



RISK MANAGEMENT COMMITTEE CHARTER

OF

ORKLA INDIA LIMITED

**[Formerly known as Orkla India Private Limited and
earlier as MTR Foods Private Limited]**

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1. Objective

The purpose of the Risk Management Committee (“RMC”) of the Board of Directors (“Board”) of Orkla India Limited (‘Company’) shall be to monitor and review the Risk management framework and to perform such other functions as may be defined and delegated by the Board of the Company and as may be mandated by applicable laws and regulations, as in force from time to time. The Committee shall assist the Board in timely identification, evaluation, assessment and mitigation of risks such as, financial, cyber security, operational, strategic, statutory & regulatory, sustainability, reputational, political, and such other risks (“Risks”), that may be encountered by the Company.

2. Composition of the Committee

Chairperson - The Chairperson of the Committee shall be a Director of the Board.

Membership - Minimum three members, with majority of them being Directors of the Company including at least one Independent Director. Senior executives of the Company may be members of the Committee.

Secretary - The Company Secretary of the Company shall act as the Secretary to the Committee.

3. Meetings and Quorum

Frequency of Meetings – The Committee shall meet from time to time on a continuous basis and not more than two hundred and ten (210) days (or such other number of days as may be prescribed by law from time to time) shall elapse between any two consecutive meetings. Members who are not physically present may attend through audio-video / teleconference.

Quorum for Meetings - The quorum shall be either two Members or one third of the Members of the Committee, whichever is higher, including at least one Member of the Board in attendance.

Minutes of Meetings - The Company Secretary will maintain minutes of meetings of the Committee, which will be submitted to the Board in subsequent meeting, for noting.

4. Terms of Reference

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time and such other items as may be prescribed by applicable laws, which shall include the following:

- i. Review, assess and formulate the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:

- a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - c. Business continuity plan;
 - ii. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - iii. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - iv. Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;
 - v. Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
 - vi. Review the appointment, removal and terms of remuneration of the Compliance Officer (if any);
 - vii. To implement and monitor policies and/or processes for ensuring cyber security;
 - viii. To 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; and
 - ix. Carry out any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
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5. Reporting

- i. The Committee will periodically report to the Board on various matters that it has considered.
 - ii. The Annual Report of the Company shall disclose the composition of this Committee (including names of members and Chairperson), brief description of the terms of reference, number of meetings and attendance of the members/chairperson of the Committee.
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6. Review of Charter

The adequacy of this charter shall be reviewed from time to time by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about due to the regulatory amendments or otherwise.

In case of any ambiguity or need for clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and any other applicable laws. Further, in case there prevails any inconsistency between the provisions of this charter and the law, the law shall prevail.

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Approved by:	Board of Directors
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