

FORTIS HEALTHCARE LIMITED



RISK MANAGEMENT COMMITTEE MANDATE

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FORTIS HEALTHCARE LIMITED

Risk Management Committee¹

(A) PURPOSE

The Risk Committee is responsible for assisting the Board in its oversight of the risk management process, reviewing the risk profile, reviewing the effectiveness of the risk management framework and monitoring of mitigation plan. The Committee has overall responsibility for monitoring and review of the enterprise risk management framework/ plan.

(B) MEMBERSHIP & QUALIFICATION

- Reg. 21(2) & (3)² 1. The Risk Management Committee shall have 5 (Five) members, with majority being members of the Board of Directors including at least one Independent Director.
- Reg.21(3)³ 2. The Chairperson of the Risk Management Committee shall be a board member.
- Reg.21(3)⁴ 3. Senior executives of the Company may become members of the Committee.
4. The Company Secretary shall act as the secretary to the committee.

(C) MEETINGS OF THE COMMITTEE

- Reg.21(3A/3C)⁵ 1. The Risk Management Committee shall meet as per the frequency decided by the committee, though at least two meeting will be held every financial year. The gap between two consecutive meetings shall not be more than 180 days.
2. The Company secretary shall in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda shall be circulated at least seven (7) days prior to the scheduled meeting. In case of any other urgent business matter, meeting may be called at a shorter notice.
3. The quorum shall be either two members or one third of the members of the committee whichever is greater, with the presence of at least one board member.
4. Participation of the Members by video conferencing or by other audio-

¹ Constituted in terms of Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

² Regulation 21(2) and 21(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

³ Regulation 21(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Independent Directors have been defined at Regulation 16(1)(b) of the Listing Regulations

⁴ Regulation 21(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

⁵ Regulation 21(3A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

FORTIS HEALTHCARE LIMITED

visual means shall also be counted for the purposes of quorum.

(D) POWERS OF THE COMMITTEE

The Committee shall have the following powers:

- To take periodic review from Management Risk Committee on the key risk assessed and their mitigation plans. Further, to call upon the members of the Management Risk Committee of the Company for specific updates.
- Obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary;
- Investigate any matter within its terms of reference;
- Appoint an independent party to conduct or to assist in conducting any investigation, upon the terms of appointment to be approved by the Committee; and
- Have direct communications channels with the Senior Management on a continuous basis, such as the Managing Director, the Chief Operating Officer and the Chief Financial Officer of the Company.

(E) ROLE OF THE COMMITTEE

The role of the Risk Management Committee shall be as under:

- To design, review and amend risk management policy and procedures;
- To monitor the Company's risk profile including but not limited to strategic, financial, operational, people, medical, information technology (including cyber security), regulatory, safety, i.e. on-going and potential exposure to various risks both medical and non-medical;
- To obtain reasonable assurance from the Management that all known and emerging risks have been identified;
- To review the measures/ action plan taken by the management to mitigate the key/material/ existing and emerging risks, deliberate upon the specific actions proposed for risk mitigation including system and process for internal control of identified risk and provide inputs where considered necessary.
- To review and assess the effectiveness of the Company's risk assessment process and recommend improvement wherever appropriate;

FORTIS HEALTHCARE LIMITED

- To ensure that appropriate methodology, procedures and systems are in place to monitor and evaluate risk associated with the business of the Company.
- To provide assurance to the Board as to the adequacy of risk management measures taken by the company with regard to its identified risks and to advise of any additional measures that it feels will help in further risk mitigation.
- To communicate with Audit Committee at least once a year to exchange information and coordinate on issues related to risks and internal controls.
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer, if any.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To carry out such other functions as may be delegated by the Board from time to time.

(F) COMMUNICATION TO THE BOARD

- The minutes of each Committee meeting shall be tabled to the Board for notation.
- The Committee Chairman shall brief the Board members at each board meeting subsequent to a Risk Management Committee meeting regarding the matters discussed at that meeting.
- The Committee, if required, may from time to time submit to the Board its recommendation on matters within its purview, for the Board's noting/ approval.

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