STRIDES PHARMA SCIENCE LIMITED

CHARTER OF THE
RISK MANAGEMENT & SUSTAINABILITY
COMMITEE OF THE BOARD OF DIRECTORS

Version Control

- *Version 1.0 Approved by the Board of Directors on January 29, 2019*
- *Version 2.0 Approved by the Risk Management Committee on May 21, 2020*
- *Version 3.0 Approved by the Board of Directors on November 10, 2021*
- *Version 4.0 Approved by the Board of Directors on May 22, 2025*

1 PREAMBLE

This Committee has been constituted in terms of the requirement of Regulation 21 of the Listing Regulations and as amended from time to time.

2 DEFINITIONS

a) "Board" shall mean the Board of Directors of the Company.

b) "Company" shall mean Strides Pharma Science Limited.

c) "Listing Regulations" shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.

d) "Risk Management & Sustainability Committee or the Committee" shall mean the Committee constituted by the Board of Directors of the Company in terms of Regulation 21 of the Listing Regulations.

3 COMMITTEE CONSTITUTION AND COMPOSITION

- The Committee shall consist of a minimum of three members with a majority of them being members of the Board of Directors. The Committee shall have at least one (1) Independent Director
- The Chairperson of the Committee shall be a Non-Executive Director.

- The Committee shall appoint a Chief Risk Officer to oversee and execute Company's risk management function. Roles and Responsibilities of the CRO is provided as Annexure B.

- The Committee may appoint a Chief Sustainability Officer (CSO) or designate the CRO or any other Company Executive as CSO in addition to their existing responsibility, who shall be responsible to oversee and execute Company's Sustainability strategy and operations. Roles and Responsibilities of the CSO is provided as Annexure C.

4 MEETINGS AND QUORUM

- The Committee shall meet at least twice in a year or at such regular intervals as may be deemed necessary. The time gap between consecutive committee meetings shall not exceed 210 days.

- A quorum shall be said to have been constituted if the meeting is attended by at least two (2) members or at least one-third of the members, whichever is higher. Further, the meeting shall be attended by at least one Non-Executive Director.

5 ROLES, RESPONSIBILITIES AND POWERS OF THE COMMITTEE

5.1 Risk Management

The Committee shall have the following roles and responsibilities relating to Risk Management:

a) Advise the Board by collaborating to identify and manage the full range of risks the enterprise faces.

b) Provide oversight during the design and implementation of a comprehensive risk management framework and a common-sense approach to manage risks across the entire organisation.

c) Establish and communicate risk vision and philosophy, approve risk strategy and establish risk appetite.

d) Review and approve the Enterprise Risk Management framework of the company on a periodic basis. The Committee shall review and approve the risk management culture, processes and practices of the company.

e) Monitor and review the exposures of the material risks and assess management's preparedness to deal with the risk and associated events.

f) Review and approve the enterprise risk management working plan and utilize risk for the enterprise's competitive advantage.

g) Review the ERM policy at least once every two (2) years.

h) Overseeing internal and external risks faced by the Company including financial, operational, sectoral, sustainability (ESG), information, cyber security risks or any other risks determined by the Committee

i) Ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company.

j) Overseeing the cybersecurity measures of the organisation with a focus on the cyber and digital risks.

k) Review the effectiveness of the risk mitigation plans, including adequacy of the system/processes for the internal controls of the identified risks.

l) Monitor and oversee implementation of the risk management policy, including evaluation of the adequacy of risk management systems.

m) Oversee and guide the development and implementation of ERM policies, procedures, guidelines.

n) Advice the Board on all matters related to ERM. Engage other stakeholders in the risk management process when the need is identified. Facilitate communication of ERM information.

o) Keep the Board of Directors informed about the nature and content of the Committee discussions and recommendations, as well as the actions to be taken.

p) Review the process and terms of appointment, remuneration and duration for the designation of Chief Risk Officer (CRO).

q) Oversee and guide the development and implementation of Business Continuity and Crisis Management and Business Continuity procedures and guidelines.

r) Disseminate to the enterprise the upside of risk and the opportunities it can present, rather than the traditional perspective of "risk as hazard".

s) Seek information from any employee, obtain outside legal or other professional advice, and secure attendance of outsiders with relevant expertise, if required.

t) The Committee may form and delegate authority to a sub-committee, which shall assist the Committee to project manage the ERM. Roles and Responsibilities of the sub-committee is enclosed as Annexure A.

u) Carry out any other functions as prescribed under the Listing Regulations and other Applicable Laws.

5.2 Sustainability

The Committee shall have the following roles and responsibilities relating to Sustainability:

a) Formulate and periodically update the Sustainability policy with industry best practices, demonstrating commitment to sustainability;

b) Design, develop and launch the Company's sustainability strategy, in line with business goals and targets;

c) Guide the Board on Sustainability strategies that may enable the opening up of opportunities for increased investment, customer engagement & stakeholder trust;

d) Enable proactive strategy for addressing matters including but not limited to environmental sustainability, climate change impact, Value Chain sustainability, Human Rights, Biodiversity & Forest Conservation, and other matters of ESG;

e) Identify and define sustainability-related goals and targets that are specific, measurable, attainable, relevant and time-bound and facilitate effective implementation of the same.

f) Periodically monitor and review the performance against the agreed sustainability goals and targets;

g) Review and recommend necessary policies for approval of Board;

h) Ensure efficient and timely reporting of related disclosures to regulators and other identified stakeholders;

i) Review and recommend to the Board various Sustainability related reports, including the Business Responsibility and Sustainability Report, Sustainability Reports;

j) Review the process and terms of appointment, remuneration and duration for the designation of Chief Sustainability Officer (CSO);

k) Form and delegate authority to a sub-committee, if required, which shall assist the Committee to manage Sustainability;

l) Carry out any other functions as may be prescribed under any Applicable Laws or as may be mandated by the Board

6 REPORTING RESPONSIBILITY

The committee shall report on all proceedings to the Board of Directors from time to time.

