



Suven Pharmaceuticals Limited

Charter of the Risk Management Committee

(Amended Charter effective from February 12, 2025)

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Objective

The Risk Management Committee Charter is framed in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The primary responsibility of the Risk Management Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Suven Pharmaceuticals Limited (the “Company”) in monitoring and reviewing the risk management policy, and implementation of the risk management framework.

The role, responsibilities and powers of the Committee shall include matters set out in this Charter and such other items as may be delegated by the Board or prescribed under the applicable laws, as amended from time to time.

Composition

- The Risk Management Committee shall have minimum 3 (three) Directors as member.
- At least one member of the Risk Management Committee shall be Independent Director.
- The Company Secretary shall act as Secretary to the Committee.

Meeting and Quorum

- The Committee shall meet at least two times in a financial year.
- The meetings of the Committee shall be conducted in such a manner that on a continuous basis not more than two hundred and ten days shall elapse between any two consecutive meetings.
- The quorum for the meeting shall be one-third of the total strength or two members, whichever is greater, with at least one Independent Director.
- The Committee may invite such other executives, as it considers appropriate, to be present at the meetings.

Authority

- The Committee shall act and have powers in accordance with the terms of reference specified by the Board;
- The Risk Management Committee may 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;
- The Committee may seek information from any employee, when needed;
- The Committee may obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Role and Responsibilities

- 1) Formulate a detailed Risk Management Policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, compliance/ legal risk, disaster risk or any other risk as may be determined by the Committee;
 - Measures for risk mitigation including systems and processes for internal control of identified risks

- Business continuity plan
- 2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- 5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- 7) Discharge such duties and functions as required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or any other applicable laws and the rules made thereunder from time to time;
- 8) Discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

Reporting

The Risk Management Committee shall report on its activities and summarize any recommendations to the Board.

Evaluation

The Committee, if deemed necessary, may conduct a performance evaluation related to its purpose, duties, responsibilities and effectiveness and recommend, any changes, it considers necessary for the approval of the Board of Directors. The Committee may conduct such evaluation and reviews at such intervals and in such manner as it may deem appropriate.

Review of Risk Management Committee Charter

The Risk Management Committee charter shall be reviewed and reassessed by the Committee at such intervals as the Committee deems appropriate and recommendations, if any shall be made to the Board for approval of the same from time to time.

Approved by the Board of Directors on February 12, 2025