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# Risk Management Committee Charter

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Confidential and Privileged

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## Background

Pursuant to the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('SEBI LODR'), the Company through its Board of Directors ('Board') should constitute a Risk Management Committee ('RMC' or 'Committee'), with its role and responsibilities as defined by the Board. The Board may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.

Further, the Companies Act 2013, requires its Board of Directors to develop and implement a risk management policy and identify risks which may threaten the existence of the Company.

Accordingly, the RMC was formed in December 2014.

The following charter defines the purpose, authority, composition and roles and responsibilities of the RMC.

# 1 Purpose

The RMC is established by the Board in accordance with Regulation 21 of SEBI LODR to properly align with management as it embarks a risk management program.

The purpose of the RMC shall be to assist the Board in its oversight of Tata Communications' management of key risks, including strategic, operational, financial, sectoral (market/competition), legal and regulatory, technology (information, cybersecurity), sustainability / ESG risks (environmental, social and governance) and other risks relevant from an industry perspective as well as the framework for monitoring and mitigating such risks.

RMC shall be responsible for monitoring and reviewing of the risk management plan.

## 2 Authority

The RMC shall have access to any internal information necessary to fulfil its oversight role. The RMC shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.

## 3 Composition and Meetings

The RMC shall have a minimum of three members with majority of them being members of the Board of Directors, including at least one independent director. The Chairperson of the RMC shall be a member of the Board of Directors and senior executives of the Company may be members of the RMC. The Members of the Committee shall be appointed by and will serve at the discretion of the Board.

The RMC will meet at least twice a year. The meetings of the RMC 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.

The quorum for a meeting of the RMC 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.

# 4 Responsibility and Duties

## Risk Management

- The RMC shall help to set the tone and develop a culture of risk management into the Company' goals and compensation structure.
- The RMC shall formulate the Risk Management Policy and Framework which shall include:
  - A framework for identification of internal and external risks specifically faced by the Company, in particular including strategic, operational, financial, sectoral (market/competition), legal and regulatory, technology (information, cybersecurity), sustainability / ESG risks (environmental, social and governance) and other risks relevant from an industry perspective as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- The RMC shall review and approve the Risk Management Policy and Framework once in two years.
- The RMC shall ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company.
- The RMC shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner.
- The RMC shall ensure that the Company has adequate cyber security measures in place to protect itself from cyber threats and monitor such security measures from time to time.
- The RMC shall monitor and oversee implementation of the risk management policy and evaluate the adequacy of risk management systems.
- The RMC shall review and approve the appointment, removal and terms of remuneration of the Chief Risk Officer unless such appointment, removal and terms of remuneration is not reviewed by the Nomination and Remuneration Committee.
- The role and responsibilities of the RMC shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time.

## Reporting

- The RMC shall make periodic reports to the Board with respect to risk management and mitigation procedures, nature of content of its discussions, recommendations, and actions to be taken, based on the presentation made by the Management to the RMC on the top risks for the Company and mitigation thereof.