

THE INDIAN HOTELS COMPANY LIMITED

THE TERMS OF REFERENCE OF THE RISK MANAGEMENT COMMITTEE (RMC)

The role of the RMC shall include the following:

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 (specifically, ESG related risks and impact), information and cyber security risks
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks
 - (c) Business contingency plan
- 2) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 3) Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the listed entity;
- 4) To review the risk management policy atleast once in two years, including by considering the changing industry dynamics and evolving complexity
- 5) To keep the board 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
- 7) Review the Company's risk governance structure, risk assessment and risk management practices and guidelines, policies and procedures for risk assessment and risk management and oversee its deployment within the Company.
- 8) Review and approve the Company wise Enterprise Risk Management (ERM) framework.
- 9) Review the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, cyber security risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.
- 10) Oversee Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels.

- 11) Review and analyse risk exposure related to specific issues, concentrations and limit excesses, and provide oversight of risk across organization.
- 12) Review compliance with risk policies, monitors breach / trigger trips of risk tolerance limits and directs action.
- 13) Nurture a healthy and independent risk management function in the company.
- 14) Oversee major risks of operating subsidiaries
- 15) 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.

Powers of the Risk Management Committee:

- the Risk Management Committee shall coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities
- Committee is empowered 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

Amended by the Board on: April 30, 2019, August 9, 2021