



## **RISK AND COMPLIANCE COMMITTEE**

### **TERMS OF REFERENCE**

#### **MEMBERSHIP**

The Risk and Compliance Committee of the Company shall comprise at least **three (3)** members. The Chairman of the Committee shall be elected from amongst its members. No Alternate Directors can be appointed as a member of the Committee.

If a member of the Committee resigns, dies and for any reason ceases to be a member resulting in the non compliance with the above paragraph, the Board shall, within three (3) months of that event, appoint such number of new members as may be required.

#### **MEETINGS AND MINUTES**

Meetings shall be held at least two (2) times a year or more frequently as circumstances dictate. Additional meetings shall be scheduled as considered necessary by the Committee and the Chairman. The Committee may establish any procedures from time to time to govern its meetings, keeping of minutes and its administration.

The Committee may request other directors and members of management, as applicable, to participate on the Committee meeting, as necessary to carry out the Committee's responsibilities.

The quorum for a meeting of the Committee shall be two (2) members present.

The Company Secretary shall be the Secretary of the Committee. Committee meeting agendas shall be the responsibility of the Chairman with input from the Committee members. The Chairman may also ask the management to participate in this process. Written materials including information requested by the Committee from the management shall be received together with the agenda for the meetings.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the fact thereon stated. Such minutes of each meeting shall be kept and distributed to each member of the Committee and of the Board.

The Committee shall report to Board on each meeting. The minutes of Committee meeting shall be available to the Board members.

The Committee shall review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

#### **SCOPE OF ACTIVITIES**

The duties of the Risk and Compliance Committee shall include the following:-

- (i) To provide regular and timely reporting and update the Board on key risk management and compliance issue.
- (ii) To ensure the effective implementation of risk treatment policy and Procedures.
- (iii) To ensure that a short and long term risk management strategy, framework and methodology have been implemented and consistently applied by the Company.
- (iv) To review management's assessment of risk at least annually and to provide an update to the Board in this regard.