

Finance & Operations Committee

Terms of Reference [‘ToR’]

1. Objective:

The Finance and Operations Committee (the "Committee") of Cohizon Life Sciences Limited (erstwhile known as Sajjan India Limited) (the "Company") is established to oversee financial, operational, and sustainability-related matters. Its purpose includes guiding the Company in areas such as investment, cash management, property dealings, and compliance, with a focus on integrating sustainability into financial decisions and operational practices.

2. Scope:

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

A. Finance/Treasury Related

1. Investments and Financial Instruments:

- Evaluate and approve investments that align with the Company’s financial goals and sustainability objectives, including projects that promote environmental protection, resource efficiency, and waste reduction.
- Consider both financial feasibility and sustainability impact when approving investments in government securities, mutual funds, and other financial instruments.
- Evaluate and approve financial instruments that incentivize and support sustainable practices within the Company and its supply chain.

2. Cash Management and Treasury Products:

- Manage the Company’s funds, prioritizing instruments that align with sustainable and responsible investment principles.

3. Foreign Exchange and Financial Derivatives:

- Appoint dealers, negotiate agreements, and oversee risk management strategies for foreign exchange and commodity trading, ensuring that sustainability considerations are integrated into risk management.

4. Banking and Accounts:

- Open, operate, and manage the Company’s banking and deposit accounts, and establish criteria for selecting banking partners that demonstrate strong environmental and social responsibility practices.

5. Borrowing and Credit Facilities:

- Approve borrowing and credit arrangements within Board-approved limits, including working capital finance, bond issuance, and consortium banking arrangements.

B. Operations Related Authorizations:

1. Operational Efficiency and Cost Management

- a. Oversee production planning, capacity utilization, and resource allocation to meet demand forecasts while optimizing costs.
- b. Implement waste reduction, energy conservation, and downtime minimization initiatives to enhance overall plant efficiency.

2. Health, Safety, Environmental, and Regulatory Compliance

- a. Ensure compliance with health, safety, and environmental regulations, conducting regular audits and risk assessments.
- b. Drive plant sustainability efforts by setting targets for emissions reduction, water conservation, and energy optimization, with a focus on regulatory alignment.

3. Quality Assurance and Data-Driven Improvements

- a. Oversee quality control systems to ensure product consistency and continuous improvement.
- b. Utilize operational metrics to inform data-driven decisions and regularly report plant performance to the Committee.

C. Property Related Authorizations:

1. Leases and Property Acquisitions:

- o Authorize property leases or purchases considering sustainability factors such as energy efficiency and environmental impact, with an emphasis on green building certifications and sustainable development.

2. Sales and Purchases of Immovable Property:

- o Approve the sale or acquisition of immovable property, ensuring compliance with applicable regulations and within financial limits set by the Board.

3. Authority & Powers

The Committee is authorized to:

- 3.1. Investigate any matter related to its ToR within the Company.
- 3.2. Access any information and employees as necessary.
- 3.3. Liaise with other committees and external consultants or advisors.
- 3.4. Seek external professional advice, including legal counsel or industry specialists.
- 3.5. Engage independent advisors when necessary, at the Company's expense.

4. Constitution of the Committee:

4.1. The Committee shall consist of persons as its members:

- i. Managing Director and Chief Executive Officer
- ii. Chief Financial Officer & 1 Senior Director -Finance
- iii. President - Operations
- iv. Chief Technology Officer
- v. Chief Human Resources Officer

- vi. Chief Supply Chain Officer
- vii. Company Secretary
- viii. Vice Presidents & Senior Director – Commercial

4.2. The Managing Director and Chief Executive Officer shall be the Chairperson of the Committee. In the absence of the Chairperson, the C-suite employees present shall elect one of them to chair the meeting.

5. Secretary:

The Company Secretary and in his/her absence their delegate shall act as secretary to the Committee.

6. Meetings and Quorum:

- 6.1. The Committee shall meet as often as needed but not less than once in every quarter. The meetings of the Committee shall be conducted in the physical presence of the members and / or by any other electronic mode, as per the provisions laid down in the Companies Act, 2013 and the rules made thereunder.
- 6.2. The quorum for a meeting of Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least two C-suite employee in attendance.
- 6.3. Any other individual may be invited with the permission of the Chairperson to attend all or any part of any meeting when appropriate. In addition, when the Company has an engagement with an external adviser or consultant, such adviser or consultant may also be invited to attend the Committee meeting(s).

7. Notice

- 7.1. Meetings of the Committee shall be called by the Secretary or their delegate as the case may be at the request of the Chairperson or any of its members.
- 7.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person invited to attend at least 2 (two) working days before the meeting.
- 7.3. Meeting of the Committee can be convened at shorter notice if majority of the members of the Committee have consented to the same.

8. Minutes

- 8.1. The Secretary or their delegate shall minute the proceedings and decisions of all the meetings of the Committee
- 8.2. Draft minutes will be circulated to members of the Committee for approval and, following approval, to the Board.

9. Reporting:

The Committee will report to the Managing Director & CEO on its proceedings after each meeting, identifying any matters arising in the meeting or within the remits of the Committee. The Managing Director & CEO may further accordingly intimate and seek advice from the Board for such matters as he may deem necessary.

10. Review of Committee Charter:

The adequacy of this Charter shall be reviewed and reassessed by the Committee, periodically and appropriate changes shall be made to update the Charter based on the changes that may be brought about due to any regulatory framework or otherwise.

These terms of reference have been approved and implemented by the Management with immediate effect.



Rajesh Kumar Srivastava, MD & CEO

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