7 PERIODIC REVIEW AND APPROVAL OF CHARTER

The Charter shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments. Any amendments thereto shall be approved by the Board of Directors.

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ANNEXURE -A

Roles and Responsibilities of Risk Steering Committee

a) Increase the enterprise's risk intelligence i.e., process of gathering information about risks, analyse, apply and learn from the results.

b) Approve and communicate policies, procedures and guidelines that embed risk assessment and response to risk considerations into (i) planning processes; (ii) strategy development and execution and (iii) capital authorization requests, if required.

c) Retrospectively review financial or operational losses incurred and prepare recommendations/ corrective action plan to reduce the probability of occurrence of such events in future.

d) Set directions for risk management activities.

e) Review existing risk management process and documentation and deliberate on the establishment, operations and continuous improvement of the risk management structure.

f) Identify high priority risk and report the progress to the Committee on a periodic basis.

g) Provide support and consultancy role, including facilitating and advising on the implementation of risk management and related matters across business units.

h) Coordinate with Business Head/ Functional Head and all the other stakeholders and set the limits and controls on risk appetite.

i) Monitor all internal and external risks faced by the Company including financial, operational, sectoral, Sustainability (ESG), information, cybersecurity and any other risks as may be determined by the Risk Management Committee.

j) Receive the Risk Management Sheet from each function and evaluate the appropriateness of countermeasures.

k) Design, implement and evaluate necessary countermeasures and mitigation plans for identified risks with regards to systems and process of internal control. The steering committee may also be required to act as a crisis management committee, as and when required, in order to effectively assess, respond and recover from any crisis scenarios. For this purpose, the steering committee may include additional members who possess requisite skills required in relevant crisis situation.

   In this role the Business Continuity and Crisis Management committee, shall be responsible for:

- Setting up mechanisms to identify the various crisis scenarios that may adversely impact the Company, evaluate the Company's readiness in responding to such scenarios including existence and robustness of business continuity and crisis management playbooks.

- Managing the communication channels to ensure accurate and timely reporting to the leadership, external stakeholders, media partners and public at large.

l) Evaluating the outcome of the responses as a means of continuous improvement mechanism in the risk management and crisis response practices.

m) Carry out any other activities as may be required or deemed necessary in this regard.

ANNEXURE - B

Roles and Responsibilities of Chief Risk Officer

The CRO's roles and responsibilities relating to enterprise risk management include:

a) Assisting the Committee in fulfilling the risk management responsibilities by facilitating the governance of risk management process through-out the organization.

b) Facilitate in building robust enterprise risk management practices suitable for the Company's needs, including setting up of approach, standards and guidance, supporting management to identify trends and emerging risks, help craft risk appetite & capacity, assist management in developing risk response plans to manage risks and issues, etc.

c) Assist in the development and monitoring of key risk indicators (KRIs) that are mapped to various risks to determine elevations in risk and proactively implement risk mitigation measures. Assist in aligning the Risk management framework with the Internal Control framework to ensure key operational risk are adequately and appropriately managed.

d) Monitor risk on an ongoing basis, monitor the adequacy and effectiveness of risk responses, accuracy and completeness of reporting and timely remediation of deficiencies and assist in establishing effective monitoring system by all stakeholders.

e) Promoting enterprise risk management and assisting in integrating practices into their business plans and reporting.

f) Manage and maintain the Risk Register for the enterprise.

g) Carry out any other activities as may be delegated by the Committee.

h) Closely co-ordinate with the risk owners, management team and steering committee in formulating a robust business continuity plan and crisis response and recovery framework.

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ANNEXURE - C

Roles and Responsibilities of Chief Sustainability Officer (CSO)

The CSO's roles and responsibilities relating to sustainability include:

a) Assisting the Committee in fulfilling the Sustainability related responsibilities by facilitating the governance of sustainability process through-out the organization;

b) Assisting the Committee in developing and implementing the organization's sustainability strategy aligned with corporate goals and global standards;

c) Oversee ESG disclosures and sustainability reporting in line with applicable regulations and frameworks (e.g., GRI, SASB, TCFD, CDP, DJSI);

d) Oversee ESG rating submissions with various rating agencies (e.g.; DJSI CSA, Ecovadis, UNGC CoP);

e) Lead cross-functional sustainability initiatives (e.g., carbon reduction, ethical sourcing, human rights);

f) Oversee implementation of sustainability programs across operations including but not limited to supply chain, product lifecycle;

g) Drive sustainability awareness and training across all levels of the organization and foster a culture of sustainability;

h) Represent the company in sustainability forums, industry groups, and policy discussions;

i) Support integration of sustainability into corporate governance frameworks;

j) Carry out any other activities as may be delegated by the Committee.

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