

<u>Charter of Risk Management Committee</u>	
Formation	<p>GCPL's Risk Management Committee was constituted on November 1, 2014.</p> <p>The terms of reference of the Committee was modified on June 9, 2021 to bring it in line with the amendments to the Listing Regulations.</p>
Members	<p>The majority of members of the Committee shall consist of members of Board of Directors. The Chairperson of the Committee shall be a member of the Board of Directors. The Committee comprises of the following members:</p> <ol style="list-style-type: none"> 1. Dr. Omkar Goswami, Independent Director (Chairperson of the Committee) 2. Ms. Nisaba Godrej, Executive Chairperson 3. Mr. Nadir Godrej, Non-Executive Director 4. Mr. Sudhir Sitapati, Managing Director & CEO 5. Mr. Omar Momin, Head – M&A
Meetings	<p>The Committee shall meet at least twice a year and not more than 180 days shall lapse between the two meetings.</p>
Quorum	<p>The quorum for the meeting shall be 2 members or 1/3rd of the total members of the Committee whichever is more including at least one Board member.</p>
Terms of reference	<p>The terms of reference of the Risk Management Committee (as required under the Listing Regulations) are given below:</p> <ol style="list-style-type: none"> (1) To formulate a detailed risk management policy which shall include: <ol style="list-style-type: none"> (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) Performing any other functions and activities related to this terms of reference as requested by the Board of Directors or any of its Committees or the Company management. (6) Performing any other functions as required to be done by the Risk Management Committee as per the provisions of the Companies Act, 2013, the Listing Regulations and any other laws or regulations from time to time.
Power	<p>The Committee shall have the power to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.</p>
Reporting Responsibilities	<p>The Risk Management Committee will update the Board periodically.</p>