

ARSHIYA LIMITED

CIN: L93000MH1981PLC024747

CHARTER FOR THE **RISK MANAGEMENT COMMITTEE**

**(As approved and adopted by the Board of Directors of
Arshiya Limited on June 30, 2021)**

Board Meeting Date: June 30, 2021

PURPOSE

The purpose of the Risk Management Committee of the Board of Directors ("the Board") of Arshiya Limited ("the Company") shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks. The Committee has overall responsibility for monitoring and approving the enterprise risk management framework and associated practices of the Company.

COMMITTEE MEMBERSHIP AND ORGANIZATION

The Risk Management Committee shall be appointed by and will serve at the discretion of the Board. The Risk Management Committee shall consist of no fewer than three members, majority of whom shall consist of members of the Board including one independent director.

The Chairman of the Risk Management Committee shall be a member of the Board.

The members of the Risk Management Committee shall meet the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members of the Risk Management Committee will be appointed by the Board on the recommendation of the Nomination and Remuneration Committee.

MEETINGS AND QUORUM

The Risk Management Committee shall meet at least twice a year and meeting shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.

Quorum for a meeting of the Risk Management Committee 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 of directors in attendance.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

1. The Risk Management Committee shall periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard.
2. The Risk Management Committee shall annually review and approve the Enterprise Risk Management Framework of the Company.

3. The Risk Management Committee shall periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
4. The Risk Management Committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).
5. The Risk Management Committee shall evaluate risks related to cyber security and ensure appropriate procedures are placed to mitigate these risks in a timely manner.
6. The Risk Management Committee will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g., internal or external audit issue relating to risk management policy or practice).
7. The Risk Management Committee may form and delegate authority to subcommittees when appropriate.
8. The Risk Management Committee shall make regular reports to the Board, including with respect to risk management and minimization procedures.
9. The Risk Management Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
10. The Board may review the performance of the Risk Management Committee periodically.
11. The Risk Management Committee shall have access to any internal information necessary to fulfil its oversight role.
12. The Risk Management Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
13. The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time.