



**Global Health Limited**  
**Terms of Reference of Risk**  
**Management Committee**

A handwritten signature in black ink, appearing to be "Me" followed by a long horizontal stroke.



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**Terms of reference: Risk Management Committee**

**A. Objects of the Document:**

In terms of Section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company (Global Health Limited), is required to constitute a committee to discharge such functions and responsibilities as prescribed. Primarily the Risk Management Committee ("RMC") has to oversee the risk management policy and global risk management framework of the business and to assist the Board of Directors in fulfilling its oversight responsibilities with regard to the risk appetite of the company, the company's risk management and compliance framework, and the governance structure that supports it. The Document outlines the role and responsibilities of the Risk Management Committee and provides a working framework outlining other aspects relating to the Committee.

**B. Constitution of the Committee:**

1. The Risk Management Committee shall be a committee having minimum three members with majority of them directors of the Company including at least one independent director.
2. In case company having outstanding SR equity shares, at least two thirds of the Risk Management Committee shall comprise of independent directors.  
*SR equity shares means, the equity shares of Company having superior voting rights compared to all other equity shares issued by Company.*
3. The Chairperson of the Risk Management Committee shall be member of the Board of Directors
4. The senior executives of the Company may members of the RMC.
5. The Company Secretary shall act as Secretary to the Committee.

**C. Meetings of the Committee**

1. The RMC should meet as and when required however it should must meet at least twice in a year.
2. The quorum shall be either two members or one third of the members of the committee whichever is greater, but including at least one member of the board of directors in attendance .
3. Participation of the Members by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.
4. Time gap between two meetings of RMC shall not exceed one hundred and eighty days.
5. The Committee may invite such of the Company's Officials, as it considers appropriate and particularly the Chief Risk Officer (if any), Chief Executive Officer and Chief Financial Officer of the Company.



**D. Powers of Committee:**

The RMC shall have powers:

1. To investigate any activity within its terms of reference or as may be referred to it by the Board of Directors.
2. To obtain outside legal or other professional advice.
3. To secure attendance of outsiders with relevant expertise, if it considers necessary.
4. To have full access to information contained in the records of the company relating to its mandate.

**E. Role and Responsibilities of Committee**

The role and responsibilities of the RMC shall, inter alia, include the following

- a. To formulate a detailed risk management policy which shall include:
  - (i) 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 risk management committee;
  - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and
  - (iii) Business continuity plan.
- b. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c. To monitor and oversee implementation of the risk management policy of the Company, including evaluating the adequacy of risk management systems;
- d. To periodically review the risk management policy of the Company, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- f. To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;
- g. To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;
- h. To review the status of the compliance, regulatory reviews and business practice reviews;
- i. To review and recommend the Company's potential risk involved in any new business plans and processes;
- j. To review the Company's financial and risk management;
- k. To review the appointment, removal and terms of remuneration of the chief risk officer, if any; and
- l. To perform such other activities as may be delegated by the Board and/or prescribed under any law to be attended to by the Risk Management Committee.

The RMC 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.


