

RISK MANAGEMENT COMMITTEE CHARTER
OF
BIOCON BIOLOGICS LIMITED

TABLE OF CONTENTS

1. THE COMMITTEE	2
2. RISK MANAGEMENT COMMITTEE COMPOSITION	2
3. QUORUM.....	3
4. MEETINGS AND REPORTING	3
5. ROLES AND RESPONSIBILITY OF THE COMMITTEE.....	4
6. POWERS OF THE COMMITTEE	5
7. DISCLOSURE REQUIREMENTS	5
8. REVIEW OF COMMITTEE CHARTER.....	5
9. VERSION HISTORY	5

1. THE COMMITTEE

The Risk Management Committee (“Committee” or “RMC”) of the Board of Directors (“Board” or “BoD”) of Biocon Biologics Limited (“Company”) has been constituted.

The primary objective of this Committee is to monitor and review the Risk Management framework and to perform such other functions as may be defined and delegated by the Board of the Company and as may be mandated by applicable laws and regulations, as in force from time to time. The Committee shall assist the Board in timely identification, evaluation, assessment and mitigation of internal and external risks such as financial, operational, reputational, regulatory, extended enterprise, sectoral, strategic, sustainability - ESG, technology, talent risks etc. (“risks”), that may be encountered by the Company.

The Committee will develop a Risk Management framework, for approval by the Board, and will have overall responsibility for monitoring and effectively addressing the risks.

2. RISK MANAGEMENT COMMITTEE COMPOSITION

The composition of the Risk Management Committee as per Regulation 21 (2) of Listing Regulations is as follows:

- a) The Committee shall consist of a minimum of three members,
- b) Majority members of the Committee shall be members of the Board, and
- c) The Committee shall include at least one independent director.
- d) Senior executives of the Company may be elected as the Members of the Committee.

Chairperson: The Chairperson of the Committee shall be a member of the Board of Directors and shall be responsible for overseeing the functioning of the Committee. (*Regulation 21 (3) of the Listing Regulations*). In case the Chairperson is unable to attend the meeting, the Members present at such meeting may elect one Director amongst them to be the Chairperson for that meeting.

Membership: The Members of the Committee shall be appointed by the Board on the recommendations of the Nomination and Remuneration Committee.

Invitees: In addition to the Members of the Committee, any other Director/person may be invited to the meeting for bringing special knowledge, etc. into the discussion as may be deemed fit by the Committee. Invitee Directors will not have any voting rights and may be entitled to sitting fees, if any, as mutually agreed upon by the members of the Board.

Secretary: The Company Secretary shall act as Secretary to the Committee.

3. QUORUM

The 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 in attendance. *(Regulation 21 (3B) of the Listing Regulations)*.

4. MEETINGS AND REPORTING

- The Committee shall meet at least twice in a year (or such other minimum number of times as may be prescribed by law as in force from time to time), with not more than two hundred and ten days elapsing between any two consecutive meetings (or such other number of days as may be prescribed by law as in force from time to time). *(Regulation 21 (3A), (3C) of the Listing Regulations)*.
- All or any members may participate in a meeting by video conferencing or by other audio-visual means. A member so participating is deemed to be present in person at the meeting and shall be counted for the purpose of quorum at the meeting of the RMC.
- The Secretary to the RMC shall be responsible, in conjunction with the Chairperson, for compiling and circulating the agenda and papers for the meeting.
- Formal decisions shall be made by simple majority. In case of equality in votes, the Chairperson of the meeting shall have the casting vote.
- The draft Minutes of each meeting of the Committee shall be circulated within the statutory time period as stated in the Secretarial Standards as issued by the Institute of Company Secretaries of India read along with the Companies Act, 2013 or any other applicable laws, rules or regulations as applicable from time to time. A copy of the signed minutes, certified by the Company Secretary, shall be circulated within the timelines as stated under the Secretarial Standards, to all the Members as on the date of the meeting and appointed thereafter, except to those Members who have waived their right to receive the same either in writing or such waiver is recorded in the Minutes.
- RMC shall report the outcomes of all its meetings to the Board.
- The Members of the Committee are eligible for sitting fees, if any, approved by the Board from time to time.

5. ROLES AND RESPONSIBILITY OF THE COMMITTEE

The Committee shall have the following roles and responsibilities *(as read with Roles and Responsibilities of Risk Management Committee (RMC) under Part-D of Schedule II of SEBI (LODR))*:

- Advise the Board on the effectiveness of the Risk Management systems at least half-yearly.
- Keep the Board informed about the nature and content of RMC discussions (including status of Key risks, recommendations, and actions to be taken half-yearly).
- Review risks associated with key investment or project decisions prior to the approval of such investment/project decisions by the Board.
- To formulate a detailed Risk Management Policy which shall include:
 - A manual for identification of internal and external risks specifically faced by the Company, including financial, operational, reputational, regulatory, extended enterprise, sectoral, strategic, sustainability - ESG, technology, talent or any other risk as may be determined.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business Continuity / Contingency Plans.
- Monitor and review implementation of the Risk Management policy and procedures which shall include:
 - Processes for risk identification and assessment.
 - Risk assessment scales, risk appetite and tolerance statements.
 - Key risks for the organization.
 - Measures for risk response including Business Continuity / Contingency Plans and guidelines.
 - Define the calendar for review of key risks for the organization, with the objective to refresh the prioritized risks at defined periodicity; and
 - Propose enhancements to the ERM system, including those required in adherence to changes in regulatory requirements.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- Review the appointment, removal and terms of remuneration of the Chief Risk Officer.
- 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 of Directors.

- Perform such functions or duties as may be prescribed under the Companies Act, 2013 and any other applicable laws from time to time and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

6. POWERS OF THE COMMITTEE

The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

7. DISCLOSURE REQUIREMENTS

The Company shall disclose the following about the Risk Management Committee in the section on Corporate Governance of the Annual Report (Schedule V, Para C, 5A of SEBI (LODR)):

- a) Brief description of Terms of Reference
- b) Composition, names of members and chairperson
- c) Meetings and attendance during the year

8. REVIEW OF COMMITTEE CHARTER

The adequacy of this Charter shall be reviewed and reassessed by the Committee at least once in a year, and appropriate recommendations shall be made to the Board to update the same based on the changes including those that may be brought about due to the regulatory framework amendments or otherwise.

In case of any ambiguity or need for clarification, the Company shall refer to applicable Secretarial Standards, provisions of Companies Act 2013 and Articles of Association of the Company and any other applicable laws. Further, in case there prevails any inconsistency between the provisions of this Charter and the prevailing law, the law shall prevail.

9. VERSION HISTORY

- Risk Management Committee was constituted on May 13, 2020, by the Board of Directors.
- V1.1 RMC Charter was approved on May 13, 2020.
- V1.2 RMC Charter was approved on January 19, 2022.
- V1.3 RMC Charter (current version) is approved on May 06, 2025.