



QUEST CORP LIMITED

**CHARTER
OF
RISK MANAGEMENT &
ENVIRONMENTAL, SOCIAL, AND
GOVERNANCE
COMMITTEE**

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1. Objective of the Committee:

The Risk Management and Environmental, Social, and Governance Committee (“Committee”) of the Board of Directors (“Board”) of Qess Corp Limited (“Company”) has been constituted in compliance with Regulation 21 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The purpose of the Committee is to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks. The Committee has overall responsibility for monitoring, evaluating and approving the risk management framework and associated practices of the Company.

Recognizing the growing significance of Environmental, Social, and Governance (“ESG”) considerations, the Board has entrusted the Risk Management Committee with the oversight of all ESG-related initiatives.

2. Composition of the Committee:

The Committee shall have minimum 3 (three) members with majority of them being members of the Board of Directors, including at least 1 (one) Independent Director. Senior Executives of the Company may be elected as the Members of the Committee.

The Chairperson of the Committee shall be a member of the Board of Directors.

The Company Secretary of the Company acts as Secretary to the Committee.

3. Meetings and Quorum:

The Committee shall meet at least twice in a financial year.

The quorum for a meeting of the Committee shall be either 2 (two) members or 1/3 (one third) of the members of the Committee, whichever is higher, including at least 1 (one) member of the Board of Directors in attendance.

The meetings of the Committee shall be conducted in such a manner that on a continuous basis not more than 210 (two hundred and ten) days shall elapse between any two consecutive meetings.

4. Terms of reference:

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time and such other items as may be prescribed by applicable laws, which shall include the following:

- a) To evaluate significant risk exposures of the Company and assess management’s actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).;

- b) To coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice);
- c) To make regular reports/ recommendations to the Board;
- d) To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks 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.
- e) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- f) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- g) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- h) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- i) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- j) 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;
- k) Review Sustainability initiatives of the company and provide guidance on aspects of sustainability policies and programs including environmental sustainability, climate change, responsible sourcing, biodiversity, energy & water conservation;
- l) Overseeing the Company's initiatives and reviewing the risk and opportunities related to Environmental, Social and Governance ("ESG");
- m) To review any statutory reporting relating to sustainability initiatives e.g., Business Responsibility and Sustainability Report (BRSR).
- n) Monitor implementation and execution of ESG related initiatives and policies;

- o) To monitor timely performance and progress made on ESG parameters.
- p) Identify and recommend to the Board and other Committees, the emerging risks related to ESG (including Climate change risk) and ascertain approaches to mitigate or adapt to the risks along with financial implications of the same.
- q) To perform such functions or duties as may be prescribed under the Companies Act, 2013, SEBI Listing Regulations 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.

5. Review of the Charter:

The adequacy of this Charter shall be reviewed and re-assessed by the Committee, as and when required and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework or policy changes, from time to time.

In case of any ambiguity or need for any clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI Listing Regulations, 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 law, the law shall prevail.

6. Version History:

The Charter was last reviewed, amended and approved by the Risk Management & Environmental, Social, and Governances Committee and the Board of Directors at their respective meetings held on May 19, 2025.
