations made thereunder and/ or any other law applicable to the Company for time being in force.