# Deloitte.

## Securities Exchange Board of India (SEBI),

Listing Obligations Disclosure Requirements (LODR) (Second Amendment) 2021

Market regulator SEBI has published the SEBI (LODR) (second amendments) vide notification No. **SEBI/LAD-NRO/GN/2021/22** on **5 May 2021**We explore these **key amendments for risk management** and what actions are required by listed entities to comply with the revised SEBI (LODR) 2021.

#### New amendments in SEBI (LODR) regulations in reference to risk management



Applicable to **Top 1000** listed entities



**Constitution of RMC** 

- Minimum three members, with majority being board members
- At least one independent director



Number of meetings and quorum

- RMC should meet at least **twice** in a year
- Two members or one-third of total committee members, whichever is higher, including one independent director



Maximum gap between meetings

Not more than **180 days** between two consecutive meetings



Roles and responsibilities of RMC

Formulate and monitor the implementation of **risk management policy** with enhanced **risk domains** and **business continuity plans**, review the policy **once in two years**, inform the **board** about its recommendation and actions, ensure robust processes and methodology exist for risk management



Powers of RMC to seek information

RMC has powers to **seek information** from any employee, legal or other professional advice and secure attendance of outsiders with relevant expertise, if required



Disclosure in annual report about RMC

Listed companies to **disclose the following about RMC** in the annual report:

- a. Brief description of terms of reference
- b. Composition, name of members and chairperson
- c. Meetings and attendance during the year

#### Key actionable points for top 1,000 listed companies to comply with amendments

Constitution of Risk Management Committee (RMC) as per amendment





Develop terms of reference for Risk Management Committee (RMC)

Develop, monitor, and review risk management policy







Develop a risk management framework for identification, assessment, mitigation, and monitoring of risks

Develop and integrate Business Continuity Plan with a risk management framework





Disclose the RMC terms of reference, meetings, and attendance details in the annual report

#### How we can support you during your journey towards risk transformation

Develop risk governance, framework and optimisation





Enhance risk culture and capabilities

Tech-enablement of risk management





Integrate Business Continuity and risk management

### **CONNECT WITH US**



Anthony Crasto
President, Risk Advisory
Deloitte India
acrasto@deloitte.com



Abhijit Katkar Partner, Risk Advisory Deloitte India akatkar@deloitte.com



Santosh Kumar
Partner, Risk Advisory
Deloitte India
santoshkumar@deloitte.com



Sanjesh Thakur
Partner, Risk Advisory
Deloitte India
sanjeshthakur@deloitte.com



Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee ("DTTL"), its network of member firms, and their related entities. DTTL and each of its member firms are legally separate and independent entities. DTTL (also referred to as "Deloitte Global") does not provide services to clients. Please see www.deloitte.com/about for a more detailed description of DTTL and its member firms.

This material is prepared by Deloitte Touche Tohmatsu India LLP (DTTI LLP). This material (including any information contained in it) is intended to provide general information on a particular subject(s) and is not an exhaustive treatment of such subject(s) or a substitute to obtaining professional services or advice. This material may contain information sourced from publicly available information or other third party sources. DTTI LLP does not independently verify any such sources and is not responsible for any loss whatsoever caused due to reliance placed on information sourced from such sources. None of DTTI LLP, Deloitte Touche Tohmatsu Limited, its member firms, or their related entities (collectively, the "Deloitte Network") is, by means of this material, rendering any kind of investment, legal or other professional advice or services. You should seek specific advice of the relevant professional or services. This material or information is not intended to be relied upon as the sole basis for any decision which may affect you or your business. Before making any decision or taking any action that might affect your personal finances or business, you should consult a qualified professional adviser.

No entity in the Deloitte Network shall be responsible for any loss whatsoever sustained by any person or entity by reason of access to, use of or reliance on, this material. By using this material or any information contained in it, the user accepts this entire notice and terms of use. ©2021 Deloitte Touche Tohmatsu India LLP. Member of Deloitte Touche Tohmatsu Limited